

**Minutes of The David A. Howe Library
Board of Trustees
November 10, 2014**

Present: Donald Comstock, Geralyn Murphy-Gough, William Joy, Ed Pekarek, Janice Porter, Roxy Schmidt, Connie Synakowski, Voni Walker, and Michelle LaVoie

Absent: Mark Finn

Call to Order: President Donald Comstock called the meeting to order at 7:34 AM.

Discussion and Approval of Minutes: Motion by Don Comstock and seconded by Roxy Schmidt to approve the October 13, 2014 minutes. Motion carried.

Don announced that Jennifer Joyce from Steuben Trust will join the meeting at 8:00 AM to present the bank's financial proposal for the \$1,000,000 loan to finance the pending HVAC project.

While waiting for Jennifer's arrival the Board discussed the progress that has been made to date in securing the necessary loan.

- Steuben Trust has issued a commitment letter which Jennifer will present
- Community Bank has submitted a proposal which may turn into a commitment letter. Community Bank is asking for the library endowment to serve as collateral for the loan. There is an option for the Library to purchase a CD to use as collateral instead of using the endowment. Geralyn reminded the Board there are pros and cons to that option. In order to purchase the CD, the Library would have to sell part of its endowment, which in turn would decrease our income.
- The Library has not yet received a proposal from First Citizens Bank. They are awaiting Ed's opinion letter regarding the amount of the endowment that the library can legally pledge, as well as the library's articles of incorporation. Ed is still doing research into both of these matters.

Director's Report - Discussion on the following items:

- Michelle announced that Jim Barnes has officially accepted the position of Clerk of the Works for the upcoming HVAC project.

- Jim is anxiously waiting for Smart Edge to issue a “schedule of values” which is necessary to project anticipated monthly contractor payments.
- Michelle also informed the Board that there have been delays and frustrations in finalizing the contract with Smart Edge.
- In his discussions with Jim Barnes, Ed Pekarek believes that the STLS attorney, Seth Hiland, has re-worked the contract to the point where he is creating tensions with Smart Edge. Ed believes that the revised contract contains language that deviates from the industry standard.
- Michelle informed the Board that Seth Hiland, STLS attorney, has also recommended that there be a contract drawn for Jim Barnes in his role as Clerk of the Works.
- Michelle agreed to meet with Jim Barnes to discuss both the suggested Clerk of the Works contract, and to solicit his honest opinion about the perceived problems with the contract with Smart Edge.
- Michelle reported that the STLS attorney concurs with Smart Edge that the Library does not have to bid all aspects of the HVAC project.

The Director’s report was suspended upon the arrival of Jennifer Joyce.

Jennifer Joyce presented copies of Steuben Trust’s loan commitment letter to all Board members. The letter presented two options for structuring the interest rates and repayment schedule. A question and answer session with the Board followed. Jennifer clarified and revised several of the letter’s terms and conditions in response to Board members’ questions and suggestions, and agreed to rewrite the commitment letter to reflect the agreed upon changes. Jennifer will submit a revised copy to Michelle.

The Finance Committee will meet before the next Board meeting to analyze the banks’ loan proposals and make a recommendation to the Board before it makes its final decision.

After Jennifer left the Board resumed its discussion about the HVAC projects and the Director’s report.

- Michelle reported that Smart Edge has been in the Library to fix the boiler because the boiler is now running.
- No pressure testing of the pipes has been done and will not be done without the asbestos abatement.
- Connie expressed concern that the abatement phase of the project had not begun and asked if it could be contracted separately from the rest of the project.
- Michelle reported that the fan in the auditorium cannot be turned on until some of the abatement is complete and without the fan running the auditorium is very cold.
- Janice made a motion to contract for the asbestos abatement that would allow the auditorium fan to be run and the auditorium heated for upcoming holiday programs. Roxy seconded. The motion carried.

- The Board agreed that if Smart Edge's asbestos abatement contractor (Stohl) cannot do the auditorium ASAP then the Library should contact LaForge.
- Michelle advised the Board that Nic needs a more private office space. Roxy made a motion to use one of the two upstairs rooms currently being used by the Historical Society. Geralyn seconded. The motion carried.
- The Board discussed the Administrative Committee's recommended revisions to the By-Laws. The need to add the monthly approval of the finance report via email, and the monthly meeting date change from the 2nd Monday to the 2nd Tuesday was noted.
- Janice moved that the Board approve all current recommended revisions. Connie seconded. The motion carried.
- The Board discussed the Administrative Committee's recommended revisions to our Personnel Policies. Voni moved to accept the revisions. Janice seconded. The motion carried.
- The Board also discussed the Administrative Committee's recommended changes to the Non-Special Events Meeting Room Policy. Janice moved to accept the revisions as recommended. Roxy seconded. The motion carried.
- Michelle informed the Board that this year's staff evaluations are well under way.
- Discussion ensued regarding the need for the Board to complete an annual evaluation of the Director.
- Don asked Michelle to provide the Board with a copy of the evaluative instrument she is using with the staff to determine whether it might be appropriate for the Board to use when evaluating her.
- Once the Administrative Committee determines the instrument they want to use, Michelle will be asked to complete a self-evaluation and share it with the Board.

Committee Reports:

Friends Report: The Friends currently have a balance of \$21,576. The Cocktails and Characters event was deemed a success and the Friends are considering making it a yearly event. The income from the fund-raiser was approximately \$1,767.

Finance Committee: The Finance Committee will meet on Wednesday, November 12, 2014 to discuss the 2015 annual budget, the banks' loan proposals, and Ed Pekarek's opinion letter regarding the endowment and questions he has about the auditor, Elizabeth Schiarelli's, interpretation of the restricted portion of the endowment.

Old Business:

New Business: Michelle reminded the Board of several upcoming events at the Library.

- The Nutcracker on 12/12 and 12/13
- Trim-a-Tree before the performance on 12/13

Adjournment:

Geralyn made a motion to adjourn. Roxy seconded.
The meeting was adjourned at 10:00 AM.

Respectfully submitted,

Connie Synakowski,