

DAYTON METRO LIBRARY

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

November 20, 2024, 4:00 p.m.

PRESENT: Nolan Thomas, David Williamson, Carl Kennebrew, Shannon Isom, Kelly Geers

PRESIDING: Nolan Thomas, President

EXECUTIVE DIRECTOR: Jeffrey Trzeciak

FISCAL OFFICER: Hilary Ross Browning

CALL TO ORDER

The President called the meeting to order at 4:00 p.m.

DECLARATION OF CONFLICTS OF INTEREST

Trustees were asked if they had identified any item on the agenda where there was an actual or potential perceived conflict of interest. No conflicts were announced.

APPROVAL OF AGENDA

On a motion by Mr. Williamson, seconded by Ms. Isom, the agenda was approved by the Board.

Ayes: All
Nays: None

APPROVAL OF MINUTES

On a motion by Mr. Kennebrew, seconded by Ms. Geers, the minutes of the October 16, 2024 meeting were approved by the Board.

Ayes: All
Nays: None

On a motion by Ms. Geers, seconded by Mr. Williamson, the minutes of the November 16, 2024 Special meeting were approved by the Board.

Ayes: All
Nays: None

CONSENT AGENDA

On a motion by Ms. Isom, seconded by Mr. Kennebrew, the following items from the Consent Agenda were approved by the Board:

PERSONNEL ACTIONS

The following personnel actions were approved by the Board:

APPOINTMENT

Emily Bennett, Teen Services Librarian, full-time, Grade 11, Main Youth Services, effective November 3, 2024 at the rate of \$26.25 per hour.

Shelby Ray Chowning, Teen Services Librarian, full-time, Grade 11, New Lebanon Branch Library, effective October 20, 2024 at the rate of \$26.25 per hour.

LEAVE WITHOUT PAY

Marley Masterson, Teen Services Librarian, full-time, Grade 11, Southeast Branch Library, effective September 27, 2024 for 6.76 hours for illness.

PROMOTION, CHANGE IN LOCATION

Christian Elder, Branch Library Manager, full-time, Grade S09, Southeast Branch Library, from Youth Services Manager, full-time, Grade S08, Main Youth Services, effective December 1, 2024 at the rate of \$36.5385 per hour.

GIFTS AND GRANTS

GIFTS

The Board approved each of the following gifts:

\$25.00 from Regina Whittington on October 7, 2024.

\$100.00 from Irene Baust on October 15, 2024.

\$100.00 from John Brooks on October 16, 2024.

\$30.00 from John Sinks on October 17, 2024.

GRANTS

The Board approved each of the following grants:

Dayton Metro Library received no new Grants since the October Board Meeting.

Ayes: All
Nays: None

COMMENTS FROM THE GENERAL PUBLIC

Peter Benkendorf of Dayton Collaboratory expressed his admiration for libraries as premier public institutions, which are open to everybody. He acknowledged the Board, Library leadership team and staff for their efforts to highlight and help New Americans, LGBTQIA+ initiatives, and the Social Justice Speakers Series, as well as the commitment to protect the right to read in the face of book bans. He acknowledged that this is not always easy, but feels it is well worth the effort. He thanked the Library for providing staff in these areas, which have been frequent partners with Dayton Collaboratory. He expressed appreciation and gratitude for these partner opportunities.

MONTHLY FINANCIAL REPORT

The Monthly Financial Reports for October 2024 were included in the Board folder. Hilary Ross Browning, Fiscal Officer, gave a review of the Financials.

The following investments were approved:

| Date | Source | Amount | Use in Operations | Investment | Where |
|--------------|---------------------------------|---------------------|---------------------|-----------------------|--------------|
| 10/2/2024 | RE Property Tax Rollback | 1,239,178.52 | 634,315.81 | 604,862.71 | Debt Service |
| 10/15/2024 | Public Library Fund | 1,485,366.28 | 1,485,366.28 | | |
| 10/28/2024 | Fifth Third Managed Investments | | 1,800,000.00 | (1,800,000.00) | |
| Total | | 2,724,544.80 | 3,919,682.09 | (1,195,137.29) | |

On a motion by Mr. Williamson, seconded by Ms. Isom, the October 2024 Financial Report was approved by the Board.

Ayes: All
Nays: None

ADVANCE ON TAX DOLLARS COLLECTED IN 2025

On a motion by Mr. Williamson, seconded by Mr. Kennebrew, the Board adopted the following Resolution:

“WHEREAS, funds from the 1.75 mil Operating Levy will be collected in 2025, and

WHEREAS, these funds will be used for current operating expenses throughout 2025, Now

THEREFORE, BE IT RESOLVED by the Board of Library Trustees of the Dayton Metro Library that a request on the tax dollars collected be forwarded to the Montgomery County Auditor, and

BE IT FURTHER RESOLVED that the minimum amount requested be \$100,000 from the Real Estate and Personal Property Taxes processed weekly.”

A **roll call** vote was taken as follows:

Mr. Williamson, Aye
Mr. Kennebrew, Aye
Ms. Geers, Aye
Mr. Thomas, Aye
Ms. Isom, Aye

Ayes: All
Nays: None

EXECUTIVE DIRECTOR’S REPORT

The Executive Director introduced Molly Benson, the new Technical Services Director, to the Board.

Rachel Gut, Deputy Executive Director, shared a presentation detailing the Library’s progress implementing the Strategic Plan.

FOUNDATION MOU

The Executive Director recommended the Board of Trustees approve the following Memorandum of Understanding between the Dayton Metro Library Board of Trustees and the Board of Directors of the Dayton Metro Library Foundation:

This MEMORANDUM OF UNDERSTANDING ("the MOU") is entered into on this day of _____ 2024 by and between the BOARD OF TRUSTEES of the DAYTON METRO LIBRARY ("the Library") and the BOARD OF DIRECTORS of the DAYTON METRO LIBRARY FOUNDATION ("the Foundation").

RECITALS

The Dayton Metro Library is a publicly funded and managed library system pursuant to the laws of the State of Ohio.

The Dayton Metro Library Foundation is an Ohio based non-profit corporation exempt from taxation pursuant to Internal Revenue Code section 501(c)3.

The Foundation was established in 2014 with a mission to enhance and expand the Dayton Metro Library's mission of Informing, Inspiring, and Empowering the citizens of Dayton and Montgomery County, Ohio.

The Foundation provides financial support through its annual appeal and other fundraising events for the benefit of the Library. Funding supports library collections, services, programs, and facilities.

Both parties desire to enter into this MOU to clearly articulate the roles, responsibilities, and expectations of their relationship and to clarify the services offered by the Library to the Foundation.

The parties intend to create a positive and productive working relationship between the Library and the Foundation and to develop guidelines to align priorities, ensure open communication, reporting processes, and adherence to all applicable local, state, and federal laws.

This MOU articulates a relationship whereby the Foundation prioritizes:

1. alignment with the Library's vision and priorities,
2. acting as ambassador for the Library,
3. connecting the Library with potential donors, and
4. educating the community about the value and impact of philanthropy to the Library.

LIBRARY ROLES AND RESPONSIBILITIES

Communicate the Library's vision, mission, strategic plan, funding needs and annual priorities. Annually, the Library will communicate to the Foundation the fundraising targets, goals, priorities, and funding levels of the Library, based on funding needs and the strategic plan, according to the following timeline:

1. January - Annual funding priorities will be communicated to the Foundation at the start of each calendar year at the January Foundation Board Meeting,
2. February - Library Administration will meet with the Foundation Advancement Committee and
 - a. based on funding priorities and the Library's own development activities and targets, the Library will provide suggested strategies for the Foundation to reach its targets for the annual appeal and other activities as identified for the year,
 - b. the Foundation Advancement Committee will consider fundraising and funding priorities from the list provided by the Library and will develop its own targets and strategies in collaboration with the Library's Development Department. The Foundation will coordinate all activities with the Library's Development Department.
3. March -The Foundation Advancement Committee will present its targets, priorities and strategies for approval by the Foundation Board at the March Foundation Board meeting.

B. Create and share a case statement. The Library will create a 1-2-page Case Statement for use by Library leaders, the Foundation, and other volunteer ambassadors to encourage philanthropic investments in library projects, programs, and the Library's mission.

C. Establish an annual calendar of events. Library Development staff will establish an annual list of events which clearly identifies opportunities for Foundation participation. These events include but are not limited to:

1. Donor appreciation events
2. Direct Mail appeal letters
3. Annual report distribution
4. Stewardship emails

D. Develop a marketing and communications plan. Library Development staff will provide a marketing and communications plan to be used by the Foundation in any fundraising activities.

E. Acknowledge any support provided by the Foundation. The Library Development staff will acknowledge any Foundation support of the Library in publicity and promotional materials.

F. The Library will:

1. Provide space on the Library website for content provided by the Foundation and/or a link to the Foundation's website from the Library's homepage.
2. Provide meeting rooms to the Foundation in accordance with the Library Meeting Room Policy.

G. Provide staff support. The Library will:

1. provide staff support for Foundation activities as available and as determined by the Library.
2. The Library's External Relations and Development Director will serve as a staff liaison to the Foundation and attend all meetings of the Foundation Board as Ex-Officio.
3. Correspondences, notices, and other physical/electronic mail including all donations (including checks, gift commitment forms, etc) addressed to the Foundation and received by the Library shall be reported to the applicable Foundation director (board president, treasurer, and advancement chair) within 10 business days of receipt.

FOUNDATION ROLES AND RESPONSIBILITIES

Based on its fundraising targets, goals, priorities, and funding the Foundation will:

1. develop and execute annual appeals,

2. participate in all identified Library fund-raising activities,
3. promote library programs, services, and collections, and
4. advocate on behalf of the library.

To these ends, the Foundation will:

- A. In compliance with its bylaws, recruit sufficient Board members to fulfill the Foundation's mission and conduct its activities.
- B. recognize that the Library has limited resources to provide staff support to the Foundation and will limit its requests for support. The Library will have sole discretion as to the extent of that support.
- C. Coordinate with the Library in planning any events that take place in support of the Library.
- D. Reimburse the Library for operating expenses relating to Foundation fundraising activities, including but not limited to printing, catering, donor development and management fees, event expenses, postage, etc.
- E. Support the goals and objectives of the Library's mission and strategic plan, as well as the vision, priorities, and policies set forth by the Library Board of Trustees, by being informed advocates for the Library.
- F. Engage in an annual financial audit that may utilize the audit firm that provides service to the Library if the use of the firm would serve to reduce cost or avoid duplication of audit services. The Foundation will maintain insurance coverage including Directors and Officers liability. The Foundation board of directors will prepare necessary government reports at its own expense, including IRS Form 990, and comply with the Foundation's articles of organization/incorporation, bylaws, and applicable federal and state laws and regulations, including those of the State Corporation Commission.
- G. Acknowledge that the Library has the sole authority to determine whether to accept or decline any gift or donations to the Library.
- H. Manage and maintain all financial records and provide the Library Development Director with timely financial statements that include all income and expenditures. Income will include all gifts, grants and individual contributions, and the statement will include full donor information and donation amounts provided such disclosures are consistent with the desires of donors. The Foundation is responsible for providing its' own accounting services.

PROCESS FOR COLLABORATION

The Library and the Foundation will work together to develop and maintain an ongoing collaborative relationship, and together actively seek out opportunities to support and build awareness of the Library and the Foundation in the community. Both parties will engage in an ongoing dialogue to facilitate communication and collaboration.

- A. The Library Board of Trustees will assign one Trustee to serve one-year terms as a liaison to the Foundation Board of Directors ("the Board Liaison"). The Board Liaison and the Library Director (or designate) will serve as non-voting ex-officio members of the Foundation board of directors and may attend meetings and provide updates. The Library Director (or designate) will serve as the liaison to the executive committee and may choose to assign a library liaison to serve on each of the Foundation's committees.
- B. The Library Director (or designate) will provide periodic presentations and information sessions to the Foundation.
- C. The Library retains full legal authority to pursue its own fundraising opportunities, fundraising partnerships, grants, and gifts that advance the Library's mission, priorities, and goals, in addition to those priorities and gifts addressed by Foundation funding.

Requested language for this section

- D. The Library Development Director will present any Funding request for Foundation funds in writing one week before the next regularly scheduled meeting of the Foundation Board. Upon approval of a request by the Foundation Board, the Foundation will issue a check within 10 days. Both parties understand that requests from the Library Development Director may constitute advance funding for certain projects and/or may constitute reimbursement for funds already expended by the Library.
- E. The Foundation will maintain and share all meeting minutes and agendas with the Library Development Director.
- F. The Library Board of Trustees will maintain and share all meeting minutes and agendas with the Foundation.
- G. The Foundation President (or designee) may attend Library Board of Trustee meetings and may make comments according to the guidelines established governing public comments.
- H. The Library and the Foundation will review this MOU at least annually, or as needed. Either party may request revisions and clarifications in writing.
- I. This Memo constitutes the entire understanding between the parties regarding the subject matter hereof and supersedes all other understandings or agreements, oral and/or written, between the parties hereto.

On a motion by Mr. Kennebrew, seconded by Ms. Isom, the Board approved the MOU.

Ayes: All
Nays: None

MOTION TO APPROVE RELEASE OF PRIVILEGED INFORMATION TO THIRD PARTIES

President Thomas explained that he had requested the Board move to release privileged information in order to facilitate the audit process. This relates to guidance received from the County Prosecutor’s office, and requires the waiving of attorney-client privilege.

On a motion by President Thomas, seconded by Mr. Williamson, the Board approved the motions to waive attorney-client privilege and authorize the release of the information to third parties.

Ayes: All
Nays: None

NOMINATING COMMITTEE

The Board President explained that, as dictated by the Bylaws, he must appoint a nominating committee tasked with creating a 2025 Slate of Officers for election at the annual December 2024 Board meeting. The roles needing to be filled are: President, Vice President, Secretary and Liaison to the Foundation Board of Directors.

The Board President appointed Mr. Williamson, Ms. Isom, and President Thomas to the nominating committee.

NEW BUSINESS

No new business was shared with the Board.

DAYTON METRO LIBRARY BOARD OF TRUSTEES MEETING

The next regular meeting of the Dayton Metro Library Board of Trustees will be Wednesday, December 18, 2024 at 4:00 p.m. in the Board Room of the Main Library.

EXECUTIVE SESSION

It was recommended that the Board go into Executive Session in accordance with Article VII, Section 3, of the Amended and Restated Constitution and Bylaws of the Board of Trustees of the Dayton Metro Library, and with Section 121.22(G)(1) to discuss appointment of a public employee.

On a motion by President Thomas, seconded by Mr. Kennebrew, the Board went into Executive Session.

A roll call vote was taken as follows:

| | |
|-----------------|-----|
| Mr. Williamson: | Aye |
| Mr. Kennebrew: | Aye |
| Ms. Isom: | Aye |
| Ms. Geers: | Aye |
| Mr. Thomas: | Aye |

Ayes: All
Nays: None

The Board entered Executive Session at 4:58 p.m. and returned to open session at 5:27 p.m. The President reported that no resolution, rule or formal action was taken by the Board while in Executive Session in accordance with Article VII, Section 3, of the Amended and Restated Constitution and Bylaws of the Board of Trustees of the Dayton Metro Library, and with Section 121.22(G)(1) of the Ohio Revised Code.

ADJOURNMENT

On a motion by Mr. Williamson, seconded by Mr. Kennebrew, the Board adjourned at 5:27 p.m.

Ayes: All
Nays: None