

# Information Network of Kansas Board Meeting Minutes

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## August 2022 Regular INK Board Meeting August 5, 2022

### Opening

A meeting of the INK Board was called to order in the Secretary's Conference Room in the Kansas Department of Revenue at 10:00 a.m. by INK Board Chair Tom Sloan with the following members present:

Lori Blake, representing the Kansas Association of School Boards  
Mark Burghart, Secretary of Revenue  
Kate Butler, representing the Kansas Bar Association  
Jennifer Cook, representing the Secretary of State (*by phone*)  
Jim Haugh, representing the Secretary of Commerce  
Andrea Krauss, representing the Kansas Independent Oil & Gas Association  
Glen Yancey, representing the Executive Branch Chief Executive Technology Officer

### Others Present

Molly Saunders, Shockey Consulting, LLC (*by phone*); 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 for the meeting as published included draft INK Regular Board meeting minutes for the February 3, 2022 INK, May 5, 2022, and July 7, 2022 meetings, along with the draft meeting minutes for a special meeting of the INK Board held by Zoom on July 1, 2022, along with the following contracts for KanPay payment processing services: City of Westmoreland, City of Quenemo, USD 274 – Oakley, Riley County Register of Deeds, Graham County Health Dept, Jefferson County – Planning & Zoning, Kiowa County Health Department; and a contract for Reno County Health Department for an online Kanform/AppEngine service.

When the Consent Agenda was presented, Gordon asked that a late-breaking contract amendment for payment processing for the Kansas Corporation Commission be added. Blake indicated that she wanted to learn more about this. Friend had also indicated the Saunders from Shockey Consulting was on the conference phone at the start of the meeting prepared to discuss Item 8 on the agenda.

**Action Taken:** Blake moved to approve the Consent Agenda without the KCC amendment, move Item 8, Strategic Planning to Item 1, and then add the KCC amendment to replace that as Item 8 on the agenda. Seconded by Yancey. There was no further discussion. The motion was approved unanimously. [*Late in the meeting, the members clarified who had made motions for an executive session in the July 7 meeting to correct them by consensus.*]

### Regular Agenda

#### Regular Business

#### 1) Strategic Planning – Shockey Contract, Timeline

Saunders reviewed the changes in the draft of the Strategic Planning Framework that had been sent out earlier to the Board, confirming it as final. She explained that the next step was to work on the Action Plan with Friend and Jones, which addresses the objectives at a higher level of detail, including research on what some peer organizations are doing. The board would then review the Action Plan to make sure the initiatives

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work toward the Board's goals. She also talked about needing to align the Business Plan with the strategic plan. She then noted that the current contract between INK and Shockey expires on August 15, 2022 and that Jones is scheduled to be out of the office until the end of August. There was some discussion of whether or not KIC staff could perform the activities in Jones' absence. Friend indicated that Jones had expressed the preference that they wait for his return. Saunders suggested an end date of December 31, 2022 so that it did not have to be addressed again and she indicated she planned to get it done way before then. Krauss said that December 31<sup>st</sup> did not seem excessive for the amount of work that still needed to be done.

**Action Taken:** Krauss moved to extend the contract end date for strategic planning services between INK and Shockey Consulting to December 31, 2022. Seconded by Blake. There was no further discussion. The motion was approved unanimously.

Saunders continued, noting that part of the existing agreement outlines a set of deliverables, but these were developed in the abstract before the project started as what was likely needed before the "rubber met the road". She then gave some examples of how what she thinks is needed now has changed, and noted that they had held a board retreat, for example, which had not been in the original agreement. She was not sure how comfortable the members were with revising the agreement to reflect the actual work, but keep the budget the same. If they did so, they would present the changes to the Board for review to make sure they felt they were "getting what they were paying for." Blake said she understood that they were not exactly sure of the direction when they first started, so she had no problem revising the contract. Yancey agreed, saying that the Board hired them because they are the experts. Sloan said it appeared they had consensus. He asked if they would have it to the Board for their next meeting and Saunders said that she would.

**Action Taken:** None.

### 2) Kansas Corporation Commission Payment Processing Contract (new).

This item was to have been placed on the Consent Agenda, then was moved to Item 8 – Sloan addressed it as Item 2. Gordon explained that this contract for payment processing for event registration existed previously, but the amendment reflected lowering payment processing fees as they were allowing them to be charged directly to the customers, vs. a method where KCC paid the fees which involved more administrative costs.

**Action Taken:** Lori moved to approve the contract amendment as described. Seconded by Butler. There was no further discussion. The motion was approved unanimously.

### 3) INK Office Status and Equipment

Friend provided a brief overview of a handout that had been included in the hard copy board packet but that he had just finished the previous night, so it was not distributed. As was requested at the last Board meeting, it addressed the current state with regard to electronic and paper documents, computer, phone, and office space, and provided information on a larger office as an example of what was available to accommodate two staff members. Yancey said that he took the gist of the document to be that Friend was recommending the Board consider leasing the new space, offering a better facility, better public perception, has some limited conference room space and windows – it is about double in size but only 25% more than INK is currently paying. This was followed by further discussion among the members on the new space. Yancey asked how soon it could be occupied and Friend responded he felt it could be by September 1.

**Action Taken:** Yancey moved that the Board seek to lease the new space Friend had identified at 800 SW Jackson for the INK office. Seconded by Haugh. There was no discussion. The motion was approved unanimously.

Friend then discussed his desire to move away from using his personal cell phone and obtain a phone off state contract for INK for security and other reasons. He said he was going to look into it and bring back

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information to the next meeting. He then discussed the need for a records schedule and some scanning. He also noted that he thought any work on developing a records schedule should extend to include the records KIC was keeping for INK.

**Action Taken:** Yancey moved that the Executive Director work with the State Historical Society, Board Counsel, and KIC to develop a document retention schedule approved by the State Archivist and that it be brought back to the Board for the December 2022 meeting for review and approval. Seconded by Cook. The motion was approved unanimously.

Yancey then asked that Friend bring back to the next meeting a list of recommended office supplies for the new office and computer equipment that needs to be purchased to replace what is currently being used.

#### 4) Finance Committee Formation

By way of explanation of this agenda item, Friend read an excerpt that outlined the purpose and structure of the Finance Committee from the current by-laws. Blake noted that as Vice-chair, she has assumed the duties of the Treasurer and would be on the committee. She said she assumed that they would likely only meet quarterly in association with the issuance of the quarterly financials.

**Action Taken:** Blake, Krauss, and Secretary Burghart agreed to serve on the committee. There was no motion.

#### 5) 2021 Draft Financial and Agreed Upon Procedures Audits

Friend went over the contents of the recently completed draft financial audit and agreed-upon-procedures audits for INK for the 2021 fiscal year from January through December 2021, as well as the timing of next steps in completing and requesting approval of the documents when final. There was some discussion of the status of INK as an organization in terms of how the financials were portrayed for a quasi-public corporation and Mauch indicated she had been talking with Karen Linn, the auditor, about the topic.

**Action Taken:** None.

#### 6) 2nd Quarter 2022 Financial Statements

Friend provided a brief overview of the financial statements. Krauss asked if the cash in the checking account at Kaw Valley was being swept on a nightly basis. Friend indicated that it was not. She said that she thought that was something that INK should probably look at as the state allows agency funds to be swept. Sloan noted that the finance committee might also look at why INK was doing business with three financial institutions. Friend made note of this and also the involvement of KIC in these banking relationships. There was some brief discussion of the funds reserved for the Kansas Business One-Stop where Cook confirmed that there are some future enhancements they are interested in that will likely incur some costs. There were no additional questions and the Board acknowledged receipt of the statements.

**Action Taken:** None.

#### 7) Grant Status Update: KDOR Assessment Data Network; KBI Amber Alert Enhancement

Friend wanted to inform the Board on the status of contract development and execution on these two grant projects. While progress being made on these agreements, neither had yet been executed. In the case of the KBI scoping and planning of the work on Amber Alert enhancements, his understanding was that there had not really been much progress since the grant award on June 2, 2022, but certainly there was an intent to do so. He also noted that developing a contract to support grants was a new thing for INK in the last year or so. Sloan wanted to make sure that they were not holding up Department of Revenue. Secretary Burghart indicated they were working on preliminary activities including KITO approval. Sloan then asked if KBI was being held up. Mauch answered that there had not been a base contract and trying to capture what is being done and building out a new contract has been a considerable challenge, but they were getting there.

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Sloan then asked about Biological Survey and wanted to know how the conversation had come out about their contract – Friend confirmed that they had signed it.

**Action Taken:** None.

### 8) Committee updates

**Policy and Procedures Committee.** Blake indicated the committee had met twice. They are reviewing by-laws. She had sent edits to the committee to review and they were meeting the following week to review those. She noted that if they chose to offer any changes to the Board, they had to have them at least 10 days prior to the meeting – and Mauch needs to review them also. Blake then provided a few examples of the modifications being suggested.

**Hiring Logistics and Position Description Review committee.** Yancey said the committee had provided the draft position descriptions to Saunders of Shockey Consulting. She provided feedback to the committee and they hoped to finalize the position descriptions by the next meeting. Yancey asked Friend where things stood with KPERS. Friend said he had taken no action – he was not certain what the Board had done related to INK’s status in the Executive Session the prior month. Blake clarified, saying that coming out of the Executive Session at the last meeting, there was no action. So, there probably needs to be something in open session about that discussion, or interpretation of those memos. Sloan said in the June meeting, the directive was to find out how we dealt with KPERS and health insurance. Friend said that he did get a hold of KPERS and they gave him back the documents to fill out. He needed to understand if there were any change in how the organization portrayed itself when completing the application, and asked “Is INK a quasi-public corporation? I don’t know, as no one has told me that.” Mauch said that if that was unclear, they would make it clear. Friend responded that he would like the Board to make that clear, but that he would proceed. Yancey noted that once the position description was completed, the next step was recruitment and they had to have these pieces in place to proceed. When Friend discussed the outsourced payroll service, Krauss noted that it should be HR/Payroll and noted again that she had a good experience with Syndeo.

**Action Taken:** None.

### 9) Board Member Appointment / Recruitment status

Friend said he had reached out to the Kansas Association of School Boards, the Kansas Association of Counties, and the Kansas Bankers Association and they were in the process of giving him names. He also mentioned the expiration of Secretary Burghart’s and Toland’s appointments and that he had contacted the Governor’s office about that in the last day or so. He had not seen those terms having expiration dates.

**Action Taken:** None.

### 10) July 2022 Network Manager Report

Gordon updated the Board on the Kansas Digital Government Summit that had been held the day prior. Sloan asked about the status of the State Home Page and Friend provided an update recapping the process to-date – he needed to review KIC’s summary of changes and then it could move to contacting the PIOs for the elected officials, then back to DofA to talk with the Governor’s office.

**Action Taken:** None.

### 11) Executive Session: Consultation with Board Counsel on matters of attorney-client privilege

The Board went through several Executive Sessions, going in and out as documented below.

**Action Taken:** Yancey moved that the meeting of the Information Network of Kansas Board of Directors be recessed for a closed executive meeting for twenty minutes beginning at

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11:45 a.m. and returning at 12:05 p.m. pursuant to K.S.A. § 75-4319(b)(2) for consultation with an attorney for the public body which would be deemed privileged in the attorney-client relationship related to potential board liability and that the board members, their proxy representatives, and Mauch attend. Blake seconded. There was no discussion. The motion was approved unanimously.

The Board returned to open session at 12:05 p.m.

**Action Taken:** Yancey moved that the meeting of the Information Network of Kansas Board of Directors be recessed for a closed executive meeting for twenty minutes beginning at 12:10 p.m. and returning at 12:30 p.m. pursuant to K.S.A. §75-4319(b)(2) for consultation with an attorney for the public body which would be deemed privileged in the attorney-client relationship related to K.S.A. §75-4319(b)(2) personnel matters of non-elected personnel and that the board members, their proxy representatives, and Mauch attend. Butler seconded. There was no discussion. The motion was approved unanimously.

The Board returned to open session at 12:30 p.m.

**Action Taken:** Yancey 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 12:30 p.m. and returning at 12:45 p.m. pursuant to K.S.A. §75-4319(b)(2) for consultation with an attorney for the public body which would be deemed privileged in the attorney-client relationship related to K.S.A. §75-4319(b)(2) personnel matters of non-elected personnel and that the board members, their proxy representatives, and Mauch attend. Seconded by Cook. There was no discussion. The motion was approved unanimously.

The Board returned to open session at 12:45 p.m.

**Action Taken:** Yancey moved that the meeting of the Information Network of Kansas Board of Directors be recessed for a closed executive meeting for ten minutes beginning at 12:50 p.m. and returning at 1:00 p.m. pursuant to K.S.A. §75-4319(b)(2) for consultation with an attorney for the public body which would be deemed privileged in the attorney-client relationship related to K.S.A. §75-4319(b)(2) personnel matters of non-elected personnel and that the board members, their proxy representatives, the Executive Director, and Mauch attend. Butler seconded. There was no discussion. The motion was approved unanimously.

The Board returned to open session at 1:00 p.m.

**Action Taken:** Yancey moved to direct Board Counsel to prepare a response to Friend based on the board member opinions expressed in the Executive Session prior. Seconded by Haugh. There was no discussion. The motion was approved unanimously.

### 12) New Business – Director’s and Officer’s Insurance

**Action Taken:** Krauss moved to have the Executive Director get quotes for \$1MM in Director’s and Officer’s (D&O) insurance as soon as possible – by the following Friday. Butler seconded. There was no discussion. The motion was approved unanimously.

**Adjournment:** Blake moved to adjourn the meeting at 1:05 p.m. The motion was approved unanimously.