

**MINUTES  
ALLEGHENY COUNTY LIBRARY ASSOCIATION**

**BOARD OF DIRECTORS MEETING  
OCTOBER 20, 2008**

**BOARD MEMBERS IN ATTENDANCE:** Robert Kollar, Sara Jane Lowry, Diane Yates, Michael Kumer, J. Terrence Farrell, Brad Fish, Cynthia Richey, Joy Gaetano, and Shawn Flaherty.

**BOARD MEMBERS ABSENT:** None

**OTHERS IN ATTENDANCE:** Marilyn Jenkins, Ronald Stout, Esq., Connie Galbraith, Tina LaMark, Kathy Robinson, Dennis Luther, Russ Walker, JoEllen Kenney, Carolyn Marks, Kate Sphar, Kelly McCormick, and Kimberley Hrivnak.

**6:05 P.M.      Call to order – Sara Jane Lowry**

A. Determination of Quorum – Quorum established.

B. **Public Comments**

1. Dennis Luther, Brentwood Library, read a letter of support for Brad Fish and requested the Board retain Brad as the South Region Representative.
2. Kathy Robinson, Crafton Public Library director, commented she did not have a written report from the LAC but noted at the last meeting the LAC passed a MOTION for the Formula Oversight Committee to move forward with a process for the critical issues identified by the Formula Committee. She also asked the Board to focus on the strategic plan.
3. JoEllen Kenney, Carnegie Library of McKeesport director, thanked the Board for supporting the membership and requested it be proactive and involved with CLP regarding the interests of County libraries as CLP takes over the roll as fiscal agent for eiNetwork.

C. **Consent Agenda** – Per request of Yates, Lowry requested the 2009 Draft Budget be removed from the consent agenda for further discussion during the meeting. Lowry requested the recommendations from the Governance Committee be voted on separately as she would abstain from action regarding her own appointment. MOTION made by Yates and seconded by Richey to accept the following items on the consent agenda as submitted:

- 1 Minutes from the June 16 (with correction noted by Stout) and September 29 meetings
2. September Financial Statements
3. 2009 Meeting Schedule

MOTION carried unanimously.

1. Governance Committee Report/Recommendations - MOTION made by Yates and seconded by Kumer to accept the Governance Committee's report. Kollar noted his name should be removed from the slate of officers for 2009 as he will be stepping down as Central Region representative at the end of 2008. As the COI issue regarding Brad Fish has not been resolved, Richey requested that his name be removed as a candidate for the Governance Committee. MOTION carried with Lowry abstaining.
2. General Membership Meeting Agenda – Richey asked that a discussion regarding the 2009 Draft Budget be added to the agenda. MOTION made by Fish and seconded by Richey to accept the changes noted. MOTION carried unanimously.
3. Provided the COI issue regarding Brad Fish is resolved in his favor, Kumer asked that a vote regarding his appointment to the Governance Committee be added at the end of the meeting.

### **Action and Discussion Items**

- A. Discussion of Board/Staff role going forward and process for addressing critical issues identified by Members in the Formula Development Process – Spahr reviewed with the Board the Formula Development Process to date and discussed the next phase. She noted the process needs to remain member-driven but moving into the last phase the Board should have greater participation in the process including increased attendance at meetings. She noted that she had spoken with the Executive Director and been assured that ACLA staff would be attending regional meetings, Formula Committee meetings, and meetings of the Members going forward. Spahr encouraged the Board to be likewise involved. She indicated that Olszak's charge is specifically to develop a new formula, and as a corollary, to develop an organizational process for building consensus. It would be the role and responsibility of the Board and executive staff to address the critical issues identified and to employ the consensus model going forward. Discussion ensued. Richey noted the LAC voted on a process to address the eleven critical overarching issues identified by the Formula Committee and recommended a Critical Issues Oversight Committee be formed to consist of five members, one from each region. In response to Board inquiry Jenkins noted the Critical Issues Oversight Committee's charge is to define charges for the taskforces that will address each of the eleven critical issues, establish a timeline, and develop a communications plan. Spahr recommended the committee also consist of membership from the entire organization (Members, Board and staff). MOTION made by Kumer and seconded by Richey to approve for recommendation to the Members the process presented by the LAC for oversight of the critical issues, with the addition of a Board and a staff representative to the Committee. MOTION carried unanimously. MOTION made by Kumer and seconded by Farrell for the Formula Oversight Committee (represented by Farrell) to discuss with the Formula

Development Process Committee and make recommendations to the Board in November on how the Board should become more involved in the formula process in the next phase. MOTION carried unanimously.

- B. Discussion of RAD preliminary budget – Lowry reported she had no new information to bring to the Board regarding the budget. She noted Jenkins extended an invitation to Mary Frances Cooper, deputy director of CLP, to speak to the ACLA Board regarding CLP’s role as eiNetwork’s fiscal agent. Jenkins also noted she has had discussions with Cooper regarding a transition plan, appointment of a Technology Council, and recommendations regarding the structure of the eiNetwork Board.
- C. Standards presentation and discussion – Jenkins gave a presentation on Library Service Standards (presentation attached to these minutes). Her presentation included how standards are defined and what is required of libraries. She noted specific questions the organization needs to address:
1. How will “distressed” be defined?
  2. What standards will be required of ACLA member libraries?
  3. What will happen when libraries do not meet those standards?
  4. How will ACLA encourage libraries to meet the higher incentive standards? Will there be rewards for those that do?
- Lowry suggested a Task Force be created to look at trends in noncompliance (2004 – 2007) and report back to the Board. Kathy Robinson, Cynthia Richey, Joy Gaetano, and Kimberley Hrivnak were appointed to the task force which will report to the Board in January.
- D. Draft 2009 Budget – Jenkins discussed the latest revision of the 2009 draft budget as reviewed by the Finance Committee. She noted that the budget schedule as adopted by the Board has provided opportunity for Member input since April. This draft reflects the 0% increase in State and RAD funding, no increase in ACLA staff pay rates, and eiNetwork funding through CLP. The Finance Committee has asked to review some additional scenarios prior to the November Board meeting. In order to stay on schedule, Jenkins noted that the Members would need to adopt a final budget at a Special Meeting in December and not later than the General Membership meeting at the end of January 2009. Kollar recommended calling a special meeting in December so as to have an approved budget before the start of the fiscal year. The Board agreed to a special meeting of the General Membership on December 15, 2008 to approve the 2009 budget.
- E. Report of Conflict of Interest Taskforce and Fish response – A report from the COI Task Force was discussed. The Task Force found by a vote of 3 in favor, 2 opposed that a conflict of interest exists in the case of Fish. Counsel recommended discussion of the

matter in public session. Flaherty took exception to that opinion. MOTION made by Flaherty and seconded by Gaetano to discuss in executive session. MOTION failed by a vote of 4 in favor, 4 opposed, Fish abstaining. Flaherty noted that the COI Task Force had discussed Fish's conflict of interest being substantive enough for a recommendation to the South Region that he be removed as its representative to the ACLA Board. Specifically, Flaherty noted that Fish is employed by Scholastic Books and having a vendor of library products (books and software) on the Board could raise questions including whether as a Board member Fish could benefit from information discussed at the Board level pertaining to library funding, budgets, and spending and whether libraries might be concerned that libraries purchasing from Scholastic Books might receive preferential treatment. Fish's rebuttal highlighted the following points:

1. Fish does not work on commission. He works with both school and public libraries across the western Pennsylvania region. Less than 1% of his net sales are to ACLA and member libraries.
2. Scholastic Books are also sold through outside vendors. There is no monopoly on the products or services he represents, and libraries are free to purchase library materials from any source they choose. Fish encourages libraries to purchase from whoever offers the best price, service, and value.
3. Local libraries make their own independent decisions on purchasing of library materials. The ACLA Board does not make financial decisions for those libraries.

Fish recused himself. Discussion ensued. MOTION was made by Flaherty and seconded by Richey that a conflict of interest does exist in the case of Fish. Board voted by roll call: Farrell, Flaherty, Gaetano, Kollar, and Richey, yes; Kumer and Lowry, no; Yates, abstained. MOTION carried by a vote of 5 in favor, 2 opposed, 1 abstaining. MOTION made by Gaetano and seconded by Kumer that Fish be retained as a member of the Board but be recused from any financial decisions made by the Board including as a member of the Finance Committee that would benefit him or Scholastic Books financially, either directly or indirectly. Board voted by roll call: Gaetano, Kollar, Kumer, Lowry, Yates, yes; Farrell, Flaherty, and Richey, no. MOTION carried by a vote of 5 in favor, 3 opposed. Fish rejoined the meeting.

- F. Fish Nomination to Governance Committee – MOTION made by Lowry and seconded by Kumer to nominate Fish to the Governance Committee. MOTION carried unanimously.

The meeting adjourned at 10:15 p.m.

**Respectfully submitted,**

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**J. Terrence Farrell, Secretary**