

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

Held on

February 11, 2020

A Meeting of the Library Board of Directors of the Kanawha County Public Library was held on Tuesday, February 11, 2020 at 4:00 PM at the Cross Lanes Branch Library.

The following KCPL Board of Directors' present were:

Dr. M. Blackwell	Ms. J. Pauer
Mr. T. Hurney	Ms. A. Silbernagel
Ms. M. Jaensson	Ms. S. Shumate
Mr. J. Jarrett	Mr. B. Thomas
Ms. B. King	Mr. J. Withrow

KCPL staff members present were Ms. April Wallace, Interim Library Director; Ms. Marsha Alford, Human Resources Manager; Mr. Teddy Claypool, IT/Automation Manager; Mr. Stan Howell, Marketing & Development Manager; Ms. Sarah Mitchell, Main Library Public Services Manager; Mr. Tim Venitsanos, Facilities & Security Manager; Ms. Terri McDougal, Manager of Children's Services; Mr. Seth Newell, Manager of Tech Services and Collections; Ms. Kim Runion, Accounting Services Coordinator; and Ms. Sara Caswell, Administrative Coordinator.

Also present were Mr. Dave Pray, Owner's Representative; Mr. Jody Driggs, architect with Silling Architects; and Mr. Christopher Winton, library counsel.

Ms. Jaensson presided and reported that a quorum was present. The meeting was then brought to order.

Approval of Minutes

Upon motion duly made, seconded, and adopted, the minutes of the January 13, 2020 regularly scheduled meeting were approved as distributed to the Board.

Approval of Bills

General Bills and Book Bills: In accordance with Bylaws and on motion duly made, seconded, and unanimously carried, the payment of General Bills in the amount of \$183,512.41 and the Book Bills in the amount of \$68,649.29 were approved and transmitted by the Library Director to the Board of Education of the County of Kanawha for payment.

Special Funds: The Library Director submitted bills to be paid from Special Funds in the amount of \$3,001.09 duly certified and approved in accordance with the Bylaws and on motion duly made, seconded, and unanimously carried, the Board approved the payment of the bills set forth on the list.

Construction Fund: The Library Director submitted bills to be paid from the Construction Fund in the amount of \$59,091.48 duly certified and approved in accordance with the

Bylaws, and on motion duly made, seconded, and unanimously carried, the Board approved the payment of the bills set forth on the list.

Reports of Committees:

1. Building Committee [Mr. B. Thomas]

Negotiations for the temporary space are still underway. Hopefully a location will be announced in the next few weeks. This will be discussed more when the meeting enters Executive Session.

A recommendation was brought before the Board to amend the library's contract with Silling Architects to provide more services in relation to the move to a temporary location. Silling is working closely with HBM Architects and Interior Designers, which specializes in library planning and design. The proposed amendment to the Silling contract was approved by the Board of Directors.

In a previous meeting of the Board of Directors, the Board approved a contract with CallisonRTKL. This group would look at the technological needs for the renovated building. The contract would be amended in the amount of \$6,080.00. There would still be a second piece where they will come in and look at "the whole picture" related to the audiovisual needs for the new building. The hope is to take care of as many issues ahead of time as possible. The proposed amendment to the Callison RTKL contract was approved by the Board of Directors.

The below amendment was presented to the Board of Directors of the Kanawha County Public Library in relation to the contract with PrayWorks, LLC. This amendment is being recommended because the volume of work expected by PrayWorks, LLC is greater than originally expected, in regard to temporary space lease negotiations and the build out phase. Mr. Pray will also plan a bigger role in the construction phase of this renovation project. If approved this would be effective February 1, 2020. Due to nature of discussion, this amendment will be discussed more during Executive Session. Motion passed to defer consideration until later in the meeting, and the motion passes.

**FIRST AMENDMENT TO INDEPENDENT OWNER'S
REPRESENTATIVE SERVICES AGREEMENT**

***THIS FIRST AMENDMENT TO INDEPENDENT OWNER'S
REPRESENTATIVE SERVICES AGREEMENT ("First Amendment"), is
dated effective as of February 1, 2020 (the "Effective Date"), by and between
KANAWHA COUNTY PUBLIC LIBRARY, a West Virginia public corporation
("Client") and PRAYWORKS, LLC ("Consultant").***

***WHEREAS, on or about July 14, 2018, Client and Consultant entered
into that certain Independent Owner's Representative Services Agreement,
pursuant to which Consultant agreed to provide certain services to Client
("Services") for a fee, as more fully set forth in the agreement (the
"Agreement");***

WHEREAS, Client and Customer desire to amend the Agreement as set forth herein to modify scope of Services to include certain Additional Services and to modify terms of payment of fees.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and agreed to be kept, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do agree as follows:

1. **Amendment to Exhibit B Regarding Fees.** The parties hereto agree that **Exhibit B** of the Agreement is hereby amended as follows:

The section titled "**FEE FOR SERVICES**" is amended by deleting:

"The fees will continue to be payable from Client to Consultant on a month-to-month basis until the Commencement of Construction Date under the contract for construction for the Project which client will be signing with a contractor or contractors, at which time the fees will be increased to \$13,500 per month and will continue at that rate until the Date of Final Completion (as such terms are defined and used in the Standard Form of Agreement between Owner and Architect which Client has already signed)."

And replacing with:

"The fees are hereby increased, effective February 1, 2020, to \$13,500 per month and will continue at that rate until the Date of Final Completion (as such terms are defined and used in the Standard Form of Agreement between Owner and Architect which Client has already signed)."

2. **Amendment to Exhibit B Regarding Additional Services.** The parties hereto agree that **Exhibit B** of the Agreement is hereby further amended as follows:

The section titled "**ADDITIONAL SERVICES**" is amended by adding the additional paragraph:

"Notwithstanding the foregoing, Additional Services to be provided by Consultant shall include services by Consultant of the same Scope of Services set forth in **Exhibit A** of the Agreement which Consultant will provide in connection with renovations of certain temporary leased space obtained by Client, which renovations are necessary and required for the purpose of relocating staff and operations from the main library to permit commencement of construction of the Project. Fees for these agreed upon Additional Services are included in the increase of the monthly fee to \$13,500 effective February 1, 2020."

3. **No Other Modifications.** *Except as modified and extended herein, the Agreement shall continue to be in full force and effect on its original terms. The Agreement and this First Amendment shall collectively be known as the Agreement.*

IN WITNESS WHEREOF, the parties hereunto have executed this First Amendment on the day and year first written above.

Next the Building Committee presented a listing agreement for library-owned real estate. The library owns various lots that were acquired in the early 2000s. This agreement would authorize Mr. Brooks McCabe, of Berkshire Hathaway HomeServices/Great Expectations Realty to sell the listings with a 5% brokerage fee. The recommendation was approved by the Board of Directors.

The Building Committee brought forth for consideration by the Board of Directors a recommendation to use certain Jacobson Trust Fund monies for the Main Library Building Project. The stipulations for the trust fund state that half of the principal can be used for building projects, and half can be used for the purchase of books. As of January 31, 2020, there is approximately \$2.2 million in the entire fund. It was anticipated in the past that this fund would be used for the building renovation project. The amount that was approved to move was \$579,000.00. The Building Committee feels that now is the time to move this fund to aid in the renovation project. The Board approved the use of funds from the Jacobson trust fund to be used in the renovation project with the amount of \$579,000.00 being moved. **Board approved the contract/amendment with XYZ and directed and authorized the President and other officers, with advice and assistance of Counsel, to enter into the same substantially in the form presented to the Board and determined to be in the best interests of KCPL and take all other actions necessary to carry into effect this Resolution**

Finally the Building Committee shared information about a library move consultant, Overton & Associates, to possibly engage services to move materials and equipment from the Main Library to the temporary space and back to the Main Library. This company has provided services for the West Virginia University Law Library. Ms. Caswell requested references from two public libraries that have used Mr. Overton's services and received one reply back that was favorable. Overton & Associates has over 35 years of experience with this type of work. More information will be brought before the Board in the coming weeks regarding Overton & Associates.

2. **Finance Committee [Mr. J. Withrow]**
No report.
3. **Legal Affairs Committee [Mr. B. Thomas]**
No report.
4. **Long Range Planning Committee [Ms. S. Haden]**
No report.
5. **Membership Committee [Ms. B. Lord]**
No report.
6. **Nominating Committee**

No report.

7. Personnel Committee [Ms. J. Pauer]

No report.

8. Public Services Committee [Ms. A. Silbernagel]

The Public Services Committee chairperson, Ms. Silbernagel, reported to the Board that there are numerous issues at branches that the committee is working their way through addressing. Next month the committee should be able to share more information about FEMA money and the Clendenin Branch Library and about the elevator at St. Albans Branch Library.

9. Search Committee [Ms. D. Sullivan]

Ms. Sullivan informed the Board that they hope to have a recommendation for the Board to approve the candidate for the Library Director position at the next regularly scheduled meeting of the Board of Directors.

Report of the Director

Ms. Wallace informed the Board that KCPL's Staff Development Day is scheduled for Wednesday, February 19, 2020. She asked Ms. Marsha Alford to provide information about the day's events. Ms. Alford shared that the location of Staff Development Day had been changed to a new location, The Four Points by Sheraton, in downtown Charleston. This year's presenters include Mr. Ryan Dowd, presenting about working with individuals experiencing homelessness. In addition to being a presenter and author, Mr. Dowd runs a large homeless shelter in Chicago, IL. The afternoon presenter is Ms. Shelby Hicks-Merinar. Ms. Hicks-Merinar is a lawyer with Steptoe and Johnston in their Morgantown office. She will be presenting on the multigenerational workforce.

Ms. Wallace informed the Board that KCPL will still participate in FestivALL this summer, but since the Main Library will be in a temporary location, the library will set up their activities at Davis Park. More details will follow as this event draws closer.

Ms. Wallace had the opportunity to take the three candidates for the Library Director position around to visit some of our branch locations while they were here for their interviews. She had the opportunity to talk with them one-on-one to get to know them each a little better.

POC, the Participative Organizational Council, met on January 16, 2020. The group reviewed the current team statuses. All teams are moving forward to resolve the identified PIPs (potential improvement points). New SynerTeams are being created as needed.

A transition team has been formed to brainstorm ideas of the most efficient way to transition from this building to a temporary location during the renovation project. This team has met two times so far. The first meeting was with the staff team, HBM architects via phone, and Brian Estep, from Silling Architects. Brian was in attendance to address any questions or concerns the group had at that time. The second meeting was with the staff team and Dave Pray to discuss a timeline for the moving process and the process for selecting a moving/storage company. Due to contract negotiations with Entity A, a new timeline will likely be developed. The transition team will continue to move forward strategizing the move to the temporary space.

Ms. Wallace informed the Board that she has resumed one-on-one meetings and visits to the branches with the managers who report directly to her.

The Mission Action Plan has been completed. The Adizes consultant came in to help complete this document. The new Director will be able to add to it and give input, since it is a constantly evolving, living document. Ms. Wallace offered many thanks to the staff and Board members who were instrumental in creating a structured document to present to staff, the public, and the Board for approval.

Ms. Wallace met with Mr. Dale Withrow and Mr. Tom Cloer to discuss a new elevator at St. Albans. Once the details have been worked out, a final report will be brought before the Board to vote on. Timelines for this project will be discussed as more information is learned. A meeting concerning the elevator was scheduled for Friday, February 7, 2020, but was rescheduled due to inclement weather.

Ms. Wallace shared a new community collaboration opportunity with the Board of Directors. The library will be collaborating with Catholic Charities to provide community social support services to Kanawha County Library patrons. This service will be free of cost to both library patrons and the library. This partnership is the result of a mutual interest to provide community support services in the Kanawha Valley to those in need. Providing these types of services is a growing trend in libraries across the country. This will not only allow our library system to keep pace with growing trends, but it also strengthens and enlarges our community partnerships. Western Regional Director, Ms. Emily Robinson, has a background working in libraries and is excited to collaborate with KCPL on this project. Case manager, Ms. Fredericka White, will be available in the library every Monday afternoon from 1:30 – 4:30 to provide confidential support services to any Kanawha County Library patron that is in need. The services to be offered will assist with a wide range of situations and will be available to all of our patrons. Catholic Charities can provide emergency crisis resources to patrons, such assistance with utility bills, legal support, veteran services, food & clothing resources, and eviction. In addition, they can assist with longer term solutions and build of team of support for patrons regarding needs such as temporary housing and health-related issues. Although affiliated with Catholic Charities, the services are provided without the incorporation of religious beliefs. As stated from Catholic Charities, “Catholic Charities West Virginia is open to all people regardless of their race, color, national origin, gender, religion, age, disability, protected Veteran status, political beliefs, sexual orientation, socio-economic background, marital or family status.” Librarian, Ms. Ashley Dover, will serve as the liaison and point of contact with Catholic Charities. This initiative also addresses one of our existing PIPs.

Ms. Wallace invited Mr. Stan Howell, Marketing & Development Manager, to share two commercials that have been made to promote the library and its services.

Old Business:

Consider New Mission Action Plan

Ms. Wallace and Mr. Teddy Claypool explained the completed Mission Action Plan to the Board. The Board packet contained two documents, a public version that would be shared on the library’s website and internal document with more detailed information for staff. It is Ms. Wallace’s hope that this document could be shared with the entire staff at Staff Development Day 2020. Because this is a fluid, living document it would be easy for the new Library Director to add to it as seen fit. It was pointed out that due to all of the dedication and work that was put into this project, it would be favorable to support the staff if this endeavor. Concerns were also voiced about sharing this with staff before new leadership was in place. Again, it was stressed that the new Library Director would have countless opportunities to add to this document. It could also be seen as a guide

to aid the new Director. After some discussion the Board moved to show support of the staff and ratify this document. Motion passed.

New Business:

Retirement Resolution for Ms. Traletta Wallace

A retirement resolution for Ms. Traletta Wallace was read before the board. A motion made, seconded, and passed to accept the retirement resolution.

Retirement Resolution for Ms. Traletta Wallace

WHEREAS, Ms. Traletta Wallace was employed by the Kanawha County Public Library on November 21, 1977 and has submitted her intent to retire effective January 24, 2020; and

WHEREAS, Ms. Wallace served as a Technical Services Clerk at the Main Library from January 1977 until August 1978; and

WHEREAS, Ms. Wallace has faithfully served Kanawha County's Eastern region libraries such as Glasgow, Marmet, and Riverside for the remainder of her time with the Kanawha County Public Library; and

WHEREAS, Ms. Wallace fulfilled the responsibilities of each of her positions in an exemplary fashion, with diligence, loyalty, and integrity;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the Kanawha County Public Library recognizes with deep appreciation Ms. Wallace's years of service to the library;

AND BE IT FURTHER RESOLVED, that the Board of Directors of the Kanawha County Public Library wishes Ms. Wallace a retirement filled with good health and enjoyment in whatever areas of interest and endeavor she may choose;

AND BE IT FURTHER RESOLVED, that this resolution be spread upon the minutes of this meeting of the Kanawha County Public Library Board of Directors and a copy be furnished to Ms. Wallace.

Approved by the Board of Directors at its meeting on the 11th day of February 2020.

At this point, Mr. Thomas, Building Committee chairperson, stated that the Board meeting would go into Executive Session on the basis that the Board would consider matters involving or affecting the purchase, sale, or lease of property, advance construction planning, the investment of public funds, or other matters involving commercial competition, which if made public, might adversely affect the financial or other interest of the Library. Upon motion made, seconded, and unanimously passed, the meeting went into Executive Session. Staff members and others in attendance were excused as the KCPL Board of Directors went into Executive Session, except for Mr. Pray, Owner's Representative; Mr. Winton, counsel for the library; and Ms. April Wallace, Acting Library Director, who remained to present evidence or advice to the Board.

At the close of the Executive Session, the Board of Directors reentered the public meeting, and KCPL staff rejoined the meeting.

There being no further business, the meeting was adjourned.

President

Secretary