

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES

OF THE

BOULDER PUBLIC LIBRARY DISTRICT

Held: Tuesday, June 6, 2023, at 5:00 p.m. at Boulder Public
Library, 1001 Arapahoe Avenue, Boulder, Colorado.

Attendance

The special meeting of the Board of Trustees of the Boulder Public Library District (“BPLD”) was called and held as shown above in accordance with the statutes of the State of Colorado. The following Trustees, having confirmed their qualifications to serve on the Board, were in attendance:

Katharine (Joni) Teter
Benita Duran
Jennifer Yee (via Zoom)
Cara O’Brien
Sylvia Wirba (via Zoom)
Doug Hamilton

Absent: Trustee Sam Fuqua (absence excused)

Also present were Kim J. Seter, Esq., Seter & Vander Wall, P.C.; David Farnan, Director of the Boulder Public Library; and Jennifer Phares, Boulder Public Library. Kelly Hansen, Legal Assistant at Seter & Vander Wall, P.C. was also present via Zoom. Jennifer Phares assisted with the operation of the remote attendance.

Call to Order

Trustee Teter called the meeting to order at 5:12 p.m. noting that a sufficient number of appointed trustees were present to create a quorum authorized to act on behalf of the District.

Public Comment

None.

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Updates from Legal Counsel Mr. Kim Seter provided legal updates on several District matters.

Mr. Seter provided the Trustees a notice under the Public Deposit Protection Act (“PDPA”) formalizing the assignment of official custodian identification numbers. These ID numbers, which are assigned by the State Banking Commission (“SDR”), will allow the Trustees to open a bank account on behalf of the District, while also allowing the SDR to track the District’s investments and ensure that the District is minimizing risk and keeping taxpayer money safe.

Trustee Wirba will present a bank recommendation to the Board next week.

Mr. Seter then presented the Boulder Tax Distribution Statement, which is a monthly statement from the Treasurer’s office that offers a breakdown of the share of taxes paid and received by the District versus taxes yet to be received and still owing.

Mr. Seter announced that the District is now listed on the Division of Local Government’s website as an active Colorado local government and that the District’s audits, IGAs, and other important documents will be publicly accessible there.

Insurance Matters

Trustee Teter inquired about insurance matters. Mr. Seter indicated that there was no related action for the Board at this time. The Board tabled discussion and action on insurance matters for a later date.

Review Contract to Retain
Library Director

Mr. Seter reviewed the Library Director contract with the Trustees and made note of the minor, non-substantive changes that were made earlier that afternoon. Mr. Seter also informed the Board that the City Attorney’s office had not reviewed the changes made that afternoon.

Mr. Seter then walked the Trustees through each section of the Library Director contract and responded to questions from the Board. Mr. Seter informed Trustee Hamilton that the “transition period” ends once the final IGA is signed and that all employee transfers will occur prior to the execution of the final IGA.

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Mr. Seter explained to Trustee Teter that Mr. Farnan will continue to serve as Library Director for the City after the final IGA is signed until the District enters its “post-transition” period.

Trustee Duran requested that Section III.B.m’s language regarding the Library Foundation and funding be changed to read “to collaborate with the Boulder Public Library Foundation in establishing goals and priorities and actively participate in fundraising for the benefit of the library.” Mr. Seter agreed to implement these changes.

Trustee Duran next asked Mr. Farnan if “actively participate in fundraising” was in his job description with the City, to which Mr. Farnan replied that it was.

Trustee Yee asked if it is common to lay out every duty expected of the Library Director in their employment contract. Mr. Seter stated that, while popular with other libraries, doing so is not necessary and that the contract can be made to be broader if the Trustees so choose, but that laying out duties specifically allows for smoother, more efficient annual Library Director evaluations.

Lastly, Mr. Seter stated that Mr. Farnan was published as a finalist for the Library Director position and that he will be eligible to sign the Library Director contract the following week, citing the 14-day publication requirement. Mr. Seter assured Trustee Yee that he did not anticipate an objection from the City.

Review Interim IGA with
City of Boulder on Trustee
Roles and the Parties’
Access to City of Boulder
Employees to Work on
Transition Matters

Mr. Seter presented the interim IGA between the BPLD and the City of Boulder, and responded to questions from the Board. Mr. Seter directed Trustee Hamilton to section 2.5 of the IGA in response to his question regarding whether there are Library employees other than Mr. Farnan that will serve in both a City and District capacity in the interim.

Trustee Yee asked if the interim IGA should explicitly state the District’s intention to retain Library employees and not just the Director. Mr. Seter stated that it is implicit in the IGA’s terms that the District will continue to provide Library services at the same level the City has, including with the same employees. The process for employee transition will commence with the District sending an offer letter for a new position with the

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District as well as a letter from the City remitting their current positions.

In response to Trustee O'Brien's request, Mr. Seter agreed to change language in section 2.4.5 from "upon authorization by the City" to "upon authorization by the City under section 2.4.3 and 2.4.4."

Following a suggestion from Trustee Teter that a specific dollar amount be inserted into Section 3.3, Mr. Seter explained that Section 3.3, regarding reimbursement of County services, was provided to him by the City's finance department. In response, Trustee Teter instead recommended that Section 3.3 state that the City requested reimbursement and that the final amounts will be determined in the IGA.

Trustee Teter proposed changing the November 30, 2023 date listed in Section 4 to October 31, 2023 to ensure the IGA goes before the current City Council.

Mr. Seter updated Trustee Yee regarding the status of the County IGA, stating that he is scheduled to talk with the County about it the following day and that the IGA will be very narrow. Trustee Teter noted that the District is willing reimburse the County for election costs as every special district pays for their own election costs.

Subcommittee Updates

Trustee Teter and Trustee Hamilton agreed to handle the facilities backlog once a consultant could be hired to evaluate the District's properties.

Trustee Yee suggested that an editable, live document that every Trustee has access to be created for subcommittee updates. Trustee Teter advised against doing so to avoid breaking open meetings laws.

- Communications Subcommittee

Trustee O'Brien updated the Board on her and Trustee Duran's meeting with Mr. Farnan the previous day, during which they discussed Communications and IGA subcommittee matters. Trustee O'Brien and Trustee Duran suggested focusing on making District transition information known to the public before pivoting to marketing and public outreach.

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Trustee O'Brien stated the Communications subcommittee's intent to hire a consultant to prepare a comprehensive marketing and outreach plan for the Library District and to implement press releases throughout the summer to keep the public informed. Trustee Duran noted that the funds for this consultant are intended to fold into the budget process and that the City will help support press releases. Trustee Teter explained that while City staff is helpful in terms of putting out information, she does not foresee them being particularly helpful in engaging a communications consultant.

- Staffing Subcommittee

Trustee Yee stated that the staffing subcommittee will be meeting the following day, with updates to follow. Trustee Teter and Trustee Wirba will be meeting on Friday, June 9 to look over potential bylaws and prepare a package for the Board to review the following week.

- Budget & Finance Subcommittee

Trustee Wirba explained that she, Trustee Yee, and Mr. Farnan met last Friday to review the budget and budget process. During this meeting, Mr. Farnan informed the Trustees of budget items requiring full Board review, such as the Board reserves. He also recommended hiring a financial consultant to build predictive financial models to assist with the budgeting process.

- Facilities Subcommittee

Trustee Teter shared updates from her meeting with Trustee Hamilton and Mr. Farnan regarding Facilities. Following this meeting, the Facilities Subcommittee recommends hiring a consultant, who will serve two main functions.

First, the consultant will provide accurate estimates for the capital maintenance backlog, which is currently estimated to cost between \$3,000,000 and \$8,000,000, with ongoing maintenance included. Given the broad range in the District's current estimates, Trustee Teter stressed the importance of narrowing down that cost estimate and understanding the urgency of each maintenance backlog issue so that priority projects can be identified.

Second, the consultant will help develop a plan to address the maintenance backlog in a manner consistent with the District's resources. Mr. Farnan informed the Board that around 25% the budget currently goes towards facility maintenance, a percentage which far exceeds that of any other library system in the state.

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Trustee Matters

The Trustees instructed Mr. Farnan to prepare a list of employee FAQs related to the District's transition, to be presented at their upcoming meeting with Library staff. Mr. Farnan cautioned the Trustees that many of their questions are related to their employment and benefits packages, and thus that the Trustees will likely not be able to answer many of their questions at the meeting. Trustee Teter reiterated the Board's intent to make the transition as seamless as possible.

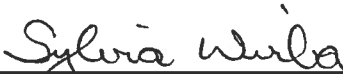
Trustee Teter requested that, in preparation for both the June 27th meeting with the Library's Equity and Diversity team and the tentative July 18th meeting with the Library's leadership team, the Trustees complete their bios and send them for posting to the District's website if they have not done so already. Mr. Farnan emphasized that bios are the best way for the Trustees to introduce themselves to the community.

Other Business

The Trustees decided to push meeting start times back to 6:00 p.m. until further notice.

Adjournment

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at approximately 6:39 p.m.



Secretary for the Meeting