

**MINUTES
ALLEGHENY COUNTY LIBRARY ASSOCIATION**

**BOARD OF DIRECTORS MEETING
MAY 19, 2009**

BOARD MEMBERS IN ATTENDANCE: Sara Jane Lowry, Cynthia Richey, Joy Gaetano, J. Terrence Farrell, Brad Fish, Shannon Debes, and Diane Yates. Shawn Flaherty joined by teleconference at 7:00 p.m.

BOARD MEMBERS ABSENT: None

OTHERS IN ATTENDANCE: Marilyn Jenkins, Carolyn Marks, Kathy Robinson, Connie Galbraith, Faustino Dunckhorst, Russ Walker, Mike Romano, Christine McIntosh, Helen Palascak, Sharon Bruni, JoEllen Kenney, Sharon McRae, Kelley McCormick, Carolyn Toth, and Glenn Walsh.

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

- A. Determination of Quorum – Quorum established.

- B. **Public Comments** – Glenn Walsh made a statement expressing concern over the cancellation of the April Board meeting; Helen Palascak, Upper St. Clair Library, made a statement regarding recalculation of the local income factor in the proposed formula (statement attached to these minutes); Kathy Robinson, Crafton Public Library, thanked outgoing president, Sara Jane Lowry, for her service to the Board (statement attached to these minutes).

- C. **Consent Agenda** – MOTION made by Fish and seconded by Yates to accept the following items on the consent agenda as submitted:
 - 1 March 16 meeting minutes as amended.
 - 2. April Financial StatementsMOTION carried unanimously.

- D. **Requests for Additions or Changes to the Agenda** – Lowry noted a letter from Olszak Management Consulting requesting an additional \$5,000.00 supplemental payment to their contract.

- E. **Announcements** – None.

Action and Discussion Items

- A. **Election of New Officers** – MOTION and second from the Governance Committee to adopt the proposed slate of officers for service (or continued service) commencing at the end of the May 18 Board meeting and through December 31, 2008:

1. President – Joy Gaetano
2. Vice-President – Cynthia Richey
3. Treasurer – J. Terrence Farrell
4. Secretary – Shannon Debes

MOTION carried unanimously.

- B. Presentation of the Audit by Audit Committee – Richey presented the draft audit from Sisterson and noted a clean opinion was given with no management recommendations. Additional information was added on revenues and expenditures to track programs and provide additional transparency for the Members. Regarding the committee's discussion of whether the organization is allowed to provide direct services under the language of the bylaws, Stout commented the current bylaws provide the organization with broad powers as defined and do not rule out the delivery of direct service. Richey clarified that the Committee had expressed concern as to whether the Articles of Incorporation and bylaws contain the language necessary to allow for ACLA to be engaged in direct service. Stout agreed to revisit this matter at the request of the Committee. MOTION and second from the Audit Committee to accept the draft audit. MOTION carried unanimously.
- C. Recommendation for Suspension of FMLA Policy – With advice of counsel, Jenkins recommended suspension of the Family and Medical Leave Act (FMLA) policy as the organization now has fewer than the required 50 employees due to the downsizing of the Knowledge Connection program in 2008. The FMLA policy creates a hardship in small organizations. Board members requested that an unpaid leave policy be created to provide as much responsiveness to employee needs as possible. MOTION made by Lowry and seconded by Richey to suspend the FMLA policy and for Jenkins to work with Gaetano and Kelley McCormick to draft a formal unpaid leave policy and present to the Board at the June meeting. MOTION carried unanimously.
- D. Discussion of CILOC recommendations from Structure Task Force – JoEllen Kenney presented the task force recommendations on how to change the structure of ACLA to increase and improve representation of Member interests. The full report of the task force is attached to these minutes. Kenney summarized the following six recommendations:
1. Election of all members of the ACLA Board in an at-large capacity directly by the full General Membership with the rationale that this will help ensure that the entire Board represents the interests of the Members as a whole.
 2. Removal of restrictions as to who may serve on the ACLA Board with the rationale that the interests of the Membership will best be served by individuals with broad perspective and strong leadership ability.
 3. Increased number of members on the ACLA Board to eleven. With the number of committees Board members are expected to serve on, increasing the number of Board members will enable these committees to function more effectively and reduce the burden on individual members.

4. Expansion of the Governance Committee of the Board (and perhaps other Board Committees) to include representation from the Membership with the rationale that by doing so the committee will expand its ability to identify appropriate candidates to bring before the Members.
5. Broad-based Member engagement with the rationale that Members should be directly engaged in identifying issues and solutions to problems by way of cluster group conversations, issue-based task forces, regional discussions, all-director discussions, and the establishment of a Communications Coordination Committee.
6. Elimination of the Librarians Advisory Council with the purpose of reinforcing the General Membership as the decision-making body of the organization and eliminating confusion over where decisions are made and who holds the responsibility for making decisions within ACLA. Kenney noted that subsequent feedback received by the committee suggests the Librarian's Advisory Council not be eliminated but be restructured as a forum for library directors and other library staff.

The Board made several observations: Structure Committee member Richey, for information and the record, distributed her "minority opinion" response, that Kenney had said would be attached to the Committee's report; Yates stated that with an enlarged Board we should have enough members of the Board to fill all the committees adequately and didn't think it was appropriate to have non-Board members on all Board committees; Gaetano encouraged limiting library representation to avoid conflicts of interest and endorsed the idea of Member involvement in interviewing prospective Board candidates. Stout asked Kenney if there was discussion of the RAD representative position on the Board. Kenney replied that this was not addressed specifically. Jenkins noted the State is exploring new district and system models and it is open to looking at more effective options for new structures. Debes questioned whether going to a Board of completely at-large members would create a divide between board members and regions and accountability to the Members. Fish suggested regional discussions continue with Board member attendance at those meetings based on where each Board member resides or even rotate Board assignments to participate in regional discussion.

- E. Recommendation for Cessation of Knowledge Connections Program – Jenkins gave a brief history of the Knowledge Connection program noting the challenges faced over the past two years in trialing a plug-in mobile program. Her recommendations were specific to the mobile service delivery, not the existing two site-based programs (Mon View and Mooncrest). These site-based programs are privately funded by the host agencies on a cost-recovery basis and have contractual obligations. The recommendation is to suspend the plug-in portion of the program effective June 30, 2009. This program depends on the ability to access wireless internet service which many public housing communities cannot adequately support. Other issues include difficulty in accessing the sites, safety issues for staff within the communities themselves, transition within HACP and its inability to provide long-term funding,

and the inability to create a consistent working relationship with the BJWL program. Jenkins applauded the work of the staff, indicating that program success has been entirely due to the hard work of the Operations Manager and her assistants. MOTION made by Richey and seconded by Lowry to cease operation of the mobile portion of the Knowledge Connection program by June 30, 2009 with the expectation of the financial obligations to end by December 31, 2009. MOTION carried unanimously.

- F. Consideration of Member Request for June 23 Special Meeting – The Board considered a request of the Formula Committee to set a new date for the Special Meeting previously called for June 9. This change was requested in order to accommodate the 28-day review period required by the Formula Process and allow the Members sufficient time to consider additional changes to the formula models. Jenkins noted that ACLA’s bylaws are silent with regard to how a Membership meeting may be cancelled. On advice of counsel she surveyed the libraries to determine if a majority of the Members would support the Board decision to schedule a Special Meeting for June 23 and cancel the meeting previously called for June 9. The agenda would remain the same (i.e., vote on proposed bylaw amendment and vote on formula models). The results of the survey were 24 libraries in support, 4 opposed, 16 outstanding. That number does constitute a majority. Based on the results of this survey, the Board supported the request to cancel the June 9 Special Meeting and reschedule for June 23 at the Brentwood Library. The change will be duly advertised.
- G. Proposed Bylaw Amendment from Members – A proposed bylaw amendment from the Members is requested that would require a 2/3 vote of a quorum present rather than a simple majority to adopt a new funding formula for distribution of RAD funds. The bylaws require that the Board consider all proposed amendments and make known to the Members whether it supports those proposed changes. Fish supported the Members’ desire to make a strong statement of support for a new formula but expressed concern that the bylaw change might create an undue burden on the Membership, noting that in the event the amendment were passed but a 2/3 vote on the final formula were not attained there would be no formula to present to RAD. Discussion ensued. Lowry asked each of the Board members to indicate support or opposition to the proposed amendment: Richey - No, Yates - Yes, Lowry – No, Farrell - No, Gaetano - No, Fish - No, Debes – No. (Flaherty not present at time of vote). The Board determined not to recommend the proposed amendment.
- H. Olszak Management Supplemental Contract Request – Lowry noted a request from Olszak Management, Inc. which indicated that the company had underestimated the number of hours needed to facilitate the formula development process resulting in donation of time since the beginning of 2009. The request also notes that additional services have been rendered that are outside the agreed-upon scope of services. The company is asking for a supplemental payment of \$5,000.00. Lowry asked Farrell and Debes to review the contract and make a recommendation to the Board at the June meeting.

I. Presentation of 2010 Draft Budget from Finance Committee – The Finance Committee presented a 2010 draft budget with three separate scenarios:

1. Level RAD and 2.3% reduced State funding
2. 5% reduced RAD and State funding
3. 10% reduced RAD and State funding

An accompanying presentation and budget message will be presented by the Executive Director at regional meetings throughout the summer. These will also be made available on the website. The 2010 budget reflects the priority of maintaining core services to Member Libraries, independent operations of the Robinson Township Library, and cessation of the mobile service delivery of the Knowledge Connection program. Revisions will continue to be made to the draft budget based on funding reports from the State and RAD and input from the Members. The final budget will be adopted by the Members in December.

J. Formula Discussion - Cynthia Richey raised concerns regarding the Formula Development Process noting confusion resulting from a lack of transparency, insufficient time devoted to the formula itself, multiple changes, and radical swings in allocations to individual libraries. Jo Ellen Kenney noted that the Formula Development Process had been agreed to by the Members in advance and that the Committee had been charged with examining a wide range of options and selecting and presenting those that might best meet the diverse needs of the Members. The Committee had responded to feedback from the Members and made adjustments to the models based on that input. Other Committee members present had also noted the process is unraveling, and concurred that the Committee had done everything possible to respond to Members' concerns but noted that the process had become increasingly intense and difficult in the past weeks with the voting deadline approaching. Gaetano expressed concern that going forward the Members fully understand the three models being presented, the calculations behind those models, and the potential impact of each of those models on individual libraries. Both Gaetano and Debes noted that the formula should be regularly revisited to examine what elements of the formula might or might not be working. Debes also noted that it is important to clarify the distinction between process facilitation and consulting guidance. She also commented that there is an inherent tension for libraries in considering their own interests as weighed against the interests of the whole. Richey added that leadership would also be a critical element in the future.

The meeting adjourned at 9:20 p.m.

Respectfully submitted,

J. Terrence Farrell, Secretary