Agenda for FOCPL Board Meeting
March 9, 2017
Harry Kavros, Chair, Presiding
117 East Queen Street, 6:30pm

1) Call to Order, 6:30pm (quorum is 6 members):
Harry, James, Stacey, Samantha, Steve, David, Julie, Andrea in attendance

2) Consent agenda (see below)
Approved.

3) Agenda changes and approval
n/a

4) Library Report
Library Strategic Plan
Andrea reviewed “Collaborations” section of the Strategic Plan and the list of existing partnerships.
*SEA: Student Easy Access gives all OCS students digital access to library resources
*orientations for library resources suggested by James (volunteer run)

FOCPL safe has been moved under the desk. They need more envelopes. David took the sample box and will get some for the library.

Thank you note from Book Harvest for the FOCPL $1600 donation to the program.

5) Treasurer’s report
- Harry: we all have to pay attention to the financial reports
- Steve: completed the postcard filing; referred us to provided copy of report and financial review policy.

6) Confirm composition of committees:
- Exec (Harry, Steve, Susan)
- Governance (Steve, Shannon, Dee, Susan)
- Finance (Susan, Steve)
- Membership, including development and volunteers (Dee, David,)
    - plan to propose new membership levels
- Book Sales (Stacey, Julie, David, Marsha, Tom, Nancy and Lou)
    - Stacey will make a proposal for the online book sale: At least two non-interested members may approve a conflict transaction, as long as it violates no rules/laws and is in the best interest of the organization (IV.13).
    - after commission and Amazon fees, Stacey estimates we could make $1000-1500 a month if we worked it hard.

    - silent auction on first night
- Communication (Shannon, James, Samantha; Stacey and Julie; report to Andrea so she can facilitate our events)
    - asset badge
    - MeetUp Membership
- Events (David, James)

7) Budget (goals, metrics, revenues, expenses)
- refer to friend budget document
- ongoing book sale: estimate $4000 revenue
- semiannual: estimate $3000
- see above about book sale; potential income from online sales: $800 a month net; lose 20% to Amazon, 25% to Stacey for commission

Steve moves to authorize up to $300 to purchase a device and swipe. James seconded. James is approved to make this purchase.

9) Bylaws review (see below)

Approve the Conflict of Interest Policy. Unanimous.

10) Next meeting: April 13, 2017 6:30 at Webb House

11) Adjourn, 8pm

Bylaws: notes for the next review of bylaws (all derived from NC non-profit statutes). These items will not technically be included in the bylaws until the next review and vote in an annual meeting, but most (all except the last two) are required by State law.

- An accurate membership list is a compliance issue (add to VI.4). This would be part of the legal/compliance review of the Governance Committee (add to VI.3).
- Silence during a meeting constitutes consent (VII).
- Proxy votes are not allowed (VII).
- Discussions at board meetings are to be confidential (VII).
- Closed sessions are authorized by North Carolina General Statute Section 143-318.11(a)(3) when necessary to preserve attorney-client privilege (VII).
- Committees must have at least two members (VI.1).
- The Exec Comm may not perform regular, ongoing duties of other committees (VI.2).
- At least two non-interested members may approve a conflict transaction, as long as it violates no rules/laws and is in the best interest of the organization (IV.13).
- Add to IV: Board members have:

o Duty of Care (use judgment to make informed decisions, attendance, performance, keeping informed)

- o Duty of Loyalty (conflict of interest policy, no self-dealing)
- o Duty of Obedience (i.e., to Articles of Incorporation and Bylaws)

· Define “select a president” under Gov’nance Comm, given one-year terms for directors (VI.3)

· V.6 should add that the new board shall elect officers after the annual meeting “and before the first meeting of the next calendar year”

Consent Agenda (items that directors should peruse before the meeting, items that may all be approved with one vote, and items that should be mentioned but do not require discussion):

1) Feb minutes
2) We are now member of Chamber of Commerce
3) Metal name tags are under review – Harry is in touch with vendor
4) To facilitate the financial review, Steve will give Jim the ’16 binder, including financial reports, agendas, and minutes. Julie will make sure all minutes are included in the binder.
5)