

**Elk Rapids District Library Board of Trustees
December 10, 2020 Meeting held via ZOOM**

Approved January 14, 2021

FYI - Item numbers correspond to the numbers on the Agenda

1. Call to Order: By President Barb Johnson at 5:00 pm

Members Present: Barb Johnson, Dick Hults, Karen, Simpson, Liz Atkinson, Tom Stephenson, Julia Pollister Amos, Chuck Schuler and Diane Geddes

Also Present: Director Nannette Miller. This is a meeting conducted on Zoom due to COVID. Zoom shows 24 attendants at the start of the meeting.

Members absent: None.

2. Approval of Agenda:

Atkinson asked if the audit was on the agenda, it was listed as 8b.

Motion by Atkinson/Schuler to move Agenda item 9D to 5A since they are closely related to approval of bills

Pollister Amos: Yes

Stephenson: Yes

Hults: Yes

Atkinson: Yes

Geddes: Yes

Johnson: Yes

Schuler: Yes

Simpson: Yes

Motion carried

Motion Schuler /Geddes to approve the agenda as adjusted

Geddes: Yes

Pollister Amos: Yes

Simpson: Yes

Stephenson: Yes

Schuler: Yes

Johnson: Yes

Atkinson: Yes

Hults: Yes

Motion carried.

3. Public Comment:

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Diane Richter: Wants others to know how to make a comment because it's different than raising our hand as we are used to, you have to go to the chat room and ask to speak. Would like this explained further in case other people would like to speak. An observation over the last six years is that the employees of the library throughout all of this time have remained very loyal to Director Miller since the beginning of this whole expansion project through thick and thin. I think this says a lot about Miller as a leader. They could have taken a different approach but they did not. To me, this speaks volumes in my book. I spoke at the last Village Council meeting about what I thought about our Village Council President making complaints against the library director . If someone would like my comments I'd be happy to send them on to you. Moving on, the December Friends newsletter was on the chamber site, but not on the ERDL website. There is a letter signed by Karen Simpson and Barb Johnson requesting that donations should be sent to the Friends of the Library and I didn't know if this change to move the Capital Campaign to the Library has already happened or who approved this change because the last I understood the money came to the Library , then it went to the Friends and then came back to the Library. So now it looks like it's going directly to the Friends. The only reason I think that this could be moved back to the Friends at this point would be to avoid transparency and accountability and this is really not acceptable for a public body. Please consider keeping this with the library or hiring an outside bank or banking service that would perform the function of collections for you. Also, the \$400,000 from the National Christian Foundation - I still don't know why that is not on the donor list. It also seems there are a lot of anonymous donors which seems irregular to me since I go to other places like the Dennon Museum, The Playhouse, or The Opera House where donors are happy to have their names published in the book. I find it hard to understand why someone wouldn't be proud to donate to a library. Is it possible for the treasurer's report to report all of the expenses of the Capital Campaign? It's been a couple of years since I've seen a number of what's been spent. The election of officers is in February. I'd encourage this board to consider what sort of leadership skills would be best to lead this board into the future.

4. Approval of Minutes dated November 12, 2020

Motion Hults/Stephenson to approve the minutes

Stephenson: Yes

Johnson: Yes

Atkinson: Yes

Geddes: Yes

Schuler: Yes

Pollister Amos: Yes

Simpson: Yes

Hults: Yes

Motion carried.

5. Treasurer's Report and Approval of Bills:

Geddes stated that there were 4 items to consider this evening. The first is the usual report, and she gave the treasurer's report as presented in the packet. Johnson asked regarding another treasurer's letter and the debits are different. Geddes clarified. She's been having computer issues. Hults asked if the Capital Campaign balance sheet in here? Yes.

Motion Schuler/Simpson to approve the Treasurer's Report

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Atkinson: Yes

Pollister Amos: Yes

Hults: Yes

Stephenson: Yes

Simpson: Yes

Schuler: Yes

Geddes: Yes

Johnson: Yes

Motion carried.

Geddes discussed the checks not included in the first report and these were signed yesterday some are reoccurring expenses but they must be signed today or some may be overdue. Pollister Amos asked regarding programs. This is for craft day videotaping reimbursement.

Motion by Schuler/Simpson to approve the checks not included in the initial report

Atkinson: Yes

Geddes: Yes

Simpson: Yes

Schuler: Yes

Pollister Amos: Yes

Hults: Yes

Johnson: Yes

Stephenson: Yes

Motion carried

Geddes also presented a P&L and a balance sheet for the ERDL Expansion. The charges against are \$275 for reimbursement for check #2081 that must be approved. It's for postage for yearend letters.

Motion Schuler/Hults to approve \$275 for check #2081

Geddes: Yes

Simpson: Yes

Schuler: Yes

Atkinson: Yes

Hults: Yes

Stephenson: Yes

Pollister Amos: Yes

Johnson: Yes

Motion carried

Motion Schuler/Stephenson to approve the Capital Campaign expansion report

Hults: Yes

Atkinson: Yes

Stephenson: Yes

Schuler: Yes

Johnson: Yes
Pollister Amos: Yes
Simpson: Yes
Geddes: Yes
Motion carried

Johnson asked if everyone got the report from Laura (Savoie) about the Capital Campaign - all~ said yes. Johnson said that shows the funds that we have right now. Atkinson said that the report doesn't show the outstanding pledges so that is still in question. She also questioned that the report shows the Becky Travis memorial fund as part of the expansion account and unless it's broken out it just gets "buried" in with the other cash rather than extracting it out and showing it as a separate item as designated funds for a particular use. Right now it's showing as part of the expansion and it's not. Miller said it "kind of" is. They had planned to tie it in to the expansion. It was planned to be outdoor part of the expansion. Hults asked if it could be line itemed out. Atkinson suggested breaking it out in QuickBooks. Geddes stated that it's on the expansion report. Atkinson suggested noting it on the balance sheets. Her past experience with similar projects is that things need to be line items on the balance sheet so that when a donor makes a donation for a specific thing so that those funds don't get used for something else. Miller will break it out as suggested.

Hults asked about the Capital Campaign rough number of \$1.8 million that shows on the Laura's report versus \$1.6 million in the bank that shows on the QB balance sheet. Will the audit that we are going to address tonight verify which of these numbers is real? And we all know that if it's in the bank it's real, but how will those numbers tie together so that there is some semblance of credibility? Johnson stated that it was the difference between the pledge balance due and the payments. Hults asked what is the qualifier? Liz and I went through those but I don't want to make an opinion on whether it's a valid receivable or not and I don't think anybody else does. We are carrying them as a balance. Simpson asked if that is something that Brad (Neirgarth) will do during the audit? Atkinson stated that was not included in the engagement letter explanation that we were given. Dick said that's why he raised the question. Did we miss something here? Tom wanted that to clean up the act and I think he's right. Simpson stated that maybe we should discuss with the auditor to make sure they are qualifying this. Johnson stated that Aaron (Mansfield w/ Dennis, Gartland & Neirgarth) is on the Zoom with us. He joined in and said he would look at this under #8 on the agreed upon procedures which is *Compile Capital Campaign activity from inception in the fall of 2018 through November 30, 2020*. In the end I want it all to tie out and you want it to tie out so we will take it all into consideration. The pledges that come in then it's essentially a contribution whether it's been received or not. Hults said, you said if it's a pledge then it's received, but if it's qualified which they are, a pledge that says if the Capital Campaign Committee gets to 3.5 million and if that takes, pick a number say 36 months, and the donor passes away, where do we go with that amount of money if the trustee doesn't have any knowledge of it? How is that a valid receivable? Mansfield said that's not a valid receivable. We would quantify what are pledges versus what has been received just like we would in an audit. If you get a pledge that stipulates that it's not going to kick in until you meet whatever level then it's really a conditional pledge. Until the condition is met, it doesn't become a pledge. Hults reiterated that Mansfield stated "until the condition is met" then it's not a valid receivable. Mansfield agreed.

5A. Legal Fees: Atkinson said we've received over \$10,000 in legal fees. This is a mishandling of public funds. I think it's contributed solely to Barb and Karen calling the attorneys as if they are representing the board when they are not. A lot of these fees are coming through and we don't even know about them. They are not even valid, approved legal fees and we seem to call the attorney at the drop of a hat for every little thing. To accrue these kinds of legal fees is just irresponsible.

Johnson said a lot of these fees are due to the three FOIA requests that we have had so some of those fees are there, and, when I come to the board with a statement I am told that I need to go back and get it in writing so that means another call to the lawyer because you don't trust what I say and I think that's an important thing to take into consideration. Johnson said every time I say something the lawyers have said, I am told that I need to have that in writing so I have to go back to the lawyers. A lot of times the lawyers have called us, called me anyway, and asked me certain questions about the FOIA, and I have to respond to that so it's not just me or just Karen that are making these phone calls. Nannette has made phone calls and the lawyers have made phone calls to us. The lawyers have been contacted because of different issues, Anne has talked to me about issues and what should be done with certain documents and I have to respond to those. She's called me several times over the FOIAs

Atkinson said the FOIAs wouldn't even exist if proper procedures and policies were followed by this board. We wouldn't have to deal with the FOIAs. Johnson said Gabby was putting out a lot of misinformation out to the public #1 and then for some reason that I cannot answer the Record Eagle has submitted two FOIAs to the board and that doesn't have anything to do with procedure.

Pollister Amos stated that she separated out the cost of the invoices based on what was noted on the billing line and there was roughly \$3400 that was for the FOIAs that's it. Johnson asked about copy fees, Pollister Amos said that was on the spread sheet for a cost of about \$250 and you have some things that you can't designate, I understand that if there is something that pertains to attorney client privilege that the board doesn't know about, we have separate stuff for the Capital Campaign, the Foundation, things relating to employees, but as far as things that were noted as FOIA related it was on \$3,339.00. Johnson said the foundation stuff had been taken off the bill and that happened today and we all got an email about that today that said that they were taking all of Mike Zhart's fees off the bill and they would be responded to later. Hults asked the attorney has revised their billing? Atkinson stated for an expense that was never approved by the board to begin with, interesting.

Simpson said when she first started talking about that Anne (Seurnyck) told her she could talk to Mike (Zhart) without having to be charged for it because it was just research about how do you even do that, what process do you go through. Atkinson said it's a very unusual attorney that does work and is not going to bill you for it. Simpson said if we would engage him, then he would bill but otherwise no. Hults said how would the attorney know how to revise the bill? Did someone call the attorney today? Johnson said no, the bill came yesterday. We got the bill from the attorney. There was an email from Anne saying we were going to get the November bill from

the attorney. Then she (Anne) found out there was a person in the office who had already sent the November bill and there were things on there that Anne wanted taken off. So she sent a bill today with Mike Zhart's fees taken off the bill. Pollister Amos asked when that was sent to the board because she didn't get one. Hults stated he had not gotten an email stating that. Miller said that she forwarded the email to the entire board and it included Anne's (Seurnyck) original email, and what she said is that now she has learned that we are proceeding with the private foundation so she took these bills off temporarily because she was told that an anonymous donor was going to pay to set up this foundation and what she said was that we would be re-billed for this when that foundation is set up. That's what the email says with the revised bill. Pollister Amos asked how much was taken off the bill - dollar wise. Johnson stated that they took off all of the attorney Mike Zhart fees. Miller stated that was not correct, they did not take all of Mike Zhart's, they took off anything that Karen requested working on the foundation. They did not take off when, for some reason, our board contacted him about the Friends issue, which doesn't sound like it should be ours. Hults asked for the line items that were taken off the bill because Julia had separated out the charges and the number for the foundation charges showed dates that are in September and we didn't even know about the foundation discussions until October 13th. The timeline does not tie out. Johnson reiterated that Simpson had informed us that a donor would pay for those charges. Simpson stated that it was just research, she was not going to be charged.

Simpson said we can't detail these things without waiving attorney client privilege which she thinks we don't want to do. Pollister Amos said she wants to know what they are taking off the bill. \$672 according to Simpson. Pollister Amos stated that when she separated out the invoices based on noted activity of Capital Campaign the invoices totaled \$1,659.00. So we still have \$1000.00 unaccounted for. Simpson restated that we can't continue the conversation without naming specific items we really can't do that. Hults said we can't hide behind attorney client privilege, we have \$10,000 of public money and we don't even want to go on record like this - bad decision. Atkinson agreed. Johnson said Anne (Seurnyck) said we can't do it, we can't mention what the phone calls were about because of attorney client privilege. Miller stated that Seurnyck had said that could only be done if we waived privilege. Schuler asked what was involved in doing that. Johnson stated that we don't want to waive privilege.

Motion by Hults/Atkinson to waive attorney client privilege. There was no vote on this motion.

Geddes would like to know why Anne (Seurnyck) suggested that we could not talk about it without waiving privilege. She asked what is private about it? Atkinson, exactly, said it's public funds we are using in excess of \$10,000.00 in the last few months and I can't believe this wants to be swept under the rug by some board members. Johnson stated that they are not trying to sweep it under the rug, she is going by the information that Anne (Seurnyck) put in her letter(email) that came today. Atkinson said she is coming to the conclusion, Barb, that we need a new attorney, and she has no qualms in saying that because, this relationship is off center. We have two people on this board that think nothing of calling the attorney for every little thing and using public funds. Simpson said she did not call the attorney, she called me over FOIA. Atkinson stated that Karen's name was all over the billing. Simpson stated that it was not. Atkinson stated that Simpson and Johnson's names were on the invoices along with Miller's

whom she considered legit. Atkinson was obviously upset by the conversation and stated that she was disgusted by it. Schuler called Point of Order because people were not speaking one at a time. Simpson stated that there are four situations that she either asked me to call her or emailed me 4 times that were all for FOIA .

Atkinson stated that there are a few thousand dollars of personnel issues that she considers self created. Simpson stated that she didn't do any of that. Atkinson stated that you create the conflict and then you call the attorney. Schuler stated that was quite an accusation and he asked for an explanation.

Atkinson asked Schuler is he thought it was a coincidence that we had a barrage of complaints against Nannette (Miller) none of which were job performance related. How do you think that happened? Do you not think that it's an orchestrated planned event? Schuler stated that he did not think so and that she was talking about some kind of a ... Atkinson stated a coup ... Geddes supplied the word conspiracy. Schuler continued that some of Atkinson's emails led him to believe that Atkinson thought everything was a conspiracy.

Pollister Amos asked to return to discussion with Simpson regarding specific dates of use. Simpson provided dates 11.4 FOIA 10.14 FOIA on 10.16 FOIA 10.19 FOIA. Pollister Amos discussed specific invoice numbers for Capital Campaign Foundation - there's more than \$637.00 of them. She continued with other invoices that relate to invoice 798837 that invoice number was changed, Simpson stated those were the items that were removed. Pollister Amos said perhaps your name is not on them but dates 11.4, 10.22, 11.4 all show CCC issues. Johnson stated that those were the things that we were not supposed to be talking about in a public meeting. Pollister Amos asked what on earth for? Give me a reason why. Johnson stated that it was client attorney privilege.

Simpson said a lot of the Capital Campaign stuff relates to FOIA. The only time I spoke to her were the times that I just told you and they all relate to FOIA and she called me or asked for me to call her or email. Atkinson said the fact Barb & Karen don't seem to understand this leads me to believe we will continue down this path spending public money. Simpson restated that her contacts with the lawyer were for FOIA questions. Atkinson asked how did we get all of these FOIAs? Simpson agreed. Atkinson stated that we don't have all these FOIAs at our township and asked Hults if his township did, he responded he doesn't think they have had more than one or two this year. Atkinson stated, for a little library, for us to spend all this money on legal fees, and we're getting FOIAs, doesn't that put up a red flag that some of us aren't doing things properly? Johnson asked where did the Record Eagle FOIA come from? They just popped out of nowhere . Hults said it came from the illegal suspension of Nannette Miller the director. Atkinson agreed. Hults continued that it spun down from there. Nannette is the FOIA officer for the ERDL board. He is amazed that all of these other attorney and other board member conferences are going around the FOIA director too. Why are they calling Barb and Karen when the FOIA director controls the FOIA? Simpson stated that maybe he should asked Anne (Seurnyck) why she felt she needed to call us because she didn't initiate that. Johnson stated that she didn't initiate it either. Hults asked director Miller to make a comment about the situation. Miller said all she can think of is that when she sends something out to the board saying that we

have a FOIA request and say I need documents and emails, I don't get them and I tell her (Seurnyck) that they don't respond to me and so I think that then she calls them to respond. There is a lack of cooperation and that's why the attorney has to make more phone calls. Johnson stated that she responded to her request and told her that I didn't have any emails that pertain to the FOIA. Miller said we've had six FOIA requests and you've not responded to all of them. Simpson said maybe we should have the lawyer set up a meeting with us to explain how she does things.... no, that's spending more money. Atkinson said she doesn't want to incur any more expenses from the attorney. I'm asking questions of you and Barb. Simpson stated that when she (Seurnyck) calls and says "I need to go through this with you" in order to respond to the email that she sent to me so that she (Seurnyck) can respond to the FOIAs - you know that she responds to the FOIAs, right? She decides whether we are doing this or this or this and she had to do a lot of research on this.

Atkinson said let's jump over to the expense for the Memorandum Of Understanding, we are going to call it MOU for The Friends. We actually got an MOU drawn up by the attorneys prior to approval from the board? Simpson stated she did not know anything about that. Hults said this was on the bill for \$357.00 on the invoice item dated 11/23/20 for 1.7 hours. This was the day The Friends committee met so this guy must work late at night because Friends didn't make a decision and the meeting went to 6:30pm. How can you explain that? Simpson stated she did not know, she hasn't talked to him since she asked questions about how to start a foundation, that was it. Hults asked why would Zhart bill for a MOU for the Friends? Who asked for it? No one answered. Hults said this cannot continue. We must be transparent. Johnson asked if it was part of the invoice items that were taken off. Simpson said she hasn't spoken to the attorney since September. Atkinson said that this is public service work that we are doing - does everyone understand that? We must answer to the public on spending public funds. You must ask for approval before we go spending money. We have the cart before the horse here all the time. Hults said this will go on all night because no one answers and there is a lack of transparency. I think we need to call the question - what are we going to do with the attorney's bills for \$10,000 and change? Are we going to pay it? We don't even know the amount after the reduction - if it's down to \$9000.00 of public money the eight of us sitting here can't justify one way or the other. We've got a problem .

Pollister Amos reminded that we did not vote on the waiving privilege motion. Hults asked how are we going to pay the attorney and justify the spending? We've heard Liz ask a lot of questions, but no answers. Atkinson said it's been done with no approval. Johnson stated that the lawyer can be called without approval, it's the action that can't be done. Atkinson stated that's a good point Barb, we need to change that policy because you do not have the skills to do this on your own. You don't have a blank checkbook. If we require two signatures on a check, we need to require two people to sign off on calling an attorney because this is not going to work going forward. Simpson said maybe we need to , if there is a FOIA or something like that, we need to make it very clear with the lawyer how far she's supposed to go in terms of researching things. She went through a whole conversation with me and then wanted to go through the same thing with Laura. So maybe we need to this is where you get your information and that's... maybe we have to have some way to stop what's happening.

Atkinson said at Milton Township when we receive a FOIA request, we do everything above

board there, we follow proper procedures. When we receive a FOIA request we don't run it past the attorney. We gather our information and send it on to the people requesting it. It's that simple. Johnson stated the Nannette always send our FOIAs to the lawyer. Miller stated that she does not. Miller said she only sends it to the attorney when she is unclear what is public and what is not. She (Miller) had no idea her personnel file was public record. That is why I asked her (Seurnyck) and that has just turned into a huge thing because of the "secret hit file" that's also included. I don't always contact the lawyer, I'm the FOIA coordinator and the reasons I call the attorney is policy questions, FOIA questions when I don't know how to handle it myself. If we deny anything you have to use very specific wording and I don't know where to find the citation in the law so I use her for that. If it's going to be denied I have her write that letter. That's what I have used her for, but we've never had this amount of FOIA requests. We've had a few over the years but never this amount of them. I think we need to use them as we have over the years, policy questions and FOIAs that we need advice on. Simpson said the attorney went ahead and made other phone calls and talked to others. Miller said that was because the CCC was not transparent about the pledge forms that she hadn't received. So the attorney had to talk to Laura to get the forms and generated more calls and expense. If they had been turned over when Dick asked for them all of that could have been avoided. It's a lack of transparency and the ongoing personnel attacks that are causing all of this. Simpson said Laura was concerned about donor information and that's why she didn't turn them in but that wasn't the only thing that she had talked to me about, she talked about the whole thing, everything from soup to nuts about how the (CCC) finances are. Atkinson said going forward, we can't withhold paying the attorney because they did provide these services but we need to revisit a policy of more than one person having the ability to contact the attorney. Right now , with me, there is a complete lack of trust to carry on the way we have been. I think the relationship between me trusting even the attorneys ability to discern what is board approved actions is pretty spoiled with me. Usually with a board every board member should have trust in the attorney and the relationship of all the parties that are authorized to make these expenditures. Hults said I don't think this bill should be paid until we can at least sort out know what the credits are coming in and what \$357.00 fee is for? This has to be sorted out we can't just blindly pay \$10,000.00 and be held accountable for that. Atkinson agreed. Geddes asked if this can be done without talking to the attorney? Hults said no. Stephenson suggested taking this to the finance committee (Miller, Schuler & Geddes) to go through the bills and sort them out. Miller asked how we can figure this out when no one will say they are the ones who asked for the MOU? She can call the attorney to find out. Geddes asked if it was something that was inferred in conversations without a specific request? Hults said that was a good question . Simpson stated that is something that we will have to ask them. Geddes said that will cost more money! Simpson asked how are we going to know otherwise? Hults said this law firm does what all of the firms that he met in 40 years does. I don't dislike lawyers, but the question becomes the next billing question and we still have December billing because somebody called the attorney yesterday or today about changing the bill. This is a tar pit that once you get in it's really difficult to get out. Johnson said nobody called the lawyer about changing the bill Dick. She saw what they sent us for the November bill and she said it was wrong and she was revising the bill. It was in an email that should have been in your email. Simpson said, so she didn't see the bill and then she saw it after it went out I guess. Johnson said yes, she did, she saw it had gone out and she said she was sending a revised version of the bill . Hults said you're going out on really thin ice because when the billing comes for December you

better hope that they don't us for what you are talking about here. Johnson said the other thing that the person that sent me the bill, why they sent these bills to me I have no idea, they said it would be the last one for the year. Somehow my name got on this bill and I immediately sent it to Nannette. Anne said that in the email. Hults said that we need to watch for the bill coming for December to confirm that no one from the library talked to the attorney on the 9th or 10th of December. Johnson said she did talk to the attorney on the 9th because Nannette told me that I needed written proof of what I was saying. I called Nannette and I told her that we needed to be very careful about our confidentiality with the attorney. and that when we had our closed meeting with Anne she said that she didn't think that we should have our bills in the packet. Nannette just blew up at me and said then you are going to have to get it in writing. So I got it in writing. Hults this is one of those times in life when it's best to just stop talking about this because this is getting worse than better. We've got a problem. We are going to have to pay. We want to sort out the credits for the foundation that is not going ahead, but we are stuck with this bill. Liz is right, I don't think that we can weasel out of it, let's just hope we don't get \$3K more for December that's where I am going with my comment. Schuler said he thought the finance committee would deal with it. Miller said she asked why the bills went to Barb Johnson because bills went to Jane Stauffer's personal and one of the bills on these invoices is from Jane Stauffer from July , and whole statement went to Johnson's personal email last month that I never saw so that's why all of the Mike Blum bills are dating back to July. Schuler said let's stop now and let the finance committee deal with this. Hults asked what our budget is for legal - how much are we over right now? Miller stated that we aren't over right now because last month we moved \$11,500.00 to that line item making it a total of \$20,000.00 for professional fees that included our audit and creation of our W-2s. That invoice for the W-2s will be coming from the accountant. I don't know what we are spending the rest of the year but I don't think that \$11,500.00 will be enough if people keep calling the attorneys. Hults asked what do we normally spend? Johnson asked what difference that makes - the financial committee is going to work on it and they will decide.

Motion by Simpson/Pollister Amos that Nannette and Barb can only call the attorney going forward until this is worked out for FOIA or policy unless there is a major emergency but no other phone calls.

Geddes asked who would determine if it's major or not? Simpson stated that we all should determine if it's major and thinks we would know if we had an emergency. Pollister Amos said this was a motion that was passed before, so this is nothing new , it's actually a policy we should be following now. Pollister Amos seconded. Hults said he and Chuck M/S this same kind of motion was passed in October 2019 exactly what you are asking for Karen. Geddes asked if Simpson wanted to withdraw the motion and Simpson said if that is the understanding that that is what we are supposed to be doing now. Johnson stated that the motion that was made before was that you couldn't take any action. Calling the attorney is not considered an action. Pollister Amos stated that then we need a different motion Karen if we are going to kick around this "action" thing that we seem to bring up all the time. Hults suggested we just do a different motion. Simpson restated the motion per Chuck's request.

Motion by Simpson/Pollister Amos that Nannette and Barb may call the lawyer for policy or

FOIA questions only other than a major emergency that we all would have to determine is a major emergency.

Discussion. Hults said there should be a check and balance on this kind of like the two signatures on the checks. We are not good at this and we all know it. Karen is spot on but how do we control this? We need to have a couple people sign off or this is going to be a bathtub without a plug in it. Simpson stated that we have to have responsibility if the lawyer calls us to have a discussion that we need to get approval on that. Miller said she will have to call her to sort out the invoices. Pollister Amos said it would be really helpful, if someone speaks with the lawyer, write it down so that you know you did it on that date. That way if we come back a month later to ask who talked to the lawyer that day you will have notes and be able to answer. Schuler agreed. Atkinson suggested we need two people authorizing to call the attorneys. Johnson asked to vote on the motion. Pollister Amos stated that it sounds like Liz wants to amend the motion. Simpson asked Atkinson what she wanted to amend. Atkinson stated that she is fine with Nannette calling the attorney because she incurs very little expense in that regard. Barb needs to have extra checks and balances and I don't think always allowing other people to call the attorney is acceptable either. If she can't convey the questions and get the answers then that's another issue. Simpson asked if she would agree with maybe Chuck or Diane one of those two to agree to call? Are you saying that two people need to determine whether to call? Atkinson said she would like to have discussions about it, we require two signatures on a check. I also want it documented like Julia was saying. Simpson asked who? Schuler volunteered. Simpson stated then Chuck and Barb would have to agree is that what you are thinking? Atkinson said yes. Geddes asked if this passes would it superseded the policy we made just what a month or two months ago? Atkinson said yes.

Simpson amended her motion that Chuck and Barb would have to make the decision if Barb were to call the attorney. Atkinson asked if that made sense to everyone. Schuler said it made sense to him, but on the other hand if it's a big thing he should call other members of the board. He agrees that we need checks and balances. It's common sense. Hults said what about one from each entity? One from the Village of Elk Rapids, they have 3, one from Elk Rapids Township, Julia or me, and someone from Milton. Then all stakeholders are in the game. Pollister Amos stated that Chuck is from the Village, Barb is from Milton so that leaves Dick and me from Elk Rapids Township and asked Dick if he wanted to volunteer. Hults volunteered. Geddes reminded Schuler that he needed to be careful polling other members of the board because he could run into Open Meetings Act problems. Pollister Amos agreed with Geddes and suggested that if it a special thing call a Zoom meeting and we can decide as a board. Johnson agreed and said she was going to suggest we have a special meeting. Simpson said one thing to add so if the lawyer needs to speak to another one of us, should we have the lawyer go through Nannette or Barb and get the information from them rather than speaking with the other person? Pollister Amos stated that it would make sense to do that because it would save lawyer fees. I'm like Dick, the ones I have worked with love to bill, but I understand that the recent FOIA was very complicated and it took them hours of time to sort through stacks of paper that they were given.

Motion clarification: Pollister Amos asked Simpson if having Schuler, Johnson, and Hults be the members to approve Johnson calling the attorneys was how her motion should now be

worded. Simpson said yes. Schuler said yes and called the question.

Stephenson: Yes

Geddes: Yes

Pollister Amos: Yes

Hults: Yes

Simpson: Yes

Schuler: Yes

Johnson: Yes

Atkinson: Yes

Motion carried

Johnson said the lawyers asked us to approve these bills today because they have to do their year end. Geddes asked if these bills will not be paid until Chuck, Nannette and I meet to straighten them out? There were several yeses in the background/ on top of one another and Hults said absolutely. Johnson stated that the lawyers asked her twice to make sure the bills were approved today so they could do their year end. background overtalking . Hults said they will have to wait until we sort it out. Schuler asked if there is a penalty if we don't pay it? Johnson said Yes there is a 7% annual penalty over 30 days. Simpson said the committee should review as quickly and get back. Schuler agreed. Pollister Amos said they can't complain when we just received invoices for July, August, September and October that we just got. Simpson agreed. Schuler agreed and said their committee should go through those things as quickly as possible. Simpson confirmed quickly again and also suggested they communicate immediately that we are going through this and we will be able to give them an answer very quickly. There was discussion on what else was needed and who would attend and when the Finance committee (Chuck, Diane & Nannette) will meet at 1 pm on Monday via Zoom. Atkinson asked them to also find out who authorized the MOU for The Friends.

6. Correspondence:

Miller said a letter was received from Terry Hogarth. Some board members received and some didn't. Johnson said that she would resend it tomorrow.

7. There was no agenda item 7

8. Unfinished Business

8A. Capital Campaign shift to Friends

Atkinson said she's confused on where we are at on this. Anne(Seurnyck) the attorney, said that the foundation is still on the table ? Johnson said wait a minute, we are on unfinished business... Simpson said she had not spoken to Anne or Mike (Blum) since the initial getting basic information in September, so she had no idea....that's nothing , she doesn't know. Atkinson stated so the foundation is no longer. Simpson said no.

Johnson restated so we are on unfinished business 7a Capital Campaign shift to Friends

Schuler asked if we weren't looking into that ? Johnson asked if Simpson had a report and

Simpson said the committee (assume she's referring to the Friends subcommittee) met but they don't have a report it's a little premature, they would like to get the audit done first before we

really look into it. A couple of the people on The Friends committee will contact other people who have done something similar to the Capital Campaign to find how they are structured and how they work and how those were successful. As I said, it's a little premature we are kind of waiting until the audit is under our belt. Schuler asked if someone would be a spokesperson for the group and come back to us to report about the good points and the bad points about doing that after they have their meeting. Simpson said that was correct. Hults asked Simpson if she's seen the MOU that was developed for the Friends and the Library Board? Simpson stated that she knew nothing about that. She hasn't talked to anyone about anything at all about that at all. The Friends have to talk and look at things and nothing has been done. Simpson said she doesn't think anybody from The Friends calls our lawyer right - nobody does that, right? Johnson stated that bill may have come from Karen's initial contact with Mike Zhart. Simpson stated no.

8B. Second audit/review engagement letter

Pollister Amos asked who is paying this bill? It's not clear how much we are putting ourselves out there for. Johnson said that Aaron Mansfield (from Dennis, Gartland & Neirgarth CPA firm) is on our Zoom and perhaps he could answer it. Pollister Amos said she would like to know how much we are being charged and who is paying for it how much would be for the library and how much for the Friends. Before we spend money I would like to know how much estimate is that the library, itself. Schuler and Stephenson agreed.

Aaron Mansfield said that's a good question. We estimate this is shared responsibility. Barb reached out to me last week and asked that question. At the onset, he would see it would be split between the two parties. The funds come in go to the Friends account and at some point after that it's cut back to the library so it kind of depends on the amount of cooperation we get at the beginning in getting all of the books and records so I don't know exactly how to allocate that. It's worth more of a discussion, but at the onset it would be more of a split fee between the two. Schuler asked if you have a ballpark figure? Mansfield stated that is on page 5 of the engagement letter and we estimate that these agreed upon procedures so it's really focused on the Capital Campaign contributions from the inception through the end of November and that fee range is \$4-7K. Atkinson said The Friends need the audit to stay in compliance right? Atkinson said in her opinion, to the extent that the Capital Campaign hasn't been transparent nor accommodating to repeated requests for financial information, now we are being hit that we need an audit. This is such a vicious circle that we are caught in. We already had an audit, Corey (Kammerman & Bascom) did a good job and there were no questions so we shouldn't have to pay for another one. Johnson said certain people have gone out in the public and stated things that are untrue so the public now feels that they want an audit because of that. Johnson said that statements were made that there was a million dollars missing, non true, statements were made that money was missing, not true, so then when this was announced at the Elk Rapids Township meeting the first thing we heard was that we need an audit. That's where that come from, from misinformation. Atkinson said some statements were made because information was not given. Schuler asked Liz if the answers have been given now? Atkinson replied no we don't, unfortunately, so it's being pushed to spend more money on something that we should have had the answers to. Simpson asked what answers don't have? Atkinson said outstanding pledges if there are any, I guess they can take a deeper dive to look at the fundraisers and look at those to get those answers, but I struggle to pay money for something we already have. Pollister Amos

says she has a hard time understanding why the library board should pay for any of this when it's all related to the Capital Campaign and the Friends and asked Karen if she was wrong on that? Simpson stated that it's up to the library board to decide if the Capital Campaign pays for it. Pollister Amos stated that she thought that at one point Simpson had said that the Capital Campaign would pay for it. Simpson said that is up to the board. Hults said this is allocated funds from taxpayers that's supposed to be used for the operation of the library and now we are spending it on an audit shared with the Friends. Hults asked Mansfield regarding page 2 on the proposal it says the report is intended for the sole use of the library and shouldn't be used anywhere else for any other purpose.

Pollister Amos suggested that the library doesn't pay for it but the Capital Campaign pays for it since that's what needs to be audited. Sharon Bacon, the representative from The Friends committee said the primary concern of The Friends before we would agree to have any additional responsibility for the Capital Campaign we would want to have all of the financials verified. The question is do we need a full audit or a financial review. The expense involved in that is a considerable difference. When we discussed this at our board meeting on the 23rd we said that we would cooperate with an audit but we also said that we felt the fees should be proportionally borne between the Capital Campaign and The Friends. It behooves The Friends to have a financial review but for the small amount that we raise, perhaps \$5000 this year, we don't want to see all of that money used to cover an audit. The Capital Campaign has to stand on its own merits. I don't think it's unreasonable that the Capital Campaigns be audited. Geddes said she thinks it's a safety measure and Bacon said she agreed but she said it was questionable whether we need a full audit or a financial review would be adequate for this year. Simpson asked if Sharon was referring just to The Friends would be a financial review? Bacon said that she knew that The Friends could get by with a financial review because we haven't reached the threshold of income that requires an audit. But since the library is receiving funds for this Capital Campaign under the aegis of The Friends and our 501(c)3, we want that cleared to make sure that is fully accounted for. I'm not sure that the Capital Campaign at this point needs to be audited. You should ask the question will a financial review be adequate or do we need to pay for a full blown audit? Geddes asked what Tony Wittbrodt said. Did he give an opinion on this? Bacon said no. We discussed it and I have shared with you the extent of our discussion.

Johnson asked if Mansfield would speak because she thought that when she talked with Aaron and Brad that is what we were talking about was a financial review..... is that correct Aaron? Mansfield said that there are two things going on here, the proposal that you have before you is an agreed upon procedures engagement because to Ms Atkinson's point earlier the library already undergoes a full financial statement audit. Financial statement audits are not designed to detect any issues related to internal controls or fraud if that were the case, so what we were asked was to put together this proposal for agreed upon procedures which are specific to the Capital Campaign. That's one item as it's outlined here. The other item would be on The Friends side of things, because those contributions are flowing through The Friends we believe that that takes them above the threshold to where they would need a separate audit. A financial statement audit like the one that the library already undergoes. But what you have before you tonight is the agreed-upon procedures and engagement. We've been looking at this for the last 3-4 weeks now and we want to help you get this going but then I still have concerns to the longer it takes to get

information gathered and get it organized, costs start building up and it can get expensive and that's not what anyone wants. We just want to get down to the bottom, are all the funds that came into the Friends and then back to the Library do those all reconcile at all the places that they should. That's his perspective on this whole scenario. Bacon said from her perspective it's been explained fully but that if The Friends were to be involved in this that the letter of engagement should have been shared with them. Mansfield said it was given to The Friends and addressed to Mr Wittbrodt under a dual title. Because both groups have accounts set up at Independent Bank which were set up at the same time is my understanding , so it's a joint effort and if you can't see both sides of it you can't really properly go through those procedures and audit .

Bacon said that her position was that it's a legitimate expense of the CCC and the expense of the audit should be borne proportionally between the Campaign and the Friends. Bacon stated that the Friends will be ready to share their documents that we will be fully cooperative ,our financial secretary does a great job of keeping things in order, I'm sure they are ready already and will be ready with very little notice. Simpson said it's up to the board and The Friends to determine what amounts , and Sharon is obviously concerned that it's not half for the Friends so it really would be up to us to determine that we have a larger proportion of the pie and that the Friends should not be burdened with half. Bacon agreed that is her concern. Bacon suggested doing it based on the about the amount of money that pertained to the Capital Campaign and how many funds pertain to The Friends. Johnson asked if the amount time and work isn't what causes the expense? Bacon said there are only a few transactions that The Friends had this year our portion of time will be relatively small so perhaps we can do both time and finances, monetary . Pollister Amos asked if Mansfield could track how much time is spent between the Friends and the Capital Campaign. Mansfield said don't the funds flow through both equally? It's not my determination on who pays the bill but I understand the discussion so, Sharon , if all those funds, and we are talking back to 2018 if those originally went into the Friends accounts and then whenever they were disbursed back to the library , whether it be monthly or quarterly, it would still be the same amount of money being transferred out . I would hope there is an equal flow of the revenue and the disbursement of those contributions back to the library for the Capital Campaign. Hults suggested that the Capital Campaign pay for the expense of the auditor and then the board, The Friends and the Capital Campaign Committee as a committee of the board, negotiate to determine how much of the expense should be borne by the Friends. That takes DGN out of the trying to qualify mode. Capital Campaign Committee picks it up, The Friends pays whatever Aaron says is a reasonable portion of the total bill when it's finally determined. How does that sound? Simpson asked Sharon if that sounded good. Bacon said she would have to take the suggestion back to the board but that seems reasonable. Simpson pointed out that we have to engage them.

Schuler asked if the library will have to be checked? If the Capital Campaign money is going to The Friends and then to the library it seems like you are missing the library. Simpson stated no we are not missing the library, this is for the Expansion fund. Pollister Amos said it's reasonable to assume the Capital Campaign and The Friends will work out payment between themselves. My suggestion for moving on is to agree to the engagement because that needs to happen, with the acknowledgement by the board that it is going to be paid by the Capital Campaign and they will agree with The Friends on the percentages that will be determined by

them. Miller pointed out that the Expansion fund is included our annual audit and has been recently audited. Hults stated that just verified the cash that was in the bank. Simpson said it wasn't compared with the other two entities.

Motion by Pollister Amos/Stephenson that we sign the Dennis, Gartland & Niergarth engagement letter based on the fact that the payment will be borne by the Capital Campaign and The Friends and that the proportion between them will be negotiated by them not us

Stephenson; Yes

Geddes: Yes

Hults: Yes

Simpson: Yes

Schuler: Yes

Atkinson: Yes

Johnson: Yes

Pollister Amos: Yes

Motion carried

Johnson said she will sign and Wittbrodt will sign and they will mail to him asap.

9. New Business:

9A. Board member intentions

For those members whose term is up, what is your intention? Atkinson said these appointments are made by the townships so this is just a heads up about it? Johnson stated that they ask this question every December. Hults said the only people whose terms are up Atkinson and Hults. Hults said he hasn't discussed it with his township supervisor and doesn't know if he will be reappointed or not. Atkinson said she will discuss it with her supervisor too, hopefully I might even request a lifetime membership. Lots of laughter.... the secretary couldn't tell who made the remarks about insanity.

9B. Review strategic plan goals progress

Simpson said she put together a draft outline in the packet and there are a few reminders in there regarding goal 1 and goal 6. Regarding the culture audit - you should have that in your packet, I'd like that to go back to Rick (Bellingham) to compile. She will also send copies of it to us digitally so that we can respond that way. Please have this back to Rick by the end of December. She would like to speak with Julia, Dick and Liz regarding board development and your input.

Miller said she included her action plan in the packet showing what the library has done recently a couple of things changed since last month's report . She included the vision mission and values as they are approved. I know you talked about other things but they were not voted on.

Bellingham said this plan was created about a year ago. It's an excellent plan he will hold that up against many others that he has seen. We met again this past summer to recommit to the plan and reaffirm the values on the culture audit which you all agreed to take. His comment is on doing

this over a long period of time is that culture eats strategy for lunch . To really engage in the strategic plan requires that you should take a good look at the culture you've created on the board. Patrick Lencioni has a scaling system : he says trust, healthy conflict, commitment , accountability and performance. A strategic plan is all about improving performance . But without trust and without healthy conflict you have no chance of achieving accountability or improving your performance. I would just say that the first order of business based on what I have heard over the last hour and forty five minutes, is to address the culture so I applaud you for being willing to take a hard look at what your culture and to understand that your strategic plan is useless unless it....culture eats strategy for lunch.

Stephenson has been working with Nannette and Aaron on trying to get the article written, it should have been done by now. He will reach out to his communication team to try to find out why it hasn't come out yet. Miller said that Aaron has been working with Munson because we have a grant deadline in 20 days and we have a grant application that could be improved if we had that article to include. Tom will start to push!

9C. Holiday appreciation: Staff

Johnson said we are all grateful to the staff this year. We want to thank them for that and we want ideas for something they would appreciate . Geddes said last year we took lunch in for them. We may have to leave box lunches in the Lobby. Miller said they are not having staff meetings. They did get box lunches from a Secret Santa this week and staff came I and picked up theirs. There are ten staff members. Kolu's will provide lunch. Miller said the day doesn't matter. Geddes will work on setting it up. Pollister Amos will help Geddes with this.

Motion by Geddes/Stephenson that we get lunch for the staff for the holiday appreciation from Kolu's.

Pollister Amos: Yes

Stephenson: Yes

Hults: Yes

Atkinson: Yes

Geddes: Yes

Johnson: Yes

Schuler: Yes

Simpson: Yes

Motion carried.

Johnson suggested also writing notes from the boards members to the staff.

10. Director's Report

As presented by Miller

Miller discussed her report items. Last month's goal to further reopen by appointment was cancelled because of increased Covid levels. Miller discussed lobby pick up and how that is working - people order what they want and they are put in a bag in the lobby for them to pick up. There are also magazines and newspapers there that people can take as well as craft kits. Some

filming will be done next Monday although it's not ideal. MIOSHA requires that we have a Remote Work Policy and a Remote Meeting policy as part of our reopening plan. I have a copy of the Remote Meeting Policy, but have been told that the government is looking at extending remote meetings to the end of March. The Remote work Policy is very simple and I am the only person who can work from home. In November our Facebook posts reached 12,377 with 2,275 engagements. YouTube had 939 views for a total of 73.2 hours. We are killing it on social media! Rays of Sunshine, Sparks of Joy will be our focus for the next several months. This came about because of photos posted on our Facebook page of kids who were delighted with our November make & take craft. We get a lot of appreciation from the public from the little we can do from them right now. A thermostat was replaced and windows are being washed. The porch and alcove and some of the children's room have been decorated for the holidays so people can look in the windows. Lights are on until 10pm. It's lovely. The Library of Michigan Trustee training that was done in November will be available on their website in January. If you were unable to attend you are encouraged to watch them. The library will be closed Dec 24-27 and Dec 31-Jan 3 for the holidays. Pollister Amos commented on the decorations and how beautiful they are. Simpson asked regarding the ages for the craft kits. Miller stated preschool to elementary pretty much the same as story time, and then we have teen/adult take and make crafts that Paula (Moyer) did for us and I think she has a few more. Susan Calkins is also talking about doing a very simple beaded bookmark that we would put supplies in a bag for adults. The kids ones are gone in a matter of days.

11. Standing Committee Reports

11A. Personnel Committee: Pollister Amos, Schuler, and Stephenson

The Personnel Committee (henceforth noted as the PC) had several issues to deal with last month.

A complaint by a patron volunteer who attended a meeting of five people and felt that she was bullied. The other four people that attended all responded to my email request for their opinions of the directors behavior and all agreed that nothing inappropriate was said or done by the director.

A complaint sent on a personal email so I treated it as a patron, stated that the director had made disparaging remarks about library board members at a public meeting. I asked for opinions of 5 others that were in attendance and they did not hear any disparaging remarks. I listened to the recording and did not hear any disparaging remarks. This same complainant submitted a second complaint stating that the director had lied when she stated that the police escorted her out of the library. There was a policeman there in the library who made sure the director left. It all depends on how you want to interpret the word " escort".

A board member submitted a statement written in November by a donor who described a one on one meeting he had with the director in October. He felt the director made statements critical of the capital campaign. I asked director Miller for her written statement describing the meeting and it is much different than what the donor described. There were no other witnesses so it's a

"he said she said" situation. Director Miller called the donor to discuss his statement and the board member also reached out to him.

Another board member sent me an email stating that a donor had called her and didn't want to make a donation that director Miller would handle. The board member wanted me to put a copy of her email in the director's employee file.

The director described these grievances and how the board president was handling them on a listserv conversation with other librarians in Michigan. She was , and is, obviously frustrated and clearly vented with her colleagues.

Not one of these complaints has anything to do with job performance or staff complaints. Several of them have to do with semantics and inferences. To my knowledge no board member other than myself spoke with the director about these issues and I don't understand why. In my opinion a conversation with an employee that is saying things that can be interpreted in a negative manner is the first step in trying to remedy the situation. But, for some reason, this board doesn't do that. I am suggesting that we change course and take a "Coaching" approach to these issues instead of trying to turn them into grievances.

Hults asked if he could jump in and stated we have come to a crossroad here, this board is not here to reprimand and babysit our director. I think we have to ask ourselves that tough question, and this is exactly where Julia is going with this, is there anybody on this board sitting here tonight that would like to terminate our director? Will somebody entertain a motion to terminate our director? Geddes asked "What?" Hults said I am asking if there is anyone on this board that wants to terminate our director. Geddes stated that it was not on the agenda, and wouldn't it be better served by a meeting of the personnel committee? Johnson stated that this was not on the agenda. Hults stated that it may not be on the agenda but Nannette didn't ask to close it either. Hults stated that it may not be on the agenda but I don't hear a motion either. I think it's time for me to make a motion that everyone should write a letter of 100% support for our director because somehow we have to close this continuing ongoing threat. There's no way out of this loop. Geddes asked if this shouldn't be discussed at the personnel review?

Pollister Amos stated that she was not finished. She stated president Johnson sent an email on Nov 30th stating that the grievances I just described would be dealt with at the January evaluation. I would have preferred to deal with them sooner, but some of the PC members did not agree. We need to stop this dysfunction and I hope you will all consider my idea. I will be following up with board members and Director Miller on my suggestion for "Coaching" rather than "Complaining".

Three of the evaluation forms that have been turned in thus far suggest that there should be a staff evaluations of the director because there are questions on the evaluation form that we use that relate to staff that we can't answer simply because we don't know. Apparently this is something that was done in the past, but was stopped. I agree that we should get input from the staff on how they think the director is doing so I will talk with Tom and Chuck and come up with an evaluation form that the staff can use.

The P C will report back to the board about the director's evaluation summary at the January 12, 2021 meeting. If you have not submitted your form yet, please do so asap so the numbers can be tabulated and the comments compiled.

One more reminder , the P C will be evaluating the evaluation form in 2021 and we will greatly appreciate any input that you have to improve the form and the process. Thank you very much for listening.

Miller said she strongly objects to dealing with complaints from October/November at her January evaluation. That's not the purpose of the annual evaluation and I prefer that they are dealt with now and I think that Julia just did in my opinion, but I don't want these brought up at the annual evaluation. Pollister Amos agreed. This shouldn't be dealt with in January. Johnson said that the reason she brought this up was because it wasn't being dealt with , and she asked the lawyers how we should deal with it and they told her that since the evaluation was coming up in January that that would be a good time to do it. Pollister Amos said a grievance form that would start the PC meeting process was submitted the day that you said we should not meet and we should wait until January. Another grievance that Director Miller responded to requesting a Zoom meeting was never responded to by the complainant. The other one I described was a one on one thing that we couldn't solve in any way that I know how. We did the best that we could Barb and we still could do some of these if you want to change your opinion , then we can try to meet next week, we shouldn't wait until January.

Johnson asked to move on, but Hults asked - we are just going to go on, no conclusion? Atkinson said it should not go to the January evaluation, no. Geddes asked what we would gain by waiting until January - we wouldn't have any more information would we? Simpson stated that she thought things should be dealt with as soon as they happen. Atkinson said personnel dealt with it and it's done. Hults said he suggested in his comments in the middle that we should either confirm or deny this, I think we need to put this to bed just as Julia said, it's got to be put away and we must start supporting the director. Pollister Amos said if you have a problem with the director let's go with the coaching approach as opposed to constantly criticizing and trying to come up with a contrived complaint of some sort that has nothing to do with performance. It's disturbing to me to watch what Miller is having to deal with. Pollister Amos said she understands that some people are frustrated but if you haven't spent time to talk with somebody one on one then it doesn't make sense to try to do it on paper and force the PC to deal with it. Simpson asked what Pollister Amos meant by coaching. Pollister Amos suggested that you approach things differently. You don't just walk in a room and throw out constant criticisms and constantly criticize what an employee is doing wrong. You help them to understand how things could possibly have been said or handled in a different way, you help them understand that improves our service to our community. Atkinson said, it's kind of like raising kids. Pollister Amos said it's trying to help and learn instead of always criticizing all the time. Johnson said that's been done in the past. Pollister Amos said it's not a one way street - it's a two way conversation and it doesn't focus on the negative it focuses on the positive and she is not ready to give up on the process. Simpson agreed. Geddes asked if when someone makes a complaint

they should

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sit down and discuss it one on one? Pollister Amos said yes that's what is supposed to happen in the first place, as soon as a complaint is received on the form, they should sit down and talk with the director trying to find a solution. But I am saying that even before that, as board members asking to put complaints about the director in a file, we should sit down and talk with the director about them and uses a coaching approach. If a board member is not comfortable with that approach then ask for help from one of us that is. That's the first place to go, not to come up with some criticism and some contrived complaint in somebody's file that makes no sense, doesn't serve any purpose and gives us a bad image. I think we should try a new approach. If there are certain members that don't want to try that's their decision, but I hope that there are enough of us that do to make a difference. Atkinson said this board will not operate correctly unless we support our library director 110% and if any board members have a personality clash and they can't accommodate that then they need to step away from the board pure and simple. Pollister Amos said that she agreed and said she's sorry that this is why we have this dysfunction because we have this constant conflict and it's not healthy at all. Hults said he supports this. Simpson asked if we could do to all agree on this and asked what is suggested, do we need a motions or should we just all agree, what do you want to do? Pollister Amos said we need to keep this in mind. The next time that one of you individually sends me a complaint, I will ask if you sat down and talked with Nannette about it. If you are not comfortable with that or are not happy with the outcome then ask one of us that is comfortable with coaching. Let's try to stop all of this negative, negative stuff.

Motion by Atkinson (no second) to be done with this last barrage of complaints behind us. Johnson said these complaints aren't being addressed. Hults said the personnel committee chair has rendered as decision, it's over. Johnson said they need to be addressed, you can't just let them go. These are not contrived complaints, these are complaints that have come to us we cannot just let them go. Pollister Amos stated that she had personally talked with a complainant, another board member has dealt with a complaint and apologized, and there is another that is so contrived it's not funny which makes it hard to respond to. She believes everything has been dealt with fairly.

Geddes said when you get a complaint from the public, it has to be addressed and just having a person come in and sit down with the person they have a complaint about doesn't do it, there should be mediation, I think that one on one is not a good thing You need a third person there to hear what each person says. Hults said Miller tried to engage Mr Janisse by Zoom to air his complaint and got no response. I took that complaint to the township board this morning asking if they thought Mr Janisse's complaint was valid. Nobody on the Elk Rapids Township Board supported that complaint so the matter is closed with the township board. Geddes said for that particular one, but in general you followed through which was good, Nannette did her part on that particular complaint. Simpson suggested writing a response. Geddes stated that sometimes all the complainer needs is a validation that they were heard. Miller said according to the policy a written response of your decision. Hults said then write letters to these complaints saying that we have closed the complaint and we thank them for their input. Atkinson said this will never end if we don't shut it down. Johnson said people aren't happy when their complaints aren't addressed and people show some understanding for how they feel. She doesn't think it's right to just say no

we are not going to do anything. Hults said, we did something - we addressed Mr Janisse's complaint and the board judged it to be non-factually based. Geddes asked if Mr Janisse had been told that. Johnson said no. Hults stated that he already knows. Pollister Amos reminded Johnson that she was the one who wanted to wait to deal with these in January and Pollister Amos did not agree. I talked with Diane and Chuck about this and they did not agree with me. Simpson asked if all we need to do is to write a response. Geddes and Johnson both said yes there needs to be a written response. Geddes said even if it's not what the complainant wants to hear, there needs to be a written response.

Schuler asked Julia regarding the committee, I don't recall you talked to me about those things. I thought we the three of us would meet and talk about these things. Pollister Amos said they had a phone conversation, I suggested that we have a meeting with the three of us to handle the one complaint and you said that you did not want to. Pollister Amos said she and Schuler talked about this for 45 minutes they will continue discuss it offline. Miller asked why Barb went around the personnel committee and brought it to the lawyer. Johnson said it's because they weren't being addressed and she was getting calls from the people who said they weren't being addressed. Pollister Amos stated that the only reason Mr Janisse's (I was trying to avoid using names in these discussions) did not proceed further is because he did not respond to director Miller request for a Zoom meeting. The other one, that was a one on one, I felt that there was no way for me or the PC committee to deal with that since it was a "he said she said" situation, director Miller said she had dealt with it and another board member said that they had dealt with it so in my opinion that was enough. I think that we were doing our very best in the situations that we were in and you (Johnson) told us that we were not to proceed until January. I will write some personal letters to people and I will confer with a couple other board members to confirm whether they have already done something like that and I will make sure that it's done.

I didn't hear a second to Ms Atkinson's motion.

Motion by Atkinson/Hults Atkinson restated her motion to be to close this episode of complaints that we have received, we've dealt with them and are done. Geddes agreed but didn't think we needed a motion to confirm that. Schuler asked why we needed a motion. Atkinson said to confirm. Johnson said certain people think that we are done with them and other board members don't. Other board members feel that they need to be handled differently. Geddes stated that Julia would write letters and that will handle it. Hults said that we need to unify this, Julia writes the letters. Geddes agreed but didn't think we needed a motion to confirm that. Hults stated that it needs to go for the record, we don't have a good track record here.

Pollister Amos called the question.

Schuler asked to have the motion restated: Atkinson stated Julia is authorized to compose and submit letters to all the complainants and that will be the end of this episode of complaints.

Schuler asked if this was a new motion and Atkinson said no, she just couldn't remember what she said 5 minutes ago, it's just adding the letters Julia's going to send.

Schuler asked Julia what the first motions was. Julia said the motion was that we are not going to follow up on these complaints any further than we already have beyond me writing each of them individual personal letters if one has not already been sent by some other board member.

Pollister Amos: Yes
Stephenson: Yes
Hults: Yes
Atkinson: Yes
Geddes: Yes, with reservations
Johnson: No
Schuler: No
Simpson: Yes
Motion carried.

11B. Financial Committee: Geddes, Schuler, and Miller

Geddes said the committee met a week and a half ago and have no report. Miller said she was starting to work on the draft budget for 2021 and she needs to know if the if the board intends to spend at this rate on legal fees because she will need to put \$60K in that line item if you do. It would be 2.5 time the book budget and more than she makes in a year, she does not think that is a reasonable thing to do, but she has to know. Simpson said we already discussed that we don't intend to do that. Pollister Amos agrees that we do not. Hults agrees, we closed that issue with the motion

12. Ad Hoc Committee Reports

12A. Strategic Plan Committee: Simpson, Miller, and Stephenson
Covered previously

12B. Capital Campaign Committee:

Simpson said the group doesn't have a lot to report, the group that was working on the book, the home school group, they've finished their draft, they had some issues where they couldn't meet due to Covid but they are back together now so we will start working on that to get illustrations together so that's pretty exciting. We are in the middle of our year-end campaign and we will probably be sending out another email and another one next week and hopefully we will get some good response from those. Letters went out two weeks ago.

12C. Building Committee: Hults, Schuler, Miller

Hults said he has not talked to Chuck my comment is that the regime is changing at the Village. There will be a new manager in a few months. There are three new elected board members and I don't believe we are going to start construction in the near future. I do believe we must resolve the issue of control and ownership and Mr. Cooper told us at our last meeting, that they couldn't really release control and if they did the deed would revert back to the grantor. Hults has done some independent research and he doesn't find that this to be true. So I think that the negotiations need to be opened at a later date and I still am of the opinion that we need to have control of the building and they have ordinances that specifically to deny that. So there is a lot of work to be done here, but I think we have time because I don't think we are going to start construction soon. Simpson says she thinks the new people come in year end. Hults stated that 's why he doesn't think he will proceed until after the new year. Schuler agreed.

12D. Policy Committee: Johnson, Geddes, and Miller

Johnson sent notes of this meeting and we will move on from there. Miller is working on the Work from Home policy and a booklet of what she does and what happens. Johnson and Geddes believe that we need two grievance policies depending on who is making the grievance. Johnson said this is in an email and not in the packet. Pollister Amos suggested the personnel committee be involved in the grievance policy changes. Miller stated that we don't need two grievance policies, we could have one policy with two different procedures. She also said that we don't want a policy with all the things I do in it, otherwise we would have to change the policy every time a procedure changed. Johnson stated that they were just ideas.

13. Friends Report

Sharon Bacon gave the report and she stated that they have three new directors, Paula Moyer, Bobbit Bellingham and Sharon. They have Chair Tony Wittbrodt and Vice Chair which is Sharon who will also be our liaison. The secretary position that Tony used to hold is open. Their fiscal year is also changing back to June 30 in preparation for the audit. We also agree to participate in an ad hoc committee to look at the options of the pros and cons of moving the Capital Campaign to The Friends. We are unclear as to what that might mean but we feel that we are happy to discuss and to participate to find the best arrangement. We will review other libraries that have done Capital Campaigns like this in the recent past. We will also try to find some structural accommodations that might make our campaign work better. We are not scheduled to meet for regular meetings until April but we will meet via Zoom as needed.

14. Public Comment: Same rules as previous public comment

Dianne Richter asked regarding the policy that was changed so that the Capital Campaign would be posting when their meetings were? Simpson said when we have a full committee, which we have not had, there will probably be one in January and there will likely be a posted meeting by the end of December.

15. Board Comments:

Pollister Amos thanked Sharon Bacon for being on The Friends.

Geddes said thanks to the library staff. They've done a great job decorating and keeping the library presence in the community. There is something positive on Facebook every day and that's a good thing.

Hults said that even though he brought up a motion to terminate her, he believes Director Miller has been, and still is, doing a good job and I applaud her for hanging in there for all of this thick and thin. Congratulations.

Atkinson echoed Hults comments - thank you Nannette for hangin' in.

Johnson thanked the staff for everything they have done this year and wished them a Merry

Christmas.

16. Adjournment

Motion to adjourn by Hults/Geddes at 7:34

Meeting adjourned by voice/order of the chair.

Respectfully,
Julia Pollister Amos

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