

**ROCKINGHAM FREE PUBLIC LIBRARY
MEETING OF THE BOARD OF TRUSTEES
NOVEMBER 25, 2014
MINUTES**

Present: Doreen Aldrich, Carol Blackwood, Hope Brissette, Karin Fischer, Pat Fowler, Carolyn Frisa, David Gould, L. Raymond Massucco & Jan Mitchell-Love

Others: Steve Geller & Joel Love

Call to Order: The meeting was called to order at 6:20 p.m.

Public Comment (3 minutes per person): Blackwood advised that there was a lot on the agenda and cautioned the public that this was the time to speak as she could not guarantee the opportunity to publicly speak later in the meeting. This is a meeting in the public, not of the public. Mr. Love objected to the fact that the chair was not allowing the public to speak during a motion because of additional information and not allowing the public to weigh in on it. That being said, he had information for the board to consider concerning the By-Laws and he asked that they be included in the minutes. Mr. Geller spoke on the issue of staff pay increases proposed in the draft budget. He also asked that his comments be included in the minutes. Trustee Mitchell-Love advised that she had something to read for the minutes. Blackwood suggested following the agenda and if she wanted to make an addition, make a motion to add it.

Review/Additions/Approval of Agenda: Trustee Gould moved that the Board of Trustees authorize our Library Director to attend the NH Grant Institute workshop between the date of January 12 & 14, 2015. This is in compliance with her contract. The cost will be \$399.00. Mitchell-Love seconded the motion to add this to the agenda. The motion carried. Mitchell-Love moved that "Trustees Comments" be added to the agenda. Massucco seconded the motion and the motion carried. Frisa moved to add "Updates" of the Director, seconded by Fischer. The motion carried. Blackwood reiterated that the three motions carried and will be added to the agenda.

Approve Minutes of October 28, and November 18, 2014: Gould moved to approve the minutes of October 28th, seconded by Frisa. The motion carried. Gould moved to approve the minutes of November 18th as printed, seconded by Massucco. The motion carried. Frisa abstained as she was not there.

Committee Assignments: Blackwood announced that due to the transition between Gould and herself, she will be going on the Personnel Committee and that will take effect after this meeting.

Whitcomb Foundation Donation: Blackwood advised that she spoke with Mr. Whitcomb Thursday evening and he said quite clearly, "I put no restrictions on the money". She added that we can now put this issue to bed.

FY 2016 Budget: Gould moved that the original proposed budget that moved the town portion of the budget from \$320,800 to \$342,600 be approved. That is a 5% increase. Fischer seconded the motion. Mitchell-Love said she has been talking to people and that will not pass. A very long discussion ensued. Mitchell-Love said this is a 6.8% increase and you will offend people by appearing to be insensitive to the fact that there are a lot of people in need in the community who are trying to figure out if they can keep their houses or not because they can't pay their taxes. She added she feels it will be a hard sell and she would probably vote against the budget as a Rockingham taxpayer. Massucco said the budget that Gould just proposed made reference to a 5% increase in salaries. Comparing the FY16 budget to the FY15 budget, the salary increase is 6.7% not 5%. It is 5.2% over the projected FY15 actual. Houlne said the Director's pay was dropped to \$40,000 so the budget this year was way underfunded. Massucco said that was not his point. His point is we can't defend this as a 5% increase. It is a 6.8% increase. More discussion followed. Frisa asked Gould if he would accept a friendly amendment to his motion. Her amendment would be to pass the FY15 budget originally proposed that includes a 4.05% increase in payroll. Gould accepted. More discussion followed. Frisa moved the question, seconded by Gould. Massucco added that it was the budget presented of \$386,142. The motion failed. The two members of the public had their hands raised; but were not acknowledged by the Chair. Massucco suggested that the board adopt the revised FY16 proposed budget presented at the November 18th meeting setting the FY16 budget at \$338,364. That is a 5.5% increase and that reflects a 3% payroll and a 2.4% increase in total payroll over the FY15 budget and a 3.9% over projected actual. More discussion followed. Massucco moved that the board adopt the proposed FY16 budget that was presented at the November 18th meeting. Frisa seconded the motion and the motion carried with two opposed.

By-Laws Revision (Reviewed as a consent calendar and voted on in one vote. An item or items may be extracted for debate/vote): Gould asked to pull out Articles 7, 2, & 12 for discussion. Mitchell-Love said she would like to add new stuff; but didn't know where to add it. She said Article 1, a separate Article on Conflict of Interest and a separate Article on library operating hours. See attached suggestions. Also pull Article 9 because we didn't get to discuss it at our last meeting. Blackwood said that articles she would like to be voted on the floor are 3, 4, 5, 6, 8, 10, 11, 13, 14, 15 & 16. The ones pulled out tonight are 1, 2, 7, 9, 12 and two new Articles numbered 17 & 18. All were in agreement. The trustees proceeded to discuss. At 8:10 p.m., motion by Brissette and seconded to have a 10 minute break. The motion carried. The meeting reconvened at 8:22 p.m. and the trustees continued discussion of the Articles. When discussion on Article 12 came up, Fowler moved to table the rest of the By-Laws until the next meeting, seconded by Brissette. The motion carried. Frisa asked, if after we approve these By-Laws, can we send to our lawyer? Mitchell-Love interjected, "Ankuda said we should".

New Business: Gould moved to direct the Library Director to attend the NH Grant Institute regarding grant writing and research for January 12-14, 2015 at a cost of \$399.00. Mitchell-Love seconded the motion and the motion carried. Houlne explained that if we join as a member, it would be \$175.00 and she would get \$100.00 off the attendance fee. That would allow us to do future trainings for the whole board or staff. Frisa offered a friendly amendment

to spend \$474.00 to cover the cost of membership also. Gould accepted. Fowler asked if there was money in the budget. Discussion followed. Blackwood suggested asking the Friends of the Library to help. Love pointed out that we can't vote on this under "New Business". Blackwood asked for more notice and perhaps we can come up with some funding.

Trustees' Comments: Mitchell-Love said this is basically generated by an article in a newspaper about public records requests. She asked that her written comments to be included in the minutes.

Houlne added that they have simplified the web site for posting minutes. We send them as Word because that is how we have to post them on our web site. It makes the process simpler for the rest of the staff when Sam is on vacation to the post agendas and minutes. The Boys and Girls Club donated \$150 for the use of the library. We are losing Emily Zervas. She has resigned as of today. She is moving on to be the Director of the Putney Library. While we are happy for Emily, it is sad for us.

Executive Session: At 9:15, Gould moved that the board enter into executive session to discuss pending litigation where premature general public knowledge would clearly place the library at a substantial disadvantage.

The board came out of Executive Session at 9:39 p.m. and resumed the meeting. Blackwood announced that she is appointing a committee of three for mediation, Massucco, Brissette and Houlne as an advisor. We don't have a date for mediation as yet.

Adjourn to Next Meeting December 23, 2014 at 6:15 p.m.: Frisa moved that the next meeting be January 27th, seconded by Gould. The motion carried.

At 9:40 p.m., Mitchell-Love moved to adjourn, seconded by Brissette. The motion carried.

Respectfully submitted: _____ Secretary

For submission and inclusion in the minutes – November 25, 2014

The following four revisions to the by-laws should be considered for adoption:

- 1) Residency requirement for Trustees
- 2) Term limits for Trustees
- 3) Board sets hours of operation for the Library
- 4) Trustee Conflicts of Interest

Residency requirement for Trustees

There should be a Rockingham Town residency requirement for Trustees of the Rockingham Free Public Library.

A) Reason

One of the main responsibilities of the Trustees is the financial management and oversight of the library. A local resident has a vested interest to ensure that the library lives within its means.

B) Precedence

Other libraries in Vermont, including Brattleboro's, restrict Trustee membership to town residents

C) Sample wording for by-law

A trustee shall be a resident of Rockingham, VT. However, if a trustee should move from the town during the term of office, the trustee may complete the remainder of the term.

Term limits for the Trustees

A) Reason

The Vermont Library Association recommends that Trustees serve a maximum of two terms. Term limits are a healthy way to invigorate the board with new ideas and new energy. With term limits a board has a regular opportunity to attract the range of skills and experiences it needs. Term limits also provide a graceful way to rotate ineffective members off the board.

B) Precedence

Most boards have term limits. The Brattleboro Library, among others in Vermont, also sets term limits.

C) Sample wording for by-law

A trustee shall not serve for more than two consecutive full terms but shall be eligible for reelection or appointment after the lapse of one full year.

Board of Trustees Sets Hours of Operation for the Library

A) Reason

There is an inherent conflict of interest on the part of the library director and staff in setting hours of operation. When employees set the hours of operation for a facility there is a tendency to set the hours

for the convenience of the staff. A library serves the public, and as such, should be open during hours that the public finds most useful and beneficial. This could include longer hours on weekends as well as during holiday times when patrons may be more likely to want to visit the library.

There are also financial issues to be considered. Fiscal constraints may dictate that the library close temporarily during certain periods to conserve money.

B) Precedence

Other boards, including Brattleboro, include in their bylaws that it is the responsibility of the Trustees to set the library's hours of operation.

C) Sample wording for by-law

The Board shall determine the hours of operation when the Library will be open to the public.

Clear description and resolution for conflicts of interest for the Trustees

A) Reason

One only has to view the record of one current board member as an example. Mr. Gould, as the former president of SEVCA Financial, had business relationships with the director's husband. Mr. Gould has also documented in an email to Elaine Clift, a former board member, that one of the primary reasons he got on the director search committee was to scuttle the process and work to get the terminated director rehired. His business and personal relationships with the director and her husband should have been declared and, at a minimum, Mr. Gould should have recused himself from any discussions and votes about the library director.

B) Precedence

Other boards, including Brattleboro, address conflict of interest in their bylaws.

C) Sample wording for by-law

All board members must identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to the Chair of the Board, or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist the Trustees to manage conflicts of interest and situations that may result in the appearance of a conflict.

A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of Brooks Memorial Library or in situations where a board member has divided loyalties (also known as a "duality of interest"). The former can result in situations that result in inappropriate financial gain to persons in authority at the Library. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in the Board's decision-making process. Both results are damaging to Brooks Memorial Library and are to be avoided.

Typically persons who are affected by a conflict of interest policy are the Organization's board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. The Board of

Trustees takes a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

Board members and senior staff will annually disclose and promptly update any disclosures previously made on an Annual Conflict Disclosure Questionnaire form provided by the Organization that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations.

Board members must also disclose conflicts as they arise as well as those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Board members should disclose to the board or President of the board as soon as the person with the conflict is aware of the conflict/potential conflict or appearance of a conflict exists.

For each interest disclosed, the full board or the President of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- When the conflict involves a decision-maker, the person with the conflict ("interested party"): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.*
- In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.*
- In all cases, decisions involving a conflict will be made only by disinterested persons*
- The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings if the conflict was related to a board member, and reported by the designated Trustee/Chair of the board/other appropriate committee of the board (e.g., Audit committee) if the conflict was related to a staff member.*
- The Chairperson of the board/designated Trustee will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.*

Public Comment by Steve Geller at RFPL Board Meeting: November 25, 2014

Good evening. I'm Steve Geller. Thanks for this opportunity to comment on the staff pay increases proposed in the draft RFPL budget. On the surface it may seem very confusing, and I'm sure there are countless points you could argue about at great length, but I firmly believe that at its heart this is a very straightforward decision and that there are a few facts that are most pertinent to consider in your deliberation on this issue:

1st – The Library staff is the most valuable asset RFPL has. Sure, books, ebooks, periodicals, CDs, DVDs, computers, and all the other materials & equipment the Library provides are all critical to its effectiveness, but they are all replicable in every other library. Only the staff are unique to RFPL, and without them, those materials and equipment would just sit there and not get into the hands of the Library's patrons, who would also be without the invaluable guidance, support & assistance the staff provides.

2nd – Recruiting and retaining the most qualified, talented staff and creating the conditions for optimal job satisfaction for them is the single most important responsibility this Board has.

3rd – The time-tested way to get and keep the most qualified, talented staff is to *value* them, in the form of adequate, competitive compensation (pay and benefits), public recognition, and genuine appreciation.

Needless to say, over the last two years, the last thing this staff has been is valued. They have, in fact, been *not just* grossly undervalued, but repeatedly, disdainfully, and publicly de-valued, unappreciated and belittled. And now, to add insult to injury, after going for the last 2 years and 3 out of the last 4 years with a 0% pay increase while other workers in comparable positions in town and other libraries have received consistent increases, they have been forced to watch the painful and humiliating spectacle of Library Trustees trotting out every spurious argument imaginable to prevent them from receiving a modest pay increase commensurate with their true value to the Library.

What are the reasons given for such vehement resistance to approving this very modest recognition of their value? "They're not town employees." "They're not in the union." "They should be happy to have a job at all." "Most residents didn't get a pay increase, or I couldn't afford to give my employees an increase, or I didn't get an increase, so why should they?" and "We'll have a hard time selling it at town meeting." Those reasons are profoundly cynical rationalizations designed to avoid adequate recognition and valuing of the people who have worked so hard and effectively to make this Library as great as it is, and they only serve to perpetuate the negativity and hostility that had become so associated with this Board in the eyes of the community.

Don't fall prey to that cynicism. Instead, rise above it & make the decision you know to be the right one. These are the reasons I believe you should approve the proposed pay increase:

- It's a very modest increase (costing 3.3% over the base budget with no pay increase), especially considering how long they've gone with little or no increase, and in light of the CPI increases over the last 4 years (8% compared to the total 3% staff got over that time).
- Even with the increases, they're *still* paid less than their counterparts in other comparably-size area libraries, so it helps to make RFPL's pay just a little more competitive
- It's reasonable and in line with the level of increases it looks like town employees will be getting over the next few years
- The proposed 5% pay increase is only a small portion of the total budget without any pay increase (3%), and its additional cost to taxpayers, over and above the cost of the rest of the budget (\$2.00/capita for the year), is not significant enough to deny staff this small token of recognition of their value. The additional cost over a bare minimum increase, say 2% (would anyone really want to argue for less than that?) is just \$6,355 (1.9% more); and the cost over a 3% increase is only \$4,236 (1.3%)
- If you don't start valuing this great staff appropriately they're going to leave and go to where they are valued, and it will be increasingly difficult to find anyone to fill their shoes
- It's the right way to treat employees and really, your partners who have given their all for RFPL and received so little for it, especially after all they've had to put up with over the last few years
- You've got to put an end to the approach of thinking about *how little you need to do* for the library to "get by" and focus instead on *how much you can and should do* to maximize its quality and effectiveness.
- It's the Board's responsibility to advocate for the library and its staff, and to sell to the voters the budget that's needed to ensure the best library possible, rather than deprive it of the funding needed to serve the needs and interests of its patrons and the community because they won't stand up and speak out proudly for it.
- The voters sent a clear and unequivocal message that they want the negativity, hostility, and gridlock to end and they want to the Board to move the library into the future in a positive and constructive manner. Approving the budget with the proposed budget is an excellent way to demonstrate that you got that message.

Thank you for your time and for listening to my comments. I request that they be made a part of the official record of this meeting.

To be included in the November 25, 2014 RFPL minutes

To Whom It May Concern:

Reminders:

Vermont Constitution, Ch. 1, Art. 6: "That all power being originally inherent in and consequently derived from the people, therefore, all officers of government, whether legislative or executive, are their trustees and servants; and at all times, in a legal way, accountable to them."

Public Records Act Statement of Policy (1 VSA #315): (second sentence) . . .

"Officers of government are trustees and servants of the people and it is in the public interest to enable any person to review and criticize their decision even though such examination may cause inconvenience or embarrassment."

Open Meeting Law and Public Records Law, September 10, 2014: Schlansky v. City of Burlington, 201 VT 90: "The requestor's identity and motive are irrelevant in responding to a public records request."

1 VSA #319(d), (1) "If a public records request is denied and the denial is appealed to court, the court must assess against the municipality reasonable attorney fees and other litigation costs if the requestor of the public record substantially prevails."

1 VSA #320© "Fine of at least \$50, but not more than \$1,000 each time a person willfully destroys, gives away, sells, discards, or damages a public record without the authority to do so."

And my comments:

A local newspaper wrote an extensive article with the heading: "For the Record: As its trustees face multiple blanket public-records requests, Rockingham Free Public Library board members describe the process as 'harassment'"

1. I am a RFPL trustee, and I do not agree with the sentiment stated here. I wish this newspaper heading had said "some board members" but it did not, so I am publically distancing myself from this assertion. I am a trustee

and I am pleased to do my job as a public official by fulfilling public record request from private citizens as Vermont Public Records policies dictate.

2. I also am aware of the correct definition of *harassment* and that, to my knowledge, no member of the RFPL Board of Trustees – or the staff for that matter – is in a recognized protected category, so this newspaper heading also contains a misuse of the term *harassment*. In my opinion, some trustees are guilty of bullying members of the public because they are requesting public records – as Vermont law gives them every right to. Since some trustees have identified private citizens by name at public meetings and now in the press, the case can probably be made that they are bullying and attempting to intimidate these private citizens. But the reverse is certainly not the case. By this document, I am also distancing myself from this perceived bullying and intimidation on the part of some trustees.

Sincerely,

Janice Mitchell-Love

RFPL trustee