

MINUTES
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT
BOARD OF TRUSTEES' MEETING
LAS VEGAS, NEVADA
July 10-11, 2008
(approved September 11, 2008)

The Board of Trustees of the Las Vegas-Clark County Library District met in retreat session in the Turnberry Room at the Golden Nugget Hotel and Casino on Thursday, July 10, 2008 and Friday, July 11, 2008.

Present:

Board:	F. Barron	L. Overstreet
	V. Davis-Hoggard	A. Arthurholtz
	A. Aguirre	K. Benavidez
	J. Costello	R. Kirsh

Counsel: G. Welt

Absent: K. Carter
E. Sanchez

Staff: Daniel L. Walters, Executive Director
Numerous Staff

Guests: Jacqueline McLemore, McLemore Consulting Associates
Charlie Dorsey, Wells Fargo Insurance Services of Nevada, Inc. (July 10 only)
Kathy Ong/Jim Chachas, Hobbs Ong & Associates, Inc. (July 11 only)
Kendra Follett, Swenseid & Stern (July 11 only)
Cameron Stuart, Clarity Advisors to Management (July 11 only)

V. Davis-Hoggard, 2007-2008 Chair, called the meeting to order at 3:13 p.m. and passed the gavel to 2008-2009 Chair F. Barron.

Roll Call All members listed above represent a quorum. Trustees Carter and Sanchez have excused absences. Appendix A.

Agenda Trustee Arthurholtz moved to approve the Agenda as proposed. There was no opposition and the motion carried.

Executive Session - Possible briefing by counsel on pending litigation. This is a closed session, no action will be taken. (Item III.) Counsel Welt announced there was no need for a closed session and reported on the status of the outstanding issues with the Friends of Southern Nevada Libraries (FOSNL). FOSNL has new counsel, Kim Wanker. As part of the stipulated agreement between the District and FOSNL, the District has received a copy of the FOSNL audit. Mr. Welt said the District auditors are reviewing the audit and have several questions that should be resolved by access to the FOSNL records. Ms. Wanker has assured litigation counsel the access would be provided shortly. Welt believes once the auditors' questions have been answered, the District and FOSNL will move to the next step.

Chair's Report (Item IV.) Chair Barron asked Trustees to review the 2007-2008 Board Committee list and contact her if they would like to change their assignments for 2008-2009. She will announce the final committee assignments at the next meeting.

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Chair Barron presented a set of engraved bookends to former Chair Verlia Davis-Hoggard to thank her for her service as Chair from July 2006-June 2008. Barron acknowledged Davis-Hoggard's dedication and her continual lobbying on behalf of the District and Nevada libraries locally and at the state legislature. Barron noted that Davis-Hoggard is responsible for the District receiving grants of \$200,000 for the West Las Vegas Library Homework Help Center and \$75,000 to build the collection and received the Nevada Library Association's Trustee of the Year Award. Trustee Davis-Hoggard was given a round of applause.

Executive Director Walters said that Davis-Hoggard was one of the best chairs he has worked with over his library career. He thanked Davis-Hoggard for her participation in District activities and library organizations as well as her insight and advice, not only during her term as Chair, but as long as she has served as a Trustee.

Chair Barron introduced Jerilyn Gregory, the District's new Human Resources Director, who will officially start work on July 14. Ms. Gregory was given a round of applause.

Chair Barron introduced Jacqueline McLemore of McLemore Consulting Associates, who will serve as the retreat facilitator.

Consent Agenda

1. Discussion and possible Board action to increase the mileage rate from \$0.505 cents per mile to \$0.585 for employee reimbursed mileage. (Item V.A.1.)

Trustee Costello moved to approved the consent agenda, which consisted of the following item, in its entirety:

Increase the District mileage rate to \$0.585 cents per mile in accordance with the IRS published mileage reimbursement rates.

There was no opposition and the motion carried.

Discussion and possible Board action regarding a new Clark County Ordinance regarding attendance at Board meetings. (Item V.B.)

Mr. Welt explained that the Clark County Commission passed an ordinance requiring that three unexcused absences of their appointees must be reported to the Commission by the Board Chair. Welt advised Trustees that an excused absence seems to be that a Trustee has called in and advised District staff of their nonattendance at a Board meeting. Welt suggested that an attendance report be attached to the minutes of the meeting.

Discussion and possible Board action regarding contract award for property and casualty insurance for the policy year commencing on July 15, 2008 and for

Chair Barron reported that the Risk Management Committee met prior to the retreat to review the insurance proposals for 2008-2009 and recommend passage.

Trustee Davis-Hoggard questioned whether the District will be paying to insure the Green Valley Library after it has been transferred to the Henderson Library District. Mr. Charlie Dorsey of Wells Fargo Insurance Services of Nevada, the District's broker, answered that the Green

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**public officials and
employment
practices liability
insurance for the
policy year
commencing on
August 1, 2008.
(Item V.C.)**

Valley facility will be removed from coverage and the premium prorated once District staff advises him of the actual transfer date.

General Services Director Steve Rice advised Trustees it is proposed that the District change its insurance carrier with the annual savings projected to be close to \$50,000.

Trustee Kirsh asked whether the change in carriers was for simple economic reasons or were there other reasons involved. Trustee Arthurholtz replied that the District had been with the same carrier for nine years and several carriers declined to bid because of their perception that the District would not change carriers. For her, the money was a factor, but she felt comfortable with the broker's assurance that the policy was similar to what the District has had for several years.

Mr. Walters said the District would realize significant savings by switching carriers and acknowledged the work of Mr. Rice and District staff as well as Mr. Dorsey and his staff in working to get qualified bids.

Trustee Arthurholtz moved to authorize staff to award a contract, through Wells Fargo Insurance Services of Nevada, Inc., to St. Paul Mercury Insurance, A Travelers Company, at an annual premium of \$211,417 for property and casualty insurance with cyber liability coverage for the policy year commencing on July 15, 2008. There was no opposition and the motion carried.

Trustee Arthurholtz moved to authorize staff to award a contract, through Wells Fargo Insurance Services of Nevada, Inc., to St. Paul Mercury Insurance, A Travelers Company, at an annual premium of \$20,039 for public officials and employment practices liability insurance for the policy year commencing on August 1, 2008. There was no opposition and the motion carried.

**Retreat Discussion
(Item V.D.)**

Executive Director Walters introduced Jacqueline McLemore, McLemore Consulting Associates, to facilitate the retreat discussion.

A copy of the report submitted by Ms. McLemore is attached to the minutes as Appendix B. Noted for the record are Board votes, arrivals, departures and breaks.

**Outline from the
Executive Director
on calendar issues
requiring Trustee
work / meetings
and schedule
requirements
August 08 - June 09.
(Item V.D.1.)**

Mr. Walters passed out a calendar on issues requiring Trustee work, meeting and schedule requirements during the period beginning August 2008 and ending June 2009. This has been included in the official meeting file and is part of the retreat discussion.

The meeting recessed for a break from 4:15 - 4:25 p.m.

Succession planning for trustees, new trustee orientation and board meeting effectiveness, meeting frequency and scheduling and other planning issues given anticipated challenges for District and Trustees July 08 - June 09. (Item V.D.2.)

Part of the retreat discussion.

The meeting recessed for a break from 6:11 - 6:21 p.m.

Chair Barron moved that the meeting be recessed until 8:00 a.m. on Friday, July 11. There was no opposition and the motion carried. The meeting was recessed at 7:04 p.m.

Friday, July 11, 2008

Vice Chair Overstreet reconvened the meeting at 8:28 a.m. Chair Barron had called to say she was delayed and would arrive shortly.

Roll Call

Trustees Aguirre, Arthurholtz, Benavidez, Costello, Davis-Hoggard, Kirsh and Overstreet were present when the meeting reconvened which constituted a quorum. Chair Barron arrived at 8:31 a.m.

Discussion and direction to staff based on a presentation by Hobbs, Ong & Associates, Inc. regarding an update of the District's financial forecast for the future financing of the development and operation on the Southwest Library and Service Center. (Item V.D.3.)

Kathy Ong and Jim Chachas of Hobbs, Ong & Associates, Inc. presented an update of the District's financial forecast for the future financing of the development and operation on the new Southwest Library and Service Center as part of the retreat discussion. Mr. Rice discussed the updated project cost estimates and Mr. James discussed the sources and uses of funds for the proposed project. The presentation has been included in the official meeting file.

The meeting recessed for a break from 10:00 – 10:20 a.m.

When the meeting reconvened, Mr. Welt reported on new information he had received that morning from FOSNL counsel regarding access to the group's books as well as a supplemental disclosure from the group regarding donations FOSNL has made outside the District.

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Discussion and possible Board action regarding a presentation from the District's financial advisors and Bond Counsel regarding issuing medium-term bonds to fund completion of a new Southwest Library and Service Center. (Item V.D.4.)

Kendra Follett of Swenseid & Stern outlined the public hearing process and non-binding resolutions required from the Clark County Board of Commissioners and the Las Vegas City Council. Ms. Ong and Mr. Walters discussed the schedule and the dates Board action will be required.

Trustees reviewed the bond issue projections updated from several earlier presentations and the proposed bond schedule for the Southwest Library and Service Center. Also discussed was the timing of the project as well as matters related to issuing bonds in the current economy. Trustee Overstreet expressed apprehension that a project with such a large scope and critical scheduled dates was also coming during the transition of Trustees and a new Executive Director in 2009. Trustee Costello questioned whether other options could be considered as the proposed location was the only option reviewed due to its availability. Trustees also reviewed the projected cost savings and bond requirements. Mr. Walters, Mr. James, Ms. Ong and Ms. Follett answered questions.

Trustee Aguirre moved to authorize staff to proceed with issuing medium-term bonds to fund completion of a new Southwest Library and Service Center. Chair Barron and Trustees Aguirre, Arthurholtz, Benavidez and Kirsh voted to approve. Trustees Costello, Davis-Hoggard and Overstreet voted to oppose. The motion carried (5 votes to 3 votes).

Discussion and possible Board action regarding contract award for construction management services to URS Corporation. (Item V.D.5.)

Mr. Rice discussed the construction management services to be provided by URS under the proposed contract, noting that the contract covers not only services for the proposed Southwest Library and Service Center, but also the efficiency remodels and Centennial Hills Library completion.

Trustee Overstreet moved to authorize the Executive Director to execute a contract with URS Corporation not-to-exceed \$3,167,078.00, plus authorized reimbursable expenditures, for construction management services for projects from July 1, 2007 through June 30, 2011 in accordance with RFQ No. 08-06, subject to review by Counsel, however until the public hearings are completed by the Clark County Commission, the Las Vegas City Council and the Las Vegas-Clark County Board of Trustees, expenses shall be limited to \$250,000, which will include but not be limited to consulting on Centennial Hills, the efficiency remodel projects and minimal preapproval consulting on the Southwest Library and Service Center. Chair Barron and Trustees Aguirre, Arthurholtz, Benavidez, Davis-Hoggard, Kirsh and Overstreet voted to approve. Trustee Costello voted to oppose. The motion carried (7 votes to 1 vote).

Discussion and possible Board action regarding professional services providing

Mr. Walters introduced Cameron Stuart, of Clarity Advisors to Management (Clarity), who gave a presentation regarding a proposal for services providing succession planning and executive recruitment issues as part of the Retreat Discussion.

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**succession planning
and executive
recruitment issues.
(Item V.D.6.)**

There was extensive discussion after the presentation on the expense, the position requirements, timing and schedule. Trustees also asked about District hiring policies. Trustees questioned whether staff could be promoted from within and whether that would conflict with District policies. There was debate on whether to convene a separate Trustee committee to handle the search or whether the Board would itself constitute a Committee of the Whole. Trustees discussed whether the Board could conduct its own search given candidates' potential requests that their application remain "confidential" without violating the Open Meeting Law, and the quality of the candidates they would attract if they chose to do so.

No vote was taken on the item.

**Announcements
(Item VI.)**

The next Board Meeting will be held Tuesday, August 12, 2008 in a location to be determined at 6:00 p.m.

**Public Comment
(Item VII.)**

None.

**Adjournment
(Item X.)**

Chair Barron moved to adjourn the meeting at 12:09 p.m. There was no opposition and the motion carried.

Respectfully submitted,

A. Arthurholtz, Secretary

APPENDIX A

LVCCLD TRUSTEE ATTENDANCE

		July 3 Ad-Hoc Retreat Prop	July 10 Risk Mgmt Cmte	July 10-11 Board Retreat		
2008						
Aguirre	Aldo		A-E	P		
Arthurholtz	Andrea	P	P	P		
Benavidez	Kelly			P		
Carter	Ken		A-E	A-E		
Costello	Jamie		P	P		
Davis-Hoggard	Verlia	P		P		
Kirsh	Ron			P		
Overstreet	E. Louis	P		P		
Sanchez	Elaine			A-E		
Barron	M. Frances	P	P	P		

direct attention is needed on Board member orientation and trustee development processes. Examples of what can be done includes:

- Tours
- Shadowing
- Attend ALA meetings
- Provide/use Roberts Rules and Carver Model references
- Revise and formalize Board orientations processes
- Have discussions at meetings that support ongoing development of Board members

At the meeting's conclusion, trustees provided closing perspectives on where the Board goes from this point. Themes from the wrap up comments:

- The dialogue was frank, eventful and open.
- It is important to continue the team building and activities that support the library mission.
- It will continue to be important for Board members to clarify their beliefs and rationale for positions that are taken.
- The Library must continue to promote access to literacy to all members of the community and provide the best service possible while holding on to its recognition as a model library.
- The needs of the Library and the people it serves must have priority over personal agendas and interests.
- The Board will continue to make independent decisions and assessments based on teach issue. It is important to not have “carryover tensions” based on the results of a prior decision that may not be to an individual Board member’s liking.
- Use the “veteran leadership experiences” of Board members. Ensure that respect is given to all members.

Summary:

The next year of leadership transition on the Board and within the agency will provide challenges that are best met by intentional, scheduled development processes. It is critical to get agendas developed that address topical issues and process needs. For example, the discussions about growth and expansion and executive director search processes will be difficult. A schedule for holding these discussions should be set now. A set of tools may be useful for Board members as they approach these discussions. The tools might include understanding the ladder of inference, the crucial confrontation protocol developed by Kerry Patterson, and refreshers on managing change from the Board perspective and Board member communications strategies.

Clarifying Board and staff roles is also likely to need ongoing attention during the next year. Understanding that there are different roles already resides with Board members. Actually understanding potential “pinches” and conflicts is another matter. It is better to address this with a plan and a set of tools rather than waiting until a sticky, poorly managed issue surfaces.

I am happy to provide any of the tools and protocols noted in this summary if there is interest.