

Ashland Public Library
Board of Trustees Minutes

May 16, 2018

Members present:

Michelle Powell— President

Leslie Gerdes—Vice President

Yong Hansen--Trustee

Dan Wilson—Trustee

Members absent:

Tom Walsh—Secretary

Meeting was called to order at 6:07 by Michelle.

The open meeting act was acknowledged on the east wall of the small conference room.

There were no public comments

Leslie made a motion to move Scott Childers' presentation ahead of the Librarian's report instead of waiting for new business. Her motion was seconded by Yong and approved by all.

The financial report was accepted once Leslie made the motion, Dan seconded it and everyone voted in favor.

New Business:

Heather invited Scott Childers from the Nebraska Library Commission to come and talk to the board about the roles and responsibilities of a library director, board and foundation/friends. He passed out copies of a paper with guidelines regarding the responsibilities for each group. First he pointed out the terms friends and foundation may be interchanged and there is no legal definition. Different libraries have set up their friends/foundation in various ways. It is possible to have one without the other, or sometimes one is a subgroup of the other. More commonly a foundation deals with large gifts, big donors and grants and is a 501C3, while a friends group is more visible to the community providing the library with support for programs, volunteering or fundraising smaller amounts of money and channeling funds through the 501C3. Generally a friends group is thought of providing more of their time than money to support the library's vision.

Overall, the director is accountable to the board which is appointed by the city. The director and board serve as the visionary team for the library, while the foundation supports that vision. The director and

board may use the strategic plan that was submitted to the Nebraska Library Commission for reaccreditation, and the foundation should support its implementation. The director works with the city administrator to prepare an annual budget, but the board works with the director to decide what to spend the money on, and the foundation provides support through fund raising, programming or outreach for example—whichever is needed.

Heather said there has been some interest in creating a Friends group for our library. Scott said a Friends group would need its own By-Laws or it could be a committee for the foundation. The most recent document that could be found regarding the foundation's organization structure were the Articles of Incorporation for the Ashland Public Library Foundation filed on December 18, 1992. So far, neither the library nor the foundation has been able to locate a copy of the foundation's By-Laws. Without the By-Laws the operation of the foundation is undefined and dysfunctional and therefore a friends group is also not feasible. It also appears that the Articles were poorly written and cause confusion as far as how members may join the foundation, how many are allowed, and how long they may serve. Another issue that has arisen since 1992 is whether they may conduct business via email or other methods apart from a face to face meeting. Scott said electronic voting is permissible as long as it is stated in the By-Laws. Scott's suggestion was for the foundation to talk to a lawyer about how revise and refile the Articles of Incorporation. It should be the vague framework for the Foundation, giving the organization legality and legitimacy. The articles should refer to the By-Laws, but the By-Laws should be a separate document that provides the organization flexibility. Then, the By-Laws can be revised by the board when it is prudent to do so and the articles would remain unchanged. Scott said the foundation needs to instigate and pay for refiling the articles if they are going to amend.

Given that the foundation's role is to provide support for the library, the library board has concerns that the Foundation's Articles of Incorporation are outdated and do not provide the proper guidance needed to steer the foundation in the right direction. The board would like to recommend that the foundation closely examine their organizational documents. Hopefully the By-Laws for the Foundation can be located, but if not, the board would advise that the Foundation seek legal counsel for revising the Articles of Incorporation and drafting corresponding By-Laws.

Kathy Schnider came as a representative of the foundation and was able to be present for the discussion with Scott Childers about the foundation's organizational documents. Leslie, who currently serves as VP on the board and therefore, foundation liason, is also willing to bring this issue to light for the foundation at their next meeting. Scott Childers said he could talk to the foundation again, as well, if it would be beneficial.

Leslie also noted that the board and the city have a discrepancy about whether a board member's term is four years or five. Therefore, the board also has work to do to shore up their By-Laws. Heather will try to find some documentation for the next meeting .

Librarian's Report:

Heather will contact Evan with Access Systems to check on the status of the new server.

Staff have promoted the summer reading program to all of the elementary classes and reached out to the Middle and High Schoolers as well.

Summer music concerts are booked, which supports the theme "Libraries Rock"

Heather presented at CASTL meeting and SELS Training about the makerspace program

A small group is looking into the possibility of acquiring permanent maker equipment

Old Business:

The board learned that Foundation Term limits, if needed, should be set forth in the Foundation's By-Laws which Foundation members would be allowed to amend when the document is set-up properly.

Minutes submitted by Leslie Gerdes