

**MINUTES
ALLEGHENY COUNTY LIBRARY ASSOCIATION**

**BOARD OF DIRECTORS MEETING
SEPTEMBER 29, 2008**

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

BOARD MEMBERS ABSENT: None

OTHERS IN ATTENDANCE: Marilyn Jenkins, Ronald Stout, Esq., Connie Galbraith, Tina LaMark, Rebecca Serey, Kathy Robinson, Joyce Chiappetta, Dennis Luther, Russ Walker, Kimberley Hrivnak, Chuck Arrigo, and Glenn Walsh.

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

A. Determination of Quorum – Quorum established.

B. **Public Comments**

1. Glenn Walsh read a written statement regarding ACLA and the Sunshine Act (statement attached to these minutes).
2. Joyce Chiappetta, Baldwin Borough Public Library director, read a written statement supporting the appointment of Brad Fish as the South Region representative and her concern with the Conflict of Interest Task Force regarding Brad Fish (statement attached to these minutes).
3. Russell Walker, Whitehall Public Library trustee, commended Brad Fish for his efforts as the South Region Representative.
4. Kathy Robinson, Crafton Public Library director, also supported Brad Fish for his efforts as South Region Representative.

C. **President's Report** – None.

D. **Consent Agenda** – Additional changes were noted to the June 16, 2008 minutes. Richey requested that the legal opinion regarding activities of ACLA as a federal library system be moved to the November meeting. MOTION made by Richey and seconded by Kumer to accept the following items on the consent agenda as submitted:

1. Minutes of the July 7, 2008 meeting
2. August Financial Statements
3. ACLA board member job description – revisions approved
4. ACLA At-Large board candidate (Joy Gaetano) as recommended by the Governance Committee
5. Ratification of LSTA grant applications for the following:
 - a. Oakmont Library – digitization of local history resources
 - b. Carnegie Library of Pittsburgh – science programming to outreach students

- c. Sto-Rox Library & Lauri Ann West Library (Sharpsburg Branch) – collection development
- d. ACLA – wifi access for 14 libraries

MOTION carried unanimously.

- E. **Request for Additions or Changes to the Agenda** – Jenkins noted that due to the rescheduling of the Board meeting Kate Spahr of Olszak Consulting could not attend to discuss the formula process and the role of the Board and ACLA staff going forward. A meeting would need to be scheduled at a later date.

Action and Discussion Items

- A. **Adoption of Conflict of Interest Procedures** – At the July meeting Kollar had asked the Board to consider adoption of additional Conflict of Interest procedures including annual review of all Board member COI statements by the entire Board, full disclosure of any change in a filed COI, and a process for review of COI issues. Legal counsel had been asked to advise on whether or not the COI statements would be a matter of public record. The opinion of counsel is that while ACLA is not subject to stipulations of the Sunshine Act the organization has an Open Records policy in place and that the statements should be a matter of public record. The Board clarified that review of COI issues should be done in Executive Session but any action to be taken thereon be in the public meeting. Flaherty disagreed with counsel’s opinion that ACLA is not subject to stipulations of the Sunshine Act. MOTION made by Kollar and seconded by Kumer to adopt the additional COI procedures as noted. MOTION carried, Flaherty noting his opposition.
- B. **Consideration of Bylaw Amendment Proposed By Members** – MOTION made by Kumer and seconded by Lowry to recommend the change to the bylaws regarding removal of a board member presented by nine Member libraries. The suggested change is as follows:

Section 3.12 **Removal**

- a. **By the General Membership** – Any ACLA Board Member may be removed by the General Membership, with or without cause, by a two-thirds (2/3) vote of the quorum members at a regular or special General Membership Meeting. The vote must be on the ACLA General Membership Meeting agenda or ACLA Special General Membership Meeting agenda.
- b. **By the ACLA Board** – Any ACLA Board Member may be removed by the ACLA Board, with or without cause, by a two-thirds (2/3) vote of the quorum ACLA Board Members at a regular or special ACLA Board meeting. The vote must be on the ACLA Board Member Meeting agenda or Special ACLA Board Member Meeting agenda.

Much discussion ensued. Concerns expressed included:

1. The language of removing a member “with or without cause”
2. A vote of 2/3 of a quorum present rather than of the entire Membership
3. Possible alienation of appointing agencies
4. Disenfranchisement of regions

Kumer argued that ACLA is a member-driven organization, and in his opinion:

1. All Board members (even appointed members) serve at the pleasure of the Members
2. Current language in the Bylaws is ambiguous
3. This amendment would expand the rights of Members

MOTION failed by vote of 6 to 1 with Lowry abstaining.

The public session of the meeting was temporarily adjourned at 7:10 p.m. The Board convened in Executive Session to discuss Conflict of Interest issues and personnel matters.

The Board reconvened and a MOTION was made by Kollar and seconded by Farrell to adjourn the meeting at 8:50 p.m.

Respectfully submitted,

J. Terrence Farrell, Secretary