

**Montville Township Public Library
Board of Trustees Meeting
JANUARY 11, 2010
REORGANIZATION MEETING
Montville Township Public Library
90 Horseneck Road
Montville, New Jersey 07045**

The meeting was called to order by President, Peter King at 7:30 p.m.

**Howard Chesler David Dalia Edward Ernstrom Peter King
Donald Kostak Robert Lefkowitz Thomas Mazzaccaro James Sandham**

**Allan Kleiman – Interim Library Director
Vincent Sacco – Associate Director for Operations & Technology
Ann Grossi, Esq. – Attorney for Board
Elaine Wood – Recording Secretary**

David Dalia stated that prior notice of the Meeting had been published in accordance with the requirements of the Open Public Meetings act.

PLEDGE OF ALLEGIANCE

MOMENT OF SILENCE

MINUTES OF MEETING

Meeting was opened at 7:30 p.m.

David Dalia welcomed Robert Lefkowitz as a new Board Member. It was noted that Robert was sworn in.

PRESIDENT'S REPORT

David stated that, as past president he did not feel they had achieved all that they had wanted to. He further stated that being on the board for over ten years it was sometimes stated by the township they the Library Board was not cooperating, however, he asked that it be kept in mind that they are an autonomous board and sometimes “not cooperating” means “you are not doing what we tell you to do”. He further stated that, going forward it was his hopes that everyone would work together. He said that there are nine members and they are autonomous from the township and they do not report to the township.

David asked for the proposed slate of new officers from the Nominating Committee.

Robert stated that the Nominating Committee was created by the President and Robert's Rules of Order specifically prohibits the president from creating a committee and appointing the members to that committee. Robert suggested that they take the nominations from the floor. David noted that this has been the practice of the Board for many years and did not remember if they were appointed or

volunteered in the November meeting. David stated that they could always have nominations from the floor and the Nominating Committee is free to make their nominations from the floor.

Ms. Grossi asked for the site on that. Robert said that was Section 58. Section 32 makes the recommendation ...

Edward stated that everyone had a copy of the Nominating Committee Report. He further stated that the Nominating Committee recommended the following:

Chairman – Peter J. King, Sr.
Vice Chairman – Edward K. Ernstrom
President – Peter J. King, Sr.
Vice President – Edward K. Ernstrom
Treasurer – David J. Dalia
Assistant Treasurer – Donald P. Kostka
Secretary – Thomas E. Mazzaccaro

The Nominating Committee also recommended that the practice of designating past presidents be continued for all currently serving Board Members who have held the position of President. It was noted that it is an honorary title with no rights or privileges.

David asked if there were any nominations from the floor. There were none.

David asked for a roll call.

Voted Yes: Howard Chesler, Edward Ernstrom, Peter King, Donald Kostka, Thomas Mazzaccaro, David Dalia, James Sandham but abstained from voting yes on the Assistant Treasurer
Abstained: Robert Lefkowitz, James Sandham

Ms. Grossi stated that you could not pick apart the slate. Either you voted for it or against it. Robert said he believed the chairman said that it should be treated as if it came from the floor.

At this time James Sandham abstained from the entire motion.

Motion passed.

Peter welcomed the three new Board Members: Rita M. Seipp, Interim Superintendent, James Sandham and Robert Lefkowitz. Peter stated the following. James Sandham requested that it be made part of the minutes.

“I WANT TO WELCOME OUR THREE NEW BOARD MEMBERS:

RITA SEIPP, JIM SANDHAM AND ROBERT LEFKOWITZ TO OUR TEAM OF LIBRARY BOARD MEMBERS.

THE BOARD IS SET UP BY STATE LAW TO ACT AS THE CITIZEN CONTROLLED GOVERNING BODY OF THE LIBRARY AND IS AN AUTONOMOUS BODY, ACTING IN A FIDUCIARY CAPACITY, ON BEHALF OF TOWNSHIP RESIDENTS TO SEE THAT PUBLIC FUNDS ALLOCATED TO THE LIBRARY ARE SPENT APPROPRIATELY TO PROVIDE FREE AND SAFE PUBLIC LIBRARY SERVICES FOR THE RESIDENTS OF MONTVILLE TOWNSHIP.

WE GOVERN THE LIBRARY AND ESTABLISH POLICIES FOR THE OPERATION OF THE LIBRARY. (SERVICES, PROGRAMS, LONG RANGE GOALS, MANAGEMENT OF THE LIBRARY PROPERTY, DETERMINE AND APPROVE THE ANNUAL BUDGET) ALL DONE IN A PROFESSIONAL, COURTEOUS, AND COOPERATIVE MANNER. TRUSTEES MUST RESPECT THE CONFIDENTIAL NATURE OF LIBRARY BUSINESS WHILE BEING AWARE OF AND IN COMPLIANCE WITH APPLICABLE LAWS GOVERNING FREEDOM OF INFORMATION.

FINAL RESPONSIBILITY FOR THE LIBRARY RESTS WITH THE BOARD; HOWEVER THE BOARD DELEGATES THE DAY TO DAY MANAGEMENT AND OPERATION TO THE DIRECTOR.

THE BOARD DOES NOT CONFER ANY POWER TO ANY TRUSTEE EXCEPT FOR THE LIMITED DUTIES OF THE ELECTED MEMEBERS. (PRESIDENT, VICE PRESIDENT, TREASURER, SECRETARY AND ASSISTANT TREASURER). TRUSTEES ACT IN ALL MATTERS AS A CORPORATE BODY, THEREFORE IT IS CONTRARY TO POLICY FOR ANY TRUSTEE TO ACT ON HIS OR HER OWN BEHALF TO CONDUCT LIBRARY BUSINESS. ALL COMMITTEES WORK IS ON AN ADVISORY BASIS AND ALL COMMITTEE WORK HAS NOT AUTHORITY UNTIL ADOPTED BY THE BOARD.

THE PRESIDENT OF THE BOARD OF TRUSTEES REPRESENTS THE BOARD AND SPEAKS ON BEHALF OF THE BOARD.

WHEN/IF ISSUES REQUIRE BOARD APPROVAL THE PRESIDENT WILL NOTIFY THE TRUSTEES AND REVIEW THE SITUATION IN ORDER TO OBTAIN THEIR APPROVAL AND CONCURRENCE.

IN ORDER TO ENSURE HARMONY AND EFFICIENCY, TRUSTEES AGREE TO COMMUNICATE THROUGH THE BOARD PRESIDENT AND LIBRARY DIRECTOR, AS FOLLOWS:

TRUSTEES SHALL SEEK THE PERMISSION OF THE PRESIDENT BEFORE CONDUCTING LIBRARY BUSINESS WITH THE LIBRARY DIRECTOR, THE BOARD ATTORNEY, AND ALL OTHERS OUTSIDE THE LIBRARY AND SHALL KEEP THE PRESIDENT INFORMED OF HOW THEIR WORK PROGRESSES.

TRUSTEES SHALL INFORM THE LIBRARY DIRECTOR AND REVIEW THE BUSINESS THEY PLAN TO CONDUCT, SEEKING THE DIRECTOR'S INSIGHT AND SUGGESTIONS, PRIOR TO CONTACTING THE LIBRARY STAFF AND SHALL KEEP THE LIBRARY DIRECTOR INFORMED ON THE PROGRESS.

THEREFORE, TRUSTEES SHALL NOT DIRECTLY GIVE ORDERS TO OR IN ANY WAY SUPERVISE THE LIBRARY DIRECTOR OR ANY SUBORDINATE OF THE LIBRARY DIRECTOR, EITHER PUBLICALLY OR PRIVATELY. THIS TYPE OF ACTION REQUIRES BOARD APPROVAL.

At this time Peter stressed teamwork and discouraged dissention amongst the group. He further stated that he looked forward to a very productive year.

RESOLUTIONS

(a) Resolution to accept new slate of officers for the Library Board submitted by the Nominating Committee

Voted Yes: Howard Chesler, Edward Ernstrom, Peter King, Donald Kostka, Thomas Mazzaccaro, David Dalia, James Sandham but abstained from voting yes on the Assistant Treasurer
Abstained: Robert Lefkowitz, James Sandham

(b) Resolution to designate Daily Record as official newspaper of record and notice. Secondary notification will be The Citizen.

Howard moved
David seconded

Voted Yes: Howard Chesler, David Dalia, Edward Ernstrom, Donald Kostka, Thomas Mazzaccaro, Robert Lefkowitz, James Sandham, Peter King

(c) Resolution to retain the services of Law Firm of Ann F. Gross, Esq. as legal counsel for the year 2010 (January 1, 2010 – December 31, 2010). Compensation will be kept at same per annum rate as 2009.

David moved
Edward seconded

James asked that counsel excuse herself from the room for discussion. Ms. Grossi left the room at this time. James stated that a resolution to appoint professional services should have a professional services contract attached and should have the exact compensation spelled out. James said that currently there was a summary motion that tells him nothing as a board member. Peter stated that was because James was not a board member last year when the original contract was handed out. Peter said he was give James a copy of the contract. Ms. Grossi's hourly rate was \$125.00 and \$5,500 retainer for the year, which included 1 hour a month of free phone service.

Howard asked if they had discussed at some time taking all professional contract and putting them out to bid at some point. Peter said he did not recall that. James said that the town does that every three to four years. Edward noted that Ms. Grossi has only been with the Board for one year. James said that looking at the Income Statement for the year, \$40,000.00 was spent when we have a \$5,500 retainer, therefore, spending 8 times over the retainer. Peter suggested that Ms. Grossi be brought back into the meeting to explain. It was noted that the approximately the same amount of money had been spent in prior years on legal counsel.

David noted that some of the board members were calling Ms. Grossi, on their own, engaging in discussion and were being charged for said calls along with e-mails as well. He said that practice was stopped.

Ms. Grossi was asked to come back to the meeting. James asked why the total fees for last year were over \$40,000.00 when they had a retainer of \$5,500.00. Ms. Grossi felt that was a fair question and she stated that when she came on board, there were some open matters. The Vidris litigation was still going on, the collective negotiation agreements had not been signed or settled. There was an open PERC matter and a possible fine from the DOP for calling a test by the library and then not filing it. She stated that all of these issues were resolved, to the benefit of the Board. She further stated that there were some

extraordinary events, such as the Unfair Labor Practice charge that was filed with PERC, which required a response brief that was 33 pages long as well as an answer to the complaint supporting affidavits, an attendance at an Oral Argument in Trenton and then subsequent to that, another meeting here at the library during the day between the Library and the Union in which we were able to resolve all of the issues at that meeting. She further stated that there were a number of agreements or plans that she was asked to draft. A tuition reimbursement plan, an earlier separation plan, a non disclosure agreement and also job descriptions for some employees. Ms. Grossi stated that normally, if the board would have had a director, the director would have drafted the job descriptions and then she would have just reviewed them. However, that is not what happened. Ms. Grossi had to do that herself. She also stated that there were many issues by and between the board members that caused additional costs. There was preparation of forms, such as OPRA, that the library did not have a form for. There was a termination of an employee. There were issues with Vidras, as well as Patricia Anderson, and Bernice Bailine. She said she did numerous written opinions which all contributed to the bill escalating. She said there were numerous calls and e-mails that she had to address. James asked if that process had been corrected and that these requests should come only from the Board president or with his approval. Peter said that was his suggestion and that is what he would like to see happen.

Robert asked Ms. Grossi if a member has a legal concern and they raise it to the president, and the president feels that it is not significant enough to communicate between the board meetings with the attorney, and decides not to communicate that and says so the that board member, is that board member breaching his fiduciary duty if he feel that it is of significant importance? Ms. Grossi said if you were talking about something criminal, then no, but if not, then it would be up the that particular board member if they felt that strongly about it to pick up the phone and call. Donald brought the fact that there is always open session meetings where it could be brought up.

James asked to make a friendly amendment to Resolution (c) to state that the retainer is \$5,500.00 and \$125.00 per hour to includ 750 minutes in phone calls per year.

Edward moved
Donald seconded

Voted Yes: Howard Chesler, David Dalia, Edward Ernstrom, Donald Kostka, Thomas Mazzaccaro, Robert Lefkowitz, James Sandham, Peter King

Ms. Grossi also noted that there is approximately 750 minutes, which comes out to one hour a month, or however the board chooses to expend it, where she does not charge for phone calls from board members.

(d) Resolution to approve the following regular and alternate dates for the Regular Board Meetings for 2010 and for the January 2011 Reorganization Meeting.

Regular	Alternate
January 11	January 18
February 8	February 22
March 8	March 15
April 12	April 19
May 10	May 17
June 14	June 21
July 12	July 19
August 9	August 16
September 13	September 20
October 11	October 18

November 8
December 13
January 10, 2011

November 15
December 20
January 17, 2011

It was noted that both Regular and Alternate dates are submitted to the newspapers.

Howard noted that last year it was decided that Columbus Day is a town holiday. He asked that October 11, 2010 be changed to October 18 with the alternate date being October 25.

Voted Yes: Howard Chesler, David Dalia, Edward Ernstrom, Donald Kostka, Thomas Mazzaccaro, Robert Lefkowitz, James Sanham, Peter King

Peter asked for a motion to adjourn the Reorganization Meeting and go into Open Session.

Robert asked that the committees be appointed to which Peter stated that it would be done in Open Session. Robert stated that according to Robert's Rules it must be done now. (Robert was reading from the 9th Edition – Ms. Grossi had the 10th addition). Robert stated it was noted in Section 52.

Peter said he would appoint the committees. Robert said the president is not supposed to be appointing the committees to which Peter disagreed. Robert stated he filed an OPRA request asking for any specific duties that differentiate president from any other members of the board and the response was no. He stated that he could point out in Roberts Rules where it specifies that in committees of this size it should not be done by the president. Peter stated that historically this board has always had the president appoint the committees. Robert stated that he could point out in Robert's Rules where it says that past practice is overruled by Robert's Rule which is overruled by the bylaws which is overruled by state law which is overruled by federal law. He stated that the impact is that the whole board gets to decide who is on a committee instead of the president who can decide who is on a board and who is off a board. He stated that we follow Robert's Rule of Order. He further stated that we don't have bylaws which state any other rules.

David noted that they use Robert's Rules conduct the meetings, but did not say they use Robert's Rules as far as creating their organization and its hierarchy – there is a different section of Robert's Rules that deals with that.

Peter said that this was non-productive.

Edward made a suggestion that the committee members not be appointed until the February meeting.

James asked if when these recommendations are made, have they been voted on by the board members or are they strictly his appointments alone. Peter said it was his appointment as that is how it has been done in the past. Ms. Grossi stated that historically, since the inception of the Board, the library has done it this way. Ms. Grossi stated that this was counterproductive and only delaying the board's productivity from moving forward. Ms. Grossi said that they were just putting form over substance as this has been done this way since 1980. Ms. Grossi said that it can be changed in the future if they wanted to but currently it does not serve any purpose not to move ahead.

Thomas asked if we say we operate by Robert's Rules – do we get to pick and chose which rules we use or don't use. Robert stated that is possible only if it is specified in the bylaws, which we do not have currently.

Howard proposed that the President appoint the committees and the board would evaluate it at the February meeting.

Peter stated that he would appoint the board members now:

Buildings & Grounds:

Edward Ernstrom
David Dalia
Thomas Mazzaccaro

Finance:

David Dalia
Donald Kostka
Howard Chesler
Robert Lefkowitz

Patron Services:

Howard Chesler
Rita Seipp
James Sandham
Robert Lefkowitz

Personnel:

Edward Ernstrom
Thomas Mazzaccaro
Donald Kostka

Howard asked who the alternate from the Board or Education was, to which Peter stated he did not know. He further noted that Rita expressed a desire to attend but was unable due to a scheduling conflict. She did receive a packet.

Peter stated that he was not formally on any of the committees.

Ms. Grossi suggested that the Minutes of the Meetings should be sent to the Superintendent of Schools so that if she does attend, she will be informed of what is going on.

Edward moved to adjourn the Reorganization Meeting
Thomas seconded

All were in favor.

Reorganization Meeting adjourned at 8:19 p.m.

