**Rose Memorial Library**

**79 East Main Street, Stony Point, New York 10980**

**Regular Meeting of the Board of Trustees**

**Wednesday, February 21, 2018**

**Agenda**

I. Call to Order

II. Adoption of Minutes: Regular Meeting, January 25, 2018

III. Public Comment

IV. Friends of the Library

V. Finance - Narrative Report (J Mahoney)

 Approval of Disbursements. Month ending January 31, 2018\*

 Financial Reports for January 2018 .\*

1. Director’ Report, January 12. 2018 – February 16, 2018
2. Board Committees
3. Building Committee (J Lima)
4. **Finance & Budget** (Rebecca Sanders).

 **Motion:** Adoption of the Revised 2018 Operating Budget\*

2. Facilities & Capital Projects (J Lima)

3. Policy (J Lima)

4. Planning (C Mandara)

5. Technology (T Needleman)

VII. Old Business

1. Establish a 403b Annuity Plan for staff retirement savings

VIII. New Business

* 1. Motion authorizing changes to our signatories on our checking accounts at

 TD Bank, Stony Point, NY, and our Merrill Lynch accounts \*

* 1. Distribution of Board Committee List for 2018
	2. Distribution of the Library’s Conflict of Interest Policy and Individual signing
	3. Motion to approve the Library’s 2017 Annual Report to the State of New York, Dept of Education, Division of Library Development \*
	4.

IX. Announcements

X. Executive Session \*

XI. Adjournment \*

 ***\*=motion required***

***Next Scheduled Meeting:***

***2.20.18 Wednesday, March 21, 2018 6:30 pm***

**Rose Memorial Library Association**

**79 East Main Street, Stony Point, New York 10980**

**Regular Meeting of the Board of Trustees**

**~~Wednesday, January 17, 2018~~  Postponed to Thursday, January 25, 2018**

**To follow the Annual Meeting, Kennedy Room**

**Minutes**

I. Call to Order at 6:56pm by Ms. Lima

II. Nominations & Election of Officers for the Board of Trustees for 2018 \*

Nomination of Dorothy Flora, to Board of Trustees, made by Mrs. Mandara, 2nd by Ms. Lima for a

 3-year term. Motion passed.

**Election of Officers**

Nomination of Jennifer Lima to position of President by Mr. Needleman, 2nd by Ms. Sanders

Nomination of Terry Marsico to position of Vice President by Ms. Mandara, 2nd by Mr. Needleman

Nomination of Dorothy Flora to position of Secretary by Ms. Lima, 2nd by Mrs. Mandara

Nomination of Rebecca Sanders to position of Treasurer by Mr. Marscico, Mr. Needleman.

III. Adoption of Minutes:

Motion to accept the minutes for the Regular Meeting, November 15, 2017 made by Ms. Sanders, 2nd by Mr. Marsico. Motion passed.

Motion to approve of record of Discussion, December 20, 2017 (no Quorum), Mr. Needleman, 2nd by Ms. Lima. Motion passed.

IV. Public Comment - none

IV. Friends of the Library – no update

V. Finance - Narrative Report (J Mahoney) – Mr. Mahoney explained the cash flow of and the need to periodically draw from the cash account at Merrill Lynch when we are waiting for payments from Town or School District.

Board reviewed the 2017 year end addendum to cash receipts and disbursements and Mr. Mahoney clarified any items that were unclear.

Motion to accept Addendum to the Cash Receipts & Disbursements Report (Year-end Budget Adjustments – see attached) made by Ms. Sanders, 2nd by Ms. Flora. Motion passed. This replaced the Addendum provided for the December Meeting

Motion made by Mr. Needleman, 2nd by Mr. Marsico, to Approve of Disbursements and Financial Reports for Month ending November 30, 2017. Motion passed.

Motion made by Ms. Lima, 2nd by Ms. Sanders, to Approve of Disbursements and Financial Reports for Month ending December 31, 2017\*

Motion to approve the Profit and Loss Budget for January 1, 2017 through November 30, 2017 made by Ms. Mandara, 2nd by Mr. Marsico. Motion passed.

Motion to approve the December 2017 (Year end) Profit and Loss Budget made by Mr. Needleman, 2nd by Mrs. Mandara. Motion passed.

VI. Reports

1. Director’s Report - November 14, 2017 to December 15, 2017
2. Director’s Report - December 15, 2017 to January 12. 2018

 Highlights:

1. Increased circulation by 5% in 2017 and child programs are very popular.
2. Staff have asked us to investigate a Retirement plan – we are the only Library in

Rockland not to offer one.

1. RCLS Policy regarding circulation of inter library loan due dates.
2. Fine free juvenile borrowing – thought that it would increase readership. We will see what RCLS recommends.
3. Board Committees
4. Building Committee - none
5. Finance & Budget - Budget Committee Meeting Report (R Sanders). Committee met on December 15, 2017 to review the proposed budget.

Motion to Adopt the 2018 Operating Budget made by Mr. Marsico, 2nd Mrs. Mandara, Motion passed.

2. Facilities & Capital Projects (J Lima) – offer received on 61 E. Main, we had some discussion on changes to the agreement given suggestions by our lawyer.

3. Policy (J Lima) – no news

4. Planning (C Mandara) – Hamilton raffle made $5,010– 582 tickets were sold. Friends account has about $552 in the account but has a few expenses. Working with other organization and businesses, posters, sandwich board, pre-sell next event. Would need to work faster for Shoprite spot. Will set up a time for the planning committee.

5. Technology (T Needleman) – Mr. Marsico stated that BOCES may be able to provide tech support.

VII. Old Business

 A. New Trustee appointment - see above.

 B. By-Law: Reduction of number of Trustees from 9 to 7 \*

 Motion made by Ms. Lima, 2nd by Ms. Flora, to amend the by-laws to reduce the number of Trustees from 9 to 7. Motion passed.

VIII. New Business

1. Schedule of 2018 Board of Trustee Meetings – only change is move November 2018 to 14th.
2. Director vacation

Motion made by Ms. Lima, 2nd, Ms. Sanders to allow Director time rollover for vacation time from 2017 \* (13.25 days). Motion passed.

C. Establish a 403b Annuity Plan for staff retirement savings - see Director’s report

D. Motion to establish the position of Circulation Manager - title change to “Operations

 Manager”

Motion made by Mr. Needleman, 2nd by Ms. Flora to establish a new position of Operations manager per the attached description at the job rate of $ --- per hour based on 30.5 hours per week.

IX. Announcements - none

 X. Executive Session \* None.

XI. Adjournment \* Motion to adjourn made at 8:58pm by Ms. Sanders, 2nd by Ms. Lima. Motion passed.

See December 20 2017 Board Packet for background & details

***Next Scheduled Meeting:***

***Wednesday, February 21, 2018 @ 6:30 P.M.***

***1.25.18***

**Rose Memorial Library**

**Board Committees**

**2017**

**Finance & Budget**

**\*Rebecca Sanders**

**Jennifer Lima**

**Michele Rinaldi**

**New Building & Capital Projects**

**\*Jennifer Lima**

**Ted Needleman**

**Terry Marsico**

**Policy**

**\*Jennifer Lima**

**Ted Needleman**

**Rebecca Sanders**

**Planning**

**\*Christina Mandara**

**Jennifer Lima**

**Michele Rinaldi**

**Technology**

**\*Ted Needleman**

**Terry Marsico**

**ROSE MEMORIAL LIBRARY ASSOCIATION**

**CONFLICT OF INTEREST POLICY**

**INTRODUCTION**

The Board of Trustees of the Rose Memorial Library Association is committed to the highest standard of ethical conduct. It is important that the public perceives that all policies and decisions of the Board are fairly and impartially determined, and that the financial interests of the Board do not conflict with the public trust. This policy establishes the procedures and rules applicable to the identification and resolution of any such conflict of interest.

**PURPOSE**

The purpose of this policy is to protect the Rose Memorial Library Association, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee or officer or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**DEFINITIONS**

**“Organization”** refers to the Rose Memorial Library Association.

**“Interested Person”** means any trustee, officer, director, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below.

**“Family”** is defined as spouses, siblings, siblings’ spouses and children, children and children’s spouses.

**“Financial Interest”** exists if the person has, directly or indirectly, through business, investment, or family

1. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
2. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors in excess of $1,000.

A financial interest is not necessarily a conflict of interest. Under Procedures, Section 2, a person who has a financial interest may have a conflict of interest only if the governing Board or committee decides that a conflict of interest exists.

**PROCEDURES**

1. **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

1. **Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

1. **Procedures for Addressing the Conflict of Interest**
	1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
	2. The President of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
	4. If a more advantageous transaction or arrangement is not reasonably possible, the governing Board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
2. **Violations of the Conflict of Interest Policy**

a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**RECORDS OF PROCEEDINGS**

The minutes of the governing Board and all committees with Board delegated powers shall contain

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board’s or committee's decision as to whether a conflict of interest in fact existed; and
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**COMPENSATION**

A voting member of the governing Board who receives compensation in excess of $100, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

**ANNUAL STATEMENTS**

Each trustee, officer, director, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person

1. has received a copy of the Conflict of Interest Policy;
2. has read and understands the Policy; and
3. has agreed to comply with the Policy, and understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**PERIODIC REVIEWS**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

**USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

**Approved by the Board of Trustees on June 15, 2011**

**Revised and Board Approved on March 18, 2015**

**ROSE MEMORIAL LIBRARY ASSOCIATION**

**ANNUAL CONFLICT OF INTEREST AGREEMENT**

As a trustee, officer, director or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest in the operation of the Rose Memorial Library Association, I affirm:

I have received the approved Rose Memorial Library Association’s Conflict of Interest Policy.

I have read the policy and fully understood it. I agree to comply with the provisions contained therein, and understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Print Name\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Position\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Approved by the Board of Trustees on June 15, 2011**

**Revised and Board Approved on March 18, 2015**

Link for Annual Report:

https://drive.google.com/open?id=19tg9eltnslhcmI7H8zxaOaDgcL-2UXN7