

***DRAFT MINUTES***  
**KINDERHOOK MEMORIAL LIBRARY**  
**BOARD OF TRUSTEES MEETING**  
**JANUARY 12, 2022**

**Present**

Patricia Altman  
Ann Birckmayer  
AnnaLee Dragon, Director  
Jim Fleming  
Lee Jamison  
M. Carol Leber  
Michael Leonard  
Bernadette Powis

Brad Lohrenz  
Marisa Rothstein  
Kathryn Schneider, Secretary  
Marian Sole  
Gary Spielmann, President  
Jim Tuttle, Treasurer  
Karen Vecellio, Vice President  
Mark Wilson

**Guests**

Rebekkah Smith Aldrich, MHLS Director (5:30 PM until 6:30 PM)  
Marie Orlando, Friends of the Library, (7:00 PM until adjournment)

**Call to Order/Announcements:**

Gary Spielmann called the meeting to order at 5:30PM (via GoToMeeting video conferencing because of Covid19 Omicron contagion concerns) and noted that we are entering our 94<sup>th</sup> year as a library serving Kinderhook and the surrounding community.

**Guest Presentation:**

At this point in the meeting, special guest Rebekkah Smith Aldrich was introduced to the Board and opened a discussion of library Bylaws. Several of the items she provided guidance on were:

- Sample Bylaws – Rebekkah noted that a sample Bylaws provided by MHLS had been distributed prior to the meeting. She suggested that there may be some items in the sample that KML could consider as we review our Bylaws.
- Trustee election – Rebekkah reviewed the changes in the processes of Trustee election over the previous century as Association libraries emerged from management by a small group of like-minded individuals to more formal voluntarily funded associations to state chartered legal entities and finally to the current status of Associations with significant public funding. As these changes in legal status and funding took place, the obligation for public input to Trustee election also changed along with the dynamic of meetings management under the NYS Public Meetings law. She suggested that our current process of Trustee selection may be appropriate if there is a clear path for input from the Public in the process.
- Board term limits - about half of the Association Libraries have term limits for their Trustees and half do not.
- Succession Planning – This is somewhat related to term limits which can force more immediate consideration of succession. In any case, succession planning, especially for Officers, is a critical concern for the Trustees of any library.
- Trustee Emeritus – This might be considered if term limits are resulting in a high rate of trustee turnover and loss of “institutional knowledge”.

- Broaden Public participation – Rebekkah suggested that pursuing broad public participation could be critical for a library going forward. The place of the strong Friends of the Library at KML was mentioned.
- Nominating Committee – Rebekkah recommended strongly that the composition of the Trustee and Officer Nominating committee(s) be completely separate from the then current Officers of the Association in order to avoid any implication of control of the process by the officers.

The discussion then turned to items not specifically related to the Bylaws:

- Gary Spielmann noted that the successful 414 referendums indicated that the public was confirming and supporting the direction and performance of the library and its Trustees.
- The authority of the Executive committee was discussed and Rebekkah felt strongly that the Executive committee should not be granted authority to act for the Board of Trustees between board meetings. The authority of the President was discussed briefly with no clear direction.
- Roberts Rules of Order – This triggered a general discussion of the management of public meetings. She suggested that the Board should formally adopt the operation of its meetings under Roberts Rules of Order in areas where they are not in conflict with New York State laws. She also recommended that clear procedures should be in place regarding the conduct of public meetings and they should be published on the library's web site.
- Executive Session – Rebekkah suggested that only three of the eight possible reasons for going into Executive session could apply to libraries: Employee issues regarding a specific employee, Legal issues, and property/negotiation issues. She was clear that no vote could be taken while in executive session. Any vote would have to be taken after a return to public meeting status.
- Residency requirement – Patricia Altman raised the issue of having a residency requirement for Trustees as indicated in the sample Bylaws. She also noted that residency requirements are very common.
- Public nomination of Trustees - Bradley Lohrenz questioned how this might work. Rebekkah said that it was rare to see a contested election for library trustees.
- Diversity – Karen Vecellio asked about diversity on the board. Rebekkah responded that there was a related self-audit work sheet in Advanced Trustee Training. She noted that immigration from the NYC area was changing the demographics of Dutchess and Columbia counties, in some cases dramatically.

Gary thanked Rebekkah for her time and valuable consideration of the issues relating to the Kinderhook library.

The meeting then returned to its regular agenda.

**Minutes:**

Upon motion moved by Carol Leber and seconded by Mike Leonard, the minutes of the previous meeting (December 2021) were approved.

**Friends of the Library:**

Lee Jamison (and later Marie Orlando) reported for the Friends that their primary focus is coordinating ideas for fund raising in 2022 and organizing potential events. One of their very popular book sales is being planned for the fall of the year and another Garden Tour is being organized for the summer. A Thanksgiving weekend cocktail party is being considered. Hannafords has offered to provide the proceeds of its April 2022 general funds solicitation box to the Friends of the Library in lieu of the previously offered bag purchases. The KML fundraising committee is hoping to coordinate a special event related to the Garden Tour.

**Director's Report:**

AnnaLee referred the Trustees to her Friday reports for the actions of the library since the last meeting.

She reported that Jake Ashby stopped by the library to tell her that 50 face masks and 10 Covid19 test kits would be delivered for distribution to library patrons. AnnaLee will make them available to the public once they are received.

**Expenditure Review:**

AnnaLee reported that Marian Sole had reviewed the library's November 2021 expenditures through the checking account (\$8,378.49) and the credit card (\$1,878.00) and found them all to be appropriate and properly authorized.

Mark Wilson agreed to review the December 2021 expenditures.

**Treasurer's report:**

Jim Tuttle reviewed the 2021 income and expense statement for the year. He noted that revenues exceeded expenses by \$29,461, but that most of the surplus was caused by capital pledge receipts (net of capital expenses for the new walk as noted by AnnaLee) booked as income as required by the accounting.

Upon motion by Marian Sole seconded by Caron Leber, the Treasurer's report was accepted.

**Building and Grounds Committee:**

The Building and Grounds committee reported that the walkway reconstruction has been completed and meets all expectations.

The committee did not meet in December.

**Finance Committee:**

Jim Tuttle noted that the Finance committee minutes had been distributed prior to the meeting, and that they primarily reflected discussion of potential investment advisors by the committee.

He stated that the work on the Investment Policy would continue as an investment direction was determined.

**Audit Committee:**

Carol Leber reported that a new auditor, UHY Advisors has been engaged at a prospective cost of \$7,000 to \$8,000 to perform a Financial Review of 2020. The auditor in charge of the engagement is Nicole Overbaugh. Carol is very pleased with the way Nicole and Susan Van Tassel are progressing and with the technical system integration between them.

#### **Operations Committee:**

Karen Vecellio stated that the committee is reviewing or drafting the following policies:

- Long Range Plan and Sustainability
- Vaccination (Committee felt no exemptions should be allowed)
- Material selection

Karen stated that she felt that the Finance Committee should review the Internal Controls Policy.

#### **Fundraising Committee:**

Marian Sole thanked the Trustees for their strong support of the year end appeal. She noted that the appeal generated about \$19,000, much of which will apply to 2022 to help offset salary increases.

She reported that the committee was looking at sponsoring a cocktail party following the garden tour this summer as an additional fund raiser.

Marian stated that a business solicitation letter was planned to go out in February/March asking businesses to sponsor the summer reading program.

Finally, the committee is working to procure additional grants to support library programs.

#### **Old Business**

None that have not been previously addressed by committee reports.

#### **New Business**

Election of Board Officers. Mark Wilson reported that the Nominating committee proposed the following slate of Officers for 2022:

- President Gary Spielmann
- Vice President Patricia Altman
- Secretary Kathryn Schneider
- Treasurer Marian Sole

Upon motion duly moved and seconded, the Board unanimously approved the slate of officers for 2022 as presented by the Nominating committee.

Gary Spielmann proposed that Ann Birckmayer be appointed to continue as Assistant Treasurer. Upon motion duly moved and seconded, Ann Birckmayer was unanimously approved as the Assistant Treasurer for 2022.

Gary Spielmann reported that Karen Vecellio had volunteered to be the Recording Secretary for the Board.

#### **Public Comments:**

Gary Spielmann noted that the display of his travel/nature pictures was still hanging in the meeting room for those who may not have had a chance to get to see it.

Gary thanked the staff for their excellent work under most difficult circumstances during the past year.

**Next meeting:**

The next meeting will be held on 9 February 2022 at 7:00 PM

**Adjournment:**

Upon motion by Carol Leber, seconded by Lee Jamison, the meeting was adjourned at 7:20 PM.

Respectfully submitted

Jim Tuttle

Acting Recording Secretary