

Mohawk Valley Library System
Board of Trustees Meeting
January 16, 2025

MINUTES

PRESENT: Bill Bonner, Jane Borrelli, April Davies, Katherine Hawkins, Susan London, Mary VanPatten, Terry Pavoldi, Haileab Samuel, and Eric Trahan, Director

GUESTS (in-person): Kate Clingan, Tom Gessick (T.M. Byxbee)

GUESTS (Virtual): Stephanie “Cole” Adams (The Law Office of Stephanie Adams), Maria Cancro (CAN), Kim Zimmer (COB), Diane Empie (STJ), Wade Abbott, Sharon OBrien, Mary Carrier, Charity Thorne (SCP), Pat Gosda

Call to Order President Bill Bonner called the meeting to order at 9:30 am.

Special Presentations Tom Gessick from T.M. Byxbee attended the meeting to present the 2023 Draft Financial Review Reports for MVLS and JA. Tom wanted to start by commending Joe Sherry for the work he does at MVLS as our finance manager. Tom notes that this is not an audit, it’s a review where they make recommendations on what organizations need to do in order to bring things in conformity with the cash basis of accounting. Nothing has come to their attention that would indicate that the financial reports from MVLS were inaccurate. Draft reports were reviewed by the trustees. As MVLS reports on the cash basis of accounting, increases or decreases in operating lines from one year to the next are largely due to the timing of receipts and disbursements. Bill asked why MVLS uses the cash basis of accounting rather than accrual. Eric answers that we report to the state on a cash basis, so it simplifies things to do everything on a cash basis.

Stephanie “Cole” Adams attended the meeting virtually to discuss the legal aspect of the MVLS Bylaws review. The proposed bylaws revision is in the board packets. In 2015, the bylaws were amended to allow MVLS member library directors in attendance at the annual meeting to vote on the election of MVLS trustees. This is in contrast to NYS Education Law Section 255 2F, which states it shall only be the trustees of member libraries who vote. The change that the board will be voting on today would bring the MVLS bylaws in line with the education law. They will also discuss forming a committee to explore possible other changes to the MVLS Bylaws or the makeup of the MVLS Board.

There are several sections of the bylaws that pertain to the composition of the trustees on the MVLS board. The charter speaks to this somewhat, but it is largely the bylaws that determine representation. There are different techniques that many not-for-profits use to create a pipeline of qualified candidates to serve on their boards. There was a request from SCPL to consider changing the composition of the MVLS board to reflect the population differences between the counties. Cole says that it’s important to acknowledge that while board members may represent a specific county or library, when you are a member of a system board, your fiduciary duty is to the system, not to your individual library. The first step would be coming up with an ad hoc committee that would develop the process for revision of the MVLS Bylaws. Cole recommends sending a survey out to all member libraries to solicit input on what every stakeholder is looking for, and evaluate how to make this whole process fair to everyone. As a governing body, the task before the board is coming up with a structure that your members are comfortable with, as well as looking to the future and what challenges to funding or legislation may be on the horizon. Katherine asks if the Trustee Handbook would be helpful in these discussions. Cole notes that while the Trustee Handbook is a useful tool, it is written for libraries, not cooperative library systems. Trustees should use the guidance that is available from the handbook as well as from the other library systems in New York State, but focus on MVLS’s specific needs. April suggests creating a manual of duties and responsibilities in addition to the bylaws. This could provide guidance to trustees while being more adaptable to the changing needs of the organization than the bylaws. Cole recommends

organizations have attachments to their bylaws, for example something like a board calendar, that shows all the regular yearly business cycles.

Consent Agenda: Consideration of November Meeting Minutes, Treasurer's Report, Statements of Financial Position for November and December, Payment Schedules #11 for \$159,154.31 and #12 for \$186,773.09

MOTION: To approve the Consent Agenda.

Davies/London. Ayes – All. Nays – None.

Bylaws Amendment – Voting at the Annual Meeting

MOTION: A resolution to adopt the Bylaws Amendment as presented in the board packets.

Hawkins/Davies. Ayes – All. Nays – None.

Joint Automation Business

2026 Fees The JA Council decided to keep the fee budget the same between 2025 and 2026 (\$591,471). In 2026, the fee formula will be based on 2024 library data.

MOTION: To accept the JA Council's recommendations to keep the fee budget at \$591, 471 in 2026 and to change the fee calculation formula to the use of 2024 data.

London/Samuel. Ayes – All. Nays – None.

Vega Discover JA looked at this user interface that Innovative Interfaces Inc offers in the past, but the cost has recently come down. JA is renegotiating their contract with ILL and adding Vega Discover would cost an additional \$27,000. Changes at ILL mean that Vega is likely going to be the way forward (they are no longer making updates to the basic product), and libraries have expressed interest in adding this. The JA Council recommends approving adding Vega Discover. Implementation is expected to be in the summer.

MOTION: To authorize the spending of an additional \$27,000 to upgrade to the Vega Discover product.

Hawkins/Davies. Ayes – All. Nays – None.

Multi-Factor Authentication It is JA policy to have everyone enable MFA, as it is required by our cyber insurance. The JA Council decided to select a date – April 15, 2025 – that every user within JA must enable MFA in order for their account to remain active. If users do not have a personal device they can use for MFA, JA can work with them to get a USB device to use. April asks why certain users have been resistant to this change. Terry says she thinks that it's just a matter of better educating folks on what MFA entails.

MOTION To approve JA disabling any account whose user has not enabled Multi-Factor Authentication by April 15, 2025.

Hawkins/London. Ayes – All. Nays – None.

Library Advocacy Grants There was one application from the Gloversville Public Library for \$2000 to hire a consultant to help with next year's budget vote.

MOTION To approve the \$2000 Library Advocacy Grant to Gloversville Public Library.

Borrelli/Davies. Ayes – All. Nays – None.

The Foundation has been discussing moving to a different way to give grants out to libraries, more as Incentive Grants rather than Advocacy Grants.

State Budget & Advocacy There is a lot of information in the Director's Report about this. NYLA's Advocacy Day in Albany will be February 5th this year. All are welcome and encouraged to attend.

Committee Assignments and Conflict of Interest Disclosures The committee list for 2025 is in the board packets. Bill asks for any other volunteers. Susan volunteers to join the Nominating Committee.

MOTION: To accept this slate of candidates for committees in 2025.

Samuel/London. Ayes – All. Nays – None.

Bylaws Study Committee Cole suggested naming this the Governance Structure Review Committee.

MOTION To approve setting up the GSRC to include MVLS trustees and staff as well as member library trustees and staff.

Davies/Samuel. Ayes – All. Nays – None.

Planning Process Bill would like to visit all the individual MVLS libraries in order to familiarize himself with the directors, staff, and libraries themselves. He invites other MVLS Board members to join him.

The **Director's Report** for November and December 2024 was distributed before the meeting. As usual, Eric organized the report around the goals that were set during our plan of service process

1. **Empower Libraries with the Vision & Knowledge for Secure Futures** We have several libraries who have made tremendous strides in the past few years with regards to budget votes, and we also have some taking their first steps. St Johnsville is currently preparing for their first budget vote in many years.
2. **Empower Libraries with the Skills, Tools, & Resources for Serving All** MVLS supplies lots of loanable materials to our member libraries. We recently had to make the switch to a new kit-loaning software when our old software company went out of business. MVLS staff worked hard to make the changeover happen quickly and seamlessly.
3. **Empower Libraries with Collaboration for Outstanding Library Services** This past Tuesday 1/14 was a revival of the annual Summer Reading Program Workshop, in person for the first time since 2020. This is an all-day collaborative event between MVLS and UHLS where libraries can get ideas and discuss Summer Reading.
4. **Empower Libraries for Inspiration & Methods for Telling the Library Story** This is what Advocacy Day is – an opportunity to tell our stories to legislators so they know why their support for libraries is important for their communities.

Terry asked about the proposal to develop a member agreement outside of the JA agreement. Eric envisions a document outlining shared values (“we all value resource sharing” etc.). Other systems have similar agreements. Members would have input into the agreement, and this would tie into our bylaws updates.

Director's Council Report Terry shared that the DC met on Monday in Amsterdam.

Privilege of the Floor Katherine is pleased to see in the Director's Report that Beth is working with the Schenectady County Jail. She also wanted to commend Mary Carrier for her classes that she puts on in the libraries.

MOTION: To adjourn the meeting at 11:34am.

Davies/London. Ayes – All. Nays – None.

Next Board Meeting:

9:30am, Thursday, March 20, 2025.

MVLS Service Center