

**MINUTES  
ALLEGHENY COUNTY LIBRARY ASSOCIATION**

**BOARD OF DIRECTORS MEETING  
OCTOBER 15, 2007**

**BOARD MEMBERS IN ATTENDANCE:** Wendy Smith, Janet Lockhart, Terry Farrell, Bob Kollar, Sara Jane Lowry, Sanjay Saha, Vanessa Gleason, and Cynthia Richey (via conference call).

**BOARD MEMBERS ABSENT:** Dorothy Davis

**OTHERS IN ATTENDANCE:** Marilyn Jenkins, Sandra Collins, Kathy Robinson, Ronald Stout, Christy Stuber, and Glenn Walsh.

**6:05 P.M.     Call to order – Wendy Smith**

- A. Determination of Quorum – Quorum established.
  
- B. Public Comments – Glenn Walsh read a prepared a statement regarding CLP’s “Rightsizing” Plan to close libraries, a copy of which Kollar is to forward to Dr. Barbara Mistick.
  
- C. Approval of Minutes – MOTION made by Lockhart and seconded by Gleason to adopt the September 17, 2007 meeting minutes with corrections noted by Richey. MOTION carried.
  
- D. Financial Statements – September 2007 financial statements filed for audit.
  
- E. Request for Additions or Changes to the Agenda – None.

**Reports**

- A. President – Smith reported she and Saha met recently with the North Region libraries. Discussion centered on the consultant’s report regarding the formula process and a recommendation for consortium purchasing of human resource and legal services (or some guidelines on where to find these). There was also discussion regarding reorganization of the General Membership meeting agenda more as a “consent agenda” starting with pertinent issues for discussion and moving general items to the end. Smith noted this suggestion would go to the Governance Committee to be established in 2008 for further discussion.

She introduced Christy Stuber, Director of CONTACT Pittsburgh, as a participant of the Leadership On-Board program and noted Christy would be observing ACLA Board meetings over the next year to gain knowledge and understanding of how nonprofit boards operate. She will also be involved in committee work.

She noted a coffee with the Central Region had not been scheduled and Kollar reported it was CLP's feeling that such a meeting (given the nature of the Central Region as a single library system) would not be as productive as a direct conversation between ACLA and CLP Board and management. He indicated CLP would be open to such a meeting in November.

Smith noted the Nominating Committee needed to provide recommendations for 2008 Board officers. She asked Lockhart, Saha, and Collins to sit on the committee and provide recommendations to the Board by November 9 with the goal of a vote at the November 19 meeting. Stout noted in the proposed bylaws with the creation of a Governance Committee those nominations would be required by October board meeting, which date has effectively passed. Richey expressed concern that all members of the Nominating Committee would not be Board members. Smith noted that the LAC Chair would be a good addition to the Committee as she has attended the ACLA Board meetings, has seen how members interact, and has a strong awareness of LAC thinking. She suggested the Board accept her suggestion for this year. MOTION made by Lockhart and seconded by Saha to approve Smith's suggestion. MOTION carried with Farrell and Richey opposing.

- B. Ombudsman – Saha reported no one had contacted him in his capacity of ombudsman since the last Board meeting.
- C. Executive Director – A written report had been distributed to Board members. She also added the technology consultant for eiNetwork had submitted a draft report to ACLA and CLP Executive Directors for review and preliminary discussion. Several members of the ACLA Board requested opportunity to review the report. Jenkins indicated she would see to that as soon as the report was in a more final state.
- D. Written Reports – Attached to these minutes
  1. Finance Committee – Gleason reported the Finance Committee reviewed a draft of the 2008 budget. This draft and a “Budget Message” would be presented to the General Membership at the October 30 meeting. The Committee recommended increasing the Board designated funds to protect monthly member distributions in the event of an errant payment from RAD, to cover general operating expenses for several months, and protect restricted fund balances. MOTION and second from Committee to increase the designated fund balance in Administration from \$50,000 to \$100,000 at this time, with consideration of further increasing that in 2008 in light of the size of monthly distributions to Member Libraries. MOTION carried.
  2. District Services – Galbraith not present. Report attached to these minutes.

3. LAC – Collins reported the LAC was in the process of forming a task force to consider an overall strategy for investing in countywide resources for the consortium. This would include review of Reserve Pool, EREC, and Incentive Grant funds. Also, each region would be meeting soon to discuss the formula process as recommended in the timeline by Olszak.

**Action and Discussion Items**

- A. Bylaws -- The Board discussed at-large nominations to the Board. It was clarified that recommendations by Members be made to the Board, the Board would discuss those recommendations, and then the Board makes a selection for the Members to ratify or not. Smith recommended the bylaws be addressed Article by Article by the Membership if it appeared that adopting the whole would not be possible.
- B. Personnel Committee – Saha reported the following changes were recommended by the committee for 2008:
  1. A mandatory two percent employee contribution of base pay to the 403(b) retirement plan.
  2. A 90-day waiting period for new employee participation in the 403(b) retirement plan.
  3. For new employees, health care coverage to begin the first day of the new month following employment.MOTION and second was made by Committee to adopt these changes. MOTION carried.
- C. Consultant selection process – Smith reported two proposals were received for the second phase of the formula process and these proposals would be provided to the Board after review by a committee and also posted on ACLA’s website. She asked the Review Team (Kollar, Saha, Jenkins, and Hrivnak) to review the second round of proposals with the goal of making a recommendation to the General Membership at the October 30 meeting. All agreed. She also noted Olszak declined to bid citing a conflict of interest in creating a “financial opportunity” for their firm.

The public session adjourned at 7:50 p.m. and the Board went into Executive Session to discuss the process of review of the Executive Director’s performance.

**Respectfully submitted,**

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**Terrence Farrell – Secretary**