

**BOULDER PUBLIC LIBRARY DISTRICT**  
**-SPECIAL MEETING-**  
Tuesday, February 13, 2024  
Boulder Public Library, Canyon Meeting Room  
1001 Arapahoe Ave, Boulder CO  
and  
Via Zoom  
6:00 p.m.  
Join Zoom Meeting  
<https://tinyurl.com/yckjjw7v>

<u>Board of Trustees</u>	<u>Term Expiration</u>
Benita Duran	2028
Jennifer Yee	2028
Sylvia Wirba	2027
Doug Hamilton	2027
Cara O'Brien	2026
Sam Fuqua	2025
Joni Teter	2024

Follow [link](#) to review long range agenda planning document.

**AGENDA**

1. Call to Order
2. Declaration of Quorum
3. Public Comment
4. Consider approval of minutes of January 16, 2023
5. Introduction and Instructions for GivePulse – Sophia Surage, Volunteer Services Manager
  - a. [Quick Guide for Users and Volunteers – GivePulse](#)
  - b. [Add Impact – GivePulse](#)
6. Adopt bylaw amendments (Governance)
7. Director Updates
8. Trustee Matters
  - a. Discussion of future meeting dates: mix of virtual/in person or hybrid
9. Legal Counsel Updates
  - a. Adopt Annual Administrative Resolution (SVWPC)
  - b. Possible Executive Session

*Upon motion made and approved by 2/3 of the Trustees present, the Board may enter into executive session for a conference with the District's attorney to receive specific legal advice concerning litigation threatened by a former employee as allowed by Sections 24-6-402 (4) (a) and (e) of the Colorado Revised Statutes.*

10. Adjournment

**NEXT REGULAR MEETING: Tuesday, February 20, 2024**

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

<p><b>Held:</b> Tuesday, January 16, 2024, at 6:00 p.m. at Boulder Public Library, 1001 Arapahoe Avenue, Boulder, Colorado</p>
<p><b>Person preparing summary:</b> Celia Seaton</p>
<p>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:</p> <p style="padding-left: 40px;">Katharine (Joni) Teter Sylvia Wirba Benita Duran Doug Hamilton Cara O’Brien Sam Fuqua Jennifer Yee</p> <p>Also present were Kim J. Seter, Esq. from Seter &amp; 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.</p> <p><b>Members of the public present:</b> None.</p>
<p><b>Type of Meeting:</b> Regular</p>
<p><b>Agenda Item 1: Call to order</b> 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.</p> <p>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.</p>
<p><b>Agenda Item 2: Public comment</b> None.</p>
<p><b>Agenda Item 3: Consider Approval of Minutes of December 12, 2023</b></p> <p>a. Following motion from Trustee Hamilton and second from Trustee O’Brien, the December 12, 2023 minutes were approved unanimously as modified.</p>
<p><b>Agenda Item 4: Trustee appointment process</b></p> <p>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.</p>

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. Seter provided suggested 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 engaging assistance from Employer’s Council. This year could set a baseline measure which could expand to include more complex analysis going forward. Trustees 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.

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Attestation

DRAFT

# Directors Report

February 13, 2024

## Cyber Insurance Update

After discussion with the Board at the January 30 meeting, staff have received the coverage plan for cyber insurance. IT Director Aimee Schumm and Jackie Specht (with Focus Connect) are currently reviewing the package.

## North Boulder Library

Nobo is currently on schedule to complete the building in time for an April/May turnover to the City. Minor modifications are still under review. Schedules have been requested to determine completion dates of items like the roadway, parking lot, and connection point into the Meadows Mobile Home park.

## Space Reconfiguration Plan (verbal update)

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**MEMORANDUM**

TO: Boulder Public Library District

FROM: Seter, Vander Wall & Mielke, P.C.; Kim J. Seter, Esq.

DATE: February 9, 2024

RE: Legal Status Report for the February 13, 2024 Trustees' Meeting

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This is our legal status report for the February 13, 2024 Board of Trustees meeting.

**2024 Annual Administrative Resolution-Draft Attached**

**Task:** Provide an annual administrative resolution to address delegation of annually required board actions including consultant renewals or changes, posting places and other matters.

**Status:** Please review attached draft and approve with any changes you deem appropriate.

**Action:** **Approve subject to changes.**

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**Transition Process for Administrative Work-Ongoing Matter**

**Task:** Transition minutes, notices, agenda preparation, records management etc. to BPLD personnel.

**Status:** Archives and other matters will be transitioned as capacity warrants.

**Action:** **None required.**

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**Wrongful Termination Claim-Report**

**Task:** Address demand letter and claims made by employee on termination.

**Status:** The terminated employee was offered a severance package. The deadline to sign the agreement was last week. We extended it to the 8th. A signed

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agreement has not been received. The action will have to be filed in the Colorado version of the EEOC if the claims stated in the attorney's demand letter are the ones brought. The courts do not have jurisdiction until the EEOC chooses not to take any action and issues a "right to sue" letter to the employee. The EEOC in Colorado is very fair and thoughtful but this matter will take several months.

We are looking at the insurance coverages to see if a claim on the liability or employment practices coverage is appropriate.

**Action:** No action required.

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### **Additional Projects Underway**

- a. Colorado Open Records Act Resolution (CORA).
- b. Colorado State Archives Records Retention Schedule and Resolution.
- c. Resolution regarding disposal of data containing personally identifying information.

**Boulder Public Library District  
Board of Trustees: Res. 24-02-01**

**ANNUAL ADMINISTRATIVE RESOLUTION OF THE  
BOULDER PUBLIC LIBRARY DISTRICT  
(2024)**

At a regular meeting of the Board of Trustees of the Boulder Library District, City of Boulder, Boulder County, Colorado, held at 6:00 p.m., February 13, 2024, at Boulder Public Library, Canyon Meeting Room, 1001 Arapahoe Ave, Boulder Colorado, the following proceedings were had.

It was moved by Trustee \_\_\_\_\_ to adopt the following Resolution.

RECITALS

The Boulder Public Library District (the “District”) was organized as a library district pursuant to §24-90-101 *et seq.*, C.R.S.; and

The Board of Trustees is obligated by law to ensure performance of certain obligations for the efficient operation of the District including:

- a. Publish certain legal notices in a newspaper of general circulation in the District chosen as the newspaper for official publications; and
- b. § 24-90-109(1)(a). C.R.S. requires that a copy of the District’s bylaws be filed with the State Library; and
- c. § 24-90-109(1)(k), C.R.S. authorizes the Board of Trustees to bond persons entrusted with library funds; and
- d. § 24-90-109(1)(p.5), C.R.S. requires the District to maintain a current, accurate map of the legal service area and provide for it to be on file with the State Library; and
- e. § 24-90-109(2.5), C.R.S. requires the Board of Trustees to respond to a survey by the state library at the close of each calendar year; and
- f. The Board of Trustees must meet regularly at a time and in a place to be designated by the Board; and
- g. § 24-6-402(2)(c), C.R.S., specifies the duty of the Board of Trustees to designate a public posting place within the boundaries of the District for notices of meetings, in addition to any other means of notice; and

h. In accordance with the Colorado Governmental Immunity Act, the Board is given authority to obtain insurance against liability for injuries for which the District may be liable under the Governmental Immunity Act, pursuant to § 24-10-115, C.R.S.; and

i. § 24-72-202(2), C.R.S. requires the appointment of an “Official Custodian” to include any officer or employee to be responsible for the maintenance, care, and keeping of public records, regardless of whether the records are in his or her actual personal custody and control; and

j. The Local Government Budget Law of Colorado, §§ 29-1-101, *et seq.*, C.R.S., requires the Board to hold a public hearing on proposed budgets and amendments thereto, to adopt budgets, and to file copies of the budgets and amendments with the State Auditor and the Colorado Division of Local Governments; and

k. The Board must appoint a finance officer to provide financial services and be designated as the budget officer required to prepare and submit a proposed budget by October 15, pursuant to §§ 29-1-104 and 29-1-105(3)(d), C.R.S.; and

l. The Board must certify its mill levy to the County Commissioners annually on or before December 10 for the collection of revenue for the following year; and

m. Pursuant to § 29-1-603, C.R.S., the must cause an annual audit of the financial statements for each fiscal year to be filed with the Division of Local Government and the office of the State Auditor; and

n. Pursuant to the Intergovernmental Agreement among the District, City of Boulder, and Boulder County dated December 8, 2023, the District is required to file an annual report with the City and the County by July 31 of each year, beginning in the year 2025.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE BOULDER PUBLIC LIBRARY DISTRICT THAT:**

1. The Board designates *The Daily Camera* as the official newspaper of general circulation within the boundaries of the District and directs that all legal notices required to be published in a newspaper be published in accordance with law therein.

2. The Board directs the District Director to file a copy of the District’s bylaws with the State Library.

3. The Board directs the District Director to obtain any necessary bonding for the persons entrusted with the Library funds.

4. The Board directs the District Director to maintain a current, accurate map and timely file it with the State Library.

5. The Board directs the District Director to complete the annual questionnaire submitted by the State Library at the end of each year.

6. The Board will hold its regular meetings on the schedule approved at its first meeting of the year at 6:00 p.m. at the Boulder Public Library District, 1001 Arapahoe Avenue, Boulder, Colorado. The Board may also conduct meetings via Zoom videoconferencing platform and may from time to time change the schedule approved at the first meeting.

7. Regular and Special Meeting notices shall be posted at the Boulder Public Library District, Main Branch Library at 1001 Arapahoe Avenue, Boulder, Colorado and on the District's website at [www.boulderlibrary.org](http://www.boulderlibrary.org).

8. The Board directs the District Director to maintain insurance for the District, to insure against all or any part of liability for an injury; to insure against the expense of defending a claim for injury against the District, its staff or its Board and to insure the District's property interests and holdings against loss or damage to the extent deemed necessary for the ongoing operations of the library system. The Board will annually review all insurance policies in effect.

9. The Board designates the District Director to serve as the official custodian of public records for the District, who shall coordinate with legal counsel to the extent they maintain any public records.

10. The Board designates \_\_\_\_\_, the District accountant, as the District's finance officer. The Board designates the Finance Officer to serve as the budget officer, and to submit a proposed budget to the Board by October 15, and, in cooperation with legal counsel, to schedule a public hearing on the proposed budget; to prepare a final budget, budget resolutions and amendments to the budget, if necessary; to certify the mill levy on or before December 10; and to file the approved budgets and amendments thereto with the proper governmental agencies in accordance with the Local Government Budget Law of Colorado.

11. The Board of Trustees appoints the law firm of Seter, Vander Wall & Mielke, P.C. as legal counsel for the District for the remainder of 2024.

12. The Board directs the District Director to obtain proposals for an audit firm to audit the District's financial records to be filed with the State Auditor by July 31 or obtain an extension as allowed by law and to present the audit findings to the Board of Trustees at a public meeting.

13. The Board directs the District Director to, no later than July 31 of each year, after beginning the year 2025, complete the annual report as required by the Intergovernmental Agreement with the City of Boulder and Boulder County which report shall include: the current state of the library system; goals and projections for the coming year; a summary of the current adopted budget; status of reserve accounts and accounts; and such other statistics and information as the Board deems to be of the public interest.

The motion to approve the Resolution was seconded by Trustee \_\_\_\_\_, and upon vote, unanimously carried.

ADOPTED the \_\_\_\_\_ day of February, 2024.

**Boulder Public Library District**

By: \_\_\_\_\_  
President

ATTEST:

By: \_\_\_\_\_  
Secretary/Assistant Secretary

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