

**MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS
HELD ON
June 13, 2022**

A meeting of the Library Board of Directors of the Kanawha County Public Library was held on Monday, June 13, 2022, at 4:00 PM via Zoom and in-person in the board room at New Main.

The following Board Members were present:

Dr. M. Blackwell	Ms. M. Jaensson
Ms. A. Gould	Ms. B. King
Ms. S. Haden	Ms. S. Shumate
Ms. J. Holliday	Ms. A. Silbernagel
Mr. T. Hurney	Dr. K. Sullivan
Ms. J. Jarrett	Mr. B. Thomas
Mr. K. Johnson	

KCPL staff members present were Ms. Erika Connelly, Ms. Marsha Alford, Ms. Adele Thumm, Mr. Stan Howell, Mr. Teddy Claypool, Ms. Brittany Addis, Ms. Melissa Burchett, Mr. Tim Venitsanos, and Mr. Michael Polak.

Others in attendance were Mr. Michael Albert, a director of the Kanawha County Public Library Special Public Properties Holdings, Inc.; Josh Pray, Owner's Representative Pray Works; and Mr. Christopher Winton, library counsel.

Before Ms. Jaensson called the meeting to order, she reviewed the agenda and moved the report of the Financial Affairs Committee to after the Building Committee.

The meeting was then called to order at 4:00 p.m. Ms. Jaensson presided and reported a quorum was present. The Director served as Secretary.

Approval of Minutes

Upon a motion made, seconded, and ADOPTED, the minutes of the regular Board meeting on May 9, 2022, and the special meeting on June 1, 2022, were approved with edits.

Approval of Bills

General and Book Bills -- In accordance with Bylaws and on a motion duly made, seconded, and adopted, the payment of General Bills in the amount of \$489,360.24 and the Book Bills in the amount of \$14,088.44 were approved and transmitted for payment by the Library Director to the Board of Education of the County of Kanawha.

Construction Fund -- The Library Director submitted bills to be paid from the Construction Fund in the amount of \$19,539.16, duly certified and approved in accordance with the Bylaws, and on a motion duly made, seconded, and ADOPTED, the Board approved the payment of the bills set forth on the list.

Director's Report

Ms. Connelly began by updating the Board on the Clendenin Kiosk project. FEMA granted the Library an extension on a grant that covers the cost of the project because there were issues with contractors re-scheduling before the deadline. The installation is on track for a soft-opening in mid-July.

The Library is also receiving American Rescue Plan Act (ARPA) funds through the city of Charleston for laptop dispensing machines and a Charlie Cart. The Charlie Cart is a mobile kitchen unit for children in the Kindergarten through Fifth Grade range. It will teach children about nutrition and cooking. Ms. Connelly then introduced Cross Lanes Branch Manager, Brittany Addis, to discuss the 2022 West Virginia Book Festival. The 2022 edition will be held the weekend of October 21-22 at the Charleston Convention Center.

Ms. Addis reviewed the 2022 headliners beginning with Deesha Philyaw, whose debut short story collection, *The Secret Lives of Church Ladies* was published by WVU Press. The book received rave reviews and won the 2021 PEN/Faulkner Award for Fiction and was a finalist for the 2020 National Book Award for Fiction.

Elin Hilderbrand and CJ Box are two of the most circulated authors at KCPL. Each are longtime novelists with roughly 60 books between them.

VE Schwab's booking is currently stirring the most excitement on social media for the Festival. She is written in multiple genres for multiple audiences. She's perhaps most known for her Young Adult Fantasy and Sci-Fi novels and series.

Finally, the featured children's author is the creator of the beloved Arthur series, Marc Brown. He also created the PBS series, *Arthur*, which recently ended after a 25-season run.

Ms. Addis stated, "I know we state this every year, but I believe that this year perhaps more than ever, there truly is something for everyone."

Ms. Jaensson congratulated the team on selecting a phenomenal lineup.

Mr. Thomas asked about the foot traffic in the new library. Ms. Connelly reviews the statistics every week and is able to get gate counts from each time of day. Currently, about 400 visitors are coming in a day. Ms. Connelly plans to compare current gate counts with pre-Covid numbers from the old building in the files soon to see how things compare.

Reports of Committees

1. Public Services

Ms. Silbernagel presented a Motion to rescind the current Board policy on Displays and Exhibits. The policy was established in the nineties, by rescinding it, the Board will now make this policy a managerial one. It will allow staff to tweak it and make it more flexible. Mrs. Silbernagel stated that the policy made planning the 100 Days celebration of the library's opening difficult.

A new Display and Exhibit policy was circulated amongst the Board to receive and review. While the Board is no longer adopting this specific document as a policy, their feedback was welcomed.

Library Assistant Director, Sarah Mitchell, noted that the distributed document had one addition. The document read “the sale of art is prohibited” it should read “the sale of art is prohibited except under the discretion of the director.”

Library counsel, Mr. Chris Winton, discussed an issue he had in reviewing the policy. He felt that the several references to the “discretion of the library director” was vague. He had a concern that if disputes arose with people who wanted to display a standard for this discretion was not outlined in the document.

Upon a motion made and ADOPTED, the 1993 KCPL Board of Directors Display and Exhibit policy was RESCINDED. The policy is now a managerial one and may be changed by the staff.

2. Membership

Ms. Haden explained that there are three Board Members whose terms are expiring at the end of June, who have agreed to stay on. She read the following resolution as a recommendation from the Membership Committee.

RESOLVED, that Ms. Betty King, Mr. Christopher Erlewine, and Mr. Kevin Johnson be recommended to the Kanawha County Board of Education for reappointment to a six-year term as Directors of the Kanawha County Public Library, with such six-year terms to end June 30, 2028.

The Board ADOPTED the resolution unanimously without discussion.

Ms. Silbernagel then presented the officer slate for the 2022-2023 fiscal year:

Mr. Ben Thomas, President
Ms. Stephanie Haden, First Vice President
Ms. Betty King, Second Vice President
Ms. Erika Connelly, Secretary/Treasurer.

A motion to accept these officers will be made in the annual board meeting on July 1st.

3. Legal Affairs

Ms. Jaensson introduced the revised Board of Directors Bylaws that were included in the meeting packet. She gave a big picture look of the document stating that in the long period the document percolated in the committee, many suggestions for dynamic ways to re-envision the Bylaws were proposed, but ultimately the document turned out consistent with the previous ones. It now has a provision for hybrid meetings via Zoom. She thanked Mr. Winton for his work with the committee in crafting the document.

Mr. Winton explained that a big strength of the Bylaws is their use as an educational tool to all the board members and anyone in the community who wishes to read them. It outlines the mission and the background of the library.

Upon a recommendation from the committee, the Board ADOPTED the new Bylaws unanimously without discussion.

4. Building

Mr. Thomas began his report by observing that the final touches of construction on New Main are continuing. There are various vendors working to complete different aspects will continue over the next few months, but their list is getting smaller.

Mr. Thomas then asked for a motion that the Board Meeting go into Executive Session on the basis that the Board would be discussing contractual and potential litigation matters. Staff members and other meeting attendees were excused as KCPL Board of Directors went into Executive Session with Mr. Winton, counsel for the library; Mr. Josh Pray, Owners Rep Pray Works; Mr. Mike Albert, a director of the Kanawha County Public Library Special Public Properties Holdings, Inc; and Ms. Erika Connelly, Library Director, remaining to present advice to the Board of Directors in advisory capacities.

Upon a motion made, and seconded, the Executive Session began at 4:31 PM

At the close of the Executive Session at 4:55 PM, the Board re-entered the public session of the meeting, and KCPL staff and other attendees rejoined the meeting.

Mr. Thomas read the following statement into the record.

“On behalf of the Building Committee, I will make a few comments.

The renovation and renewal of the main branch of the Library has been successfully completed during a time of unprecedented complexity in the construction and financing community.

After years of planning and effort the facility is now open and being enjoyed by the public.

Paramount has been generally responsive during the construction process and they are currently working diligently to address punch list items and completing their work.

The Library and its affiliates, including Special Properties, have been generally pleased with the performance of Paramount under the contract.

Paramount cooperated with the Library during the final stages of construction to permit the Library to begin moving into the space even as Paramount continued its work.

The construction contract provided the Library with certain rights if the project was not substantially complete by the date contemplated in the contract, including a right to assert certain damages as a result of the delay.

The Library withheld certain funds requested by Paramount in a recent payment application as it considered its rights under the construction contract.

Asserting a claim for the Library's contractual rights with respect to the delay would require substantial management time and attention at a time when the progress of the Library is most essential and would also impose additional potential costs (and related uncertainty) associated with defending that position.

Paramount has indicated that it will pursue all its legal rights with respect to the withheld funds under the contract and applicable law, which we believe could involve the filing of a mechanic's lien against the real estate.

Any assertion of rights by Paramount could be detrimental to the Library and its various stakeholders.

Library counsel has advised the Library that there may be valid challenges in enforcing the Library's contractual rights under applicable law and that the Library has the ability to make a business decision with respect to whether and how it asserts its contractual rights.

The Library wants to preserve a strong collaborative working relationship with Paramount that celebrates the contributions Paramount has made to the main branch project, especially as the Library enters into the contract's warranty period.

Paramount has indicated that it is willing to contribute additional value to the main branch project in the amount of approximately \$43,000 through mutually acceptable means (either additional services or a contribution of funds).

In recognition of those factors, the Special Properties Board of Directors has determined to waive the aforementioned contractual rights, subject to the approval of the Kanawha County Public Library Board of Directors."

Mr. Thomas moved that the Library release the funds in the amount of \$198,000 that are currently being withheld with respect to certain contractual rights contained in the construction contract and cause those funds to be remitted to Paramount upon receipt of a payment application.

This motion was unanimously ADOPTED by the Board of Directors without further discussion.

5. Financial Affairs

Mr. Hurney presented two resolutions related to levying authority for the upcoming November election. The first is with the city of Charleston and the second is with the Kanawha County Commission. These resolutions are required of the library to post these requests on the ballot in November.

Levying Authority - City of Charleston

RESOLVED, that the Library respectfully requests the City of Charleston to lay a levy, in accordance with Section 5 of Chapter 178 of the Acts of the West Virginia Legislature, 1957, which will produce \$1,045,686 required for the support, maintenance and operation of the Library and its branch libraries for the fiscal year beginning July 1, 2022;

RESOLVED FURTHER, that such request be transmitted to said City of Charleston by letter from the Board of Directors of the Library duly signed by its President.

RESOLVED FURTHER, that the officers of the Board of Directors of the Library and the Library Director be authorized and directed to sign such other papers and to perform such acts as may be necessary to effect the proper laying of the said levy by the City of Charleston authorized by the said statute, in order to provide for the support, maintenance and operation of the Library and its branch libraries, as aforesaid.

Levying Authority - Kanawha County Commission

RESOLVED, that the Library respectfully requests the County Commission of Kanawha County to lay a levy, in accordance with Section 5 of Chapter 178 of the Acts of the West Virginia Legislature, 1957, which will produce \$3,146,735 required for the support, maintenance and operation of the Library and its branch libraries for the fiscal year beginning July 1, 2021;

RESOLVED FURTHER, that such request be transmitted to said County Commission by letter from the Board of Directors of the Library duly signed by its President.

RESOLVED FURTHER, that the officers of the Board of Directors of the Library and the Library Director be authorized and directed to sign such other papers and to perform such acts as may be necessary to effect the proper laying of the said levy by the County Commission of Kanawha County authorized by the said statute, in order to provide for the support, maintenance and operation of the Library and its branch libraries, as aforesaid.

This motion was unanimously ADOPTED by the Board of Directors without further discussion.

Mr. Hurney then called the board's attention to the KCPL Budget Summary for the fiscal year of 22-23. He asked Ms. Connelly to clarify significant points. Ms. Connelly explained that the overview for next year will see 66 percent of the budget going towards personnel, 26 for operational costs, and 8 percent for collection. The Library anticipates a one percent decrease for its Levying Funds due to population loss. The budget went through both the Personnel and Financial Affairs committee. At the recommendation of the Personnel, it adds for a two dollar an hour rate increase across the board for all employees. This will allow the library to start posting entry level positions at \$11 an/hour. There are currently over 15 open positions in the system, the majority of them are front desk staff.

The Library is also monitoring the price of Natural Gas, which is rising. This may affect utility bills in the winter months. They intend to spend the Jacobsen Funds, which are reserved for collection, to introduce some new formats in the system. Rent for the mall space is only included in the budget through September, that may need to be adjusted as the final buyout is being negotiated.

Both Mr. Hurney and Ms. Jaensson noted how easy the budget process was thanks to Ms. Connelly's work and thanked her.

Upon a motion made, the Board ADOPTED the Budget for the Fiscal Year of 2022-23 unanimously. It will go into effect on July 1, 2022.

6. KCPL Special Public Properties Holdings Corporation

Mr. Thomas reported that Special Properties continues to meet to approve bills. They did their smallest one yet in their meeting last week. He anticipates meetings in July and August as they take care of the final costs on the construction project at New Main.

7. The Library Foundation of Kanawha County

Ms. Connelly reported that the Library Foundation met last week. She noted that they are gearing up for additional Capitol Campaign. As the New Main project wraps up they are turning their eyes to other projects in the system.

New Business

Ms. Connelly discussed the retirement of West Virginia Library Commission Executive Secretary, Karen Goff, who'd worked with the Commission for nearly 50 years. After her retirement was announced, her position was eliminated. Due to recent legislation, the Library Commission is no longer autonomous and is now under the West Virginia Department of Arts, Culture and History. This is changing the way KCPL files for federal grants and aid. And, Ms. Connelly noted the transition has left many questions, "we don't have answers to."

There being no further business the meeting was adjourned at 5:20 p.m.