

RECORD OF PROCEEDINGS
MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES
OF THE
BOULDER PUBLIC LIBRARY DISTRICT

Held: Tuesday, January 16, 2024, at 6:00 p.m. at Boulder Public Library, 1001 Arapahoe Avenue, Boulder, Colorado

Person preparing summary: Celia Seaton

The 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
Sylvia Wirba
Benita Duran
Doug Hamilton
Cara O'Brien
Sam Fuqua
Jennifer Yee

Also present were Kim J. Seter, Esq. from Seter & Vander Wall, P.C.; David Farnan, Director of the Boulder Public Library; Jennifer Phares, Deputy Director of the Boulder Public Library; Chris Barge, Executive Director of the Boulder Public Library Foundation; Celia Seaton, Executive Assistant of the Boulder Public Library; and Aimee Schumm, Director of Information Technology for the Boulder Public Library.

Members of the public present: None.

Type of Meeting: Regular

Agenda Item 1: Call to order

Trustee Teter called the meeting to order at 6:02 p.m. noting that a sufficient number of appointed trustees were present to create a quorum authorized to act on behalf of the District.

To provide further time for board review of the legal report, adoption of the annual administrative resolution will be postponed until the January 30 meeting.

Agenda Item 2: Public comment

None.

Agenda Item 3: Consider Approval of Minutes of December 12, 2023

- a. Following motion from Trustee Hamilton and second from Trustee O'Brien, the December 12, 2023 minutes were approved unanimously as modified.

Agenda Item 4: Trustee appointment process

- a. Review application packet for new Trustees – The Trustees will take final comments on the Application Packet on January 30 before adoption. City Council announced that Councilmembers Taishya Adams and Tina Marquis will serve on the Selection Committee; confirmation is expected at Thursday's City Council meeting. The County has not yet conveyed the appointed members from its body. Teter relayed the estimate from City staff that service on the Selection Committee would require 15-20 hours of work.

Language from the previous year's application and interview questions will carry over to 2024. Teter noted an adjustment to the inquiry concerning the ballot measures: this question will now also include reference to the 2018 Master Plan. Wirba: due to legal requirements in the bylaws, the interview portion now also includes a question regarding conflicts of interest. Duran suggested an alternative image for the recruitment webpage which she will relay to Farnan.

The group reviewed the plan for outreach implemented by staff and library partners. Staff invited the board to provide input regarding the questions and application process, as well as further ideas for outreach. Responding to Board recommendation, Farnan agreed on a plan to publish the applications once the application period is closed. Input from the City and County will be received by January 25. Further input on the application packet can be brought to the January 30 board meeting for finalization. Staff will post and collect the applications and perform demographic analysis on the candidates for review.

- b. Appoint two Trustees to Selection Committee – Yee suggested a rotation of members for this committee; Teter agreed. After discussion, Teter moved that Duran and Hamilton be appointed to serve on the Selection Committee. O'Brien seconded and the motion passed unanimously. Duran and Hamilton plan to soon reach out to the designated Councilmembers and will present the final application packet to the Selection Committee.

The group discussed guidelines around the candidates' geography; currently, two members reside outside of city boundaries. Though the percentages are not codified, varied representation among City and County residents was a foundational aim for the Board's makeup.

At this time, Schumm led a conversation around the Microsoft Pro licensed technology and software tools that are now available to the Board. She recommended that Trustees cease communication through Gmail, and instead move all conversation over to the new Microsoft format (where all data from Google will be migrated).

Schumm offered her support to the Trustees in transitioning to these tools. She will be in touch to facilitate a brief upcoming compliancy training. Trustees are also welcome to obtain a device from the District for board work. Schumm will consult with Farnan and Seter regarding retention policies for records.

Agenda Item 5: Establish dates of regular board meetings for the coming year

Trustees agreed to use the proposed dates as outlined in the [long range agenda planning document](#). Meetings will be held generally twice a month, with the regular meeting scheduled for the second Tuesday.

Farnan announced the retreat planned for Saturday, March 2, 2024. Location and exact schedule to be determined.

Agenda Item 6: Trustees complete ethics affirmation and conflict of interest forms (Governance)

Wirba and Teter reviewed other library district boards and compared language in the bylaws. Wirba noted that a number of items in the affirmation form simply reinforce the ethical obligations already outlined in the bylaws.

The updated bylaws will require inclusion of an annual form to disclose potential conflicts of interest. This formalizes the guidelines already being followed by Trustees.

Fuqua wondered about strengthening guidelines around executive sessions and privacy laws. Seter will initiate another form to address these concerns: Affirmation and Acknowledgment of Trustee Responsibility for Executive Session Information and Library User Privacy.

Agenda Item 7: Discussion of Board Committees (standing and ad hoc)

Teter led a discussion around committee work, with an understanding of how other library district boards operate. Particularly as a new board, maintaining a Budget and Finance committee as well as a Governance committee seemed prudent. The Budget Committee works with staff to develop budget and review recommendations, while the Governance Committee handles the rolling calendar of required items. Besides these two standing committees, the Board could decide to create ad hoc committees.

Duran wondered about forming an Executive Committee. Teter clarified that any meeting among three or more Trustees would require a public meeting requirement, defeating the purpose. Seter: it is much more common among library district boards to only have ad hoc committees that handle occasional issues of employment or construction as opposed to standing committees.

Duran suggested forming an Audit Committee and a discussion around the audit process followed. Teter explained that she didn't see the need for this committee since the Auditor will be meeting with every member individually. Seter agreed that the Auditor will meet with the Library Accountant and bring notes to review with the Trustees for a final draft which involves all members. Though Duran highlighted her concern around transparency, Wirba expressed her feeling that the transparency will prove even greater as it is brought before the entire board during a meeting. The group agreed that this issue can be revisited next year if a committee formation appears that it could be useful.

In response to Duran's inquiry, Seter will attach reports of expenses that are under the Board to the legal status reports in the packets.

Agenda Item 8: Review proposed Bylaws changes (for adoption February 13)

Wirba discussed proposed adjustments, primarily focused on reflecting the Trustee's ethical responsibilities. Updated sections include a clarification regarding gifts as well as emphasized support for values as outlined by the American Library Association Library Bill of Rights, Code of Ethics, and the Public Library Trustee Ethics Statement.

Duran questioned the guideline around acceptance of a gift valued at \$50.00 or higher in relation to the Trustee issuance of an RTD EcoPass. It was explained that the gift in question must be unique and must be intended to extend undue influence – use of the EcoPass thus does not signify receipt of a gift.

Duran suggested a preamble providing background on the relationship between the Library and the Boulder Library Foundation (BLF) to provide rationale for the trustee representation on BLF's board. Wirba and Teter agreed to add language.

The group discussed whether the Board should hold appointment of Board officers during an April or May meeting. Teter and Wirba voiced their recommendation to hold the vote in April to avoid the awkwardness of including the latest inductee in the vote. Duran felt this would disenfranchise the latest inductee; she advocated to include them by scheduling the vote in May. Seter noted his experience that library district boards do not typically include the newest member in officer elections, due to inherent lack of knowledge and familiarity with the body and its roles. O'Brien, Yee, and Fuqua prefer the proposal to hold the vote during an April Annual Meeting – the consensus thus settled on an April date.

Hamilton noted that in the future, the term can be changed to allow for a vote that would stagger in the newer member at an appropriate time that permits continuity.

The Governance Committee will facilitate the process and the President will kick off and direct the public vote. As the vote is planned for April 9, interest in appointment to an office should be expressed in communication to the entire board by March 15.

Agenda Item 9: Review proposed assessment process and schedule plan for annual Board Performance evaluation (Bylaws, Art. III) (for adoption February 13)

Wirba presented an assessment from Library Trustee Academy; she suggested this tool could be incorporated into a self-reflective exercise for the Board. Yee suggested digitizing this form and the Board discussed possibly engaging assistance from Employer’s Council. This year could set a baseline measure which could expand to include more complex analysis going forward. Trustee Yee and staff will work together on the next steps.

Agenda Item 10: Review Board Governance budget

In response to Duran’s previous inquiry, staff presented the budget line item which specifies board governance expenses. Phares clarified that this figure can be increased or decreased each year to reflect and support the previous year’s use.

Agenda Item 11: Director Updates

The Annual Board Retreat will be held on March 2 from 9:00 AM-3:00 PM, location to be determined. A strategy discussion will include a draft of the Strategic Roadmap which staff have been populating with the Master Plan goals. The consultant plans to engage with the Board at midday. Some other agenda suggestions include a review of the self-evaluation activity, updating the Trustee timeline, an organizational review, and a discussion of current national library trends and challenges.

Duran suggested holding the retreat in the community space at Academy Mapleton Hill, a newer retirement community located north of the Main Library. Staff will reach out and inquire about availability.

The North Boulder Library is still on target to open to staff on April 1. Details for the May-June public opening will be announced as the date draws nearer.

Several new leadership Library staff began today; other positions will continue to be posted, including those that were cut from the budget during the pandemic.

The Library’s Finance systems will be set up by the end of March; regular reports to the board will follow.

Farnan alerted to the upcoming [Public Library Association Conference](#) planned for April 2 - 5. Boulder Public Library District was selected as host of a “break-room” activity/lounge space featured for attendee relaxation at the 2024 event.

Agenda Item 12: Subcommittee Updates

None.

Agenda Item 13: Trustee Matters

- a. Tayer District (email)- see [packet](#).

Fuqua enjoyed attending the pop-up celebratory District events as well as a well-attended reception for the gallery ramp photography exhibit of Tad Kline’s [Moving Steel Canvases: Railroad Graffiti in Boulder](#).

Agenda Item 14: Legal Counsel Updates

- a. Adopt Annual Administrative Resolution (SVWPC) – *delayed until future meeting*.
 - i. Renew consultant contracts.
 - ii. Determine paper for official publications and establish annual posting places.
 - iii. Delegate responsibilities for Trustee required action described in § 24-90- 109, C.R.S. (bylaws)
- b. Ratify insurance contracts – Seter noted that copies were attached to the status report (see [handouts](#).) He reported the total cost at \$118,000. Flood and cyber insurance are still pending acquisition.

Teter made a motion to ratify the binding of the recommended insurance coverages as set forth in the IMA insurance proposal dated to the effect of January 2024 to January 2025. Fuqua seconded, and the motion passed unanimously.

- c. Engage auditor for 2023 audit – the auditor was engaged at the end of 2023.

Teter noted a recent amendment to the IGA which puts the Main Library skate park “underbelly” under the purview of the City of Boulder Parks and Recreation Department. If desired, the Library will be able to perform more routine maintenance in this outside area.

Agenda Item 15: Adjournment

There being no further business to come before the Board, the meeting was adjourned at approximately 8:35 p.m.


Sylvia Wirba (Feb 15, 2024 14:41 MST)

Attestation




01.16.24 BoT Minutes Approved

Final Audit Report

2024-02-15

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By:	Celia Seaton (seatonc@boulderlibrary.org)
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