

**Cornwall Public Library  
Board of Trustees**

July 13, 2022  
Annual Organizational Meeting Agenda  
7PM

- I. Roll
- II. Disposition of the minutes
- III. Oaths of Office
- IV. Conflict of Interest
- V. Nomination\* and appointment of Officers  
*\*Persons were either nominated or volunteered for this position*  
Slate:
  - a. President:
  - b. Vice President:
  - c. Secretary:
  - d. Treasurer:
- VI. Committee appointments and appointments of Chairs of Committees
  - a. Buildings & Grounds, Gardens & Sustainability Chair:
  - b. Finance Chair:
  - c. Personnel Chair:
  - d. Policy Chair:
  - e. Strategic Planning Chair:
- VII. Bank of Deposit – Orange Bank & Trust Company
- VIII. Accounts:
  - a. Payroll (7835)-Checking
  - b. General Fund (7848)-Checking
  - c. Investor’s Choice (7806)- Checking
  - d. Capital Fund (7819)-Checking
  - e. Memorial Fund (0416)- Savings
- IX. Appointments
  - a. Media: Cornwall Local, Times Herald Record, Mid-Hudson Times
  - b. Attorney- Jacobowitz & Gubits, LLP
  - c. Auditor- Nugent & Haeussler
- X. Confirmation of Petty Cash Account:
  - a. General Petty Cash \$165.00
- XI. Authorizations of Payments:
  - a. Prior to warrant: Utility Bills, Health Insurance, Telephone and FIOS Bills, Landscaper, contractual payments
  - b. Finance Committee to approve warrant
- XI. Meetings:
  - a. The second Weds of the month-see Board Meeting schedule FY2022-23
- XII. Adjournment

Board Meeting Schedule F/Y 2022-2023

Wednesday August 10, 2022

Wednesday September 14, 2022

Wednesday October 12, 2022

Wednesday November 9, 2022

Wednesday December 14, 2022

Wednesday January 11, 2023

Wednesday February 8, 2023

Wednesday March 8, 2023

Wednesday April 12, 2023

Wednesday May 10, 2023

Wednesday June 14, 2023

Wednesday July 12, 2023-Reorganization Mtg

Wednesday July 19, 2023

**Cornwall Public Library**  
**Board of Trustees**  
July 8, 2021  
Annual 7 PM Organizational Meeting Minutes

Meeting was called to order at 7:02 by Stephanie Wolf

**I. Roll:**

**Trustees Present:** Stephanie Wolf, Carol Stein, Meghann Chyla, Melissa Greaves-Kulisek, Lynn Daniels, Matt Rettig, and Matt Soltis.

Charlotte Dunaief, Director.

**Trustees Excused:** None.

Also Present: Library staff member Catherine Incledon (Minutes).

**II. Disposition of the Minutes:** A motion was made for the disposition of the minutes from the organizational meeting of July 9, 2020 by Carol Stein, seconded by Matt Soltis, and was unanimously approved.

**III. Oaths of Office:** The Oath of Office was taken by Stephanie Wolf and Melissa Greaves-Kulisek in which they read a sworn oath and signed a copy of the oath. Their term will be three years.

**IV. Nomination and Appointment of Officers:**

**A. President:** A motion to nominate Meghann Chyla as President was made by Carol Stein, seconded by Stephanie Wolf, and was unanimously approved.

**B. Vice President:** A motion to nominate Carol Stein as Vice President was made by Meghann Chyla, seconded by Stephanie Wolf, and was unanimously approved.

**C. Secretary:** A motion to nominate Stephanie Wolf as Secretary was made by Meghann Chyla, seconded by Carol Stein, and was unanimously approved.

**D. Treasurer:** A motion to nominate Emily Milton as Treasurer was made by Stephanie Wolf, seconded by Meghann Chyla, and was unanimously approved.

**V. Committee Appointments and Appointment of Chairs of Committees:** A motion to approve the following slate of committee chairs as written was made by Carol Stein, seconded by Matt Rettig, and was unanimously approved.

**A. Building, Garden and Grounds Chair:** Melissa Greaves

**B. Finance Chair:** Carol Stein

**C. Personnel Chair:** Stephanie Wolf

**D. Policy Chair:** Meghann Chyla

**E. Sustainability Chair:** Matt Rettig

**F. Strategic Planning Chair:** Matt Soltis

The committees will be comprised as follows:

**A. Building, Garden and Grounds Committee:** Melissa Greaves (Chair), Matt Rettig (member), Carol Stein (member)

**B. Finance Committee:** Carol Stein (Chair), Matt Rettig (member), Lynn Daniels (member)

**C. Personnel Committee:** Stephanie Wolf (Chair), Meghann Chyla (member), Melissa Greaves-Kulisek (member)

**D. Policy Committee:** Meghann Chyla (Chair), Lynn Daniels (member)

**E. Strategic Planning Committee:** Matt Soltis (Chair), Stephanie Wolf (member), Lynn Daniels (member)

**F. Sustainability Committee:** Matt Rettig (chair), Matt Soltis (member), and Melissa Greaves-Kulisek (member)

**G. Friends Liaison:** Matt Soltis

- VI. Bank of Deposit:** A motion to approve the use of Orange Bank & Trust Company as the bank of deposit for the Cornwall Public Library was made by Melissa Greaves-Kulisek, seconded by Carol Stein, and was unanimously approved.
- VII. Accounts:** A motion to approve the use of the following six accounts was made by Matt Rettig, seconded by Carol Stein, and was unanimously approved.
- A. Trust and Agency (7822)- Checking
  - B. Payroll (7835)- Checking
  - C. General Fund (7848)- Checking
  - D. Investor's Choice (7806)- Checking
  - E. Capital Fund (7819)- Checking
  - F. Memorial Fund (0416)- Savings
- VIII. Appointments:**
- A. Media:** A motion to approve the use of the Cornwall Local as the library's newspaper of record, along with the use of the Times Herald Record and the Orange County Post for the library's chosen media was made by Matt Rettig, seconded by Meghann Chyla, and was unanimously approved.
  - B. Attorney:** A motion to approve the use of Jacobowitz & Gubits, LLP as the library's chosen attorney was made by Melissa Greaves-Kulisek, seconded by Matt Soltis, and was unanimously approved.
  - C. Auditor:** No auditor was appointed at this time.
- IX. Confirmation of Petty Cash Account:** A motion to approve the library's petty cash account in the amount of \$165.00, to be managed by library staff member Patt Rovello, was made by Meghann Chyla, seconded by Lynn Daniels, and was unanimously approved.
- X. Authorization of Payments:**
- A. Prior to warrant:** A motion to approve the authorization of payments such as the Utility Bills, Health Insurance, Telephone, and FIOS Bills, Landscaper, and contractual payments prior to the approval of the warrant was made by Carol Stein, seconded by Meghann Chyla, and was unanimously approved.
  - B. Finance Committee to approve warrant:** A motion to approve the authorization of the Finance Committee to approve the warrant in the event that the full Board cannot do so was made by Melissa Greaves, seconded by Matt Rettig, and was unanimously approved.
- XI. Meetings:** A motion to approve the change of Board meeting dates to the second Wednesday of the month was made by Lynn Daniels, seconded by Meghann Chyla, and was unanimously approved.
- XII. Adjournment:** A motion to adjourn the July 8, 2021 Organizational Meeting was made by Meghann Chyla, seconded by Lynn Daniels, and was unanimously approved. The meeting was adjourned at 7:27 pm.



### Conflict of Interest Disclosure Form

Date: \_\_\_\_\_ Name: \_\_\_\_\_

Position: \_\_\_\_\_ Please list and describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Cornwall Public Library and your personal interests, financial or otherwise: \_\_\_\_\_ I have no conflict of interest to report \_\_\_\_\_ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you [and your spouse] sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own which may create a conflict of interest):

1. \_\_\_\_\_  
\_\_\_\_\_

Please list below your employer or business, spouse, family members, and any positions that you hold on any other boards: Employer or business:

\_\_\_\_\_  
\_\_\_\_\_

Spouse / Immediate Family Members:

\_\_\_\_\_  
\_\_\_\_\_

Other boards on which you hold a position:

\_\_\_\_\_  
\_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of Cornwall Public Library.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



## Conflict of Interest Policy

This Conflict of Interest Policy governs the activities of the board and staff of the Cornwall Public Library. Questions about the policy should be directed to the Library Director or the President of the Board of Trustees. It is the duty of all board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to: (i) the employee's supervisor, (ii) the Library Director, or (iii) the President of the Board. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist Cornwall Public Library to manage conflicts of interest and situations that may result in the appearance of a conflict.

**1. What is a conflict of interest?** A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of Cornwall Public Library or arises in situations where a board/staff member has divided loyalties (also known as a "duality of interest"). Divided loyalties can result in situations that result in inappropriate financial gain to persons in authority at Cornwall Public Library. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in Cornwall Public Library's decision-making process. Both results are damaging to Cornwall Public Library and are to be avoided.

· **Example #1:** A person in a position of authority over the Organization may benefit financially from a transaction between the Organization and the board/staff member; or others closely associated with the board/staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board/staff member is closely associated, could benefit from similar transactions.

· **Example #2:** A conflict of interest could be a direct or indirect financial interest such as those described above, or a personal interest such as the situation where a board member of Cornwall Public Library is also a board member of another nonprofit or for-profit entity in the community with which Cornwall Public Library collaborates or conducts business.

**2. Who might be affected by this policy?** Typically persons who are affected by a conflict of interest policy are the Organization's board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. Cornwall Public Library takes a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

### **3. Standards of Conduct include but are not limited to:**

· **Gifts.** No board member or employee shall directly or indirectly solicit or receive any money, whether in the form of cash, check, loan, credit, or any other form in any amount, or solicit any gifts, or accept or receive any individual annual gift, having the value of seventy-five dollars or more, under circumstances in which it could be reasonably inferred that the money or gift was intended to influence or could be reasonably expected to influence, him or her in the performance of official duties or was intended as a reward for any official action. No board member or employee shall solicit money or gifts to benefit the Cornwall Public Library, the Cornwall Public Library Foundation, or the Friends of Cornwall Public Library as a quid pro quo for the awarding of contracts with the Cornwall Public Library.

· **Confidential Information.** No board member or employee shall disclose confidential information acquired in the course of official duties or use such information to further a personal interest.



- **Private Employment.** No board member or employee shall engage in, solicit, negotiate for or promise to accept private employment or render services for private interest when such employment or service creates a conflict with or impairs the proper discharge of his or her duties.

- **Prohibited Conflicts of Interest.** No board member or employee shall have an interest in any contract between the Cornwall Public Library and a corporation or partnership of which he or she is an officer or employee when such Library board member or employee has the power to negotiate, prepare, authorize, or approve payment there under or audit bills or claims under the contract or appoint a board member or employee who has any of the powers or duties set forth above.

**3. Disclosure of Conflicts:** Board members and senior staff will annually disclose and promptly update any disclosures previously made on an Annual Conflict Disclosure Questionnaire form provided by the Organization that requests them to identify interests that could give rise to conflicts of interest, such as family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations. Board and staff are also urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advanced disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Staff should disclose to their supervisor/Library Director and board members should disclose to the board/President of the board as soon as the person with the conflict is aware of the conflict/potential conflict or appearance of a conflict.

**4. Procedures to manage conflicts.** For each interest disclosed, the full Board, or the Library Director or the President of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- When the conflict involves a decision-maker, the person with the conflict (“interested party”): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision makers with needed information.

- The person with the conflict must be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.

- In all cases, decisions involving a conflict will be made only by disinterested persons.

- When a conflict occurs, the outcome will be documented in the minutes of board meetings if the conflict was related to a board member. If the conflict is related to a staff member, the Library Director will report the conflict to the board/President of the board and it will then be documented in the minutes.

- The President of the board/Library Director will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.