

## MINUTES

### SPECIAL MEETING OF THE

### BUFFALO AND ERIE COUNTY PUBLIC LIBRARY BOARD OF TRUSTEES

JULY 6, 2006

A special meeting of the Board of Trustees of the Buffalo and Erie County Public Library was held on Thursday, July 6, 2006, in the Central Library pursuant to due notice to trustees. The following members were present:

Rebecca L. Pordum, Chair

W. Lawrence Buck, Vice Chair

Frank Gist, Secretary

Richard L. Berger, Treasurer

Sheldon M. Berlow

Jack Connors

Phyllis A. Horton

Annette A. Juncewicz

Susan Maggiore

Hormoz Mansouri

Elaine M. Panty

Judith K. Summer

Sharon A. Thomas

Wayne D. Wisbaum

Robert J. Plache, Trustee Emeritus

Daniel T. Roach, Trustee Emeritus

George M. Zimmermann, Trustee Emeritus

Excused: John B. Long

Chair Rebecca L. Pordum called the meeting to order at 4:03 p.m. in the Joseph B. Rounds Conference Room.

There was no printed agenda. The meeting notice stated that the purpose of the meeting is to define the role of B&ECPL counsel in matters related to the proposed transfer of Library Foundation assets to the Community Foundation of Greater Buffalo. At the Board's previous monthly meeting, a resolution (#2006-33) was adopted to draft a letter to attorney M. de Freitas regarding the scope of his legal services on behalf of the Library and if the Board could not reach clear consensus about the content of that letter, the Board would reconvene in special session to resolve the matter.

Chair Pordum stated a discussion would commence on how to direct Library counsel to represent the Board. She introduced attorney Patrick Martin, who has represented the B&ECPL for the past 18 years. As former counsel for the Library Foundation, Mr. Martin has advised the Library Board of a conflict of interest with regard to his involvement in any matters related to the Library Foundation's pending plans to restructure itself and transfer assets to the Community Foundation. In his continuing capacity as general counsel, however, Mr. Martin may recommend other counsel to assist the Library in this regard and offer guidance in other areas.

Before beginning this discussion, Ms. Pordum reminded trustees that tickets were still available for the Harlem Book Fair gala event, to be held at the Statler Towers on Friday evening from 8-11 p.m. The Chair also informed trustees that she and Director Michael Mahaney would be meeting with the Elma Library Board of Trustees on July 11<sup>th</sup> at 7:00 p.m. and said all trustees are welcome to attend.

Trustees Berlow and Buck arrived at approximately 4:05 p.m.

Ms. Pordum began the discussion about how to direct attorney Michael de Freitas, who is representing the Library's interests in this matter.

Trustees Wisbaum and Berger arrived at approximately 4:06 p.m.

Mr. Wisbaum stated that because the nature of this discussion touches on potential litigation and possible adversarial proceedings, the law provides an option of convening in Executive Session, and he then made a motion to do so. Dr. Mansouri made a second, and approval was unanimous. The Board entered into Executive Session at 4:07 p.m.

During Executive Session, Trustee Junczewicz made the following motion, seconded by Trustee Thomas:

Be it RESOLVED that the Buffalo and Erie County Public Library Board of Trustees dispense with various drafts of correspondence to attorney Michael A. de Freitas resulting from a resolution at the June 15<sup>th</sup> meeting of the Board, and be it further

RESOLVED that the Library Board retain Mr. de Freitas to represent the Library in the matters before it today, i.e., the proposed reorganization of the Library Foundation of Buffalo and Erie County and its proposed transfer of assets to the Community Foundation of Greater Buffalo, and be it finally

RESOLVED that Mr. de Freitas' services are not to exceed \$10,000, and should costs approach that amount, or in the event that any steps are taken in the process of potential litigation or the contemplation of litigation, this matter will be returned to the full Board of Trustees for its deliberation and action.

Trustee Wisbaum made a motion to table the proposed resolution. There being no second, the resolution (assigned #2006-34 after adoption) was put to a vote. Of the 14 trustees in attendance, 13 voted in favor of the motion, with Trustee Wisbaum abstaining.

Trustee Buck made a motion to reconvene in public session, seconded by Trustee Horton. All were in favor, and the meeting returned to public session at 5:28 p.m.

At the Chair's request, Mr. Mahaney re-read the Board's resolution adopted in Executive Session, and the action was reaffirmed in public session.

There being no further business, on motion by Ms. Horton and a second by Ms. Panty, the meeting was adjourned at 5:30 p.m.

Respectfully submitted,

Frank Gist

Secretary