MID-HUDSON LIBRARY SYSTEM

MINUTES of the BOARD OF TRUSTEES MEETING

Tuesday, September 14, 2021

President Swierat called the meeting to order at 10:02am.

1. ROLL CALL AND APPROVAL OF AGENDA

Trustees Present:	Stuart Auchincloss, Lisa Baker Brill, Ken Goldberg, Priscilla Goldfarb, Rajene Hardeman, Debra Klein, Jill Leinung, Michele Ment, Barry Ramage, Lynne Ridgeway, Janet Schnitzer, Richard Swierat, Mary Linda Todd, Mark Wilson
Directors Association Liaison:	Julie Kelsall-Dempsey, Director, Highland Public Library
Staff Present:	Rebekkah Smith Aldrich, Saran Camara, Casey Conlin, Laurie Shedrick

2. PRESIDENT'S REPORT

- Mr. Swierat reminded board members to submit their Sexual Harassment Prevention Training forms and take the new Equity, Diversity, and Inclusion (EDI) Assessment by September 30, 2021.

President's report presented

3. APPROVAL OF MINUTES

- Ms. Ment moved, and Ms. Klein seconded, the approval of the July 2021 minutes (Doc. 3.A). The motion passed unanimously.

Minutes approved

4. TREASURER'S REPORT

- Mr. Wilson reported on the receipt of the FY 2021 basic and categorical state aid and noted that the System's financial position and cash flow are healthy compared to this time last year. Mr. Wilson thanked Ms. Aldrich and Ms. Camara for their leadership in managing an unusual budget year for the second year in a row. Ms. Goldfarb moved, and Ms. Ment seconded, that the June and July 2021 financial report (Docs. 4.A and 4.B) be received. The motion passed unanimously.

Financial Reports received

5. REPORT ON PAYMENT OF BILLS

- Ms. Ridgeway reported that she reviewed the warrants for July (Doc. 5.A) and found them acceptable. Ms. Schnitzer reported that she reviewed the warrants for August (Doc. 5.B) and found them acceptable. Ms. Baker Brill moved, and Ms. Ridgeway seconded that the warrant reports for July and August 2021 be received. The motion passed unanimously.

Warrants received

6. DIRECTOR'S REPORT

- In addition to her written report (Doc. 7), Executive Director Aldrich reported that: *America Rescue Plan Act Funding Update*
  - The guidelines for the expenditure of the American Rescue Plan Act (ARPA) funds through the New York State Library have not been released but that she has been working with the executive directors of the Southeastern New York Library Resources Council and Ramapo Catskill Library System to be prepared once they are.
  - The 2021 Annual Membership Meeting will be held online for the second year in a row due to concerns around the COVID-19 infections rates and adjustments to NYS Open Meetings Law. The annual meeting keynote speaker will be Patty Wong, the first Asian-American President of the American Library Association.

7. DIRECTORS ASSOCIATION (DA) LIAISON REPORT

- Ms. Kelsall-Dempsey reported on the September Directors Association meeting, noting the presentation by MHLS Assistant Director/Technology Operations Manager, Laurie Shedrick, on the development of Vega, the new discovery platform from Innovative Interfaces Inc. (III) which is slated to be launched in 2022. Ms. Kelsall-Dempsey thanked Ms. Shedrick for her advocacy on behalf of the consortia development of Vega and for her continued efforts to negotiate modern components of the new discovery platform into the current III contract for MHLS member libraires. *DA Liaison Report*

8. EXECUTIVE COMMITTEE REPORT

- Mr. Swierat provided an update on the COVID-19 Response & Recovery Working Group's findings and asked the board to indicate their support for the following activities by the working group: *Endorsement of COVID-19 Response & Recovery Working Group's recommendations*
  - Exploration of the dissolution of the Foundation for Hudson Valley Libraries.
  - Exploration of the creation of a fund to benefit MHLS with the Community Foundations of the Hudson Valley.

  All board members present unanimously endorsed these activities.
- Mr. Swierat moved, and Ms. Goldfarb seconded a resolution to allow for the $6,136 raised by MHLS Board Members earlier this year to be earmarked to underwrite development costs *Designation of funds raised by the board in 2021*

associated with the COVID-19 Response & Recovery Working Group's recommendations. The motion passed unanimously.

- Mr. Swierat presented drafts of a revised mission statement, a new vision statement, and core values statement developed over the past year with input from member library directors, staff and board members. *Approval of mission, vision, and values statements.*
    - Ms. Baker Brill moved, and Ms. Schnitzer seconded, a motion to approve the mission statement as presented. The motion passed unanimously.
    - Ms. Leinung moved, and Ms. Ment seconded, a motion to approve the vision statement as presented. The motion passed unanimously.
    - Mr. Wilson moved, and Ms. Klein seconded, a motion to approve the values statements as presented. The motion passed unanimously.
- Mr. Swierat presented a draft Ethics Policy for MHLS Board Members and Employees. Mr. Auchincloss suggested an edit to clarify the financial conflict of interested statement to read: "avoid having financial interests that present a real or apparent conflict of interest." Mr. Wilson moved, and Ms. Leinung seconded, a motion to approve the Ethics Policy with that amendment and for all trustees and employees to sign it in January 2022. The motion passed unanimously. *Approval of Ethics Policy*
- Mr. Swierat introduced the draft Sustainability Policy, noting that it will aid the board in communicating the values and the framework they use when making decisions. Ms. Leinung moved, and Ms. Baker-Brill seconded, a motion to approve the Sustainability Policy as presented. The motion passed unanimously. *Approval of Sustainability Policy*
- Mr. Swierat presented the proposed 2022 meeting dates for the MHLS Board. Ms. Klein moved, and Mr. Wilson seconded, a motion to approve the 2022 meeting dates. A discussion about the accessibility of MHLS Board meetings for future recruitment of board members took place. Twelve trustees voted for the motion: Mr. Auchincloss, Mr. Goldberg, Ms. Goldfarb, Ms. Hardeman, Ms. Klein, Ms. Leinung, Ms. Ment, Mr. Ramage, Ms. Ridgeway, Mr. Swierat, Ms. Todd, and Mr. Wilson Two trustees voted against the motion: Ms. Schnitzer and Ms. Baker-Brill. The motion passed. *Approval of 2022 Board Meeting Dates*
- Mr. Swierat presented a resolution to acknowledge an issue Ms. Aldrich brought to the Executive Committee's attention regarding bringing the LIU/Palmer School's Advanced Certificate in Public Library Administration program to the MHLS region. Mr. Auchincloss moved, and Ms. Goldfarb seconded the following resolution: *Approval of Memo of Understanding regarding LIU/Palmer School Program at MHLS*

WHEREAS the Mid-Hudson Library System policy for Conflict of Interest requires any staff or board member to notify the Executive Committee of a potential conflict; and

WHEREAS Rebekkah Smith Aldrich (Executive Director) notified the Executive Committee of the possibility for Long Island University to present the Advanced Certificate in Public Library Administration course for the MHLS at its meeting on April 28, 2021; and

WHEREAS this is a very valuable course for MHLS to offer to mid-career library professionals; and

WHEREAS the only way this course could be presented to MHLS would be if Rebekkah Smith Aldrich herself were to teach one or more professional post-graduate courses (between 2021 and 2023) to library staff employed in the Mid-Hudson Library System and by member libraries of the system, in a Mid-Hudson facility; and

WHEREAS Rebekkah Smith Aldrich informed the Executive Committee at its meeting of April 28, 2021 that this employment arrangement would come under the MHLS Conflict of Interest policy (under §4.2C it is a Related Party Transaction under §2.9, so §4.2D does not apply), and the Executive Committee agreed that it would; and

WHEREAS the Executive Committee noted that since Rebekkah Smith Aldrich has no vote in Executive Committee decisions that she could continue to attend the meeting during the discussion of the proposal to provide information as needed; and

WHEREAS the only alternative to this arrangement is that MHLS would not be able to offer the training from Long Island University; and

WHEREAS Rebekkah Smith Aldrich proposed to donate the proceeds of her employment agreement with Long Island University (minus the taxes for which she will be liable) to the Mid-Hudson Library System or to a fund recognized by the IRS as 501(c)3 (tax deductible) for the benefit of MHLS as directed by the MHLS Executive Committee at the time of the gift as a resolution to this conflict of interest; and

WHEREAS every member of the Executive Committee (Ric Swierat, Barry Ramage, Mark Wilson, Stuart Auchincloss and Priscilla Goldfarb) was present at its meeting on September 1, 2021 and they determined unanimously that the arrangement is fair, reasonable and in the best interests of MHLS on the basis that the training will be very useful to librarians in the MHLS and that it would not happen if Rebekkah Smith Aldrich was not available to teach one or more courses; and

WHEREAS the Executive Committee has considered the requirements of the MHLS Conflict of Interest Policy and recommended an arrangement to resolve the conflict of interest and to provide the Advanced Certificate program to the MHLS members.

Discussion of Executive Director Performance Evaluation

NOW THEREFORE IT IS RESOLVED that the Board determines that a more advantageous arrangement is not reasonably possible and that the arrangement proposed by the Executive Committee is fair and reasonable and in the best interests of MHLS, and that pursuant to §6.1 of the Conflict of Interest Policy the Executive Committee shall oversee the implementation of this resolution.

The motion passed unanimously.

- Mr. Ramage moved, and Ms. Ment seconded, a motion to enter executive session at 11:08am for the purposes of discussing the performance evaluation of the executive director. The motion passed unanimously. At 11:31am Mr. Ramage moved, and Ms. Baker Brill seconded a motion to come out of executive session, which passed unanimously.
- Mr. Auchincloss moved, and Ms. Baker Brill seconded a resolution that notes the board "unanimously appreciates and recognizes Rebekkah Smith Aldrich for her continuing superior service." This motion passed unanimously.

9. INCENTIVES COMMITTEE REPORT

- Mr. Auchincloss reviewed the process to prioritize applications received through the State Aid for Library Construction program and to ensure libraries that serve economically disadvantaged communities are given special consideration.

Actions related to the State Aid for Library Construction Program taken

- Mr. Auchincloss moved, and Ms. Goldfarb seconded, a motion to approve the submission of an application to the State Aid for Library Construction Program by MHLS for the renovation of the delivery area and to authorize the board president to sign the mandated assurances form required for the application. The motion passed unanimously.
- Mr. Auchincloss moved, and Ms. Schnitzer seconded, a motion to approve the recommended award amounts for 2021 applicants to the State Aid for Library Construction as presented. The motion passed unanimously.
- Mr. Auchincloss and Mr. Swierat thanked MHLS Library Sustainability Coordinator Casey Conlin for his work to administer this program on behalf of the board.

10. NOMINATIONS & ELECTIONS COMMITTEE REPORT

- Mr. Wilson presented the slate of board officers for 2022 and called for nominations from the floor for each position as well. No nominations from the floor were received. The slate, as presented in Doc. 10.A, will be voted on at the December board meeting.

2022 Slate of Board Officers Presented

11. FINANCE COMMITTEE REPORT

- Mr. Wilson presented the proposed mid-year budget adjustments, highlighting the revenue changes due to the 20% in state aid withheld last year arriving this year and the second Paycheck Protection Plan forgivable loan, and the expenditure adjustments due to personnel issues in the first part of the year. Mr. Wilson moved, and Ms. Goldfarb seconded, a motion to approve the mid-year budget adjustments as presented. The motion passed unanimously.

2022-2026 Plan of Service documents approved

- Mr. Wilson and Mr. Swierat presented a new reserve fund strategy that was developed out of the work of the COVID-19 Response & Recovery Working Group with an eye towards minimizing financial uncertainty for the organization in the future. Two actions suggested by the working group were endorsed and recommended to the board by the Finance Committee:
    - Mr. Wilson presented a new "Employee Benefits Accrued Liability Reserve" Policy that would follow best practices promoted by the Office of the State Comptroller to better prepare for payouts of employee benefits upon separation of an employee from employment at our organization. Mr. Wilson moved, and Ms. Schnitzer seconded, the approval of the policy as presented. The motion passed unanimously.

Employee Benefits Accrued Liability Reserve Policy established

- Mr. Wilson explained a recommended amendment to the existing Operating Reserve Limit Policy that would upwardly increase that reserve limit in response to the experience due to the economic hardship brought on by the pandemic. Ms. Ment moved, and Ms. Klein seconded, a motion to accept the amended policy as presented. The motion passed unanimously.

Operating Reserve Limit Policy amended

12. AUDIT COMMITTEE REPORT

- Mr. Ramage reported on the process undertaken over the summer to issue request for proposals (RFP) for audit services for MHLS and the review process for responses. (Doc. 12.A) Mr. Ramage moved, and Ms. Baker Brill seconded a motion to award the audit services contract for the 2020 financial audit to the lowest, qualified bidder, Sickler, Torchia, Allen & Churchill (STAC). The motion passed unanimously. Mr. Ramage thanked MHLS Finance Manager & Personnel Officer, Saran Camara for her leadership in the RFP process.

Audit Services Contract Awarded

13. WORKING GROUP REPORTS

- Mr. Swierat presented a report from the Equity, Diversity, and Inclusion Working Group and noted the 1-year anniversary meeting held in-person to have a conversation, facilitated by working group member Rajene Hardeman, to look back at the work completed, to assess where the work stands today, and to set goals for the coming year. (Doc.13A)
- Mr. Swierat presented a report from the COVID-19 Response & Recovery Working Group, noting much of this group's work had been addressed earlier in the meeting. (Doc. 13.B)

EDI Working Group celebrates 1-year anniversary and identifies 2022 goals

14. UNFINISHED BUSINESS

- There was no unfinished business to address.

15. NEW BUSINESS

- Ms. Aldrich presented the personnel action chart (Doc.15.A). Ms. Goldfarb moved, and Ms. Schnitzer seconded, a motion to approve the personnel action chart. Mr. Goldberg moved, and Ms. Hardeman seconded, a motion to enter executive session at 12:04pm for the purposes of discussing the employment history of an employee. The motion passed

Personnel Actions approved

unanimously. Mr. Auchincloss moved, and Ms. Hardeman seconded, a motion to come out of executive session at 12:07pm. The motion passed unanimously. The vote was called on the original motion to approve the personnel action chart which passed unanimously.

16. ORIENTATION

- Ms. Goldfarb, Ms. Hardeman, and Ms. Klein presented on the topics of implicit bias and privilege.

EDI Orientation

17. COMMUNICATION

- Ms. Shedrick reported on the launch of the new Materials Booking feature of Sierra. This allows member libraries to allow patrons to "book" (reserve) library materials for future use. This is a solution for libraries that have developed a "Library of Things," non-traditional collections that provide access to unique items such as camping equipment, baking pans, garden tools, and much more.

Materials Booking module launched

- Mr. Conlin thanked the board for allowing the hire of the new Library Sustainability Associate, noting how an extra staff person has made a big difference in the workload for their team.
- Ms. Camara reported on her continued onboarding to her new job and her leadership on the hiring of three new staff people over the summer. Ms. Camara also noted that the application for the Paycheck Protection Plan (PPP) loan forgiveness has been submitted.

PPP Loan forgiveness application submitted

17. ADJOURNMENT

At 12:28pm, Ms. Ment moved, and Mr. Auchincloss seconded, that the meeting be adjourned. The motion passed unanimously.

Respectfully submitted by:
Stuart Auchincloss, Secretary

Approved on December 15, 2021 by the MHLS Board of Trustees