

MINUTES
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT
BOARD OF TRUSTEES' MEETING
LAS VEGAS, NEVADA
March 12, 2009
(approved April 16, 2009)

The Board of Trustees of the Las Vegas-Clark County Library District met in regular session in the Clark County Library, Las Vegas, Nevada, at 6:02 p.m., Thursday, March 12, 2009.

Present:

Board:	F. Barron, Chair	K. Carter
	V. Davis-Hoggard	A. Arthurholtz
	A. Aguirre	K. Benavidez
	R. Kirsh	K. Crear (via phone)

Counsel: G. Welt

Absent: E. Sanchez

Staff: Daniel L. Walters, Executive Director
Numerous Staff

Guests: Mr. Myron "Mike" Sperber
Kathy Ong and Jim Chachas, Hobbs Ong & Associates
Tom Lawyer, Las Vegas Clark County Library District Foundation

F. Barron, Chair, called the meeting to order at 6:02 p.m.

Roll Call (Item I.) All members listed above represent a quorum. Trustee Crear participated via telephone in both the Regular Session and the Executive Session. Trustee Sanchez' absence was excused. Appendix A.

Agenda (Item II.) Chair Barron moved Item V. Chair's Report to come after Item II. Agenda and added a presentation to Mr. Myron Sperber and a discussion about scheduling the Finance and Audit Committee Meeting to her report. Trustee Carter moved to approve the Agenda as revised. There was no opposition and the motion carried.

Chair's Report (Item V.) Chair Barron acknowledged Mr. Myron "Mike" Sperber. Mr. Sperber donated \$5,000 to the Clark County Library branch in association with his role as President of the National Association of Men's Sportswear Buyers. Barron thanked Mr. Sperber and said that the donation will be used to enhance the Clark County Library's collection in areas related to fashion design and designers. Mr. Sperber will receive a memento from the District and Trustees in thanks for his generous gift. There was a round of applause.

Mr. Sperber thanked Trustees and staff and said the recognition at the meeting was a nice surprise.

Chair Barron advised Trustees that Library Legislative Day would be in Carson City on Tuesday, April 14, 2009. She asked Trustees who wish to attend to contact the Executive Assistant. Trustee Davis-Hoggard made suggestions for the group.

Trustees discussed rescheduling the April 9, 2009 Board meeting due to the Passover holiday as well as scheduling the next Design Review

Minutes - Board of Trustees' Meeting

March 12, 2009

Page 2

Committee Meeting and the next Finance and Audit Committee meeting. After discussion, the following meeting schedule was agreed to:

The Finance and Audit Committee Meeting will be held on Wednesday, April 8 at noon to review the FY 2009-2010 preliminary budget filing.

The Design Review Committee Meeting will be held on Thursday, April 16 at 4:30 p.m. to review Phase Three of the efficiency remodel plans (Whitney and West Charleston Libraries).

The next regular Board Meeting will be held on Thursday, April 16 at 6:00 p.m.

**Executive Session
(Item III.)**

Chair Barron advised attendees that the Executive Session would be closed and said that it would cover litigation and labor issues. Trustee Aguirre moved to adjourn into Executive Session. There was no opposition and the motion carried. Trustees adjourned into Executive Session at 6:16 p.m.

Chair Barron reconvened the Regular Session at 6:58 p.m.

**Approval of
Proposed Minutes
Regular Session,
February 12, 2008.
(Item IV.)**

Trustee Benavidez moved to approve the Minutes of the Board of Trustees Meeting held February 12, 2009. There was no opposition and the motion carried.

**Executive Director's
Report
(Item VI.A.)**

Chair Barron asked that the Human Resources Report (Item VI.A.3.) be taken separately.

Trustee Davis-Hoggard moved to accept Reports VI.A. 1-2 and 4-7. There was no opposition and all of the reports except the Human Resources Report were accepted.

**Public Services and
Security Report
(Item VI.A.1.)**

Accepted.

**Business Office
Report
(Item VI.A.2.)**

Accepted.

**Human Resources
Report
(Item VI.A.3.)**

Human Resources Director Jerilyn Gregory introduced the Diversity Committee which consists of Melissa Peters (who compiled the statistics), Lorinda Soto, Art Cabrales, London Porter, Ann LaGumina, Christine Bundren, Joanne Ross, Mary Nelson Brown, and Jennifer Schember. Former staff member Felton Thomas was not able to attend. Attendees gave committee members a round of applause.

Ms. Gregory noted that the success of the District was due not only to the Diversity Committee's efforts, but also acknowledged the participation of staff throughout the District in planning and participating in these programs. She said that the Diversity Committee believed their success was a result of the culture that has been created

Minutes - Board of Trustees' Meeting

March 12, 2009

Page 3

at the District by Trustees who have challenged staff over the years to be the best in the country as far as diversity programming is concerned. Ms. Gregory, on behalf of the Committee, thanked Trustees for their support.

Trustee Davis-Hoggard said she appreciated the work the Diversity Committee had done and she saw that the Committee was diverse and always had been. Referring to the report, she indicated she would like to see some ethnicity attached to the job title list in Group 1 (on what she referenced as page one of the statistics). Ms. Gregory clarified that Davis-Hoggard was referring to the group job descriptions and classifications on the first page after the cover as the individual pages were not numbered. Gregory noted that the job descriptions come from the Federal job group classifications. Davis-Hoggard said she did not ask for job descriptions, she asked for the ethnicity for these positions. Gregory indicated she understood.

**Technology Report
(Item VI.A.4.)**

Accepted.

**General Services
Report
(Item VI.A.5.)**

Accepted.

**Marketing Report
(Item VI.A.6.)**

Accepted.

**Development Report
(Item VI.A.7.)**

Accepted.

Trustee Benavidez moved to accept Report VI.A.3. There was no opposition and the Report was accepted.

**Unfinished Business
(Item VII.)**

None.

**Consent Agenda
Discussion and
possible Board
action regarding
authorization to
extend the
appointment of the
District's current
auditor, Piercy
Bowler Taylor &
Kern, for auditing
services for fiscal
year ending June
30, 2009.
(Item VIII.A.1.)**

Trustee Davis-Hoggard moved to approve the Consent Agenda which consisted of the following item:

Authorize staff to extend the appointment of Piercy Bowler Taylor & Kern (Piercy) for auditing services for the fiscal year ending June 30, 2009.

Trustee Kirsh asked how long the current firm has been the District's auditor. Fred James, Deputy Director C.F.O., replied that Piercy had served in that capacity for the last eight years. Mr. Walters said that this was the second year of the most recent contract. Piercy had been the successful winner of the District's last three Requests for Qualifications (RFQ). Walters said he wanted to clarify to Trustee Kirsh, who is a new Trustee, that the District has regularly asked for proposals and Piercy has not been the only firm approached to do the work.

Trustee Kirsh asked if Piercy is reviewed every six months if the fiscal year ends June 30. Mr. James said that, under the contract, Piercy conducts the District's annual audit and provides financial statements. They have worked under multi-year contracts. The current contract was for one year with three one-year extensions. Tonight's action is required as the District must notify the state Department of Taxation by March 30 of the District's auditor.

There was no opposition and the motion carried.

Discussion and possible Board action to approve a proposed amnesty program for fines and fees not to exceed \$25.00 per cardholder during National Library Week, April 13-19, 2009. (Item VIII.B.)

Mr. Morss introduced the item and explained that Amnesty Week allowed patrons an opportunity to return materials and have the fines waived up to \$25 per cardholder. This allows many families to return their cards to good standing so that they may resume borrowing library materials. For 2009 the District will again ask patrons to pay in full any remaining fines and fees over the \$25.00 that will be waived from their accounts. This will allow the District to lessen the number of patron accounts which owe a balance. Amnesty Week will also occur during National Library Week this year.

In response to a question from Trustee Davis-Hoggard, Mr. Morss said that last year over 2,618 items which were overdue 3 months or longer were returned during Amnesty Week. The District waived \$175,690 in fines and fees during last year's Amnesty Week but took in an additional \$18,657 in fines and fees from patrons clearing their accounts. Morss said that there are approximately \$8 million in outstanding fines and fees.

Trustee Benavidez said she had heard about a program where patrons "read off" their fines instead of paying a monetary fine. She suggested staff look into setting up such a system where patrons would be able to "pay" their fines by reading for a certain number of hours or books. Mr. Walters said that staff would certainly look into such a program but there would not be time to put a program into place for the 2009 Amnesty Week. Trustee Benavidez said she understood and that she would like staff to look into such a program for the next annual Amnesty Week.

In response to a question from Trustee Kirsh about publicity for National Library Week in April, Mr. Morss said that a postcard promoting the amnesty program will be mailed to all patrons with overdue items just prior to the week. The promotion invites patrons who may have blocked library cards to come back to the library, return overdue items and return their account to good standing. A press release will be issued and proclamations by the City Council and Board of County Commissioners are part of "Reading Las Vegas" which also will occur during National Library Week.

Trustee Davis-Hoggard moved to approve the amnesty program for fines and fees not to exceed \$25.00 per cardholder during National Library Week, April 13-19, 2009. There was no opposition and the motion carried.

Discussion and possible Board action to award an annual requirements contract for Library Materials & Supplies to the Brodart Company. (Item VIII.C.)

Deputy Director, CFO Fred James introduced the item and explained that the contract was for the purchase of basic library materials and supplies, by the District's Support Services Department. The contracts run approximately four to five years and only a certain number of vendors can supply the materials. The two main vendors used by the District are Brodart and Demco.

Mr. James reported that nine firms obtained copies of the bid. Bids were received from Brodart and Demco. Bidders were required to bid on all 131 items. Based on the criteria outlined in the bid document and the total number of bid items receiving quotes, and the cost analysis, Brodart was determined to be the most responsive and responsible bidder with only three alternates as compared to Demco with 41 alternates and two items with no bid quotes. Staff recommended the contract be awarded to Brodart.

In response to a question from Trustee Aguirre, Mr. James said that the value of the contract is approximately \$100,000 per year.

Trustee Aguirre moved to authorize staff to award a contract with Brodart Company for Library Materials & Supplies in accordance with Bid No. 09-15, for one year and to authorize staff to extend the contract for four one-year renewals in subsequent years subject to funding being available and the vendor continuing to meet the specifications as outlined in the bid documents. There was no opposition and the motion carried.

Discussion and possible Board action regarding a proposed Agreement with the Las Vegas-Clark County Library District Foundation as the sole recipient of discarded library materials for the sole purpose of funding Library District programs and projects. (Item VIII.D.)

Development Director Danielle Milam introduced the item and was joined by Thomas C. Lawyer. She reported that the Las Vegas-Clark County Library District Foundation (Foundation) had been meeting regularly and the current members on the six-person Board of Directors include President Thomas C. Lawyer; Secretary/Treasurer Lawrence T. "Tim" Wong; and Francie Barron, Kristine Hipwell and Patrick J. Klenk. The LVCCLD Executive Director participates on the Foundation Board as an ex officio member.

The District Board adopted the *2008-2011 Strategic Plan* which calls for the District to "partner with the Library District Foundation and other potential donating organizations to support and enhance District services."

Ms. Milam reported that the Foundation Board has been meeting regularly to work on plans to strategically align their work with that of the District. After the District Trustees acted in January, 2009 to terminate the relationship between the Library District and the Friends of Southern Nevada Libraries, Inc., Foundation board members suggested that the Foundation and District would mutually benefit by entering into an Agreement to oversee the book sales function with the additional assistance of a Volunteer Coordinator, and to set up a transparent, audited system for redirecting revenues generated from the book sales activity back to the District to support District programs, projects, materials, capital needs or other District requests.

Ms. Milam said the proposed agreement with the Las Vegas-Clark County Library District Foundation, Inc. would stipulate that the

revenues received from book sales and discards be transferred to a restricted account of the Foundation and used to fund Library District programs and projects, as well as leverage and increase funding and visibility for the Library District.

Trustee Davis-Hoggard asked about the future of Friends groups with the District. Mr. Walters replied that he felt that was an issue to take up with the new Executive Director. He said that it was never contemplated that there would not be Friends groups in the future. District volunteers would probably make up any new Friends group. Walters also said that the idea behind structuring the proposed contract as an annual, renewable agreement was that it gave both the District and Foundation the flexibility to evolve as the two groups see fit.

Trustee Davis-Hoggard concurred that the issue needed to be discussed with the new Director. She commented that nationally the Trustees and Friends groups have combined, so it might be a good marriage at the current time. She felt that there needed to be more oversight than had occurred in the past.

Trustee Davis-Hoggard moved that the proposed agreement be held in abeyance until such time as there is a new Executive Director and discussions could be held regarding having a Friends group again.

Trustee Aguirre asked for clarification on how the Foundation directors saw themselves acting, possibly, in the same capacity as a Friends group. Ms. Milam said that would be the objective behind the position of Volunteer Coordinator. In that sense, working very closely with Public Services, the Foundation would attempt to build a volunteer group as it relates to the current function of the book stores but would also look forward to the future needs of the District as Trustees discuss the future of the group with the new Executive Director.

Trustee Arthurholtz asked that the motion be amended to allow the Foundation to take over the handling of the book sales for a year to get that responsibility off the hands of District staff. Trustee Davis-Hoggard said she did not think anyone was responsible for the book sales at the current time. Trustee Arthurholtz said she believed that District staff was handling the book sales and the proposed agreement would allow the Foundation to take over that responsibility.

Counsel Welt commented that the way the contract is being structured, subject to Trustee approval, is that the Volunteer Coordinator would be an employee of the District. The salary, benefits and additional costs of the position would be reimbursed by the Foundation. Trustee Davis-Hoggard asked if that meant the cost of the Volunteer Coordinator would be paid for out of the proceeds of the book sales. Welt said that the proceeds of the book sales and any other funds raised by the Foundation would be used.

Counsel Welt reiterated that the proposed agreement would only be for a term of one year and Ms. Milam added that an annual audit of the Foundation would be a part of the agreement.

Trustee Aguirre said that he agreed with the proposal and felt that

handling the book sales would be a great way to get the Foundation going and help them to expand what they have been doing.

Mr. Lawyer reminded Trustees that the Foundation was set up to serve the District's Board of Trustees and the District. The Directors are serving because they believe in the mission of the Library and the District's *Strategic Plan*. Every action taken by the Foundation is to fulfill the *Strategic Plan*. Lawyer also noted the transparency in the proposed agreement. With Ms. Barron as a current member of the Foundation Board and the District's Executive Director as an ex-officio member of the Foundation's Board, as well as former District Trustee Tim Wong also serving on the Foundation Board, there are very close ties to the District and its Trustees.

Mr. Lawyer also said that Ms. Milam manages the business of the Foundation and will arrange for the quarterly reports and audit called for in the proposed agreement. He said the Foundation planned to use the funds raised by the book sales as well as other funds raised by promoting public-private partnerships in the community to support the District, as that is the Foundation's only agenda.

Trustee Davis-Hoggard said she did not have any problems with the Foundation handling the book sales, she just felt that the District should take another look at the idea of a Friends group when the new Executive Director arrives.

Trustee Carter said he felt that the District needed to move ahead and that the proposed agreement should be approved. During the term of the contract, discussions can be held with the Foundation and new Executive Director and adjustments can be made at the end of the contract.

After a brief discussion on how the motion would be amended, Trustee Davis-Hoggard withdrew her original motion.

Trustee Davis-Hoggard then moved to authorize the Board Chair to execute a contract with the LVCCLD Foundation, Inc. as outlined subject to review by counsel.

Trustee Arthurholtz wanted to add for the record that prior to the expiration of the contract the Board would have an opportunity to discuss it with the new Executive Director and review how the arrangement was working and determine if Trustees wanted to go on a different track with a Friends group.

Counsel Welt indicated that quarterly reviews would be a part of the contract. Trustee Arthurholtz indicated that would be acceptable.

Trustee Carter asked if Trustee Arthurholtz was amending the motion and Chair Barron said she did not believe so. Trustee Arthurholtz said she was not following Roberts Rules but wanted to make sure that her comments were on the record.

Counsel Welt confirmed that the Trustees would receive a full contract and if there was anything Trustees wanted to change or adjust, that could certainly be done. The agreement would include quarterly reports from the Foundation and an approved budget in advance so

that Trustees would know what is coming for the forthcoming year. He hope to have it to Trustees for the next meeting.

Trustee Kirsh asked if the effective date would be the next meeting. Mr. Welt said it would be effective upon execution and Mr. Walters said it would be helpful for the effective date to be the start of the fiscal year or sooner, based upon what agreement Counsel works out with the Foundation.

Chair Barron said that the point of the agreement would be to ensure that all funds go directly back to the District.

Chair Barron asked Trustee Carter to reread the Trustee Davis-Hoggard's motion. Trustee Carter said that he understood the motion was to authorize the Board Chair to execute a contract with the LVCCLD Foundation Inc., as outlined, subject to review by Counsel. There was no opposition and the motion carried.

Mr. Lawyer invited all Trustees to attend the Foundation Board meetings and Ms. Milam said notices of the next meeting would be sent to all Trustees.

Discussion and possible Board action regarding a staff report on the District's \$50 million bond sale. (Item VIII.E.)

Mr. Fred James reported that Tuesday, March 3, 2009, was a very exciting day as it was the culmination of a long-term financial plan to issue \$50 million in bonds to pay for a new construction project. He introduced Kathy Ong and Jim Chachas of Hobbs, Ong & Associates, Inc., the District's financial advisors and thanked them for their hard work. James reported that the bond issue was the District's first in over a decade.

On March 3, District staff received bids for the District's bond sale from five national investment banking firms. The net interest costs for the bids range from \$12.9M to \$15.5M. Of the firms submitting bids, JP Morgan Securities Inc. provided the best bid for the District with net interest costs of \$12.9M.

Mr. James said that the total funds to be received from JP Morgan after the underwriter's discount are \$51,788,688, including a good faith deposit of \$500,000. The additional amount of \$1.79M above the \$50M par amount represent the bond premium due to the favorable market interest rates being below the stated coupon rates for the bond issue.

By the expected bond closing date of March 25, 2009, Mr. James said that the District will receive a total net wire transfer from JP Morgan in the amount of \$51,788,688. From this amount the District will pay all closing costs totaling \$190,190.

The item is for information only, no action was required.

Discussion and possible Board action regarding a report from counsel recommending negotiated contract terms with Jeanne

Counsel Welt reported on the negotiations he and Trustee Kirsh conducted with Jeanne Goodrich for the Executive Director position. After several calls back and forth, a conditional offer of employment was extended and accepted by Ms. Goodrich in writing. The terms require Trustee approval and contain the following items:

- Start date of June 17, 2009.

Minutes - Board of Trustees' Meeting

March 12, 2009

Page 9

Goodrich and extension of contracted employment of Executive Director Daniel L. Walters through June 18, 2009. (Item VIII.F.)

- Three year contract with annual salary of \$143,478.40 set at Range 145, Step C of the District's 2008-2009 salary schedule.
- Participation in the District's current insurance programs providing coverage for health, life, vision, dental, short and long-term disability. In addition, the District will pre-pay Ms. Goodrich's health insurance so that it becomes effective June 17, 2009.
- Eligibility for retirement benefits through PERS and ability to participate in the District's approved deferred compensation plan.
- Vacation and sick leave benefits as per standard District practice with one exception.
- Relocation expenses up to \$7,500. This may vary depending on the actual costs of the move.
- Monthly car allowance of \$500.
- Transportation of Ms. Goodrich and partner to Las Vegas, hotel accommodations for five nights and car rental in advance of her actual start date for meetings with Mr. Walters and staff and to look for housing.
- The exception to the District's standard vacation benefits would be an additional five days of annual leave so that Ms. Goodrich may complete all outstanding consulting engagements by September 1, 2009. The leave must be taken between June 17 and September 1, 2009. No new consulting engagements will be undertaken and all outstanding engagements will be completed by September 1, 2009.

Mr. Welt added that Ms. Goodrich has not entered into any new consulting engagements since she responded to the District's job offer.

Upon approval of the terms outlined, Mr. Welt will send a contract to Ms. Goodrich for her signature.

Mr. Welt said that Trustees would also need to extend Mr. Walters contract to cover the time between the current expiration date of May 31, 2009 and his last day of work on June 18, 2009.

Trustee Davis-Hoggard asked when Mr. Walters submitted his resignation letter. Mr. Walters replied that he believed he submitted his letter in June 2008 with the intent to remain until the end of the current fiscal year.

Trustee Davis-Hoggard moved to authorize the Chair to execute an employment contract for Jeanne Goodrich subject to the terms outlined by Counsel. There was no opposition and the motion carried.

Trustee Carter moved to extend Daniel Walters' employment contract until June 18, 2009, subject to the existing terms. There was no opposition and the motion carried.

Trustee Kirsh said that after the Special Board Meeting ended on Saturday, he and Mr. Welt called Ms. Gregory on Monday morning at 10:00 a.m. to assist them so they could start working on the negotiations immediately. Kirsh thanked Gregory for her hard work

Minutes - Board of Trustees' Meeting

March 12, 2009

Page 10

and assistance. He reported that Ms. Goodrich is extremely thrilled to be taking on the position.

Chair Barron thanked Trustee Kirsh and Counsel Welt for their work on negotiating the Ms. Goodrich's contract.

**Announcements
(Item IX.)**

The Finance & Audit Committee will meet on Wednesday, April 8, 2009 in the Boardroom of the Las Vegas Library at noon.

The Design Review Committee will meet on Thursday, April 16, 2009 in the Las Vegas Library at 4:30 p.m.

The next Board Meeting will be held Thursday, April 16, 2009 in the Las Vegas Library at 6:00 p.m.

**Public Comment
(Item X.)**

None.

**Adjournment
(Item XI.)**

Chair Barron adjourned the meeting at 7:38 p.m.

Respectfully submitted,

Andrea Arthurholtz, Secretary

APPENDIX A

March 12, 2009 Regular Board Meeting

		2009																		
		January 8 Board Mtg	February 12 Board Mtg	February 26 & 28 Special Board Mtg	March 12 Board Mtg															
Aguirre		P	P	P	P															
Arthurholtz		P	P	P	P															
Barron		P	P	P	P															
Benavidez		P	P	P	P															
Carter		P	P	P	P															
Crear		P	P	P	P															
Davis-Hoggard		P	P	P	P															
Kirsh		P	P	P	P															
Sanchez		P	P	P	A-E															

attended Committee meeting but not a member