

MINUTES, NORMAN WILLIAMS PUBLIC LIBRARY BOARD

September 10, 2019 Board Meeting

Attending:

Ron Miller as President

Board Members in Attendance: Joe Boyd, Laurie Chester, Bill Colson, Mark Hall, Gary Horsman, Anthea Lavalley, Gina McAllister, Brenda Metzler, Roland Moore, Barbara Simmons

Note: Quorum was present.

Call to Order at 5:20 PM

Opening Remarks (Ron Miller)

While we always seem to have a full agenda for our board meetings, we will include a segment to discuss new business. To fit this in we may need to stay beyond 7:00.

July Minutes (Gary Horsman)

Motion	1 st	2 nd	Vote
Motion to approve the minutes of the July board meeting as presented.	Barbara Simmons	Bill Colson	Passed Unanimously

Interim Director's Report (Clare McFarland)

Clare had handouts of a report which she reviewed with the board.

We are not mandated to report on anything that may be suspicious related to child abuse but want to be proactive. Hence, the staff will take advantage of free online training on how to recognize and deal with such behavior.

Clare also recommends that we organize elder abuse training for the staff. The fee for this is \$175 and will cover all that are trained. The board agreed with the approach Clare outlined.

Treasurer's Report (Joe Boyd)

- August details will be available soon.
- Money, in the HVAC fund, has been moved from Mascoma to Morgan Stanley to take advantage of the higher interest rate offered by Morgan Stanley.
- There was a discussion at investment committee meeting about possibly changing the asset allocation in the investment portfolio and this will be discussed with Morgan Stanley at an upcoming meeting in October. The meeting will also review Q3 portfolio performance.

Morgan Stanley Signature Card

The board passed a resolution to have the following trustees recognized on the Morgan Stanley signature card.

Joe Boyd – Treasurer

Bill Colson – Vice President

Ron Miller - President

Motion	1st	2nd	Vote
Motion to have the Morgan Stanley signature card include Joe Boyd, Bill Colson, and Ron Miller.	Joe Boyd	Barbara Simmons	Passed Unanimously

Motion	1st	2nd	Vote
Motion to accept the Treasurer's report as presented.	Barbara Simmons	Ron Miller	Passed Unanimously

Trustee Responsibility Statement (Ron Miller)

Ron asked the board to approve and adopt the Trustee Responsibility Agreement and Conflict of Interest statement which had been sent prior to the meeting to all trustees.

Motion	1st	2nd	Vote
Motion to accept the Trustee Responsibility statement as presented.	Joe Boyd	Laurie Chester	Passed Unanimously

Development (Laurie Chester)

- The capital campaign for the update/upgrade for the HVAC system is progressing well.
- Fall appeal letters will be sent out by the end of October.
- Stationery for fundraising will be refreshed and updated.

- Gina updated the board on the special fundraising event which will be held in collaboration with ArtisTree. This will be a musical Cabaret Performance on the evening of Tuesday, October 1st. This fundraising event is specifically for the HVAC project. Note that there will be a wine and cheese reception prior to the performance at 5:00 PM.

Tickets: \$50

Total seating: 75

Proceeds will be split with ArtisTree.

- There is nothing to report related to grants.

Committee Updates

Personnel Committee

Motion	1st	2nd	Vote
Motion to enter executive session.	Brenda Metzler	Laurie Chester	Passed Unanimously

Topics:

- Library Director search
- Staff compensation
- Staff donation of accrued sick leave

Motion	1st	2nd	Vote
Motion to end the executive session.	Gina McAllister	Barbara Simmons	Passed Unanimously

Bylaws (Ron Miller)

The Bylaw Committee is essentially done updating the Bylaws.

The new Bylaws will be sent to all trustees by email around the end of September so that it can be discussed at the October board meeting.

Trustees will be asked to vote on the new bylaws at the November board meeting.

Nominating (Ron Miller)

The Nominating Committee has met, and two new trustees are being considered. Their names will be submitted for consideration at the October board meeting.

Buildings & Grounds (Joe Boyd)

We expect to have a final quote on the HVAC project within two weeks.

Investment (Joe Boyd)

The Investment Committee has met with Morgan Stanley. There is nothing of significance to report. The portfolio is properly invested.

Paintings

The paintings being offered by the Williams family to the library was discussed. Roland will ask Barbis Fine Art Conservation to help us evaluate the paintings (2) and to determine the price to restore them if any restoration is needed.

Motion	1st	2nd	Vote
Motion to accept the gift of these 2 paintings from the Williams family	Roland Moore	Bill Colson	Passed Unanimously

Trustee Resolution

A statement to express the appreciation of the library staff by the trustees will be drafted.

Motion	1st	2nd	Vote
Motion to pass this resolution.	Mark Hall	Laurie Chester	Passed Unanimously

Furthermore, the trustees will plan a staff appreciation event to be held before the end of the year.

Intuit Account Management

Intuit, the maker of QuickBooks, requires a board resolution to approve a change of signers for the payroll section of our QuickBooks account. Amanda Merk's name is to be removed, and Ron Miller's to be added to this account, which already includes Joe Boyd's and Jane Blanchard's.

Motion	1st	2nd	Vote
Motion to update the Intuit account to include only Ron Miller, Jane Blanchard, and Joe Boyd.	Barbara Simmons	Gina McAllister	Passed Unanimously

Adjourn

Motion	1st	2nd	Vote
Motion to adjourn at 7:15 PM	Mark Hall	Barbara Simmons	Passed Unanimously

Respectfully submitted,
Gary Horsman
Secretary

For Internal Use Only

Branch No.

5 0 3

Account No.

0 2 0 0 4 8

Financial Advisor No.

0 2 6

3. Enabling Resolutions

The following is a full, true and correct copy of Resolutions duly and regularly adopted by vote of the Board of Directors of the Corporation. Such Resolutions have not been rescinded or modified and are in full force and effect.

RESOLVED:

FIRST, that the Authorized Persons are, and each of them hereby is, authorized and empowered to the fullest extent possible, to act on behalf of the Corporation, to establish and maintain with MSSB one or more cash accounts, margin accounts, BusinessScape accounts, commodities accounts, or any other type of account offered by MSSB and its applicable affiliates ("Account"), for the purpose of purchasing, investing in, or otherwise acquiring, selling (including short selling), possessing, transferring, exchanging, borrowing, pledging or otherwise disposing of, and generally dealing in and with, cash and any and all forms of securities and financial instruments, including, but not limited to shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, futures, commodities, commodity futures and/or options on futures, certificates of deposits, mortgages, evidence of indebtedness, commercial paper, and interests of any and every kind and nature whatsoever, secured and unsecured, whether represented by trust, participating and/or other certificates or otherwise.

SECOND, that, without obligation on MSSB's part to inquire, instructions or actions, by any Authorized Person shall individually have the fullest authority on behalf of the Corporation with respect to the Account including, but not limited to, authority to:

- 1) give written or oral instructions to MSSB with respect to any securities in, or transaction or service offered in connection with, the Account;
- 2) deposit or withdraw money, securities and other property of the Corporation to and from the Account;
- 3) borrow money from MSSB and secure payment thereof with the property of the Corporation;
- 4) bind the Corporation to any contract, arrangement or transaction, which shall be entered into by any Authorized Person with or through MSSB;
- 5) make payments related to the Account by checks and/or drafts drawn upon the funds of the Corporation;
- 6) endorse any securities in order to pass ownership thereof or for any other purpose;
- 7) direct the sale or exercise of any rights with respect to securities therein;
- 8) sign releases and powers of attorney and enter into contracts and agreements, including but not limited to any MSSB account agreements and documentation relating to any debit or credit card, the checkwriting privilege, online services, electronic fund transfers and other services which are or may be offered in connection with the Account (where available), as such documents may be modified from time to time, and any documentation permitted or contemplated by such agreements, products and services, and to affix the corporate seal to same when necessary;
- 9) direct MSSB to surrender securities to the proper agent or party for the purpose of effecting any exchange or conversion, or otherwise; and
- 10) take any and all action in connection with the Account deemed necessary or desirable by any Authorized Person.

THIRD, that any Authorized Person may appoint any person(s) ("Designated Persons") to: (1) conduct trading in the Account; (2) endorse any securities, or to make, execute and deliver, under the corporate seal of the Corporation or otherwise, any instrument of assignment and/or transfer necessary or proper to pass title to such securities; (3) sign checks (in which event, the signature of the Designated Person shall promptly be provided on any applicable signature card upon request by MSSB); (4) use any associated debit or credit card (where available) or (5) provide instructions to effect electronic fund transfers.

FOURTH, that each Authorized Person is empowered and authorized to do all things each deems necessary or desirable to implement the foregoing Resolutions.

FIFTH, that MSSB may deal with any and all of the persons directly or indirectly empowered by foregoing Resolutions as though they are dealing with the Corporation directly.

AUTHORIZED PERSONS AND ENABLING RESOLUTIONS FOR CORPORATION
(12/2014) NNA

or Internal Use Only		
Branch No.	Account No.	Financial Advisor No.
5 0 3	0 2 0 0 4 8	0 2 6

SIXTH, that the Secretary of Corporation (or other duly designated officer) is hereby authorized and empowered to certify to MSSB, under the seal of the Corporation or otherwise:

- (a) a true, correct and complete copy of these Resolutions;
- (b) specimen signatures of each Authorized Person and each Designated Person empowered by these Resolutions, if so requested by MSSB;
- (c) a certificate (which, if required by MSSB, shall be supported by an opinion of the general counsel of the Corporation, or other counsel satisfactory to MSSB) that the Corporation is duly organized and in good standing, that the corporate charter authorizes the action or business described in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charter, by-law or otherwise.

SEVENTH, that MSSB may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until MSSB shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that MSSB shall not be liable for any action taken or not taken upon instruction of any Authorized Person or Designated Person prior to MSSB's actual receipt of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority previously granted. Further resolved that the Corporation shall indemnify and hold harmless MSSB and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the Corporation's powers, if such transaction was authorized by any of the Authorized Persons or Designated Persons.

EIGHTH, that in the event of any change in the office or powers of persons hereby empowered, the secretary (or other duly designated officer), shall certify such changes to MSSB, in writing, which certification, when MSSB receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted in accordance with all the provisions of these Corporate Resolutions.

NINTH, that the Corporation hereby authorizes MSSB to charge any amount due to MSSB under any arrangement with the Corporation, against any or all of the accounts and other property of the Corporation held with MSSB or any of its affiliates, with the Corporation remaining liable for any deficiency and each Authorized Person or Designated Person is authorized and directed to pay to MSSB by checks and/or drafts drawn upon the funds of the Corporation such sums as may be necessary to discharge the Corporation's obligations to MSSB.

TENTH, Corporation agrees that MSSB may apply these Resolutions to any accounts in the name of the Corporation.

The following three (3) resolutions are applicable only to Native American Tribes:

ELEVENTH, that Section 15 of the Client Agreement is modified to include the following language: The Tribe agrees:

- (a) that binding arbitration shall be the exclusive formal remedy for all disputes, controversies or claims between the Tribe and MSSB, including its agents, assigns or Affiliates (collectively, "MSSB"), as further described in Section 15 of the Client Agreement;
- (b) that such arbitration shall provide final and binding resolution of any dispute between the parties;
- (c) that the Tribe expressly and irrevocably waives its immunity from suit as well as its rights to seek or exhaust tribal remedies and that the waiver granted herein includes the arbitration of disputes as contemplated by Section 15 of the Client Agreement, as well as any actions in any court of competent jurisdiction to compel arbitration and to enforce an arbitration award;
- (d) that the waivers of sovereign immunity and of the right to demand exhaustion of tribal remedies shall survive the expiration, termination or cancellation of the Client Agreement; and
- (e) that, if enforcement of an arbitration award or a judicial order becomes necessary by reason of failure of one or both parties to voluntarily comply, the Tribe waives its sovereign immunity from any final judgment or order of a court of competent jurisdiction enforcing an arbitration award.