

**MINUTES
ALLEGHENY COUNTY LIBRARY ASSOCIATION**

**BOARD OF DIRECTORS MEETING
JUNE 16, 2008**

BOARD MEMBERS IN ATTENDANCE: Sanjay Saha, Robert Kollar, Sara Jane Lowry, Cynthia Richey, Diane Yates, Michael Kumer, J. Terrence Farrell, Brad Fish, and Shawn Flaherty (via teleconference).

BOARD MEMBERS ABSENT: None

OTHERS IN ATTENDANCE: Marilyn Jenkins, Ronald Stout, Esq., Carolyn Marks, Connie Galbraith, Tina LaMark, Rebecca Serey, Glenn Walsh, and directors and trustees of the following libraries: Brentwood Library, Community Library of Allegheny Valley, Crafton Public Library, Hampton Community Library, Scott Township Public Library, Sewickley Public Library, Whitehall Public Library, and Wilkinsburg Public Library.

6:05 P.M. Call to order – Sanjay Saha

A. Determination of Quorum – Quorum established.

B. Public Comments

1. Brad Fish, newly elected South Region representative, gave a brief description of his background and experience.
2. Robyn Hammer-Clarey, Whitehall Public Library director, read a statement from her board president expressing the library's concern regarding a library director becoming ACLA Board President.
3. Russ Walker, Whitehall Public Library trustee, supported his president's position regarding election of the Board President.
4. Sally Coyne, Community Library of Allegheny Valley board president, read a statement that it would be counterproductive to elect any library director as President of ACLA.
5. Diane Ragan, Andrew Carnegie Free Library director, read a letter to the ACLA Board and RAD Board from the West Region in support of the election of Michael Kumer as their representative to the ACLA Board.
6. Kathy Robinson, Crafton Public Library director, read a statement expressing concern over the election of the LAC representative as the Board President as well as a statement in support of the ACLA Executive Director and staff.
7. Janet Forton, Scott Township Public Library director, submitted a statement asking the Board not to elect the LAC representative as president.

C. Request for Additions or Changes to the Agenda - None

Action and Discussion Items

- A. eiNetwork Board Appointee – Robinson reported three candidates had submitted a letter of interest and resume. Those candidates are Joseph Marrone, Gwendolyn Huntoon, and Simran Singh Suri. The committee interviewed those candidates and the LAC would be making a vote at the June 19, 2008 meeting. Flaherty stated his understanding was the ACLA Board would make the final ruling on the candidate. Kollar suggested the LAC rank each candidate based on skill set, present all resumes to the Board along with a recommendation, and the Board would then make the final decision at the next meeting. All agreed.
- B. Overview of eiNetwork Operations – Rebecca Serey, eiNetwork director, gave a brief overview of the services eiNetwork provides to the consortium.
- C. Preliminary Recommendations from eiNetwork Taskforce – Bob Moll noted the committee's immediate recommendations include restructuring the eiNetwork Board to seven members (2 appointed by CLP, 2 appointed by ACLA, and 3 at-large members appointed by CLP & ACLA), establishment of a Technology Council to create a technology plan and identification of funding for the plan, and continuation of the ILS Steering Committee. The Board agreed to send the report to the Members for discussion at the Special Meeting on June 24. It asked that a recommendation be included that at least one member of the Technology Council have outside expertise. In addition Saha requested that the recommendation for longer term option be included as an attachment to rather than integrated with the recommendations. The Board congratulated the Task Force on its expeditious work and the sound set of recommendations delivered. It indicated that this was an effective model for rapid response needs. The Board asked Kollar to meet with Dr. Mistick for review and comment on the plan prior to the Special General Membership meeting on June 24. The committee's full report is attached to these minutes.
- D. Governance Committee /New Board Member Orientation – Lowry asked to table until July meeting.
- E. Governance Committee Statement of Interest/Kumer – Tabled until July meeting.
- F. Audit Committee Report – Richey reported a clean opinion on the financial statements was rendered by Sisterson & Co. indicating that ACLA's financial statements are in accordance with General Accepted Accounting Principles. She also reported there was no management letter regarding improvement in internal controls. A request was made for legal counsel to render an opinion by the July 7 board meeting on whether ACLA, as a federated system, is acting within legal parameters in delivering the programs and services it currently offers. MOTION and second came from Committee to accept the Audit report. MOTION carried with Kumer abstaining. Richey's report is attached to these minutes.
- G. Keystone Grant Authorizations – Lowry excused herself from discussion of the Keystone Grants as Northland Public Library was one of the submissions being discussed. Keystone Grant applications were received from Andrew Carnegie Free Library, Bridgeville Public

Library, Carnegie Library of Pittsburgh, Northland Public Library, Plum Borough Library, and Western Allegheny Community Library. Scott Township Library had not submitted all required documentation but that information was anticipated to be received shortly. MOTION made by Richey and seconded by Fish to accept the grants already submitted. MOTION carried with Lowry's abstention.

- H. 2009 Draft Budget – Kollar presented the 2009 Draft Budget and noted the budget was created based on input from both the Finance Committee and the LAC, and Kollar also noted a 2% increase in both State and RAD funding. The Finance Committee further suggested it be charged with identifying ways to aid distressed libraries. The Board concurred. The Finance Committee also recommends that it assist in moving forward the Development position. MOTION made by Saha and seconded by Farrell to charge the Finance Committee as recommended. MOTION carried unanimously.
- I. Election of New President – Yates and Farrell noted they each received two letters from libraries in support of Cynthia Richey for Board president. MOTION made by Farrell to nominate Richey. MOTION made by Kumer to nominate Lowry. MOTION made by Kollar to table the vote until September and have Richey serve as interim president until then. Roll call vote taken on Farrell's nomination: Richey – yes, Yates – yes, Farrell – yes, Kumer – no, Fish – no, Lowry – no, Kollar – no, Saha – no, Flaherty – yes. MOTION failed. Roll call vote taken on Kumer's nomination: Richey – no, Yates – yes, Farrell – no, Kumer – yes, Fish – yes, Lowry – yes, Kollar – yes, Saha – yes, Flaherty – no. MOTION carried. Sara Jane Lowry elected President replacing Saha until December 31, 2008.

Minutes and Reports

- A. Approval of Minutes – MOTION made by Farrell and seconded by Lowry to approve the April minutes with corrections noted by Richey. MOTION carried. MOTION made by Richey and seconded by Yates to approve the May 12 minutes. MOTION carried with Kollar abstaining. MOTION made by Farrell and seconded by Richey to approve the May 19 minutes. MOTION carried.
- B. President – Saha thanked the Board for the opportunity to serve as President. He encouraged Lowry to continue to reinforce the philosophy that this is a member-driven organization and that transparency is critical. He noted that he believes the organization meets and exceeds the requirement for transparency. He also noted that the organization will need to address the concern relative to centrally delivered services. If those services are to continue, then the Board structure should be constituted in a way that it can properly oversee those services. He also noted that there remains a central issue of whether the ACLA Board should serve primarily as a facilitator or as a leader. Not to subvert the concept of member-driven, the organization does need to develop more speed and agility in decision-making.

- C. Ombudsman – Jenkins reported Foulke received questions from several libraries and was in the process of responding to those questions.
- D. Treasurer's Report – No reports for May. Kollar reported that audit adjustments would be made to the financial reports for 2008 and submitted in July.
- E. Executive Director – In addition to her report, Jenkins introduced Charles Arrigo as the new Operations Manager for Mobile Library Services replacing Alison Baker.
- F. Formula Committee – Farrell reported he had not attended the most recent meeting and had no report for the Board.
- G. Written Reports
 - 1. LAC – No report.
 - 2. District Services – Galbraith noted a June/July newsletter would be released in July.

Stout clarified his statement from the May meeting that ACLA is not subject to the Sunshine Act. He reported that although ACLA may not be technically subject to the Sunshine Act, nevertheless it is an open organization, follows an Open Meeting policy, and publishes meetings and minutes on its website. As such, ACLA well complies with stipulations of the Sunshine Act.

The public session of the meeting was temporarily adjourned at 8:40 p.m. The Board convened in Executive Session to discuss conflict of interest matters with counsel.

The Board re-convened to public session.

Saha noted that the Board takes seriously all matters involving conflict of interest and wishes to takes steps to ensure it acts in a responsible manner. Two actions will be taken in this regard. Due to his prior involvement with ACLA programs and personnel, Kumer's activities on the Board would be limited to exclude any discussion or action on personnel matters pertaining to the Executive Director and the Member Services Coordinator. Based on complexities and concerns relative to Board member Fish's employment with Scholastic Books, the Board asked that a Task Force investigate and make recommendations to the Board in July regarding conflict of interest matters. The Task Force will be comprised of Sara Jane Lowry, Terrence Farrell, Shawn Flaherty and two representatives of the South Region (one who voted finding no prohibitive conflict of interest regarding Fish and one who voted finding conflict of interest).

Respectfully submitted,

J. Terrence Farrell, Secretary