



UPPER HUDSON LIBRARY SYSTEM

Together. For Better Libraries.

Board of Trustees

October 8, 2014

PRESENT: Antonio Booth, Alison Calacone, Phil Erlich, Ron Ginsburg, LouAnne Lundgren, MaryAlice Molgard, Mary Muller, Tara Ricard, Carol Rosenthal, Judith Wines

EXCUSED: Brian Hartson, Janet Ivory, Jeremy Martelle, Marie Stasiak

UHLS Staff: Tim Burke, Heidi Fuge

4:32 PM – Meeting called to order by P. Erlich, President

I. MINUTES

MOTION: M. Molgard moved to accept the Minutes of the September 10, 2014 Board meeting as presented. M. Muller seconded. Unanimous.

II. STAFF REPORT

T. Burke, UHLS Executive Director, highlighted the following in his written report:

- **LEGAL SERVICES:** he presented an engagement letter from Whiteman, Osterman and Hanna. The letter simply creates a relationship between UHLS and the attorneys in case their advice or assistance is needed. It does not involve a retainer. Currently they are looking into a subpoena the UHLS received from the Saratoga County DA's office. The DA's office is investigating possible credit card fraud that may have taken place using the internet connection at the Cohoes Library. Since UHLS is currently assisting the Library with an internet sign-up system, some computer use data is on a UHLS server.
- **SIERRA MIGRATION:** a detailed training schedule has been sent to the Directors. There is an understandable level of anxiety among the library staffs but UHLS is going to make sure that everyone is as trained as possible and comfortable with the new system.

III. TREASURER'S REPORTS

M. Molgard reviewed the Report for September 2014. She noted that the Money Market interest in one month was substantial and the UHLS staff will keep in touch with the Bank in case they offer another limited-time Money Market at this interest rate. She also noted the receipt of the CBA and CLDA - pass-through funds for the Central Library (Albany Public).

MOTION: L. Lundgren moved to accept the September 2014 Treasurer's Reports. A. Booth seconded. Unanimous.

IV. COMMITTEE REPORTS

Finance Committee

Report by M. Molgard, Chair. She noted that the Committee members reviewed and approved the September Purchase Journal and Payroll totaling \$305,457.61.

Committee member also reviewed the Proposed 2015 Budget and set the date for the public hearing for October 29th at 4:00 PM at UHLS. The Proposed Budget will be mounted on the UHLS website prior to that date and will be available for review by the Trustees and the member libraries.

Administration Committee

Report by A. Booth, Chair. He reported that the Committee considered the Country Club of Troy as the site for the 2015 Annual Dinner pending some negotiations regarding the cost of the dinner.

Committee members also reviewed the Conflict of Interest and Whistleblower policies presented by T. Burke and recommends their adoption by the Board.

MOTION: A. Booth moved adoption of the Conflict of Interest and Whistleblower policies as presented. L. Lundgren seconded. Unanimous.

Services Committee

Report by L. Lundgren, Chair. The Committee met earlier than usual in order to allow time to review the Construction Grant applications which required extensive discussion. Award amounts were decided, pending T. Burke’s discussion with some of the member libraries to determine if they can undertake the projects with a lower amount than they requested. If any of the libraries have difficulty with the amount and are not able to do their projects, the Committee, via email, will re-allocate the funds. The total amount available to UHLS is \$444,453. The recommended award amounts are:

Albany	\$ 11,368.	Grafton	\$ 3,588.
Altamont	\$ 6,849.	Guilderland	\$ 13,865.
Diver	\$ 12,748.	Rensselaer	\$ 6,263.
Berne	\$ 39,856.	Sand Lake	\$ 20,085.
Castleton	\$ 19,045.	Troy	\$ 27,500.
Cheney	\$ 20,967.	Westerlo	\$ 9,868.
Cohoes	\$ 66,897.	Voorheesville	\$ 7,323.
E. Greenbush	\$ 9,610.	Watervliet	\$ 168,621.

MOTION: M. Molgard moved to accept the Construction Grant Awards as presented. A. Booth seconded. Unanimous.

The Committee also reviewed the Outreach mini-grant recommendations from the Outreach Advisory Council. This was the second year of the Workforce Development Grants and there were more funds available than requests and so the Council awarded additional funds to some of the requesters, based on need. The recommended award amounts are:

E. Greenbush	\$ 1,100.	Sand Lake	\$ 752.
Grafton	\$ 750.	Troy	\$ 1,660.
Rensselaer	\$ 550.	Waterlviet	\$ 480.
		Colonie	\$ 2,337.

MOTION: J. Wines moved to accept the Outreach Workforce Development mini-grants as presented. M. Muller seconded. Unanimous.

The Committee reviewed the 2015 Central Library Budget as proposed by the Central Library Advisory Committee. These are pass-through funds that go to the Albany Public Library and are spent based on a budget created by the Advisory Committee which is composed of member library directors. The budget is very similar to the one accepted last year and the intent is to benefit all of the users in the System. Central Book Aid (CBA) will be used for downloadable Adult non-fiction. The Central Library Development Aid (CLDA) will cover the OverDrive subscription cost, Tumblebooks subscription, fiction-econtent and a .75 FTE Collection Development librarian.

MOTION: L. Lundgren moved to accept the 2015 Central Library Budget as presented. M. Muller seconded. Unanimous.

Automated Services - October report included in the Board packet. There were no questions.

V. NEW BUSINESS

No new business.

VI. TRUSTEE REPORTS

- C. Rosenthal (Colonie): several High School students have formed a Kindness Club and it will be meeting in the library.
- M. Muller (Troy): she will be speaking about Library Foundations and Troy's experience at the NYLA Conference in Saratoga Springs at 9:00 AM on November 8th.

MOTION: A. Calacone moved to adjourn. A. Booth seconded. Unanimous. Meeting adjourned at 5:15 PM.

Next meeting: Wednesday, November 12th at 4:30 PM.

Heidi A. Fuge
10/9/14

DRAFT

2015 UHLS Central Library Development Aid Budget

Central Book Aid

Adult, Non-fiction e-content (e-books, audio books, video)*	<u>\$60,611</u>
Total CBA	\$60,611

Central Library Development Grant

Fiction e-content for all user populations (e-books, audio books, video)*	\$66,989
Overdrive Service Subscription	\$12,000
Tumblebooks Subscription	\$11,577
Staffing - Collection Development Support (.75 FTE Libn 1)	<u>\$35,201</u>
Total CLDG	\$125,767

Total Central Library Development Aid ** **\$186,378**

* Upon approval of the Central Library Advisory Committee, Central Library funds may also be used to support "piloting new services that are identified to be of benefit to the member libraries," as per the UHLS Central Library Plan of Service.

** Total aid based on 2014 CLDA as delivered. Note that additional CLDA funding that is the result of an increase in annual State aid will be used for e-content purchases.

Recommended by UHLS Central Library Advisory Council: 10/1/14

Albany Public Library Board of Trustees Review:

UHLS Board of Trustees Services Committee Review: 10/8/14

Approved by the UHLS Board of Trustees: 10/8/14

UHLS: Conflict of Interest Policy

The Board of Trustees of the Upper Hudson Library System, a corporation created by a charter granted under Section 255 of the New York State Education Law by the Regents of the University of the State of New York, on June 16th, 1989, approved the following ***Conflict of Interest Policy for Trustees, Committee members and Employees*** at their meeting on October 8, 2014.

I. PURPOSE

The purpose of this Conflict of Interest policy is to protect the Upper Hudson Library System's (UHLS) interests when it is considering any transaction or arrangement that might benefit the private interests of any UHLS Trustee, Committee Member, or employee.

This policy is intended to supplement any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

II. DEFINITIONS

Covered Person: any member of the UHLS Board of Trustees, UHLS Board Committees and any UHLS employee.

Interested person: any member of the UHLS Board of Trustees, UHLS Board Committees or any UHLS employee having a direct or indirect financial interest, as defined below.

Financial interest: a covered person has a financial interest if the person has, through business, investment, or family:

- a. An ownership or investment interest in any entity with which UHLS has a transaction or arrangement;
- b. A compensation arrangement with UHLS or with any entity or individual with which UHLS has a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors.
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which UHLS is negotiating a transaction or arrangement.

III. PROCEDURES

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose that interest and present all material facts to the UHLS Board of Trustees.

Recusal: Any covered person may recuse at any time from involvement in any decision or discussion in which he/she believes that there may be a conflict of interest, without going through the process for determining whether a conflict of interest actually exists.

Procedures for Addressing the Conflict of Interest:

- a. After disclosure of all material facts, and after any discussion with the UHLS Board of Trustees, the covered person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon.
- b. The UHLS Board President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the UHLS Board of Trustees shall determine whether UHLS can obtain with reasonable efforts an equal or more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If an equal or more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the UHLS Board of Trustees shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the best interests of UHLS and whether it is fair and reasonable. Pursuant to that determination, the covered person shall be free to enter into the proposed arrangement or transaction.

Violations of the Conflicts of Interest Policy

- a. If the UHLS Board of Trustees has reasonable cause to believe a covered person has failed to disclose actual or possible conflicts of interest, it shall inform the covered person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the covered person's response and after making further investigation as warranted by the circumstances, the UHLS Board of Trustees determines the covered person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal and/or termination.

IV. RECORDS OF PROCEEDINGS

The Minutes of the Board and all Board committees must contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- b. the nature of the financial interest;
- c. any action taken to determine whether a conflict of interest was present;
- d. the Board's decision as to whether a conflict of interest in fact existed;
- e. the names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- f. the content of the discussion, including any alternatives to the proposed transaction or arrangement.

V. COMPENSATION

A covered or interested person who receives compensation, directly or indirectly, from UHLS is precluded from voting on matters pertaining to the compensation.

VI. ANNUAL CONFLICT OF INTEREST POLICY CERTIFICATION

Each covered person shall annually sign a statement which certifies:

- a. that they have received a copy of this policy and have read and understand this policy;
- b. that during the previous year they were not an interested person.



UHLS CONFLICT OF INTEREST POLICY CERTIFICATION

This is to certify that I have received a copy of the UHLS Conflict of Interest Policy for Trustees and Employees, and that I have read and understand the policy.

This is to further certify that I am not now nor at any time during the past year have I been a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Upper Hudson Library System that has resulted or could result in personal benefit to me.

Signature: _____

Date: _____

Printed name: _____

UHLS Position/Title _____

UHLS: Whistleblower Policy

The Board of Trustees of the Upper Hudson Library System, a corporation created by a charter granted under Section 255 of the New York State Education Law by the Regents of the University of the State of New York, on June 16th, 1989, approved the following **Whistleblower Policy** at their meeting on October 8, 2014.

I. PURPOSE

The Upper Hudson Library System (UHLS) is committed to maintaining an environment where members of the UHLS Board of Trustees, members of UHLS Board Committees and all UHLS employees are free to raise good faith concerns regarding the business practices of UHLS, including but not limited to:

- a. Reporting suspected violations of law;
- b. Providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body;
- c. Identifying actual or potential violations of the UHLS bylaws and policies.

II. REPORTING A VIOLATION

Members of the UHLS Board of Trustees, members of UHLS Board Committees and UHLS employees should raise concerns with, and report violations to the UHLS Board President or the UHLS Executive Director. If the concerns are with or about either of those parties, the individual should address concerns to any other member of the UHLS Board of Trustees. If for any reason an individual does not feel comfortable reporting the problem to those parties, they may bring the matter directly to the UHLS Board of Trustees as a whole. This Whistleblower Policy shall not apply to allegations made with reckless disregard for their accuracy. People making such allegations may be subject to disciplinary action by UHLS.

III. NO RETALIATION

UHLS expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against any member or employee who raises suspected violations of law, cooperates in inquiries or investigations, or identifies potential violations of UHLS policies or Bylaws. Any member of the UHLS Board of Trustees, UHLS Board Committee member or any UHLS employee who engages in retaliation will be subject to discipline, up to and including removal or termination.

Any member of the UHLS Board of Trustees, UHLS Board Committee member, or any UHLS employee who believe that they have been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the retaliation to the UHLS Board President or the UHLS Executive Director. If the concerns are with or about either of those parties, the individual should address concerns to any other member of the UHLS Board of Trustees. If for any reason an individual does not feel comfortable reporting the problem to those parties, they may bring the matter directly to the UHLS Board of Trustees as a whole.

IV. INVESTIGATION

Reports of suspected violations of law or the UHLS Bylaws or policies or reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The UHLS Board President or the UHLS Executive Director will conduct or designate other internal or external parties to conduct the investigations. The investigating parties will notify the concerned individuals of their findings, and prepare other reports as indicated by the circumstances. A summary of all such reports will be presented to the UHLS Board of Trustees.

In the event that a report of a suspected violation of law or policy or retaliation involves the UHLS Board President or the UHLS Executive Director, the Vice-President of the UHLS Board of Trustees will conduct the investigation, or designate a third party to conduct the investigation.

V. CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

VI. DISTRIBUTION

This policy shall be distributed to all members of the UHLS Board of Trustees, UHLS Board Committees and all UHLS employees. The policy will also be included in the UHLS Staff Manual.