

**Millbrook Library**  
**Board of Trustees Monthly Meeting Minutes**  
**September 27, 2016**

**Attending:** Joan Burgess, Matt Calkins, Kari Capowski, Chris Colomello, Kathy Galli, Kristin Martin, Betty Rae Nittiskie, Margot Peters, Dave Purcell, Jonathan Thorne, Dawn Tompkins and Kerry Weller

**Also Present:** Stephanie Harrison, Library Director

**Guests:** John Bickford, Mid-Hudson Library System Board Trustee, Michael West, Attorney, NYCON

- The meeting was called to order at 6:57 pm.

**Welcome to Mid-Hudson Board Trustee, John Bickford**

John noted that he had been President of the Hyde Park Library Board of Trustees and is currently a Dutchess County representative to the MHLS Board. He reported that there are 66 member libraries, 22 in Dutchess County. He noted that one of the roles of MHLS is to provide training/education. MHLS also offers support during 414 votes, IT support and policy and procedure templates. His goal tonight was to see how MHLS is doing and to determine what we need from them. He encouraged new board members to attend the Trustee Essentials Training and noted that advanced training is offered about once a year for those trustees who have already attended the essentials training. In the past, MHLS has completed a survey every year: one to the Board President, one to the Library Director. This year MHLS is going to try focus groups; topics will be developed from input obtained in prior surveys. The focus this year will be on surveying the Library Directors. He asked if there were any questions from the Board. Kerry noted that the expectations of Library Boards seem to be increasing particularly in the areas of policy development and expertise needed. We do use MHLS Staff and website extensively and appreciate their support but additional support in terms of policy review would be helpful. This is especially important as we are an Association library and have different compliance points than some other libraries in the system.

**Buildings and Grounds Committee Report**

- Three estimates were received for painting and masonry work on the Hayes front porch.
- Chris noted that he is concerned about the masonry work bids as they insufficiently addressed the need to support/shore the columns.
- The projected costs from the bids were: \$28,000 for supporting/shoring the columns; \$9,100 for masonry and \$9,800 for painting.
- Matt asked if we could get an engineer to review what is needed with regard to the columns. Chris noted that he would speak with Dan Connolly, an engineer, to get his opinion on what is needed to support the gable.
- The budget for this project is \$36,000, plus money raised from the Progressive Dinner.
- Chris recommended that we sign the contract with the painter and that this work would begin around April 1, 2017.
- Jonathan moved to accept the bid of \$9,810 from Peter Jacob Painting, Clinton Corners, NY. Chris seconded. All approved.
- Chris will contact Cathy Shanks from Millbrook Restoration to see if they would be able to help with a grant for the project.
- The selection of masonry contractor was tabled until we have more information.

### **Presentation by Michael West, NYCON, Senior Attorney**

- A handout of the Power Point presentation, "Governing a Library: A primer on what you need to know" was distributed.
- General Responsibilities of the Board of Trustees were reviewed.
- Mr. West stated that the board has an obligation to manage fiduciary duties. He noted that one of the common problems is that whatever is in our by-laws needs to be followed in practice. We should check to be sure our by-laws make sense and that they are the right set of by-laws for our library. We need to be aware of conflicts of interest. Margot asked for an example. Mr. West stated that sometimes there is a temptation to retroactively develop a paper trail to explain away any conflict. This is not acceptable.
- There are many state and federal regulations libraries must follow, as well as local laws and ordinances.
- The New York State Nonprofit Revitalization Act had not been revised in over 40 years. There were some significant changes as noted in page 3 of the handout. We must have written conflict of interest policies that comply with the nonprofit revitalization act. It was noted that we do have a conflict of interest policy. It will be reviewed to ensure compliance with recent legislation.
- Mr. West stated that we are required to have open meetings; that we cannot vote by email. A key component is the ability of the public to watch the meeting. Kerry asked if individual committee meetings should be publicly posted. (It was later noted that we are an association library and that we do not have to post committee meetings.)
- Mr. West once again reiterated the importance of having written conflict of interest policies. (See page 4, of the Power Point presentation for more detailed information.)
- It was noted that we do not have an indemnification policy in our by-laws.
- Mr. West recommended that we ask our insurance broker what our directors and officers liability insurance covers.
- Mr. West will send a template conflict of interest policy and language for an indemnification policy.

### **President's Report**

- Discussion on the Community Survey which had been distributed for Board review via email prior to the meeting was tabled until the next meeting. Any comments, please let Kerry know.
- MHLS tentatively approved a construction grant in the amount of \$51,000. Many thanks to Stephanie for her work on this grant. Final approval is given by the NYS Library Association.

### **Treasurer's Report**

- David reviewed the bills prior to the meeting and found them to be acceptable. List of bills was distributed for full Board review.
- David moved to pay the bills for September 8 & 22, 2016. Margot seconded. All approved.
- The September 27, 2016 Finance Report was reviewed. It was noted that there are not many changes. Contributions income is down. (Report attached)

### **Director's Report**

- Stephanie distributed her monthly report prior to the meeting via email. (Report attached)
- Stephanie presented information about a fundraiser called Field Goods. It involved fresh food from small farms. Year round local produce would be delivered to the library for individuals requesting to participate in the program. Discussion followed as to the pros and cons of the

program. This concept for fundraising was not generally accepted by the board. Thank you to Stephanie for making the presentation.

#### **Youth Service Coordinator Report**

- Joan Frenzel distributed her report prior to the meeting via email. (Report attached).
- Joan had requested of Stephanie that she not be required to attend the Board of Trustee Meetings on a regular basis. Joan will attend when Stephanie is not available. Stephanie had told her that this was acceptable. The Board agreed.

#### **Fund Development Report**

- Nothing to report.

#### **Communications/Correspondence**

- Nothing to report

#### **Committee Reports**

##### **Building and Grounds**

- See notes earlier in this document
- Stephanie noted that the dehumidifier in the Children's Room is not working properly and has contacted our HVAC contractor for his opinion.

##### **Budget and Finance**

- Regarding the trust account, David made a motion to approve the investment management agreement and investment objective overview. Jonathan seconded. All approved. The Finance Committee will review these agreements annually to see if changes are needed.
- David had previously reviewed the seven proposals received for performing an audit of library. Cusack and Company provided the lowest bid. David checked references and based on them, the Finance Committee met and recommends the firm of Cusack and Company from Latham, NY as the company to complete the audit. Information had been distributed via email which summarized the proposals received. It was recommended that we engage this company for one year and review their report.
- David moved to accept the Cusack and Company proposal for the 2016 year. Joan seconded. All approved.
- Kerry commended and thanked David for drafting the RFP and reviewing and summarizing the seven proposals received. He did an extensive job. Many thanks, David.

##### **Development/Fundraising/Friends**

- The Progressive Dinner was success. There were 11 hosts with approximately 72 guests attending. Kudos to the committee. Matt noted that Sarah Rizzo met with us in the spring and provided us with valuable information and many thanks to Kari for joining the committee. Notes of thanks should be sent to David Bova/Millbrook Winery, McEnroe's, Millbrook Florist, Babette's, Tom Stroup and the two young ladies from the Junior National Honor Society.

##### **Policy**

- Based on Michael West's presentation this evening, we will be reviewing some policies and making adjustments to the Board by-laws.

##### **Nominating**

- Kristin has a friend that is interested in joining the Board. Kerry asked her to tell this individual that we will keep her information for future consideration.

**Long Range Planning**

- Nothing to report.

**Personnel**

- Matt moved to go into Executive Session to discuss a legal matter. Kristin seconded. All approved. Margot moved to come out of Executive Session. Joan seconded. All approved.
- Margot moved to go into Executive Session to discuss salary of a particular employee. Kristin seconded. All approved. Kristin moved to come out of Executive Session. Kari seconded. All approved.

**Unfinished Business**

- None

**New Business**

- None

The meeting was adjourned at 9:50pm.

**Next Meeting: October 25, 2016 at 7:00pm.**

Submitted by Betty Rae Nittiskie