

## Minutes

### LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION

#### Board of Directors Meeting

January 17, 2023

The Board of Directors of the Las Vegas-Clark County Library District Foundation met on December 19, 2022, via Zoom at 12:00 p.m.

#### **Board Members in**

##### **Attendance:**

Elaine Sanchez, President  
Tamar Hoapili, Vice President  
Nicole Rogers, Secretary  
Keiba Crear, Director  
Fred James, Director  
Michael Kalish, Director  
Felipe Ortiz, Director  
Michelle Sanders, Director  
Chris Way, Director  
Kelvin Watson, Ex-Officio Director

**Board Members Absent:** Kelly Benavidez, Director  
Jane Mac, Treasurer

**Guests:** Africa Sanchez, LVCCCLD Foundation legal counsel

**Roll Call  
(Item I)** President Sanchez called the meeting to order at 12:00 p.m. All members listed above represent a quorum.

**Public Comment  
(Item II)** None

**Board Action to  
accept proposed  
agenda  
(Item III)** Director Crear moved to approve the proposed agenda, Director Way seconded the motion. All voted in favor, motion carried.

**Board Action to  
accept minutes from  
December 19, 2022  
(Item IV)** Director Kalish moved to approve the minutes from December 19, 2022. Director James seconded the motion. All voted in favor, motion carried.

**Closed Session  
(Item V)**

**Discussion and possible action to authorize settlement with Danielle Milam for \$14,000 (Item VI)**

Director Kalish made a motion to authorize a settlement of \$14,000 to Danielle Milam. Director Way seconded the motion. Director Ortiz abstained from the vote; all others voted in favor, motion passed.

**President's Report (Item VII)**

President Sanchez asked if everyone had a chance to review the report and asked if there were any questions. She stated that she wrote the report mainly for the newer board members to provide clarification on the Foundation's relationship with the District. President Sanchez continued that it would help if there were to be a joint meeting with the Foundation and Library District Trustees or officers and executives of the Library District. The report also outlines the services that the Foundation provides to the community and some history of the Foundation.

**Discussion and possible action on Foundation's current operations and utilization of LVCCLD staff (Item VIII)**

President Sanchez stated that the Foundation has always had LVCCLD staff available to help with the Foundation. With the changes being made with staffing allocations the board needs to figure out the best way to utilize services and at the same time follow the rules of the 501c3. President Sanchez asked if there were any questions.

Director Ortiz stated that he agrees with President Sanchez and this is good opportunity for the Foundation Board and Library District Board to appoint a smaller group to review how we can be economical and efficient so that we meet the goals of the constituency, the public. There have been many changes in legislation and technology since 2003. The Foundation needs to tighten up on roles and responsibilities so that when the library report goes to the Legislature from us or through the Library District, the District feels comfortable allowing us to assist with raising money and being a pass-through for the Library District. Director Ortiz believes it is a good time to appoint two or three people to review areas we can improve on.

Director Ortiz asked if the Foundation has any employees. President Sanchez replied yes, the Foundation has one part-time employee that assists with the book sales. She continued that after speaking with counsel, it is important for the Foundation to review its policies and procedures to ensure we are as compliant as possible. We need to figure out what is the best way for us to move forward. President Sanchez believes the executive officers of the Foundation Board should meet with the executive officers of the District, and she asked legal counsel, Africa Sanchez, how this could be set up

Ms. Africa Sanchez confirmed that Nevada Revised Statutes did allow that meeting to happen but she is unsure of the procedures to get a

joint meeting. Director Ortiz stated that the request for such a meeting would go to the Director, the Chair for the District, and those two would create the agenda items, they would come back with a time frame, and if it would be in a regular meeting or a special meeting.

Director Crear asked about changes that were made in legislation that affect the Foundation. Director Ortiz replied that the changes were those that allowed the Foundation to participate in the New Markets Tax Credit program.

President Sanchez stated that after speaking with legal counsel, it seems like there are some areas where the Foundation will need advice from an employment attorney. Currently the Foundation has an upcoming gala and they have District employees who are assisting in that endeavor. The Foundation will need to talk to counsel about how to move forward to make sure that both the District and the Foundation are happy with their roles. This will allow the Foundation to reach the goal of raising money for programs for the library district. President Sanchez asked if there were any questions from the board. Director Way stated he agreed that we need to proceed with the analysis and consultation with counsel regarding all the issues that have been brought up.

President Sanchez made a motion to have counsel review the agreements between the Foundation and the District to ensure compliance and for the Foundation to request a meeting between the Foundation and the District to discuss these issues. Director Hoapili seconded the motion; all voted in favor, motion passed.

**Discussion and possible action – Bylaws amendments (Item IX)**

President Sanchez asked Africa Sanchez to give updates from the bylaws committee. Ms. Sanchez stated that the committee met last week and she will have a draft next week of recommendations for amendments to the bylaws.

**Discussion and possible action – board terms and nomination of candidates (Item X)**

President Sanchez stated that currently there are nine members of the board. She, along with some other members, will be leaving in the middle of the year so there is a need to fill some of the board vacancies.

President Sanchez nominated Shannon Bilbray-Axelrod, highlighting her knowledge of the library as a former District and Foundation board member. Ms. Bilbray-Axelrod introduced herself, stated she is very passionate about the Library District and the Foundation, and would be honored to be a member of the board.

Director Ortiz made a motion to elect Shannon Bilbray-Axelrod to the Foundation Board of Directors. Vice President Hoapili seconded the motion, all voted in favor.

President Sanchez added that she sent out a list of other potential board members to everyone, please look it over and add your

suggestions.

Director Ortiz added that the Library District is eligible to add one person to the Foundation Board and they will be making that decision at their meeting on Thursday.

**Discussion and possible action- Annual Report (Item XI)**

Vice President Hoapili is working with the Warren group to put together an annual report for the Foundation. She hopes to have a first draft ready in the next week or so. The report will be an electronic file as well as a print-ready version.

Director Ortiz stated it would be great if the report were ready for the start of the Legislative session. President Sanchez stated that once there is a draft, she would share it with the board for final approval.

**Public Comment (Item XII)**

None

**Adjournment (Item XII)**

The meeting was adjourned at 1:37 pm.

Respectfully submitted,

Nicole Rogers, Secretary