

Information Network of Kansas Board Meeting Minutes

September 2022 Regular INK Board Meeting September 1, 2022

Opening

A meeting of the INK Board was called to order in conference room CSOB530 in the Curtis State Office Building in Topeka, Kansas at 10:12 a.m. by INK Board Chair Tom Sloan. The start of the meeting was delayed due technical difficulties with the audio-visual system. The following other members were present:

Lori Blake, representing the Kansas Association of School Boards

Mark Burghart, Secretary of Revenue

Kate Butler, representing the Kansas Bar Association

Andrea Krauss, representing the Kansas Independent Oil & Gas Association

Glen Yancey, representing the Executive Branch Chief Executive Technology Officer

Others Present

Karen Linn, Managing Director / Kyle George, Manager - BT&Co., P.A. (via Zoom); Molly Saunders, Shockey Consulting, LLC (via Zoom); Susan Mauch, INK Board Counsel; Duncan Friend, Executive Director, Information Network of Kansas; James Adams and Ashley Gordon, Kansas Information Consortium, LLC.

Consent Agenda

The consent agenda included the draft minutes for the August 5, 2022 regular Board meeting, the August 2022 Network Manager report, a contract for KanPay Counter payment processing service for the Crawford County Mental Health Center, and a KanForm/AppEngine service for the Department of Administration that will collect data and accept payment for services.

As part of the approval of the Consent Agenda, Friend noted that Gordon had brought to his attention another contract that was still being completed and was not ready to be approved for a conference registration application that needed to go-live before the next meeting. He asked that because it was a standard product contract that the Board delegate him the authority to work with legal counsel to execute in advance of the next meeting in October. The contract was with the Office of Information Technology Services.

Krauss also had a correction to the August minutes, noting that they showed Cook participating by phone, but that she had attended that meeting in person. Friend agreed and noted the change.

Action Taken: Blake moved to approve the items on the published Consent Agenda and delegate authority to the Executive Director to approve and execute the OITS contract when complete. Seconded by Butler. No discussion. The motion was unanimously approved.

Note: Butler left the meeting briefly (10:17 a.m.).

Regular Agenda

Regular Business

1) Final 2021 INK Financial and Agreed Upon Procedures Audits

Karen Linn, Managing Director and Kyle George, Manager from BT&Co., P.A. appeared at the meeting via Zoom to present the results of the 2021 Financial and Agreed Upon Procedures audits of INK. Due to problems with Zoom audio, they appeared via video but spoke via a speakerphone on a cell phone. Linn introduced herself and summarized the work they performed, and, in the case of the financial audit, the nature of the principles applied. They were able to issue an unmodified opinion on the financial statements, which was the highest form of opinion they can give. They also look to see if there are any unusual transactions or anything that needs to be brought to the Board's attention. She confirmed that they found

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nothing out of the ordinary. The audit process went well and they were able to make their way through it without any issues and they found no deficiencies. She then turned it over to the Chair for questions. Sloan asked the members if they had any questions. Hearing none, he asked for a motion.

Action Taken: Secretary Burghart moved to accept the results of the audit and direct the Chair and Executive Director to sign off on behalf of the Board. Seconded by Yancey. No discussion. The motion was approved unanimously (Butler was absent).

The Board then approved by consensus moving the date of the next Board meeting date to Wednesday, October 5 at 10:00am from Thursday, October 6 to allow Secretary Burghart to avoid an anticipated conflict that would not allow him to attend. Next, Friend asked the Chair if the 4th item on the agenda, an update on strategic planning, could be moved next on the agenda, as Molly Saunders from Shockey Consulting was on the Zoom – her audio/video did appear to work and then could be let go from the meeting after presenting. Sloan agreed.

4) Strategic Planning Update – Shockey Consulting contract

Friend pointed out a document in the members' packed called INK Strategic Planning Scope of Work. This had just been distributed the previous day. He'd asked Saunders to attend the meeting via Zoom to talk through it and where she saw strategic planning going next. Saunders then reminded the Board that at its last meeting they had talked about putting a revised scope of work together to reflect changes in what she understood would be needed based on the experience to-date. They are not going to change the contract amount, but are rearranging things. So, she wanted them to get a chance to look at it before the amendment to see if they had any questions about the process or what's included.

She said that the first two phases are complete. Next was the Action Plan, which had been talked about the previous time, which identifies the actual tasks that will go in to support the strategic plan – something they'll want to marry up with the Business Plan process. One thing they hadn't planned to do previously that they do now is to look at what some other INK-like organizations are doing on similar objectives to make a well-informed plan. Friend noted that he was trying to reconcile the dollars to the original budget and bills in process. He also asked her to talk about the timeline. She said she wanted to get the deliverables done, then they would map that to a timeline to get done by the end of the year, if not well before.

Action Taken: Blake moved to approve the recommended scope changes in the document and delegate to Friend to complete and execute the amendment and continue work with Saunders on the remaining deliverables. Yancey seconded. No discussion. The motion was approved unanimously – Butler had returned to the meeting and was included.

2) State Home Page update

Friend began this item by briefly recapping the history. Once the Department of Administration had obtained feedback from the agency Public Information Officers (PIOs), Friend, Jones and others met internally to talk over the feedback and identify any issues, KIC then had completed the changes, and Friend had reviewed, had a few more changes, which they now have completed. So, after the meeting, he planned to give them the OK to reach out to the elected office PIOs – this was how they left the process with DofA - at which point, after incorporating feedback from them, he would turn it back over to the PIO for Department of Administration, who would work with the Governor's office to get their signoff.

He completed the summary by emphasizing that one of the concerns the Secretary had was about "deep-linking" to agency content, or re-portraying or summarizing content that was already on an agency website. While INK wants to be a good "front end" to the state, there is a problem with getting out of sync, where an agency changes information and INK doesn't pick it up and now have outdated information. The site does still have some of that on it, but, on the other hand, now the PIOs have signed off on it, that that level of detail is OK with them. So, he doesn't know if she'll still have a problem with what's been done when it is

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passed back to the Department of Administration, but that's the status as of now. He offered to send out a link to it one last time, but it is ready to go to be reviewed by the PIOs of the elected officials. He asked Gordon and Adams if they felt he had summarized it appropriately and they indicated he did. Sloan asked if the members had further questions. Hearing none, Friend said he would move forward.

Action Taken: None.

3) Network Manager Report

Gordon updated the Board on the status of Jones in his absence. Originally, he was expected to be back in the office by September 1. However, now his return date was uncertain. For now, she and Adams would continue to work with to manage the operation. Friend said that they had talked about the strategic plan and he'd talked with Saunders about that as well and he would involve them as they moved forward. Sloan asked about operational updates and Gordon talked about the status of the payment portal for KDOR and that it was in the requirements phase. Friend added that they had met with KBI and those contracts had been signed – Friend briefly recapped the agreements - there is a provision that the project requirements for the Amber Alert enhancement must be completed in 120 days. Sloan asked about the KDOR contract. Friend responded that he could defer to the Secretary, but they'd both received an email saying that the kickoff now looked to be October 1. They've exchanged the contract but last he'd asked, Harper seemed to need to wait until the agreement with Tyler is finalized. Friend asked about it in the morning and he was checking with his attorney. He felt INK was ready to sign anytime. Sloan asked the members if there were any questions and, seeing none, moved to the next agenda item.

Action Taken: None.

5) Board Member Nomination

Friend confirmed that he has received nominations for three individuals from three different associations, as is required by statute for the board position currently occupied by Lori Blake which expires on September 30. The associations and their nominees are: Kansas Association of Counties, Crystal Malchose, Human Resource Director, Geary County and KAC Board Member; Kansas Association of School Boards, Art Gutierrez, President-elect KASB and USD 253 Board Member; and the Kansas Bankers Association, Jeff Martin, Executive Vice President and IT Director, Heritage Bank.

Action Taken: Yancey moved to approve the slate of three nominations for a user association position to be transmitted to the Governor. Seconded by Krauss. No discussion. The motion was approved unanimously.

6) Committee Reports

Policy and Procedures - Bylaws Update – First Reading (Blake, Krauss, Haugh)

Blake said that this would be the “first reading” of the By-laws and, if there are any changes, the committee would take those back and review them with the idea that they would send out the revised version ten days before the October meeting where they would seek final approval. Blake called the attention of the members to a cover memo from Board Counsel that summarized the changes. A red-line version had been sent out along with a “clean” revised version for their review. She then reviewed key changes in the document at a high level while board members asked for occasional clarifications. Sloan asked the members if there were any questions. There was discussion of the workload related to the combination of the Secretary and Treasurer positions; the terms of board members and the move of the officer elections from January to October each year; specific language around how appointments for the finance and nominating committee would occur; the nominating committee and slate approach to nominations; and the need for temporary replacement of officers. The committee took down a list of potential changes and set a deadline for close of business on September 9 for submitting any additional changes for consideration by the committee.

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Action Taken: None.

Hiring Logistics and Position Description Review (Butler, Cook, Yancey)

Yancey said that the committee is meeting with Molly Saunders from Shockey Consulting on September 12 to get her recommendations on the position descriptions. He expected that shortly after that meeting, they will have a draft of the position descriptions to share with the Board. Krauss asked if there was an update for options for HR/Payroll processing. Friend indicated he had that update. He began by saying that while he had been working with Syndeo, he wanted to make sure everyone was on the same page with the charge of the committee. He has the proposal and he could bring it directly to the board, or to the committee. He then read the motion that charged the committee:

The subcommittee would work with the Executive Director to engage with the Department of Administration to identify an appropriate hiring process for the candidacy that we are proposing to establish and to identify what can be used as part of the state hiring process to establish this position to ensure that the position would have state benefits. The subcommittee will report back to the Board at its next monthly meeting on what the logistics for this process are. It was then added to the motion that the subcommittee would also work with the Executive Director to review the draft position description and to make enhancements and amendments to that as appropriate.

Friend wanted to confirm the situation here so he understood roles appropriately. He has the proposal from Syndeo and he can send it to the committee. They have a startup fee of \$2,500 and it would be \$15,000 a year. They are like a remote HR officer and they do the organization's payroll processing. Assuming they were to come in tomorrow, there would be questions about what policies INK wanted for an employee handbook, for example. The Board could say "Well, give us the 'normal'". So, his question is, given how that charter reads, are they the ones to review it or is the Board? Then, there is a question of the Board "Are there things you want?" yet INK doesn't have any pre-existing policies. In his particular case, however, there are policies that apply to him at the state now that involve such topics as leave payout in retirement, that Syndeo is going to want to know, and the board would need to decide, if they are adopting.

Krauss responded that she recommended Syndeo based on her experience and she thought they should get more than one proposal. What they do is that they sit down and find out what the organization's current practices and policies are – and what legacy policies that INK wants to bring over from the state. She thought that this did need to run through the committee. Blake asked if he needed something to make sure he felt comfortable this was the function of the committee – was that what he was asking? Friend replied yes. But, there were several other things. There is the case of determining the timing of when these agreements are made and the firm engaged. And, in another example, in the case of Group Health Insurance, he has a letter that needs to be sent over to confirm participation. It attests that 70% of INK's employees will agree to participate or INK will cease to have coverage. Friend said that at present, he's been informed the Board doesn't have any employees, he's an employee of the Department of Administration. But, if he became an employee, INK would be at 100%. Yet, if a new person did not participate, they would drop to 50% and not be able to continue to offer the coverage.

Krauss distinguished this issue from the HR Policy issue. Friend indicated that the clarification he was seeking was where to take that issue and she suggested it would also go to the HR/Personnel committee. The members confirmed that anything like that would go to that committee. Friend ended by saying that he continued to be in dialog with KPERs and it looked like they were going to be accepted there, and he knew he had Unemployment and a few other things remaining to research. The consensus of the members was that it was not necessary to modify the scope of the committee based on bringing these types of issues to it.

Action Taken: None.

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7) **INK Office Space /Equipment: Status Update**

Friend said he would defer to Board Counsel for some of this discussion. Summarized, the lease required for the new space at 800 SW Jackson was “triple net” and involved a potential variable Tenant Fee that Mauch thought Friend should come back to the Board on. Also, DofA had posed the question of whether or not INK was exempt from the provision requiring them to approve leases of private space for state entities. There was some discussion of these issues. Yancey expressed that INK should exempt from that approval and Counsel agreed. Krauss noted that KIOGA had been in space at 800 SW Jackson and they had not seen wide fluctuation in the rent over those years.

Action Taken: Yancey moved to direct the Executive Director to contact the Department of Administration to say that after conferring with legal counsel INK believes they can negotiate and execute a lease for commercial office space. Seconded by Blake. There was no discussion. The motion was approved unanimously.

Sloan asked Friend if the motion would be broad enough that he could go ahead and sign the lease. Friend noted that there was also an adjacent space that could be used for storage that had been offered for \$100 a month that could be helpful to start as part of the move. Secretary Burghart asked how much space he was renting. Friend responded that it was 729 sq. feet. He has 415 sq. feet now.

Action Taken: Krauss moved for the Executive Director to include the adjacent storage space he referenced for \$100/month. Yancey seconded. Sloan asked if a time limit should be put on it. Krauss declined. There was no further discussion and no fixed term added to the motion. The motion was approved unanimously.

Krauss asked for the estimated start date of the lease. Friend responded that it could be by September 15 or October 1. Friend added that he had been working on an estimate for equipment. He did get a cell phone estimate. The members expressed that they preferred waiting to approve it all together. Krauss then asked for an update on the status of procuring Director’s and Officers insurance. Friend said he’d asked for the original estimate and then it had been Mauch’s court since. She did not have a quote yet.

8) **Executive Session: Consultation with Board Counsel on matters of attorney client privilege and discussion of personnel-related matters.**

Action Taken: Blake moved that the meeting of the Information Network of Kansas Board of Directors be recessed for a closed executive meeting for fifteen minutes beginning at 11:48 p.m. and returning at 12:03 p.m. pursuant to K.S.A. §75-4319(b)(1) for consultation with an attorney for the public body to discuss personnel matters of non-elected personnel and that the board members, their proxy representatives, and Mauch attend. Krauss seconded. There was no discussion. The motion was approved unanimously.

The board returned to open session at 12:03 pm. There was no action taken.

New Business

There was no new business.

Adjournment: Yancey moved to adjourn the Board meeting at 12:05 p.m. Seconded by Krauss. The motion was approved unanimously.