

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES

OF THE

BOULDER PUBLIC LIBRARY DISTRICT

Held: Tuesday, June 13, 2023, at 6:00 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 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
Cara O'Brien
Sylvia Wirba
Doug Hamilton
Sam Fuqua (via Zoom)

Absent: Jennifer Yee (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. Jennifer Phares assisted with the operation of the remote attendance.

Call to Order

Trustee Teter called the meeting to order at 6:04 p.m. noting that a sufficient number of appointed trustees were present to create a quorum authorized to act on behalf of the District.

Update from Legal Counsel

Mr. Seter updated the Trustees regarding ongoing legal matters, sharing with the Trustees that the Board of Boulder County Commissioners approved the interim IGA. The City will consider approving it tomorrow.

Mr. Seter updated the Board on Mr. Farnan's conversations with City officials regarding making payments on behalf of the District until the District has its own bank account. Following those discussions, the City agreed to expend up to \$75,000. This

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amount is intended to cover admission to Employers Council and payment for various consultants (financial, information technology, and facilities).

Trustee Teter motioned to authorize a contract with the City of Boulder for up to \$75,000 for the purpose of hiring consultants and membership to Employers Council with the understanding that the District will reimburse the City as part of 2023 operating costs. Upon second by Trustee Duran and unanimous vote, the Board authorized the contract.

Consider Adopting Financial Policy and Process for Approval of Claims

Trustee Wirba presented the financial policy to the Board, explaining that the Governance subcommittee is primarily concerned with implementing policies regarding authorization of expenditures and signatories, but that it will be drafting additional financial policies in the future. Trustee Wirba and Trustee Teter reiterated that the financial policy was a work in progress, having already received two proposed amendments since circulating the policy.

Trustee Teter clarified policy language authorizing the Library Director to expend up to \$30,000, explaining that this amount is for each expenditure and does not reflect the total amount the Library Director is allowed to expend. Following a suggestion from Trustee Teter to add language to the financial policy permitting the Board's president and secretary/treasurer to open and close accounts and to change signatories on bank cards, Mr. Seter advised against doing so. He suggested that this language should be added to the Resolution to Authorize Bank Accounts and Signers because, since the resolution reflects official Board action, the banks will utilize it to determine who is authorized to open/close accounts and change signatories.

Trustee Hamilton motioned to approve the financial policy as amended with the addition of the "per expenditure" language. Upon second by Trustee Wirba and unanimous vote, the Board approved the financial policy.

Consider Resolutions and Approvals to Open Bank Accounts and Authorize Signers

Trustee Wirba recommended the District open a bank account with J.P. Morgan because the bank meets all legal requirements, it maintains stability as a national bank, and it has experience working with local governments. In response to Trustee Duran's question, Trustee Wirba explained that the staff, including Ms.

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Phares, were in favor of J.P. Morgan, which serves as another basis for her recommendation. Trustee Teter and Trustee Wirba discussed their meeting with David May, the Head of Local Government Section at J.P. Morgan, and emphasized the Section's exceptional experience and commitment to service. Trustee Hamilton expressed dismay that a local/regional bank was not feasible, but recognized that those institutions likely do not have the infrastructure or necessary expertise to support the District.

The Board requested that language be added to Section II of the Resolution permitting the Board's president and secretary/treasurer to open and close accounts and to change signatories on bank cards.

Trustee Hamilton moved the Board of Trustees to approve Resolution 2023-6-1, authorizing the Treasurer to open bank and other depository accounts and approving signers for the accounts. Upon second by Trustee O'Brien and unanimous vote, the Board approved the Resolution, as amended.

In response to Trustee Teter's inquiry, the Board requested that Trustee Teter engage the Library Commission in auditing other libraries' policies and making recommendations to the Board.

Approve Employers Council Membership

Mr. Farnan provided an overview of Employers Council to the Trustees, which came recommended to him by over half a dozen other library districts in the state. Employers Council is a full-service HR and legal firm. Initial membership costs are \$12,800 per year. Trustee Fuqua expressed his support for the Council, stating that a non-profit he previously worked for was a member and that Employers Council is extremely helpful in resolving difficult personnel matters. Following a question from Trustee Hamilton regarding whether Board action was necessary to approve the payment of Employers Council membership dues, Mr. Farnan explained that he would come back to the Board with any consultants the District hires through Employers Council and share the scope of work with the Trustees. The scope will generally authorize Employers Council to serve as the District's HR department until the Board decides whether or not the District will hire dedicated, in-house HR staff.

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Consider Approval of
Contract to Engage Director
of the Public Library District

Trustee Hamilton motioned to authorize the President and Secretary of the Board of Trustees to approve the terms of the Public Library District Director Contract, and to extend an offer to Mr. David Farnan to serve as the Director of the Boulder Public Library District, with a 5-day deadline to respond. Upon second by Trustee Wirba and unanimous vote, the Board authorized the President and Secretary to sign and offer the Library Director contract to Mr. Farnan.

Consider Approval of
Interim Intergovernmental
Agreement with City and
County

Mr. Seter highlighted Section 3.3 of the interim IGA, which requires the District to pay the County \$34,768.00 for reimbursement of election costs as required by law. As a result, the County is now a signer of the IGA.

Next, Mr. Seter discussed changes to section 3.4, which removed specific dollar amounts for the items mentioned in the section. This replacement language states that “the amount and method of payment for any reimbursements will be determined in the Final IGA.” Other than the changes mentioned by Mr. Seter, no other changes to the interim IGA were made.

The Board of County Commissioners approved the amended IGA, with the changes to Sections 3.3 and 3.4 as highlighted above. Trustee Duran motioned to approve the Interim Intergovernmental Agreement as presented and authorize the President of the Board of Trustees to sign and deliver the it to the City and County for execution. Upon second by Trustee Hamilton and unanimous vote, the Board approved the Interim Intergovernmental Agreement between the Boulder Public Library District, the City of Boulder, and Boulder County.

Trustee Teter shared updates related to IGA negotiations, including the City’s insistence that language related to the hiring of the Library Director, Trustee obligations, and the completion of the Final IGA, be included in the Interim IGA, all items that are addressed by the modifications to the Interim IGA highlighted above. Trustee Teter also relayed questions from the City Staff to the Board relating to the numbers contained within the IGA.

Trustee Teter suggested involving David Gehr of the City Attorney’s office to the extent possible, especially given spotty communication from the City and following the City adding terms to the Interim IGA without alerting the District. Trustee O’Brien requested that the attorneys for the parties to the IGA meet and confer prior to making any more changes to prevent

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further miscommunication.

Mr. Farnan urged the Trustees to consider whether items such as personnel policy including staff titles, buildings and grounds maintenance management/responsibility, staff salaries, and in particular, District staff's accrued leave, should be included in the Interim IGA or the Final IGA. Under the City's current policy, staff is paid out the cash value of their vacation time but not their sick time, which has no monetary value. This policy has an estimated value of around \$700,000.

Trustee Duran added that the Board must also consider the State's medical leave policy.

Mr. Farnan also explained that data management will factor very heavily into the cost of general operations. As a result, access to, and ownership of, Library data needs to be a discussion topic when negotiating the Final IGA.

Trustee Teter asked Mr. Seter to markup the City's draft IGA and add additional information regarding the items Mr. Farnan and Trustee Duran discussed.

Subcommittee Updates

- Staffing Subcommittee

Trustee Fuqua shared updates from the Staffing subcommittee meeting with Trustee Yee and Mr. Farnan.

In preparation for the June 15th meeting with Library staff, Trustee Fuqua recommended that the staff reflect on and share their worst fears and best hopes for the District transition. Nuria Rivera-Vandermyde will open the staff discussion at this meeting, emphasizing both the District's and the staff's desires for a smooth transition. Mr. Farnan urged the Trustees to read aloud questions from staff exactly as they are written, without paraphrasing or changing things around, as staff members have been working hard to come up with questions for the Trustees.

During the June 28th Board meeting, key City staff members (the head of HR, the CFO, and the City budget director) will be in attendance.

Trustee Teter suggested that the Communications subcommittee might consider publishing something commemorative/celebratory closer to the actual transition date.

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Trustee Duran suggested the creation or implementation of a communications policy creating communications tiers, with tier one comprised of the Library Commission, the Library Foundation, and LDAC, so that those key stakeholders may stay up to date on all District transition matters.

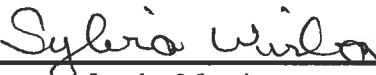
Mr. Farnan hopes to redefine and distinguish Library/District Communications policy from that of the City through further community engagement and more aggressive marketing.

Trustee Matters

None.

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 8:14 p.m



Secretary for the Meeting