

# **SUMMARY OF MAJOR ACTION AND DISCUSSION ITEMS**

## **ACLA Board of Directors Meeting**

**November 20, 2007**

- **By invitation of the Board President and Ombudsman, Shawn Flaherty (RAD's appointed representative to the Board beginning January 1, 2008) attended the meeting.**
- In public comments Dennis Luther (Brentwood) stated that his interest in the ACLA election process, and in particular the South Region election for Board Representative, is purely to ensure integrity, fairness, and transparency.
- The Board voted in support of a recommendation of the President's to re-constitute the formerly appointed Nominating Committee to be in keeping with the guidelines for the Governance Committee as provided in the revised Bylaws adopted by the Members. Those guidelines call for three ACLA Board members to serve on the Committee, and Smith proposed the continuance of Janet Lockhart and Sanjay Saha with the addition of Terry Farrell. The Committee's sole purpose in 2007 will be to prepare a slate of candidates for Board officers. Smith requested that the slate be forwarded to the Board members by December 10<sup>th</sup>, one week in advance of the Board meeting.
- The Board met in executive session for the following purposes:
  - Strategic discussion of eiNetwork
  - Request for opinion of legal counsel re. the West region election
  - Possible claim or dispute re. South region election
  - Use of personnel re. Bill Lewis request
- The Board then convened in open session again.
- Based on the advice of counsel it appears that there is nothing in the Bylaws or in corporate law that counsel has reviewed that would restrict the West region from electing a Board representative who does not reside in that region. The Board therefore determined there is no further need to investigate this matter. The vote was unanimous.
- Three libraries had raised concerns related to the South region's process in electing Dot Davis to the Board. The concerns involved the use of proxy votes and lack of discussion regarding Ms. Davis' work as legal counsel on behalf of the Carnegie Library of Pittsburgh. Based on the advice of counsel it appears that there is nothing in the ACLA Bylaws that speaks to either of these concerns. The Board voted to refer the matter back to the region for resolution and agreed that no further action by the Board in this matter is required. The vote was unanimous.

- The Board approved recommendations on 2008 Incentive Grants from Committee. Grants were awarded to the following libraries from the 2008 budget:

- Scott Township for tuition reimbursement
- ACLA East libraries for on-line technology training
- Avalon and Bayne libraries for a shared gaming program
- C.C.Mellor, Braddock, and Swissvale for a shared children's services specialist
- Hampton and Shaler for a Ready to Read program
- Homestead for leveraging new local government support
- A group of small libraries, primarily in the West region, for shared technology services

The Committee also advised the Board that the LAC was looking at possible recommendations to eliminate Incentive Grants in the future in lieu of additional countywide resources that would benefit all libraries. The Board agreed to assign any unused Incentive Grant funds for such a purpose in 2008, as a show of support for LAC, depending on the submission of an acceptable plan for use of the funds.

- Members of the Review Team considering proposals for Round Two of the formula consulting process reported that they would recommend two firms to the Members. Though SSI and MarketSphere both offer strengths, the review team determined that neither of these firms fully met the organization's expectations for strong facilitation skills, an understanding of the members' needs and strong analytical expertise. The review team recommended:

- Dewey & Kaye who offer significant facilitation skills as well as solid financial expertise for the development of formula models
- Olszak Management who offer clear understanding of the process as designed in their original study.

Saha noted that while Olszak had demonstrated a strong understanding of the Members and clear skill in facilitating the process and discussion, he offered his opinion that it is always healthy to have an independent firm build on the work of the original consultant, to ensure a fresh perspective. Some items of note in the two proposals:

- Dewey & Kaye would populate the formula committee with trustees (preferably with financial background), recognizing that it is trustees who ultimately make determinations on behalf of their libraries.
- Olszak would bring two new facilitators to the table that were not involved in Round One and would use the formula that was set aside by the Members as a starting point for building a new formula.

All four of the proposals are available on the website for review and comment by the members both before and at the Special Meeting. The Board was pleased with the proposals from D&K and Olszak, and determined to send this recommendation to the Members for consideration and called a Special Meeting for that exclusive purpose on Thursday December 13 at 7:00 p.m at the Green Tree Library.

- A 2008 meeting schedule was established:
  - Regular meetings of the General Membership will be held on January 30, April 30, and October 30.

- Regular Board meetings will be held at 6:00 p.m. on the third Monday of the month.