



**Bi-Monthly Meeting Agenda
for the Samuels Library Board of Trustees
January 8, 2024**

1. Call to Order, Determination of Quorum
2. Approval of Minutes from November 13, 2023 Board of Trustees meeting
3. Citizens' Time (5 person limit, 3 minutes for each speaker)
4. President's Time
5. Library Interim Director and Managers' Report
6. Finance Committee Report
7. Development Committee Report
8. Strategic Planning Committee Report
9. Committee on Trustees Report
10. FOSL Report
11. County Update
12. Old Business
13. New Business
14. Adjourn – Next Meeting Date March 11, 2024

Meeting Packet available to view at:

<https://samuelslibrary.net/images/about/board-of-trustees/240108-SPL-Board-Packet.pdf>

Samuels Public Library Bi-Monthly Meeting
of the Board of Trustees

November 13, 2023
5:30 p.m.

In attendance:

Melody Hotek, President; Lisa Cobb, Vice President; Pete Walker, Treasurer; Katie Carr, Secretary; Maj. Gen. Hobgood, At-Large; Celeste Brooks, Joan Richardson, Michelle Leasure, Daniel Pond, Lewis Moten, Ed Richards, Michael Whitlow, Chris Estes, FOSL President; Vicky Cook, County Representative; Eileen Grady, Interim Library Director; Jessica Sayers, IT Administrator; Melanie Mullinax, Development Administrator; Cheryl Harrison, Circulation Supervisor.

Absent: Madeline Hickman, Lori Girard.

With a quorum present, Ms. Hotek called the meeting to order.

The minutes of the Bi-Monthly September 11, 2023 minutes were presented. Maj. Gen. Hobgood moved to approve the minutes as presented. Ms. Cobb seconded and passed unanimously.

The September 14, 2023, Special Board of Trustees Meeting minutes were presented. Ms. Richardson moved to approve the minutes as presented. Ms. Leasure seconded. Mr. Pond abstained. The vote passed.

The September 21, 2023, Special Board of Trustees Meeting minutes were presented. Ms. Cobb moved to approve the minutes as presented. Ms. Brooks seconded. Mr. Pond abstained. The vote passed.

The October 2, 2023, Special Board of Trustees Meeting minutes were presented. Ms. Leasure moved to approve the minutes as presented. Ms. Carr seconded. Mr. Pond abstained. The vote passed.

Citizen's Time:

Ms. Hotek recognized the citizens present. Ms. Hotek read out loud the "Guidelines for Citizen Public Comment Period." The following citizens spoke:

1. Michelle Kerns – North District Front Royal, Va.- Shared why she is so strongly pro-library and wanted to fight so viciously to keep the Library open.
2. Terre Jenkins – Front Royal, Va. – Expressed the importance of what the Library has done to unite the community and thanked everyone for the work done to keep the Library open.
3. Bethany O'Neill - Front Royal, Va. - Library patron of 14 years. She complimented the Library team for remaining strong and representing the Library so well.

President's Time:

Ms. Hotek announced that Mr. Richards has agreed to be our Sergeant at Arms. For the minutes, Ms. Hotek stated the following: "I'll note that an agreement with the county was reached and signed on October 3rd, enabling the Library to get back to the business of running this wonderful Library. Eileen and I extensively thank the community, the staff, all the Boards that were involved. Again, I'd like to thank all of you, each Trustee, for all your time and commitment. It was your opinions and staying united around our mission. I'd like to thank the County Board of Supervisors for coming together to reach a consensus that serves the best interests of the community. In the aftermath, Eileen and I spoke to many

concerned patrons, numerous reporters for follow-up stories wrapping things up and a documentarian. We put together a large book that recorded the history of this event, containing the timeline, all the letters of concern, press releases, letters to the editor, little notes that we got with flowers and meals. We attended the Virginia Library Conference as speakers. We did a breakout session in hopes that our experiences could be of help to other Libraries across Virginia."

Ms. Hotek stated the Library received a bench for the Children's Garden in memory of local pediatrician Dr. Christoph. The book challenge continues, and books are reviewed as the schedule allows. The Annual Holiday Writing Contest has concluded, with results soon to be posted—the Christmas parade is on December 2nd, and the Holiday Open House is on December 16th.

Library Director's Report:

Ms. Grady asked everyone to be sure to mark December 1st on their calendars as we take the Grinch out of Christmas. This year's party combines invites to volunteers and donors. Ms. Grady thanked the Board for their solidarity through this fight.

Finance Committee:

Ms. Olivia Hutton, CPA, Principal with Yount, Hyde & Barbour, P.C., gave the audit presentation. Ms. Hutton reviewed the Required Communications document. The Library adopted "ASC 842, *Leases*" during the current year. Due to the insignificance or materiality of the existing lease, this was not recorded. New leases could be implemented under this new standard. Ms. Hutton stated there were no significant changes in accounting policies or significant and unusual transactions. There were twelve adjusting journal entries proposed. Ms. Hutton reviewed the Yount, Hyde & Barbour Management Letter. Ms. Cook inquired if the two findings were considered major or minor findings. Ms. Hutton responded by describing the four classes of deficiency. Ms. Hutton explained the status of the two listed deficiencies: Accounting Limitations – corrective action would entail high costs exceeding the benefits. The Prepaid Expenses and Account Payable will probably be cleared by the end of this fiscal year.

Ms. Hutton reviewed the *Financial Statements*. Ms. Cook asked Ms. Hutton to define the difference between "Without Donor Restrictions" and "With Donor Restrictions." Ms. Hutton defined "Without Donor Restrictions" – may spend for any appropriate purpose. "With Donor Restrictions" – may only spend within the specified restrictions of the gift. Ms. Cook asked for the details of the net asset balance. Ms. Hutton confirmed the net asset balance of \$60,200.00 is "With Donor Restrictions." Ms. Hutton proceeded to review the *Statements of Cash Flows*. Ms. Cook asked if there was a column for in-kind donations. Ms. Hutton replied **Note 14 Contributed Nonfinancial Assets** is the same as in-kind donations and includes services. Ms. Hutton thanked Ms. Grady and her team.

Ms. Grady wishes to acknowledge FOSL for their wonderful partnership and financial support. Maj. Gen. Hobgood complimented Ms. Grady and her team on another exceptional audit that occurred under challenging circumstances. Mr. Walker added that the audit turns out extremely well year after year.

Mr. Walker presented the Financial Report. Mr. Walker reviewed the Budget vs. Actual Report representing 33.3% of the year's budget. Mr. Walker referred to Income Line Item 4147 – Adult Dept Donations and Line Item 4149 – Community Outreach, which are currently below projections due to timing issues. On the Expense side, Ms. Grady has footnoted any variances. Mr. Walker called attention to Line Item 6639 – Professional Services, which represents hiring professionals to manage the Library controversy adequately. Discussion ensued on whether to maintain Line Item 6639 – Professional Services in the future.

The current account balances are:

Operating Account = \$183,973.20

Reserve Account = \$95,293.65

Community Foundation Accounts as of September 30, 2023 = \$6,687.87 and \$6,132.36

Investment Account:

General - \$838,359.78

General Endowment Account - \$5,051.38

Chuck Huber Endowment Account - \$50,514.49

Total Truist funds = \$893,925.65

Mr. Walker stated the Finance Committee met in October to discuss several issues. The first topic is receiving an increase in state aid, equaling an additional \$34,215.00. Ms. Grady requested a Finance Committee meeting to discuss the best use of the funds. Ms. Grady is required to submit a new budget to the state of Virginia showing how the money would be spent. The proposed idea is to spend the money on staff compensation and give permanent pay raises. Mr. Walker requested Ms. Grady prepare a report comparing the 2019 County salary chart to the Library staff's current pay. Discussion ensued. Mr. Walker made a motion from the Finance Committee unanimously recommending the acceptance of the revised FY2024 budget that includes the increase in state aid income and the increase in salary expense and related costs. Ms. Cook posed a question regarding Line Item 4140 – Donations. Discussion ensued. During this discussion, Ms. Grady shared that the Library will receive \$18,800.00 in ARPA funds, and if the Board approves, the ARPA funds will be used in conjunction with donated funds to achieve IT replacement needs. Maj. Gen. Hobgood seconded the motion.

Roll Call: Ms. Hotek – yes, Ms. Cobb – yes, Mr. Walker – yes, Ms. Carr – yes, Maj. Gen. Hobgood – yes, Ms. Brooks – yes, Ms. Girard – absent, Ms. Hickman – absent, Ms. Leasure – yes, Mr. Moten – yes, Mr. Pond – yes, Ms. Cook – yes, Ms. Richardson – yes, Mr. Richards – yes, Mr. Whitlow – yes. 13 yes, 2 absent. The vote passed.

On behalf of the Finance Committee, Mr. Walker made a motion that the FY2025 year-end budget be accepted as presented. Discussion ensued. Mr. Richards seconded the motion.

Roll Call:

Mr. Whitlow – yes, Mr. Richards – yes, Ms. Richardson – yes, Ms. Cook – yes, Mr. Pond – yes, Mr. Moten – yes, Ms. Leasure – yes, Ms. Hickman – absent, Ms. Girard – absent, Ms. Brooks – yes, Mr. Hobgood – yes, Ms. Carr – yes, Mr. Walker – yes, Ms. Cobb – yes, Ms. Hotek – yes. 13 yes, 2 absent. The vote passed.

Development Committee:

Maj. Gen. Hobgood reported an increase in fall donations. Several fundraising events are planned, and we continue to apply for grants. We have almost reached our annual goal, but with the recent unplanned expenses, we need to continue our efforts. The Committee is effectively working on Planned Giving with nine planned gifts on the books.

Ms. Mullinax gave the November 9, 2023 Tracking Report. The first quarter has yielded unusually high donations, with \$108,000.00 raised. \$78,228.00 of those donations are unsolicited funds. Many of the donations are from new donors. An anonymous donor recently gave \$50,000.00 to assist the Library in covering legal expenses. Ms. Mullinax stated we are entering our active fundraising season, beginning with our Annual Appeal campaign that will be mailed on November 20, 2023. We are starting to solicit sponsorships and support for the "A Taste for Books" event on April 27, 2024. Ms. Mullinax reported the

second iteration of the Mellon Foundation Grant for Memory Labs was submitted on November 1, 2023. Ms. Grady is encouraged by the phone call she received from the Mellon Foundation verifying our bank information. Ms. Grady said in anticipation of receiving the grant, Ms. Rooney has met with the Warren Heritage Society to discuss partnering on the project.

Strategic Planning Committee:

Ms. Richardson reviewed the committee meeting minutes from October 9, 2023. Ms. Richardson stated the Committee anticipates submitting its recommendations for Board approval in May 2024. Ms. Richardson encouraged committees to make recommendations that may enhance the five-year strategic plan. The Committee will meet again on December 11, 2023.

Committee on Trustees:

Ms. Brooks reviewed the results from the Committee meeting on October 17, 2023. Specifically the updated Board Of Trustees application process. As a result of the recently signed MOA with Warren County, the Committee on Trustees moved that the Board of Supervisor position be added to the Executive Committee in accordance with the County Funding Agreement. Ms. Cobb seconded the motion. Discussion ensued.

Roll Call:

Ms. Hotek – yes, Ms. Cobb – yes, Mr. Walker – yes, Ms. Carr – yes, Maj. Gen. Hobgood – yes, Ms. Brooks – yes, Ms. Girard – absent, Ms. Hickman – absent, Ms. Leasure – yes, Mr. Moten – yes, Mr. Pond – yes, Ms. Cook – yes, Ms. Richardson – yes, Mr. Richards – yes, Mr. Whitlow – yes.

13 yes, 2 absent. The vote passed.

Ms. Brooks stated that once the Committee completed the application update and was reviewed by the Board of Trustees, the application would be available on the library website, posted in the Library, and sent to the Board of Supervisors, the FOSL board, and the Board of Trustees.

Policy and Bylaws Committee:

Ms. Hotek reported the Committee met on November 2, 2023, to review several policies.

The Patron Registration Policy recommended changes:

- Item 2. - Individuals who do not qualify for a free card – annual fee is increased from \$20.00 to \$25.00.
- Item 8. - Educator Card – Due to Polaris constraints, the time limit changed from 8 weeks to 4 weeks.
- Item 10. – The replacement fee for library cards is \$1.00.

Ms. Leasure made a motion to accept the Patron Registration Policy as presented. Mr. Moten seconded the motion.

Roll Call:

Ms. Hotek – yes, Ms. Cobb – yes, Mr. Walker – yes, Ms. Carr – yes, Maj. Gen. Hobgood – yes, Ms. Brooks – yes, Ms. Girard – absent, Ms. Hickman – absent, Ms. Leasure – yes, Mr. Moten – yes, Mr. Pond – yes, Ms. Cook – yes, Ms. Richardson – yes, Mr. Richards – yes, Mr. Whitlow – yes.

13 yes, 2 absent. The vote passed.

Ms. Hotek reviewed the recommended highlighted changes to the *Bylaws of Samuels Library, Incorporated* (Amended and Adopted on November 13, 2023). Discussion ensued.

As a result of the discussion, there is an additional language change:

Mr. Pond moved to accept the recommended changes for the Bylaws made by the Policy and Bylaws Committee with the additional amendment to **Section 6.3.1 Executive Committee – Quorum**: Three members of the Executive Committee shall constitute a quorum. *The representative Trustee shall not influence quorum requirements.* Maj. Gen. Hobgood seconded the motion.

Roll Call:

Mr. Whitlow – yes, Mr. Richards – yes, Ms. Richardson – yes, Ms. Cook – yes, Mr. Pond – yes, Mr. Moten – yes, Ms. Leasure – yes, Ms. Hickman – absent, Ms. Girard – absent, Ms. Brooks- yes, Maj. Gen. Hobgood – yes, Ms. Carr – yes, Mr. Walker – yes, Ms. Cobb – yes, Ms. Hotek – yes.
13 yes, 2 absent. The vote passed.

Ms. Hotek added discussions for revisions to the Collection Development Policy have begun.

FOSL Report:

Mr. Estes, FOSL President, reported that FOSL approved various requests totaling \$7,000.00.

County Update:

Ms. Cook reported she has been discussing with her Board the process of how they will approach vacancies on the Board of Trustees. Ms. Cook said the upcoming budget will be tight for everyone.

Old Business:

No business to report.

New Business:

No new business to report.

Mr. Moten expressed thanks to the community for their monumental support.

Ms. Hotek adjourned the meeting. The next meeting will be held on Monday, January 8, 2024.

Respectfully submitted,

Katie Carr
Secretary



Samuels Library Board of Trustees Search Committee Meeting
December 28, 2023
11:00am

In attendance at the meeting were Melody Hotek, Joan Richardson, Lewis Moten, Michelle Leasure, Lisa Cobb, Lori Girard, Mack Hobgood, Eileen Grady and Erin Rooney.

Ms. Hotek called the meeting to order at 11:00am.

Ms. Girard then made the following motion:

I move the Samuels Library Board of Trustees go into closed session in accordance with the code of Virginia section 2.2-3711, Subsection (A)(1) for the purpose of: 'Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body.'

This motion was seconded by Ms. Leasure and passed unanimously.

Closed Session Convened

Ms. Girard then made the following motion:

I move that only public business matters lawfully exempted from open meeting requirements under the Freedom of Information Act were discussed in the Closed Meeting, and that only such public business matters as were identified in the Motion by which the said Closed Meeting was convened were hear, discussed or considered by the Samuels Library Board of Trustees.

Ms. Moten seconded the motion, which passed unanimously.

After discussion, Committee Members agreed that the proper course of action would be to advertise the position January 3rd with a January 17th closing date. Staff was instructed to place the advertisement on the Library's website, in the Northern VA Daily and in any LVA online job posting platform.

Ms. Hotek then adjourned the meeting.

Respectfully submitted,

Eileen Grady
Interim Library Director



Library Staff Report – November and December 2023

On November 10th, the Master Gardeners provided two programs for the Children’s Department, called ‘Calico Corn for Wee Ones’, one program targeted ages 3-6 and the other ages 7-11. These programs were held inside and included a wonderful craft, simple science information and a little dance. On November 14th the Children’s Department hosted a class visit for a group of young ladies from St. Edith Stein.

In November, the Adult Department had more than 100 people in attendance at the archeology program on Jasper Ridge. Erin Rooney also scheduled the Lantz Mills Deaf Community Banner Exhibition for Samuels Library from Monday, November 20, through Saturday, December 30.

The Northern Shenandoah Valley Community Foundation hosted a Volunteer Fair at Lake Frederick on November 15th. Circulation team member Maria Hibel, FOSL President Chris Estes, and FOSL Vice President Sydney Patton attended the event. Through contacts made at the event, we have several new volunteers.

For FY2024, through November, Circulation statistics are up 2% and visitor traffic has increased by 5%.

On December 1st, the library played host to our volunteers and significant donors, where all were honored for the many contributions made to our Library during the past year. The next day, December 2nd, we participated in the Annual Christmas Parade. The weather cooperated, and the crowd was large – we gave out 2,000 bookmarks that day alone.

On December 7th, the Holiday Writing Reception brought in more than 200 people.



The Library's 2nd Annual Holiday Open House was held on December 16th. More than 500 people visited the library on the day as staff, volunteers and FOSL provided numerous events:



- ❖ Children's Craft Workshop
- ❖ Storytime with Santa
- ❖ FOSL sold baked goods, drinks and hot dogs throughout the day
- ❖ FOSL sponsored a Family Ornament Workshop
- ❖ Sing Along fun with Bill Dykes, Gay Snell and Friends
- ❖ Sharon Fisher provided free Family Christmas Portraits all day long. And thanks to Sharon, the photo shoot was complete with a full-size sleigh generously on loan from Blue Ridge Hospice. Sharon's assistant, Frank Rinker, also took photos of the day's events.



The Children's and Adult Departments have been hard at work preparing for the upcoming Winter Reading Program.

We have entered in partnership with VDH to enable us to continue to provide free COVID test kits for as long as possible.

Our IT Department has been very busy during the last few months. In keeping with our 5-Year Technology Replacement Schedule, we have begun replacing all PAC computers and 6 staff computers. The Self-Check units on the Adult side are up for replacement in April. We have made the decision to move forward with the purchase of two new units from the same vendor that produces our Children's Self Check. We plan to use the ARPA reimbursement monies to defray a significant amount of the overall cost. Up until now we have been leasing these devices. While the upfront cost is significant, we should realize a dramatic yearly operating budget savings. We are also looking into a new provider for our hotspots. Mobile Beacon is available to us through 'techsoup' – a heavily discounted organization that provides a wide array of products and services for Libraries and non-profits. In the past, the reach for Mobile Beacon was not great – but it now appears to be comparable to T-Mobile. We will experiment with 6 to begin with and see how it goes. Service for each device costs \$120 per year, another potential savings.

In November, our wifi usage increased, with 5% more sessions and 12% more users compared to a year ago. The SPL to Go app has 28% more users than it did in November 2022. Another notable increase over last November – our social media followers have increased across all platforms, varying from a modest 2% more on Twitter, to a whopping 81% more on YouTube.

Samuels Library, Inc.
Budget vs. Actual
 FY2024 Nov Dec

	Nov 23	Budget	Dec 23	Budget	Jul '23 - Jun 24	Budget	% of Budget				
Income											
4000 · Investment Account Funding	0.00	0.00	0.00	0.00	26,518.67	29,550.00	89.7%	annual 3% distribution from Investment Acct			
4020 · County Appropriation	0.00	0.00	0.00	0.00	512,000.00	1,024,000.00	50.0%				
4050 · State Aid	0.00	0.00	0.00	0.00	110,016.00	231,437.00	47.5%				
4060 · Other Grants/Reimbursements	18,813.49	3,000.00	0.00	0.00	21,025.49	5,000.00	420.5%	Rec'd E-Rate Funds & \$18K ARPA Reimbursement Funding			
4068 · Samuels Fund/Reserve	0.00	0.00	0.00	0.00	0.00	37,540.00	0.0%				
4110 · Copier Income	754.80	825.00	872.65	825.00	5,177.90	10,000.00	51.8%				
4120 · Interest Income	285.50	100.00	123.80	100.00	1,138.79	1,211.58	94.0%				
4140 · Donations	-370.75	200.00	211.73	100.00	74,908.04	5,000.00	1498.2%	book banning controversy resulted in many donations			
4146 · FOSL Donations	7,000.00	500.00	0.00	3,500.00	19,500.00	15,000.00	130.0%	FOSL has had a very successful 1st quarter and been very generous			
4147 · Adult Dept Donations	0.00	0.00	0.00	0.00	0.00	1,000.00	0.0%				
4149 · Community Outreach Income	0.00	0.00	0.00	0.00	0.00	4,000.00	0.0%				
4159 · Thompson Charitable Trust	0.00	0.00	0.00	0.00	0.00	0.00	0.0%				
4160 · Children's Programs Donations	2,040.00	1,000.00	0.00	1,000.00	9,040.00	6,000.00	150.7%	\$3K Elks Club, \$1K Rapp Elec, \$2K Cochran grant & \$1K patron for Y/A			
4163 · StoryWalk	0.00	0.00	0.00	0.00	0.00	500.00	0.0%				
4171 · Book Sales - Amazon	119.60	200.00	43.10	150.00	323.55	2,000.00	16.2%				
4175 · Retail Income	58.00	62.50	117.00	62.50	545.70	750.00	72.8%				
4190 · Development - from Reserve	0.00	0.00	0.00	0.00	0.00	4,000.00	0.0%				
4210 · Fines Income	564.49	1,250.00	633.59	800.00	4,244.45	12,000.00	35.4%				
4215 · FAX Service	30.40	75.00	42.25	85.00	184.65	1,000.00	18.5%				
4220 · Replacement Costs	604.25	650.00	471.53	450.00	3,347.90	7,500.00	44.6%				
4230 · Nonresident Fees	0.00	20.00	25.00	10.00	60.00	250.00	24.0%				
4250 · Interlibrary Loan Chgs	0.00	20.00	5.00	20.00	55.00	150.00	36.7%				
4400 · Meeting Room Income	20.00	0.00	60.00	50.00	236.00	500.00	47.2%				
4700 · Misc Income	-3.48	8.00	-60.41	5.00	50.33	100.00	50.3%				
Total Income	29,916.30	7,910.50	2,545.24	7,157.50	761,853.80	1,398,488.58	54.5%				

Samuels Library, Inc.
Budget vs. Actual
 FY2024 Nov Dec

50%

	Nov 23	Budget	Dec 23	Budget	Jul '23 - Jun 24	Budget	% of Budget			
Expense										
6000 · Salaries	55,766.44	60,666.67	57,583.80	60,666.67	365,385.49	763,518.58	47.9%			
6040 · Retirement Funding/Current	2,559.04	3,040.00	2,617.54	3,040.00	15,737.74	36,400.00	43.2%			
6050 · FICA SS/Med Payroll Tax Expens	4,266.13	4,641.00	4,405.15	4,641.00	27,951.99	58,000.00	48.2%			
6060 · Unemployment Tax Expense	77.96	333.33	63.04	333.33	431.92	2,000.00	21.6%			
6080 · Hospitalization Expense	-734.30	29,891.25	-734.30	-758.00	57,297.16	113,500.00	50.5%			
6090 · Travel/Administrative Costs	171.66	500.00	658.75	500.00	1,327.45	8,000.00	16.6%			
6091 · Development Travel/Admin Exp	1,439.93	2,525.00	1,040.00	50.00	3,536.20	4,000.00	88.4%	donor wall update, donor event, annual appeal printing/mailing, etc.		
6200 · Books/Materials	7,958.87	7,900.00	623.41	7,900.00	39,986.20	95,000.00	42.1%			
6235 · Databases	3,341.57	0.00	0.00	1,500.00	5,776.57	17,000.00	34.0%	timing		
6250 · Subscriptions	2,521.51	0.00	149.00	50.00	3,797.52	7,200.00	52.7%			
6280 · Library Supplies	1,141.59	350.00	101.16	500.00	2,541.84	11,000.00	23.1%	large order outstanding		
6300 · Internet Access Charges	412.09	420.00	400.00	420.00	2,754.09	6,000.00	45.9%			
6410 · Special Projects	3,502.96	1,500.00	345.39	500.00	5,814.49	4,000.00	145.4%	\$6K from FOSL for Staff Dev and Volunteer Event		
6411 · Community Outreach	762.76	1,500.00	400.00	350.00	4,607.09	4,000.00	115.2%	\$3500 from FOSL for Holiday Parate and Open House		
6420 · Childrens/Special Programs	1,605.23	600.00	558.13	1,300.00	2,801.94	6,500.00	43.1%	winter reading program expenses not yet recorded		
6430 · Adult Programs	378.52	150.00	70.91	200.00	449.43	2,000.00	22.5%	winter reading program expenses not yet recorded		
6440 · ILL Charge	0.00	0.00	0.00	0.00	0.00	0.00	0.0%			
6610 · Contractual Services	30.00	30.00	3,262.82	30.00	6,351.74	13,000.00	48.9%			
6620 · Maint. Supplies/Small Equip.	363.54	750.00	374.71	750.00	3,973.40	9,000.00	44.1%			
6622 · Custodial Services	3,000.00	2,920.00	0.00	2,910.00	18,050.00	35,000.00	51.6%			
6630 · Repair & Replacement	0.00	1,750.00	39.77	100.00	5,173.08	7,500.00	69.0%	inv rec'd for \$3,894 for service performed 3/15/23		
6639 · Professional Services	3,920.30	0.00	8,306.00	0.00	46,238.44	0.00	100.0%	legal and mktg - donations rec'd to cover		
6640 · Furniture	0.00	0.00	0.00	0.00	0.00	0.00	0.0%			
6641 · Story Walk	0.00	0.00	0.00	0.00	0.00	0.00	0.0%			
6710 · Insurance	0.00	0.00	0.00	0.00	0.00	6,200.00	0.0%	timing		
6720 · Utilities	5,599.77	6,375.00	0.00	6,375.00	31,416.27	76,500.00	41.1%	Dec bill for \$8500 not included		
6810 · Postage	722.25	300.00	10.73	10.00	1,038.92	2,500.00	41.6%			
6820 · Telephone	230.76	292.00	0.00	292.00	1,205.63	3,500.00	34.4%			
6830 · Office Expenses/Supplies	338.56	200.00	636.94	300.00	2,890.95	6,000.00	48.2%			
6840 · PR & Advertising	0.00	750.00	0.00	0.00	65.53	2,000.00	3.3%			

Samuels Library, Inc.
Budget vs. Actual
 FY2024 Nov Dec

50%

	Nov 23	Budget	Dec 23	Budget	Jul '23 - Jun 24	Budget	% of Budget			
6850 · Copier Expense	533.97	1,040.00	265.40	825.00	5,811.83	10,000.00	58.1%			
6860 · Audit Expense	3,532.00	3,500.00	0.00	0.00	12,532.00	12,000.00	104.4%			
6900 · Computer Equipment	0.00	250.00	5,970.42	250.00	6,960.11	5,250.00	132.6%			
6905 · Computer Maintenance & Supplies	4,833.78	2,000.00	75.00	0.00	6,229.84	9,750.00	63.9%			
6906 · Hot Spots	294.00	475.00	0.00	475.00	1,894.73	5,280.00	35.9%			
6955 · Library Automation System	0.00	0.00	0.00	0.00	21,507.52	22,500.00	95.6%	complete		
6962 · RFID	0.00	0.00	0.00	0.00	130.00	12,750.00	1.0%	annual payment		
6963 · SAMS	0.00	0.00	0.00	0.00	0.00	3,000.00	0.0%	annual payment		
6964 · SenSource	0.00	0.00	0.00	0.00	0.00	340.00	0.0%	annual payment		
6966 · Firewall Hardware/Software	145.00	500.00	145.00	450.00	1,750.20	6,000.00	29.2%			
6969 · Reading Program Software	0.00	0.00	0.00	0.00	995.00	1,500.00	66.3%			
6970 · Web Calendar	0.00	0.00	0.00	0.00	0.00	2,000.00	0.0%			
6971 · Talkingtech	0.00	0.00	0.00	0.00	2,901.00	2,900.00	100.0%	annual payment		
6972 · Cloud Storage	89.79	200.00	88.87	200.00	968.04	1,300.00	74.5%	changed service, set-up fees for changes included in act exp		
6973 · Mobile App	0.00	0.00	2,024.61	1,800.00	2,024.61	1,800.00	112.5%	complete		
6974 · Server Partitioned Back-Up	0.00	0.00	0.00	0.00	0.00	2,800.00	0.0%			
Total Expense	108,805.68	135,349.25	89,482.25	95,960.00	720,305.96	1,398,488.58	51.5%			



Development Committee Meeting Minutes December 13, 2023

The Development Committee met on December 13, 2023 at Samuels Library. In attendance were Mack Hobgood, Lisa Cobb, Melody Hotek, Madeline Hickman, Michael Whitlow, Chris Estes, Melanie Mullinax and Eileen Grady.

Mack Hobgood called the meeting to order

The committee accepted the October 11, 2023 meeting minutes.

Fundraising Tracking Report- Melanie Mullinax presented the Fundraising Tracking Report dated December 12, 2023 showing \$133,540 raised and 119 percent of the \$112,000 goal achieved. Melanie stated that these donations include a large \$50,000 anonymous donation, and annual appeal donations coming in since November. She stated the annual appeal had already raised \$24,579, 98 percent of its goal. The annual appeal campaign has attracted several large donations, donations from new donors, many donors giving their highest donation, and donors who haven't given in five or six years reengaging with a donation this year.

Grant Tracking Report – Melanie presented the grant tracking report dated March 12. She reported that Valley Health committed to a \$2000 community grant to support updating the medical and wellness collection at the library. This is a 33 percent increase over their grant commitment last year. She also reported that a grant application was sent to the Walmart Foundation to support our summer reading program.

Upcoming Fundraisers -

- Melanie is working with Lisa Cobb to prepare for the annual **Puzzle Challenge Competition Fundraiser** set for January 27, 2024.
- **Day of Giving is set for February 22, 2024** - Melanie reported that we are still trying to secure a Day of Giving Matching sponsor, but she had an individual donor in mind. **(UPDATE 12/20/23 Day of Giving Matching DONOR secured at \$5000.)**
- **A Taste for Books *British Invasion*** - April 27, 2024– Melanie stated sponsorship commitments and silent auction items are already coming for the upcoming A Taste For Books, including 2 \$1000 sponsorship from Board Member Micheal Whitlow. Board challenge letters will go out the end of January, beginning of February and the Board set a Board Challenge goal of \$7500 this year.

FOSL Update – Chris Estes reported FOSL continues to do well and recently made three donations to the library, \$5000 made toward staff development, \$1000 to support adult winter reading programs, and \$1000 to support the donor/volunteer event. These donations are not included in the meeting Tracking Report.

Planned Giving Training - Board Member and Attorney, Daniel Pond provided the committee with a Planned Giving Primer, addressing the three major types of planned gifts, deferred gifts of cash and other assets, Gifts that pay an income, and gifts that protect a donor's assets.

The next scheduled Development meeting is set for Wednesday, February 14, 2024 from 5:00 - 6:00.

Meeting adjourned at 6:30 p.m.



Grant Tracking Report FY 2024

Grantmaker Name	Funding Area	Project Name	Submitted Date	Amount Requested	Org Website	Contact Name	Contact Number	Contact Email	Grant Outcome	Notes	Reporting Required?
Community Foundation of Northern Shenandoah Valley (2023 CFNSV Spring Grants application (Cochran; Rees; Boxley-Fox; Chain of Checks)		Winter Reading Club 2024	DEADLINE 5/8/2023 5:00 p.m.	\$2,000.00	https://www.grantinterface.com/Request/Submission/Application?request=7971661	Cathy Weiss P.O. Box 2391 Winchester, VA 22604	540-869-6776	cathy@cfnsv.org	Received \$2000	Received 10/3/23 --attended award lunch	Yes-report due May 2024
Mellon Foundation's Fall 2023 Public Library Memory Labs initiative	Invitation only - five-year period from January 1, 2024 to December 31, 2028 projects 50 percent of the requested grant funds to support your memory lab, and may allocate up to 50 percent of funds to support other core services and infrastructure at your library	Memory Lab and other Library infrastructure	Concept Paper due June 23, 2023	\$500,000.00	https://mellon.fluxx.io/user_sessions/new	Chandra Marshall		crm@mellon.org	6/24/23 - SPL approved to move forward with grant application -- new terms \$500,000 total - grant final decision March 2024. 2nd iteration due November 1, 2023 - COMPLETED		
Rappahannock Electric Coop		2023 Holiday Writing Contest		\$1,000.00		Jeff Hinson Lindsey Edwards		jhinson@myrec.coop	Received \$1000	Program will be highlighted in online Rapp Electric Magazine in Jan. 2024 -- Jeff Hinson will Judge writing and participate in reception	
Valley Health Community Grant	Wellness, Health	Medical, Wellness, Health Books	9/27/23	\$2,000.00	https://www.valleyhealthlink.com/about-us/our-community-commitment/community-sponsorship-program/	Michael Wade (540) 536-5266		MWade@valleyhealthlink.com mcommunityoutreach@valleyhealthlink.com	Yes - \$2000 check in the mail from Valley Health Warren Memorial	Follow-up sent 11/20/23	
British Airways	Britishness	2 round trip tickets A Taste For Books Silent Auction	10/3/23		https://www.britishairways.com/content/en/us/information/about-ba/sponsorship/submitting-a-proposal			brandpartnership@sponsorship@ba.com	10/4/23 Did not receive-- no longer granting airline tickets & no longer granting internationally--giving funds to selected organization in UK		
Walmart Local Community Grants	8 areas of funding Community and Economic Development, Diversity and Inclusion, Education, Environmental Sustainability, Health and Human Service, Hunger Relief and Healthy Eating, Public Safety, Quality of Life	Summer Reading Program	12/6/23	\$5,000.00	https://walmart.org/how-we-give/local-community-grants	Winchester - Pleasant Valley Avenue Store (Riverton Commons location did not have an active link to apply stating no funds available.)		https://www.cybergrants.com/pls/cybergrants/ao_application_submit_app		Deadline December 31, 2023	

Fundraising Tracking Report FY 24

Category	Goal	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	TOTAL	Percent Received Against Goal
Annual Appeal/Gifts	\$ 25,000.00			\$ 1,000.00	\$ 1,000.00	\$ 16,652.66	\$11,578.38							\$ 30,231.04	121%
Taste for Books	\$ 25,000.00					\$ 1,200.00	\$ 1,000.00							\$ 2,200.00	9%
FOSL	\$ 15,000.00	\$ 4,000.00		\$ 8,500.00		\$ 7,000.00								\$ 19,500.00	83%
Foundations/Grants	\$ 25,000.00	\$ 3,000.00	\$ 3,000.00	\$ 2,000.00										\$ 8,000.00	32%
Day of Giving	\$ 7,000.00						\$ 2,000.00							\$ 2,000.00	29%
Other Unrestricted	\$ 5,000.00	\$ 3,420.60	\$ 2,310.00	\$ 17,778.80	\$ 54,718.76	\$ 240.78	\$ 150.00							\$ 78,618.94	1572%
Special Projects/Other Restrict	\$ 10,000.00	\$ 250.00	\$ 2,442.00		\$ 300.00	\$ 2,000.00								\$ 4,992.00	50%
Estate Gifts	\$ -		\$ 5,000.00											\$ 5,000.00	
TOTAL	\$ 112,000.00	\$ 10,670.60	\$ 12,752.00	\$ 29,278.80	\$ 56,018.76	\$ 20,093.44	\$ 14,728.38	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 143,541.98	128%

NOTES: (1) Expenses reflected in budget
(2) Actual funds received excludes pledges

**Samuels Public Library
Strategic Planning Committee
December 18, 2023**

In Attendance: Joan Richardson, Committee Chair; Melody Hotek, SPL Board President; Eileen Grady, Interim Library Director; Lewis Moten, SPL Board member; Michelle Leasure, SPL Board member; Ed Richards, SPL Board member.

Absent: Jessica Priest-Cahill, FOSL Board representative;

Committee members continued the process of evaluating and revising the Library's current strategic plan. The Governance, Financial Resources, Facility, and Public Information Sections were reviewed and revised at the strategic planning committee meeting held in October. Revisiting these sections yielded further minor changes to the "Public Information section of the plan.

The Paid & Volunteer Personnel, and Technology sections were reviewed and ideas drafted to further the process of developing the next five year plan. Points that were considered in the review/ revision process included:

- Do the sections in the plan contain goals and objectives that are in line with the vision, mission, and values statement?
- Is there evidence that progress has been made towards achieving the goals if they are already contained in the current five year plan? Should the goals remain in the new plan?
- Look for performance indicators that are measurable and can demonstrate the library has met its goals for that section.
- Develop a measurement plan for the goals in the plan and establish a measurement schedule.
- Assign accountability for achieving the goals.

The committee agreed to table the discussion on the Collection Development section of the strategic plan until after the Board Policy Committee has finished their review of Samuels Library's policy on collection development.

At the next strategic planning committee the Reference, Interagency Cooperation & Partnership, Access, and Programming sections of the plan will be evaluated. The committee is on schedule for finishing the review process and creating a draft of a new five year plan for the Library Board's examination and input by the May 2024 Board meeting.

Next Strategic Planning Committee Meeting: February, 12, 2024 at 5:30 at the library.

SPL Committee on Trustees

December 12, 2023

In attendance: Michael Whitlow, Joan Richardson, Eileen Grady, Vicky Cook, Melody Hotek, Celeste Brooks.

The committee reviewed the application, board member position description, and the committee sheet. The application was approved by those present, and the additional forms were approved with a few changes. The materials will be presented at the January 8th board meeting, with the intent that the application will be made available to the public on January 15th. It will be announced at the board meeting, placed on the website, and sent to SPL board members, the County Board of Supervisors, and FOSL board members. It will also be posted internally at the library.

The committee agreed that if we receive a high number of applications, we will need to create a ranking system to decide who we should interview for the open board positions. The committee briefly brainstormed the backgrounds/connections/skills for which we should look. Those mentioned included a South River representative, someone from Warren County Public Schools, additional personnel knowledgeable in accounting or finance and law, and possibly a librarian. Bringing in diversity was also mentioned as a matter of importance.

J. Richardson suggested we add a position description to the upcoming board evaluations, to be signed by each board member.

Dear Potential Board Member:

Thank you for your interest in becoming a board member for Samuels Public Library. To assist the board in the review process for board members, we would like to know more about your background, interests and skills. Prior nonprofit board experience is not required; the purpose of the application process is to help us build a board with a variety of community connections and expertise. You may use as much or as little space as needed.

There is no need to duplicate answers if your resume reflects answers to any of the questions on the application.

The timeline for the 2024 application process is as follows:

- January 15, 2024: Announcement of Application Period
- **March 15, 2024: Applications Due**
- March 19, 2024: Committee on Trustees Meeting to review applications
- **March 22-April 19, 2024: Interviews**
- April 30, 2024: Committee on Trustees Meeting to complete recommendations
- May 13, 2024: Announce recommendations at Board Meeting
- July 8, 2024: Vote by full board

Only those who complete this entire process with the Samuels Public Library Board will be considered. While recommendations by the Warren County Board of Supervisors, SPL Board members, and Friends of Samuels Library will be taken into consideration, such a recommendation is not required, nor is it a guarantee of a board position. The Committee on Trustees will make their decision and then make a recommendation to the full SPL Board, which in turn will make the final decision. A person's overall skills and availability are considered in conjunction with the needs of the Board and the Library.

I or another member of the Committee on Trustees would be happy to meet with you to discuss the application process and/or board expectations prior to the interview, but this meeting would not take the place of a formal interview.

Submit your completed, signed form and your resume (if applicable) by March 15, 2024 to Samuels Public Library or to Celeste Brooks, Chairperson, Committee on Trustees, at cbrooks@samuelslibrary.net.

If you have any questions, please feel free to contact me at 540-692-2006.

Sincerely,

Celeste M. Brooks
Chairperson, Committee on Trustees

Samuels Public Library Application for Board of Trustees Position

Name: _____

Mailing address: _____

Home Phone: _____

E-mail: _____

Work Phone: _____

Fax: _____

Cell Phone: _____

Background:

1) Please tell us about your interest in Samuels Public Library. How did you first hear about us? How did you become interested in joining the board?

2) What personal and professional skills and strengths would you bring to Samuels Public Library's board?

3) Have you had experience on a non-profit board before? Yes ___ No ___

If yes, please list the board(s) and approximate dates of service (if not listed on your resume:

4) Have you served as an officer or held any other position of leadership on a non-profit board? Yes ___ No ___

If yes, please list the officer position(s) held and the approximate date of service.

5) Tell us about any other prior volunteer experience.

6) Share with us your educational background from high school through any advanced degrees **if they are not clearly indicated on your resume.**

7) List any other organizations you belong to:

8) How do you spend your spare time (hobbies, sports, travel, etc.)?

9) In a strong nonprofit board, 100% of the members contribute to certain fundraising activities. At Samuels Public Library, we ask that you contribute to the Annual Fund each year, and to the major annual fundraising event, *A Taste for Books*. There is no minimum amount; it is the participation rate that is most important.

Will you be willing and able to make a monetary gift to these two activities?

Yes ___ No ___

Are you willing to consider other opportunities, such as planned giving, as they are presented?

Yes ___ No ___

10) To which of the following committees do you feel you could best contribute, given your talent, resources, and time? (Please see Committee Summary Sheet.)

- Committee on Trustees
- Finance Committee
- Development Committee
- Bylaws Committee
- Strategic Planning Committee
- Executive Committee (Consists of Officers)

11) Who referred/recommended you to the Samuels Public Library Board? (You may list more than one person.)

12) In what magisterial district do you reside? (Circle one. If you live outside Warren County, please write your county of residence.)

Fork

South River

Shenandoah

Happy Creek

North River

Statement of Support

I have reviewed and/or am familiar with the mission, vision, policies, and programs of Samuels Public Library available on the website samuelslibrary.net. I have been provided and reviewed the responsibilities of a member of the SPL Board of Trustees. If I am selected for the Board of Trustees, I pledge to support the Library and advance its mission, vision, and values in the community. If I have a concern with any policies or programs, or with the mission or vision, I agree to work amicably with the staff and my fellow board members to resolve my concerns.

I understand that Samuels Public Library does not discriminate on the basis of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, disability, age, or genetic information (including family medical history), and that as a board member, I am held to those same standards.

I have read and agree to the above statement:

Print Name: _____

Signature: _____ Date: _____

Samuels Public Library Board of Trustees
Individual Board of Trustees Member Position Description
3/12/2012, revised 7/14/14, 12/12/23

The Board of Trustees (the “Board”) is legally and fiscally responsible for all activities of the Samuels Public Library. It is responsible for hiring and annually evaluating the Library Director, determining organizational policy, approving the annual budget, and determining the goals of the Library. Trustees will actively support the mission, vision, and values of the library.

Trustee appointments are for three-year terms. Trustees may serve up to three terms for a total of nine years. They may re-apply for a Board position after a one-year hiatus from the Board.

OBJECTIVES/ RESPONSIBILITIES

The individual and collective participation of its members is integral to the leadership success of the Board. Therefore, each Board member is expected to fulfill the following responsibilities:

Attendance: As contemplation, deliberation and decision-making require collaboration and participation; Board members are expected to attend Board meetings. Absence from two consecutive meetings or fifty percent or more of the regular Board of Trustee meetings during the fiscal year without notification or explanation shall be grounds for removing a Trustee from the Board. Board members are also expected to actively serve on one or more Board committees.

Preparation and Participation: Board of Trustee members will prepare for Board and committee meetings and will participate productively in discussions.

Board Recruitment: To strengthen the Board and enhance its community representation, Trustees will participate in recruiting new Board members as the need arises.

Community Needs: Board members must analyze the community and consider the strengths and weaknesses of the Library’s services. Furthermore, they must familiarize themselves with the program needs of the Library in relation to the community and keep abreast of Library standards and trends. Board members should support the Library’s services in daily contacts with the public at large and be prepared to participate in Library programs and encourage public participation.

Strategic Planning: Trustees will develop and approve annual goals and objectives for the Library, adopt short and long term plans for the Library’s growth, set priorities, and decide on a course of action to implement said plans as a means of furthering the mission of the Library.

Fiscal Responsibility: Board of Trustee members will be familiar with the Library's budget, participate in the budget planning process, and approve expenditures of Library funds. The Board is also responsible for contracting with a CPA for an annual audit. Trustees will collaborate with staff and partnering organizations to raise money for the purpose of meeting the Library's mission.

Contributions: Each Trustee is encouraged to make an annual financial contribution within their individual means as a tangible demonstration of their commitment to the Library. The demonstration of support, rather than the amount of the contribution, is of principal importance.

Oversight of Library Policies and Procedures: Board members are legally responsible for determining and adopting all policies and programs and for the oversight of their implementation. The operation of the library is the responsibility of the Director. To ensure smooth and efficient operations and take advantage of available expertise, the Library Directory works cooperatively and in partnership with the Board of Trustees.

Library Director: The Board as a whole is responsible for hiring and annually evaluating the Library Director. Each must support the other.

Members as Individuals: The Library Director is accountable only to the Board as an organization and not to individual Trustees; therefore, the relationship between the Library Director and individual members of the Board, including the President is collegial, not hierarchical.

Conflict of Interest: Board members must maintain and promote high ethical standards including good-faith Board decision making and avoiding any actual or perceived conflict of interest with other personal activities or interests. Trustees must put the interest of the Library first by publicly disclosing personal or business conflicts that arise for them and recuse themselves from the decision making process on these matters.

Confidentiality: Board members must maintain the confidentiality of the private information of the organization, staff, clients, and other Trustees.

Nondiscrimination: Board members will not discriminate on the basis of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, disability, age, or genetic information (including family medical history).

Email: Board members are provided with a Samuels Library email address. Communications regarding the library may be sent to this email and/or to personal emails as requested by the board member. Any communications using the SPL email address will be subject to FOIA (Freedom of Information Act) requests. In addition, any communications about library business that are made using a personal email address are also subject to FOIA requests.

SAMUELS PUBLIC LIBRARY'S SUPPORT FOR BOARD MEMBER:

Trustees can expect the following support as they go about their duties:

Liability Insurance: Board members shall be indemnified by the Library in the course of fulfilling their legal duties as a Trustee. The Library will maintain directors' and officers' liability insurance to protect Board members.

Staff Availability: Library staff will work closely with Board members to support their need for fiscal, legal, and financial information related to Library operations.

Orientation: All new Trustees will be provided a group or one-on-one orientation explaining their responsibilities and the Library's function in the community at the start of their tenure.

Reimbursement: Trustees may be reimbursed by the library for travel, educational, or other costs incurred while fulfilling Board duties.

I have read and understand my responsibilities as a board member.

Print Name: _____

Signature: _____ **Date:** _____

SAMUELS PUBLIC LIBRARY BOARD COMMITTEES

Executive Committee

The Executive Committee may, as necessary, have and exercise all the duties, authorities and powers of the board during the interim between meetings of the board, and shall report to the next meeting of the board upon all actions taken.

Finance/Investment Committee

The Finance Committee shall have oversight of the finances of the library, subject to approval of the board. The Finance Committee shall be responsible for working with the director to formalize a comprehensive proposed annual budget for presentation to the board. The Investment Committee shall manage the Samuels Library fund.

Committee on Trustees

The Committee shall determine the most effective composition of the board and develop practices, strategies and policies that attract potential candidates. The committee will develop procedures to train, organize, motivate, and assess the performance of the trustees. At the annual meeting, the Committee on Trustees may present the names of the candidates to fill the opening or unfilled elected trustee seats on the board. The Committee shall also prepare a slate of candidates for officers of the library for presentation at the July meeting of the board.

Development Committee

The Development Committee shall lead the board in establishing the plans and methodologies to retract gifts and services needed to carry out the mission of the library.

The Committee shall work to define the short and long term needs of private funding and working with the director of Library staff, volunteers and Friends of Samuels Library, shall plan funding activities for participation by the full board and volunteers. The Committee shall seek to identify and recruit community leaders to serve in fundraising activities. The Committee shall endeavor to educate the full board on the techniques of soliciting gifts, including annual giving, special events, planned giving, marketing, and seeking grants.

Strategic Planning Committee

In coordination with the Library Director, the Strategic Planning Committee will be responsible for the development and ongoing evaluation of the Library's five-year strategic plan.

The Strategic Planning Committee shall develop the Library's goals and objectives in support of its mission over a five-year period including a timeline and action plan in line with the annual budgeting process. The committees annually shall evaluate the strategic plan to determine that its goals and objectives are being met and that they are relevant to current patrons, the

community served, and other constituent needs. The Committee shall periodically conduct surveys and focus groups of patrons and the local community to assess changing needs.

Bylaws Committee

The Bylaws Committee shall annually review the libraries, legal, and governing documents to ensure compliance with Virginia law and general efficacy.

As directed by the President or the Board, the Bylaws Committee shall review library policies and make a report to the board regarding the same. The Bylaws Committee shall attempt to formulate new or revised policy as requested by the President and the board.