

Approved Minutes of the Board of Trustees Meeting
Schine Room, YMCA, 7:30 pm
March 20, 2019

Trustees Present: Iain Bruce (presiding), Jocelyn Barandiaran, Russ Baris, Andrea Berkley, Jonathan Cunitz, Emily DiMiceli, Randy Herbertson, Rob Haroun, Adrian Hinojos, Sivan Hong, Lucy Johnson, Celeste LaCroix, Maggie Mudd, Jeremy Price, Joe Pucci (Phone), Pat Wieser, Andrew Wilk

Trustees Absent: Scott Bennewitz, Ken Bernhard, Susan Ross

Iain Bruce called the meeting to order at 7:33 pm.

Transformation Update

Rob Haroun reported that the project continues to remain on schedule and on budget. Still looking at a completion date in June 2019. The ribbon cutting is set for June 23.

Marc Laibe of Soundview Advisors, the Library's Owner's Representative, reported there continues to be unallocated contingency funds available in the budget, and it looks promising that the project will close on Budget. Landscaping the exterior will begin early spring.

President's Report

Iain asked for approval of the February minutes. Rob Haroun made a motion to accept the February minutes and Jocelyn Barandiaran seconded the motion. The motion was approved by the Board, with one abstention by Adrian Hinojos, who was not present at the February meeting.

Iain then ceded the floor to Bill, to discuss plans for the grand re-opening of the Library upon completion of construction. After introducing three staff members, Kris Nash, Alex Giannini, and Cody Daigle-Orians, Bill shared a PowerPoint with highlights of the new building.

Afterward, Cody spoke about the Ribbon Cutting events and the plans for opening day, which will be held on June 23, 2019. The day is being scheduled to showcase the entire library and new spaces, with the Forum being the hub for activities. There will be Drop In/Drop Out activities in every meeting space.

Kris, Alex, and Cody also shared a preview of types of seasonal programming that will take place during the first year in the new space.

Gov/Nom Committee

Maggie Mudd reported that the Governance and Nominations Committee, with the assistance of the law firm Cohen & Wolfe and Jocelyn Barandiaran, had prepared, and recommends to the Board, a

proposed amendment and restatement of the Library's By-Laws, a copy of which was circulated to Trustees prior to the meeting. Discussion followed. Iain proposed changing Section 3.6 of the proposed new By-Laws to eliminate the provision permitting a Board member to serve a third consecutive term.

Jocelyn noted that, prior to effecting the By-Laws changes, the Library's Charter would need to be amended to provide that the By-Laws would thereafter provide for the number and term of service of Trustees on the Board.

Maggie then read aloud the following proposed resolutions to amend the By-Laws to the Board.

WHEREAS, the Westport Library Association (the "Association") was formed by charter (the "Charter") adopted by the Connecticut General Assembly in 1907 (the "Special Act"), as the same has been amended from time to time; and

WHEREAS, the Association's Board of Trustees deems it in the best interests of the Association to cause the Association's Charter to be amended, and to amend and restate the Association's By-Laws, as hereinafter set forth;

NOW, THEREFORE, BE IT:

RESOLVED, that the Association shall request that the Connecticut General Assembly adopt legislation that will have the effect of amending the Association's Charter to provide that the total number of members of the Association's Board of Trustees, also known as the "Trustees" of the Association, including any Trustees designated by the Town of Westport, shall hereafter be determined in the manner set forth in the Association's By-Laws, as the same may be amended from time to time (such amending legislation being hereafter referred to as the "Charter Amendment") ; and it is further

RESOLVED, that the By-Laws of the Association be and hereby are amended and restated in their entirety to read in the form distributed to the Board prior to this meeting, with Section 3.6 revised as proposed during discussion, and a copy of which, as so revised, is directed to be attached to these resolutions and the minutes of this meeting (the "Amended and Restated By-Laws"), *effective as of* the later of (1) the date on which the Charter Amendment becomes effective, and (2) the date of the Library's 2019 Annual Meeting at which Trustees are to be elected; and it is further

RESOLVED, that each and any of the President, any Vice President, the Secretary and the Treasurer of the Association is hereby authorized to enter into and execute on behalf of the Association any documents required in connection with the Charter Amendment, and the Amended and Restated By-Laws; and to do and perform all other acts and things deemed by such Officer or Officers, on behalf of the Association, necessary, convenient or proper to carry out the terms and provisions of the foregoing resolutions; and it is further

RESOLVED, that all actions of the Association and any Officers or Trustees of the Association taken in furtherance of the foregoing and related to entering into the Charter Amendment, and the Amended and Restated By-Laws, previously or hereafter taken, are hereby also consented to, authorized, approved and ratified in all respects.

A motion to approve the foregoing resolutions was made by Celeste LaCroix and seconded by Jocelyn Barandiaran, and the resolutions were then unanimously approved by the Board.

Maggie then reported that the committee had revised the Board Survey and the Executive Director Evaluation. Scott Bennowitz will be sending them out to the Board shortly. She encouraged 100% participation.

Maggie also reported that it is the Trustee recruitment season. She asked that any prospect names be sent to her and Bill.

Treasurer's Report

Jonathan Cunitz reported that there continues to be a slight surplus in the Operating Budget. The addition of the Annex to the Transformation Project has caused a shortfall in the Transformation Project Budget.

Finance Committee Report

Russ Baris reported that the Finance Committee presented the FY 2019/2020 Operating Budget to the Board of Finance and First Selectman on March 6, 2019. The budget was well received but the Library was asked to cut the budget by \$100,000, which the committee was able to facilitate. The budget was approved and will now go before the RTM's Library, Museum and Arts Committee, and the full RTM, for final approval.

Development Committee

Emily DiMiceli talked about new donor cultivation and solicitation and ways to inspire people within the community to participate in the Library's vision financially. She noted that to date there are more donors than last year.

She noted that Preeti is working on a Fundraising Plan.

Executive Director Report

Bill shared that he hoped to be able to announce the 2019 BOOKed for the Evening honoree shortly and that the event would be held in the new Library.

He then talked about the next phase for the library, and the anticipated move back into the building with as little disruption as possible. He noted that, upon completion of construction, it will be necessary to close the Library for a short period of time to facilitate the transition and staff training in the transformed space.

There being no further business, Iain made a motion to go into Executive Session to discuss personnel issues at 9:06 pm.

Jonathan Cunitz made a motion to come out of Executive Session at 9:28 pm which was seconded by Russ Baris. No votes were required to be taken as a result of matters discussed in Executive Session.

Andrea Berkley then made a motion to adjourn the meeting, which was seconded by Jonathan Cunitz. The Board unanimously approved and the meeting adjourned.

Respectfully submitted by,

Adrian Hinojos
Secretary