

MINUTES

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION

Board of Directors Meeting

April 24, 2023

The Board of Directors of the Las Vegas-Clark County Library District Foundation Special meeting on April 24, 2023 via Zoom at 11:42 am.

Board Members in

Attendance:

Elaine Sanchez, President
Nicole Rogers, Secretary

Chris Way, Director
Jane Mac, Treasurer

Fred James, Director
Michelle Sanders, Director
Kelly Benavidez, Director

Felipe Ortiz, Director
Kate Turner-Whiteley, Director
Tamar Hoapili, Vice President

Excused Absents:

Keiba Crear, Director
Jane Mac, Treasurer

Shannon Bilbray-Axelrod, Director

Guest:

Joann Prevetti – Director of Development
Lashea West – Development Coordinator
Cindy Fesemyer – Co-Founder Alliance for Library Impact
Briana Martinez – Kaempfer Crowell

Roll Call (Item I.)

President Sanchez called the meeting to order at 11:42 a.m. All members listed above represent a quorum.

Public Comment (Item II.)

None.

Board Action to accept proposed agenda (Item III.)

Director Ortiz moved to approve the proposed agenda, Director Rogers seconded the motion. All voted in favor, motion carried.

**Board Discussion
and possible action
on Foundation
Future (Item IV.)**

President Sanchez stated that she would like to have a discussion about the future of the foundation. I believe it was District Chair Wilson back in February wanted to have this working group to find solutions on how the two boards can work together. I have spoken with our counsel and she believes it is a good idea. Although we have created the working group we believe it's important to share the information that we've learned with our entire group. In line with the open meeting law there is a proposal from Alliance for Library Impact. The cost is \$16,600, the District would pay \$10,000. I feel that the programs the district offers are expensive and that there is no way the tax payers funding mechanism could fund all that is offered. I would like us to have a 20 minutes conversation about it. I will start with you Director Ortiz, what do you think and what would you like to see for the future?

Director Ortiz stated, Yes, we grow, we all change and we should change with the times. With that said, I want to make sure with this proposal that it will help us all work together better. And also that it does not give them the access to change the bylaws or board mechanism. Next, the Foundation is there to help raise money, not to do the minutiae and writing letters, and licking stamps. It is really intended to give us the contact list or staff that goes out on our behalf and throw our name around. I don't know if we are ready for sending out letters just yet. Two issues, 1. I want to make sure the proposal before us is not intended to change our bylaws. That was never my intent, it was, how can we do things better? 3. I don't believe we can be a working board but more of a sharing resources and assets, so the person asking can use our knowledge and context to find more money.

President Sanchez stated, Thank you. Director Michelle Sanders I would like to hear what you think.

Director Sanders stated, I can only speak for me, I know that my time doesn't allow for me to be a part of a full working board. I am willing to giving time and to finish out, but it's a tough ask.

President Sanchez stated, Thank you. Director Hoapili.

Director Hoapili stated, I just want to thank you and the others for all the hard work and time put into this. I love this plan. I had to read it a couple of times to fully understand it. I love how it is broken up into phases, it helped me to better understand why it works and the purpose of why we would do this. I am in favor of this plan and the time line might need to be adjusted. I agree with Director Ortiz that our goal with the working group was to raise money and work with JoAnn Prevetti and not to write letters. I will say this, the plan was not to change bylaws, and going through this plan there may be a need in the future to maybe make some changes. We didn't go in with the intent to change anything but we may learn somethings and want to change somethings in the future. It's all about sustainability and building a better board for the future.

President Sanchez stated, thank you. Director Whiteley.

Director Whiteley stated, Hello, I know I am kind of new. I agree with Tamar completely. I believe this is a wonderful opportunity for us to look at best practices across the country. I think this our chance to have a

best-in-class foundation. We need to make sure the support and structure are in place. Round of applause to you all.

President Sanchez stated, Thank you. Director James do you have any comments regarding this?

Director James stated, Yes I do. I am a part of the group that we've been on and I come in with a lot of history. I've seen the board working perfectly of the last 15-17 years. We've grown from a small board with people from the communities help. I like the idea of us going through our bylaws and maybe making some adjustments to it. If we were a working board we would need a lot of assistance and we don't have the resources for that. I am not in favor of entering into the contract, I believe it is a waste of time. I believe the sides can work with the attorneys and then the attorneys can work and help us make the adjustments to the agreements between the District and the Foundation that are needed. There are several Local Foundations that have excellent models we could follow as well. Such as UNLV and Clark County Public Education Foundation.

Personally, I think we should reconsider. We don't have the funding to really do anything. And I think with the funding we do have we should just work with our attorneys and update our agreements.

President Sanchez stated, Thank you. Director Benavidez.

Director Benavidez stated, I agree with Trustee Tamar and Kate. I do understand what James is saying, I have history as well. I believe he and I are long sitting with him on the District side and me on the Trustee side. He has a point, my only reason for heading towards the consultant idea is getting us together at the table. Figuring out what other board foundations are doing that works best and that we can learn from. I know that money is a big deal, I brought up the idea of splitting the cost for the program. I wanted it to be fair and didn't want the consultants to feel like they worked for one entity over another. Whatever the board decides I will support the vote.

President Sanchez stated, Thank you. Director Way.

Director Way stated, two parts, one is what we have done well on what relates to our mission. In the notion that we support the program that the district mostly needs. That role of the Foundation should continue. What has changed is how we will fund ourselves as a Foundation. In terms of whether we will be a working board or not comes back to the question of funding. Tamar hit the point on the scope of work and level of work we engage in is about connecting people into the community, showing up to meetings, opening doors and to whomever we appoint or hire to be our director of fundraising. Applying our backgrounds and skills as it relates to the success of the foundation. A working board could be a continuum, could be licking stamps like Felipe discussed or showing up for some meetings to make sure we are funded. Understanding what programs are the priority and what the cost of these programs are, and then going forward to execute fundraising for those programs. Fred I understand your point and agree with you on the fact that we have other foundations in the community we could use as examples. I'm always open to new ideas that this consultant may have through they're

experienced. If we end up with a get new idea it might be worth the investment and time.

President Sanchez stated, Thank you. Director Rogers.

Director Rogers stated, I think it echoes almost everyone here. I think asking us to be a working foundation is a little crazy, we all have our normal jobs. And to ask 40 more hours is what a working group would do, on top of what everyone else here already does is a little crazy. I believe we can continue to give our time the way we already do. I think going through the proposal is done in good faith on both ends. It may help the non-working board work more efficiently. I do think it is a lot of money, but overall I believe the group was working well and then a lot of money came in all at once and we grew and we want to make sure we continue working well in the future. We can only continue to grow this and make this endowment even bigger. We need to make sure that everything is tighten down going forward. For a better Foundation Board and a better Library District in the future.

President Sanchez stated, Thank you

I want to tell everyone thank you for coming to this special meeting. Thank you for looking through the proposal, thank you for giving all your comments. This is helpful in making a final decision. This is discussion and possible action, I think once we get the minutes we figure out what we can utilize for this whether or not the Library Impact Proposal passes or not we can use the comments as part of our growth to make our Foundation stronger. I would like to propose we use it as part of our action plan for the future. Can I get a motion for that?

Director Fred James asked, what exactly are we voting on?

President Sanchez answered, To use all of our comments as part of action plan for the future and growth.

Director Rogers asked President Sanchez, When do we have to give an answer on the proposal?

President Sanchez answered, it will be our next agenda item. So how it works is, counsel told me that it would be a good idea to bring this before the board and we approve it officially, and then we could go forward with the Library District.

Director Way asked President Sanchez, So essentially you are asking us to document the comments plus any potential action items for the future of the Foundation?

President Sanchez answered, Correct.

Director Way moved, That we all email in our comments to the Chair, also with any proposed action items that would impact the future of the Foundation. Director Hoapili seconded the motion. All in favor, stated I. No nays. Motion carries.

Board Discussion and possible action

President Sanchez introduced Cindy Fesemyer from Alliance for Library

**to approve Alliance
for Library Impact
proposal.
(Item V.)**

Impact.

Cindy Fesemyer stated, Hello, I am here to just answer any questions you may have. When I reviewed the proposal to prepare for this meeting I did notice that the dates in the narrative no longer match the dates in the budget and time line. So the dates would need to be adjusted. All of the actives that are outlined are the same.

Director Benavidez stated to Cindy that she would like her to reintegrate the timeline that we weren't in a rush. Only one person was pushing to have this rushed. But that the group wanted to take our time and make sure we got this down right?

Cindy Fesemyer stated, thank you Kelly for sharing that, it's lovely to hear. That is most definitely our recommendation as well. I am glad we are on the same page with that.

President Sanchez stated, there was a comment from a board member that wanted to make sure we are not trying to change our bylaws. My understanding is that we are trying to create a working dynamic to create a future agreement that will work for both parties in the future. Is that your understanding Cindy?

Cindy Fesemyer answered, Yes, the beauty of this is that I and Amanda both have been library staff, trustees and foundation members. I believe we have a pretty well round view the situation. There will be a lot of on the ground data gathering before the retreats. There will be two separate retreats, to separately find out how they would like to proceed and then it will be a full body. From there we'll get the official recommendations for what will be presented in the fall. Having had all voices apparent.

President Sanchez stated, Thank you. Are there any questions about the purpose of the proposal, the working plan or time line?

Director Hoapili stated, not so much a question. I love your approach of going to both boards separately, it gives both groups a since of being able to speak freely.

Director Ortiz stated, Each board is going to look at this, each board is going make recommendations, and we are splitting the cost 50/50. It looks like there is an additional cost to have the attorneys review it. So it's not just this amount.

President Sanchez stated, that is correct. So we would spilt the cost of the proposal, then we would have the attorneys review it to come up with the agreement. So yes, it is a process.

Director Ortiz asked, so about **\$30,000**.

President Sanchez stated, At the end of the day, I am not sure what it will cost. But I will say it appears that the District Chair felt like this was a good idea. Unfortunately, we have not had a lot of communication from the District except for recently. I am talking about specifically Chair Brian Wilson. I think it is important we have some type of agreement, we have one now however is it very old. We have two options, we cannot do the proposal and we can try to do it ourselves. Or we can do the proposal with guidance from people that what they're doing and have dealt with foundations and libraries before. Yes this cost money, but I always

believe it will cost us by not having a new agreement or not having certain words stipulated in the agreements.

Director Ortiz stated, Madam Chair I am satisfied with your answer and satisfied with the proposal, thank you.

Director Fred James stated, I would like to say to point. I am not dissatisfied with the proposal or the people who have to do with it. I just feel the way I feel and that is it is a waste of money. We should focus on the working out of the issues between our agreements. The point was brought up by Director Ortiz, we are going to be paying out a lot of money with the contract. We have great attorneys but it's not cheap and it will cost a lot of money. I prefer we focus on working out our agreements just with using our attorneys and go from there.

Director Hoapili stated, this is the natural evolution for our board. Whether or not we go through a consultant or do it ourselves we have to update our agreements to be able to do our job. We got in pickles before and we can't continue like that. We must go through this either way to get to the next level. This way we can serve our communities and libraries.

Director Hoapili motioned to accept the proposal for the consultants for the Foundation from Alliance for Library Impact. Director Way seconded the motion. All in favor stated, I. Director Fred James, stated, Nay. Motions carries.

**Board Discussion
and possible action
Foundation Working
Group members and
term.
(Item VI.)**

President Sanchez stated, that the working group for this matter which is the agreements, is myself, Director Keiba Crear, Director James and Director Rogers. Director Crear and my terms are going to be ending. My last meeting is in May. In this meeting or the next there should be a discussion about adding new members to the working group.

Director Rogers asked, is there a way to temporarily extend your term a few months or until we see this through? It may be hard for someone new to come in.

Briana Martinez answered, as long as the board votes to allow you to, it's fine. However, you can't have any vote once your term is over. And we would need to review the bylaws to make sure it is allowed.

President Sanchez stated, she would be willing to assist.

Director Ortiz stated, He would prefer replacing the position with another Director instead, such as Director Chris Way or another director. They would be able to make comments only, which carries no weight and have no voting power after term. We need weight and teeth with voting power. So we need to appoint the two seats.

President Sanchez stated, this is why I put this up. I don't want to leave this board in a lurch. I believe it's important to have things in place. We can have another meeting or special meeting to vote it in--to do what is best for the Foundation.

Director Hoapili stated, I don't believe the bylaws have a past president position. Maybe when we review the bylaws, we might want to add something like that to help with transitions. Again this is sustainability

for the future. How we can help the board members for the future.

Briana Martinez confirmed, there is no past president position currently.

Director James asked, Could we put on the next agenda to amend our bylaws?

President Sanchez stated, We can discuss that in our next section.

JoAnn Prevetti, Director of Development LVCCLD stated, Jane Mac is also terming out at next meeting.

Director Way stated, I believe it makes sense for a short-term extension. I think whoever will replace you and Keiba will need a briefing and understanding of where we are at. I Would like to see us get this complete before you're officially termed out.

Director Way asked, Do we have a copy of the positions and terms dates?

President Sanchez answered, Yes, and JoAnn has that information.

**Update on Bylaws.
(Item VII.)**

President Sanchez stated, We have Brownstein, Hyatt, Farber and Schreck working on the bylaws and the committee suggestions. Attorney Carman Gilbert will be reaching out to you to get comments and suggestions. This way, you will have the information for the next meeting.

Director Sanders asked, What is the timeline for the bylaws updates?

President Sanchez answered, You will probably get them by the end of this week.

***** asked, Can you tell us who is on the bylaws committee?

President Sanchez answered, I believe it is Keiba Crear, Nicole Rogers, Michael K**** and Tamar Hoapili.

**Public Comment.
(Item VIII.)**

None.

**Adjournment
(Item XVII.)**

The meeting was adjourned at 12:58 pm

NOTE: AT ANY TIME, ANY ITEM ON THIS AGENDA MAY BE TAKEN OUT OF ORDER, COMBINED WITH ONE OR MORE OTHER ITEMS ON THE AGENDA OR REMOVED FROM THE AGENDA, WHETHER AT THE DISCRETION OF THE CHAIR OR BY VOTE OF THE BOARD.

NOTE: REASONABLE EFFORTS WILL BE MADE TO ASSIST AND ACCOMDATE PERSONS WITH PHYSICAL DISABILITES DESIRING TO ATTEND THE MEETING. PLEASE CALL LASHEA WEST AT (702) 507-6181 SO THAT ARRANGEMENTS FOR ATTENDANCE MAY BE MADE.

NOTE: PLEASE CONTACT LASHEA WEST AT (702) 507-6181 OR lashea.west@thelibrarydistrict.org TO REQUEST THE SUPPORTING

MATERIAL FOR THIS MEETING. SUPPORTING MATERIAL WILL BE MADE AVAILABLE AT MEETING LOCATION ON THE DAY OF THE MEETING AFTER 3:00 PM

Pursuant to NRS 241.020, written notice of the meeting of the Las Vegas-Clark County Library District Foundation Board of Directors as given on Friday, February 10, 2023, i.e. given at least three (3) working days before the meeting, including in the notice the time, place, location and agenda of the meeting.

- A.** By delivering a copy of the notice to each Foundation Board Member;
- B.** By posting a copy of the notice at the principal office of the Foundation, or if there is no principle office, at the building in which the meeting is to be held, and at least three other separate, prominent places within the jurisdiction of the Foundation, to wit.
 - 1. Clark County Library
1401 E. Flamingo Road
Las Vegas, NV 89119
 - 2. Enterprise Library
8310 S. Las Vegas Blvd.
Las Vegas, NV 89123
 - 3. West Charleston Library
6301 W. Charleston Boulevard
Las Vegas, NV 89146
 - 4. Windmill Library
7060 W. Windmill Lane
Las Vegas, NV 89113
 - 5. Las Vegas-Clark County Library District Foundation
website www.lvccldfoundation.org
 - 6. Nevada Public Notice Website: <https://notice.nv.gov/>
- C.** By mailing a copy of the notice to each person, if any, who has requested notice of the meetings of the Las Vegas-Clark County Library District Foundation Board of Directors in the same manner in which notice is requested to be mailed to a member of the Library Foundation Board of Directors.