

# Information Network of Kansas Board Meeting Minutes

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## March 2023 Regular INK Board Meeting March 2, 2023

### Opening

A meeting of the INK Board was called to order in the Department of Revenue Secretary's conference room on the fourth floor of the Mills Building in Topeka, Kansas at 10:00 a.m. by INK Board Chair Tom Sloan. The following other members were present:

Mark Burghart, Secretary of Revenue;  
Kate Butler, representing the Kansas Bar Association (*via Zoom, departed at 11:20 a.m.*)  
Jennifer Cook, representing the Kansas Secretary of State (*via Zoom*)  
Art Gutierrez, representing the Kansas Association of School Boards  
Jim Haugh, representing the Secretary of Commerce (*arrived at 10:04 a.m.*)  
Andrea Krauss, representing the Kansas Independent Oil & Gas Association  
Glen Yancey, representing the Executive Branch Chief Executive Technology Officer

### Others Present

Duncan Friend, Executive Director, Information Network of Kansas; Susan Mauch, INK Board Counsel; Nolan Jones (*via Zoom*), James Adams and Ashley Gordon, Kansas Information Consortium, LLC.

### Consent Agenda

The Consent Agenda included the draft minutes for the February 2, 2023 regular Board meeting and the February 2023 Network Manager report, along with a KanPay Counter contract for Kansas State University – Southwind Extension District.

**Action Taken:** Yancey moved to approve the Consent Agenda. Seconded by Gutierrez. The motion was unanimously approved.

### Regular Agenda

#### *Regular Business*

#### 1. Judicial Branch Website Project/Contract

Friend said that the Office of Judicial Administration is interested in moving their website to INK. They have a draft of the standard INK contract and there have been preliminary meetings, but they have not yet moved forward. It looks likely to happen, and, in keeping with the standard approach, for no charge. Jones noted it was a big site and included some sub-sites, so they had been very clear about what services INK offers here and what they can/can't do. Friend mentioned several other opportunities regarding court records and payments that they may also be interested in pursuing. There were no questions from the Board.

**Action Taken:** None.

#### 2. KBI Scrap Metal Contract extension

Friend explained that the current legislation enabling the Scrap Metal program was sunseting on July 1 and there was legislation to extend it several more years. In turn, the existing contract between INK and KBI expired in January and needed to be at least renewed through July 1 – there is one renewal remaining at present. There was some discussion that included Yancey, Jones, and Mauch clarifying the situation.

**Action Taken:** Krauss moved to approve the extension of the KBI Scrap Metal contract for one-year, with a provision that this is contingent upon the approval of current legislation to extend the project and delegates finalization and execution of the required contract amendment to Friend working with INK Board Counsel. Seconded by Yancey. No further discussion. The motion was unanimously approved.

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## 3. KBI Amber Alert Enhancement Contract Amendment

Friend explained that the Amber Alert enhancement contract underlying the KBI grant required a full set of project planning materials to be submitted and incorporated in the base agreement by the end of 2022. While they have turned something in, it's not really the detail that KIC would normally have. So, they've discussed it and proposed to KBI to extend it through June 15, 2023 as this deadline seems doable to KIC. It wasn't ready in time for the meeting, so they would plan to bring that back to the Board. There was some discussion of whether or not they could estimate the level of effort from what they had received, and there was consensus they could not.

**Action Taken:** None.

Because Cook had initially reported she thought she would need to leave the meeting by 10:30 a.m., Sloan moved down the agenda to the Committee reports next.

## 7. Committee Reports

### II. Position Description and Hiring Logistics

**Status of Loan of Positions from Department of Administration.** Yancey met with Acting Secretary of Administration Proffitt and Interim Executive Branch Chief Information Technology Officer Jeff Maxon and they did not want to provide another position for INK. They also felt that the method of hiring the new person that INK was going to pursue with hiring directly should be the approach going forward for all INK employees. They will honor what they have in place with Friend. Friend asked about formalizing the agreement with the Department of Administration to loan his position to INK and both Yancey and Mauch expressed it would not be wise to pursue at this point.

**Action Taken:** None.

**Syndeo contract status.** Krauss mentioned that it was her understanding that one of the things they were waiting on was the D& O insurance. She explained the concerns that the three insurance carriers it was out to had expressed revolved around better understanding cash flows so she had asked Friend to help with that. Friend asked Mauch if she was aware of anything else outstanding with the Syndeo agreement. She said she was comfortable with recommending the Board approve it.

**Action Taken:** None.

**Office space and equipment status.** Friend reported that the offices had now been cleaned out so he had been working with the facilities manager for the building to figure out where to put a small corral to hold the extra boxes, he has a key, and had moved in a couple office chairs, and so on. There is a ticket open, and the staff in OITS is supposed to be moving the phone and network. Mauch asked Secretary Burghart if he wanted a simple lease. Secretary Burghart responded in the affirmative.

**Action Taken:** None.

### III. Policy and Procedures

Krauss gave the report for the committee. She noted that it would be best to hold off on developing anything else related to the personnel policy section of the manual until Syndeo was engaged as they were likely to do a lot of that as part of their work.

**Employee Evaluation Process.** Krauss explained that the committee had reviewed the policy for Executive Director evaluation proposed by the NonProfit Chamber that was included in the packet and they felt it was a good guideline to use until getting a permanent policy in place. They also agreed that using the state form seemed to be the best way to proceed at this time. She noted that Friend had included a copy of it and added in the duties from his current position description. Their recommendation is in the interim until they actually adopt a personnel policy, they should use the state form based on the task objectives from Friend's position description and move forward with an

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evaluation for the current year based on this. In the future, the Policy and Procedures committee may come forward with a different recommendation.

Cook noted that an employee normally wouldn't have their entire position description duties in their evaluation in this way and said that there were normally three parts in the way the State did it. First, there was a planning phase before the beginning of the year when the employee and their manager worked on specific task objectives the employee was going to work on that year. It is meant to identify maybe 5 or 6 specific goals and objectives that that employee is going to accomplish during that year. You wouldn't put an employee's entire position description in there.

Krauss said that the committee did have that very conversation. The problem was that Friend was never given any specific goals and objectives to work on over the past year. Cook said she thought those should be set now. Normally they are done in January, and this is March. She explained the process. Krauss said they would agree with that, and it was exactly what was discussed in the committee. However, the committee was under the impression that they were directed to come up with an evaluation format to do an evaluation now. She asked for clarification.

Cook said that it was hard to evaluate on everything and that this wasn't really how the form was intended to be used. She said she may have misunderstood as she thought they were setting goals now to be evaluated at a future point. Sloan said that what Cook was suggesting and that others had acknowledged was that - for 2023 - this is not appropriate. But he thought that the Board as a whole recognized that Friend has not been evaluated previously. However, since there were no objectives set, the evaluation would provide information on how well he was doing his duties - he didn't find this to be incompatible.

Gutierrez said that in his experience, an executive director isn't evaluated using a tool like this. So, to what Krauss was saying, they were just going to try to get some sort of evaluation done in the short term to give Friend some immediate feedback, but this was never intended to be the end tool. They can move forward on the planning process, but he didn't want to get too far into using this process to do so. Krauss said that it would be an interim evaluation. The committee never intended for this to be the ongoing tool used going forward. Friend said that if he were being asked, he would have them use the same kind of process that the Board had used with the previous Executive Director and set objectives now like would normally have been done.

Yancey agreed that there is not a whole lot of reason to follow that state process going forward. But, his opinion is that Friend is owed formal feedback from the Board about his performance. He told Cook this was not the approach going forward, but instead there would be specific outcomes and he gave some examples.

Friend asked if there were going to be a self-evaluation. Gutierrez said that normally the Executive Director does a self-evaluation. Then, the board gets that, gives their feedback, and the executive team handles it from there. Krauss added that the goal setting occurs for the upcoming year in light of that evaluation and in conjunction with the Executive Director. There was then significant discussion among the members and with Friend regarding the logistics and deadlines to execute the evaluation leading up to and including the April meeting. They agreed that the evaluation would cover calendar year 2022. As part of the discussion, Gutierrez said that he thought the Board should consider getting some secretarial help for Friend.

**The Board arrived at the following process and deadlines:** Friend to send self-evaluation to the Board members by Thursday, March 16<sup>th</sup>. Members send their evaluations of Friend's performance to Mauch by Thursday, March 23<sup>rd</sup>. Mauch would send out the collated materials to Board members by March 30<sup>th</sup>. Then, at the April 6<sup>th</sup> meeting, the Board would discuss. Friend then receives a copy of the collated evaluation materials on April 6<sup>th</sup>. Performance expectations for the remainder of 2023 would be submitted by the board members and Friend by March 23 to Sloan, which he will

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then send out to the Board and Friend by March 30th. Then they provide feedback to Sloan by April 3.

**Action Taken:** None.

**Board Policy Manual review status - Section 1 Draft.** Krauss summarized the work of the committee to-date. The original draft was divided into three sections: Board Structure and Processes; Personnel Policies; and Board Policies. They felt that Personnel Policies should wait for Syndeo to avoid duplication. They asked Friend to look at state policies in the third section since half of the Board is required to follow the state policies. The board had received a copy of Section 1, as recommended by the committee. She wasn't going to go through each part, but was happy to hear any feedback from members. Mauch said she had feedback and would provide to Krauss. She had concerns about how it was structured. To avoid mistaking by-laws and statutes that were quoted, the citations have to be a lot more robust as they may be confused for policy. There was further discussion. Friend said he would send all the materials to Mauch and would also send Mauch's comments to the committee.

**Action Taken:** None.

### I. Finance

**Recommendation on INK Investments.** Krauss discussed the proposal of the committee as summarized in the motion below. She noted that this was based on a cash flow analysis that Friend had developed as well as the fact that the overnight interest available at UMB was higher (4.51%) than was available elsewhere and on the existing INK accounts. The latter option was also more flexible than a "rolling" CD approach that has marginally higher interest.

**Action Taken:** Krauss made the following motion: That the Executive Director:

- 1) close the existing Money Market accounts held by INK at Kaw Valley Bank, CoreFirst Bank & Trust, and UMB Bank, along with closing the account at CoreFirst Bank & Trust used to hold funds from the discontinued Public Key Infrastructure program, and
- 2) open a new checking account that receives overnight repurchase interest in the name of INK at UMB Bank, and deposit all the funds from (1) along with transferring \$3,000,000 of the existing Kaw Valley checking account balance into the new UMB checking account.

Seconded by Gutierrez. There was no further discussion. The motion was unanimously approved.

Sloan then said he wanted to return to the Personnel Committee. He wanted to know when they would advertise for the new position and when they would get the second person as they continue to add things for Friend to do. Mauch and Yancey responded that they needed the Syndeo contract. Sloan acknowledged that it was at the April meeting.

### IV. Network Manager System Information Delivery

Friend said that the group had met and arrived at a "notional" solution for how this would be addressed. They also tasked Jones with coming back with some answers about what they can do. Yancey said that what was being discussed was to protect INK assets by having a reproducible copy of the software that runs INK. They asked Jones to go back to see if his corporate IT could maintain a digital copy on their infrastructure. Friend added that they also talked about INK having its own infrastructure. Jones then further broke down the steps involved.

**Action Taken:** None.

### 4. MizeCPAs Engagement Letter: 2022 Tax filing

While there is an existing agreement between INK and MizeCPAs for accounting services, this engagement letter is for doing INK's taxes, something that started up last year. He had run it by Mauch. MizeCPAs is

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planning on filing an extension as the financial audit will not be complete in time. There was then a discussion with regard to the filing of taxes and the use of a Form 990 between Krauss and Mauch. Mauch indicated she would get Krauss and copy of the letter from last summer about this. Secretary Burghart asked if she would make a copy of the letter available at the next meeting. Mauch confirmed they could redistribute it. It needs to be distributed as confidential.

**Action Taken:** Yancey moved to approve the MizeCPAs engagement letter for INK tax filing. Seconded by Gutierrez. There was no further discussion. The motion was unanimously approved.

**Note:** Butler left the meeting at 11:20 a.m.

## 5. New Board Member Recruitment: Expiring terms

Friend noted that a listing of the Board membership and expiration of terms was included in the materials. It had been suggested previously that the Board (and Friend) should pursue obtaining a slate of nominees as long as six months in advance of the expiration of a members' term to ensure continuity. He confirmed this timing with the Governor's office and they were supportive of it. Two members, Sloan and Butler, have terms expiring on September 30, 2023. In the first case, a slate of three nominees needs to be determined by the Board and sent to the Governor's Appointments office. In the second, the Kansas Bar Association needs to prepare a slate of nominees and send it directly to the Governor. He had included a handout that included the statutes with the specific requirements an association must meet to have a representative on the Board as well as a list of some example organizations. Friend also said that he understood the appointment of a new member representing the Kansas Library Association was imminent.

Sloan suggested Friend contact the Rural Water Association to ask if they wished to renominate him.

The members then continued to discuss which associations might be contacted and arrived at the following approach: Prior to the April meeting, members were to send Friend a list of organizations that had an interest in nominating someone. Friend said he would distribute that list and then the Board could decide what to pursue at the April meeting.

**Action Taken:** None.

## 6. Network Manager Report

Jones updated the Board on the status of the Tax Payment Portal project, expected to be completed on March 17. He discussed some of the legislation they are watching, including the Scrap Metal bill that had been mentioned earlier. HB 2133 was of interest as it addressed credit cards, related to having different charges for paying in cash. He noted that he and Friend had worked with Saunders of Shockey Consulting to develop an "in brief" version of the Strategic Plan for public distribution, a copy of which had been sent to the Board.

**Action Taken:** None.

**Biological Survey grant.** Friend asked to update the Board briefly to let them know that while the Board had approved an increase to their grant, the underlying agreement had not been signed as they had been prohibited by their own administrative people from incorporating an underlying agreement with ESRI as it was not done through their processes. So, Friend and Mauch met with them, and they are working on resolving this internally. He just wanted to let the Board know that there has been a delay in getting this taken care of. There were no changes in the amount.

**Action Taken:** None.

## *New Business*

Hearing no additional regular business, Sloan moved to New Business, indicating he had two items.

## **Yancey Retirement and Appointment as Emeritus Board Member**

Sloan noted that Yancey was retiring in March and because of his years of service and technology activities, unless there was objection, he would appoint him an emeritus board member. He would not be able to vote, but

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he could participate in the committees and in the discussions and he would receive all the same information that historically board members would receive. Yancey added that he was involved in several uncompleted items, such as the personnel committee.

There was then discussion of the matter among the members, including Yancey. As part of the discussion, Mauch noted that Yancey would not be able to receive any materials that were privileged, but the rest of the board materials are open records. Friend noted that, as Executive Director, he did not think it set a good precedent. He added that he would recommend against it.

Sloan suggested the Board excuse Friend and Yancey to discuss the matter further in Executive Session.

**Action Taken:** Sloan moved that the meeting of the Information Network of Kansas Board of Directors be recessed for a closed executive meeting for eight minutes beginning at 11:52 a.m. and returning at noon pursuant to K.S.A. §75-4319(b)(1) for consultation with an attorney for the public body to discuss the level of participation by a non-board member in board activities and that the board members, excluding Yancey, attend, along with Mauch. Haugh seconded. There was no discussion. The motion was approved unanimously.

The Board returned from Executive Session at 12:00 p.m.

**Action Taken:** Krauss moved that once Yancey leaves state employment, he will serve as advisor at-will to the Board as a non-voting member of the INK Board personnel committee which will end with adoption of personnel policies, hiring of staff, and a reasonable transition process. Seconded by Sloan. No further discussion. The motion was unanimously approved.

Sloan said that they should get his personal email as he will receive the Board packets, excluding anything that is confidential. Friend asked how the situation on the committee would be treated with regard to personnel matters. Mauch said that he can participate in the evaluation – she confirmed that he would only receive non-confidential materials.

### **Status of new State Home Page (Kansas.gov)**

Sloan asked about the status of this item and Friend summarized the situation in terms of where it was in the state-side approval process. Sloan asked the members what they thought about setting a hard date for go-live. After some discussion, they arrived on an approach as reflected in the following motion. Friend would advise Samir Arif of the Department of Administration of the approach and work with him to monitor status.

**Action Taken:** Gutierrez moved to have the new Kansas.gov website go-live on May 1. Seconded by Krauss. No further discussion. The motion was unanimously approved.

**Adjournment:** Gutierrez moved to adjourn the meeting at 12:13 p.m. The motion was approved unanimously.