Chair Karrie Delaney called the meeting to order at 6:04 p.m.

I. PUBLIC COMMENT: Four public comments provided by Liz Clements, Mary Vavrina, Dennis Hays and Laura Noble.

II. MINUTES: Mr. Donovan moved to approve the November 2017 minutes and Mr. Jasper seconded it. The motion to approve the minutes passed unanimously.

III. CHAIR’S REPORT: Chair Delaney started her report by saying the December 2017 meeting would be her last. She won her House of Delegates race and will now be representing the 67th District in the Virginia House of Delegates. It is bittersweet as she has appreciated her time working with the Board and the Library Director but she is excited for the opportunity to continuing serving her community. She hopes to take all she has learned on the Board to her new position in Richmond.

Chair Delaney appointed Vice Chair Michael Donovan as Acting Chair until the elections in June 2018.

IV. COMMITTEE REPORTS:
   A. Finance Committee: No Report.
   B. Library Foundation: Will Jasper - The 2017 Library Jubilee was a success with 240 guests, raising $129,000! The deadline for the undergraduate scholarships is January 15, 2018 and the deadline for the graduate scholarships will be April 15, 2018.
   C. Ad Hoc Planning Committee: No report.
   D. Public Relations Committee: Fran Millhouser – The committee will meet again on February 1, 2018. Ms. Millhouser requested feedback from the Board about the talking points provided at the November 2017 meeting.
   E. Ad Hoc Policy Committee: Gary Russell – There are eight consideration items in tonight’s agenda, including the introduction of a glossary. The committee will meet again in January.
   F. F. Ad Hoc MOU (Memorandum of Understanding) Committee: Miriam Smolen – Discussion will be held during the action items.
V. DIRECTOR’S REPORT:

A. Pop Up Library for Outreach
The Library’s new Pop up Library, previously called the Uni Towers, was on site for viewing. Thank you to the staff at the Chantilly Regional Library who were instrumental in the selection of the Pop up Library.

B. Administrative Services Director
Ted Kavich was introduced. Ted previously held the position of Programming and Educational Services Manager, overseeing all system-wide programming for children and adults. He also worked in the Branches in various librarian positions. In his new role, he oversees centralized circulation services, library facilities management, the programming and educational services division, and the strategic planning and customer research division.

C. Holiday Closures
A reminder that all Fairfax County Public Library branches will be closed from Friday December 22, 2017, through Monday December 25, 2017, reopening on Tuesday December 26, 2017.

VI. CONSIDERATION ITEMS:

A. Addition of a glossary to the Library Board of Trustees Policy Manual
RECOMMENDATION: Library Administration recommends adding a glossary to the policy manual.
BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. As the committee has reviewed numerous policies, they noticed that there was some library-specific jargon that might be hard for the average library user or community member to understand. They requested the addition of a glossary to provide standard definitions for library-related language. Attached to the December 2017 board packet is the draft glossary for the Board’s consideration.

B. Update to Policy D Regarding Cooperation with Other Jurisdictions and Libraries
RECOMMENDATION: Library Administration recommends updating Policy D to standardize terminology and update some language.
BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy D, regarding cooperation with other jurisdictions. The policy requires updates to correct terminology. The current version of the policy and the recommended updated version of the policy are attached to the December 2017 board packet.

C. Update to Policy E Regarding Physical Facilities
RECOMMENDATION: Library Administration recommends updating Policy E to include reference to the Capital Improvement Plan.
BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy E, regarding physical facilities. The policy requires updates to include the County’s Capital Improvement Plan. The current version of the policy and the recommended updated version of the policy are attached to the December 2017 board packet.

D. Update to Policy I Regarding Safeguarding of Library Materials
RECOMMENDATION: Library Administration recommends updating Policy I to update the approved locations for the fine schedule.

BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy I, regarding safeguarding of materials. The policy requires the addition of the library’s website as a location where the schedule of fines shall be located. The current version of the policy and the recommended updated version of the policy are attached to the December 2017 board packet.

E. Update to Policy K Regarding Displays and Handouts
RECOMMENDATION: Library Administration recommends updating Policy K to update formatting and language.

BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy K, regarding displays. The policy requires formatting edits, as well as changing the word “will” to “shall.” The current version of the policy and the recommended updated version of the policy are included are attached to the December 2017 board packet.

F. Update to Policy L Regarding Soliciting and Selling
RECOMMENDATION: Library Administration recommends updating Policy L to update the name of the Fairfax Library Foundation.

BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy L, regarding soliciting. The policy requires updating the name of the Fairfax Library Foundation. The current version of the policy and the recommended updated version of the policy are attached to the December 2017 board packet.

G. Update to Policy N Regarding Volunteers
RECOMMENDATION: Library Administration recommends updating Policy N for small language changes.

BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy N, regarding volunteers. The policy requires updating to change “will” to “shall.” The current version of the policy and the recommended updated version of the policy are
attached to the December 2017 board packet.

H. Update to Policy Z Regarding the Library Code of Conduct

RECOMMENDATION: Library Administration recommends updating Policy Z for formatting updates.

BACKGROUND: The ad hoc Policy Committee of the Library Board of Trustees met on November 6, 2017, to discuss a number of policy updates. One policy brought forward by the committee for update is Policy Z, regarding the code of conduct. The policy requires formatting updates. The current version of the policy and the recommended updated version of the policy are attached to the December 2017 board packet.

VII: ACTION ITEMS:

Memorandum of Understanding between the Library Board of Trustees (Library Board) and the Friends of the Library (Friends)

RECOMMENDATION: Library Administration recommends approving an updated Memorandum of Understanding (MOU) between the Library Board and the Friends, to provide additional clarity and information to both parties.

BACKGROUND: The Library Board has been considering the idea of an updated MOU with the Friends of the Library groups for several years, with the process starting in earnest in 2017. The Library Board has an ad hoc MOU committee, which has been working with the County Attorney’s office to draft an updated MOU that covered County requirements such as licensing agreements for space, Board of Trustee areas of interest such as meeting annually to talk about priorities and projects, as well as requirements that the Friends groups must comply with in order to be nonprofits, such as 501c3 status. There is a current MOU between the Friends and the LBOT, and many of the original components have been considered and included in the draft updated version.

The MOU committee provided a full public meeting in late May 2017, to talk with the Friends groups about high level areas of an updated MOU. Following feedback from that meeting, three Friends working sessions were scheduled in August 2017 to allow for Friends groups to have smaller, more in-depth discussions of those high level areas. Two informational sheets were provided to the Friends with further clarification regarding those high level areas.

After the August sessions, a draft MOU was finalized and released concurrently to the Library Board and the Presidents of the Friends groups on September 13th, 2017. Friends groups were requested to provide comments and questions by October 1st, for inclusion in the October Library Board packet. Several FOL groups requested additional time for commentary and the period was extended; commentary received between October 2nd and October 30th was included in the November Library Board packet.

In addition to providing an open and transparent process to the Friends groups, the MOU Committee is also committed to provide transparency to the general public. A public page is
available where anyone can read the minutes of past meetings, review the high level areas, read the draft MOU, and submit their personal comments.

The draft MOU update is very similar to other MOU updates approved or pursued by other County agencies. The draft MOU closely models the MOU between the Animal Shelter and its Friends, approved by the Board of Supervisors in March 2017, as well as the draft MOU update between the Park Authority and its Friends groups.

Included as part of this action item are the following:

1. Third Update to draft MOU dated December 7, 2017;
2. Friends MOU Compiled Comments dated November 3, 2017;
3. Recommended Updates to the draft MOU dated November 3, 2017;
4. Areas Not Recommended for Update dated November 3, 2017;
5. Updated Draft MOU provided on November 3, 2017; and

Committee Chair Smolen reviewed the updated draft MOU section by section and noting which areas had been updated from previous iterations and why. Ms. Smolen shared feedback from the Friends that led to many of the updates: that the original version felt too legal, that the Branch Managers should be incorporated with more regularity, that the Friends should be provided with additional opportunities to support library funding priorities, and that the Friends needed greater flexibility to spend funds without going through the Library’s financial services division.

After reviewing the document section by section, Ms. Smolen suggested that the Library be added as a signatory, which was also suggested during public comment at the December meeting and in some Friends written commentary. Another suggested change was updating the ‘public communications’ section as per Friends suggestions.

Ms. Delaney reiterated that this is not just a document for this Board and current Friends group. This document has to be able to hold the test of time for all future signees and to protect all parties involved. It needs to be tested against the worst possible outcomes, and the language needs to reflect that.

Mr. Ewing said he met and spent time with the Friends groups in his district, and they are not in support of the MOU draft. Comments he has heard included that the process was not constructive, the tone is too harsh, and the process should be restarted.

Ms. Smolen asked Mr. Ewing what specific points in the MOU that could be re-crafted. Mr. Ewing said the tone is the issue and it should be guidelines which after the Friends sign the document, would not change their operations.
Ms. Millhouser said she was not sure how the board could create a document that would not have any change in the way the Friends operate. The legal requirements have to be met and for years they have not been acknowledged. The document has already been changed to soften the tone.

Ms. Delaney has reviewed the MOU and stated that the board does not have any flexibility in what is in the MOU when it concerns county policy and legal requirements. Part of the purpose of this document is to be methodical and to make sure that all parties are aware of responsibilities. The public who donates needs to trust that their donations will be used properly, and this document will ensure that all parties are stewards of trust.

Mr. Ewing shared the Park Authority’s MOU, which states much of the same information but in a less harsh tone. Ms. Delaney stated that the Library Board’s draft MOU says the same thing; it lists all the requirements in a clear manner. She would support an adjustment in tone, but the requirements in the document are factual.

Mr. Ewing stated that he cannot support the document as it is currently, and that he would like to reset the process. Ms. Millhouser said that it’s important to acknowledge that many Friends groups do support the MOU.

Ms. Hudson said that the current draft MOU has incorporated feedback received. This draft is a very lean document that mostly states the legal requirements. The tone can be changed but the facts still need to be in the document.

To the request to restart the process, Mr. Donovan shared that this item is currently an action item and can be voted down, but that it would be premature to reset when so much work has gone into the process. Mr. Donovan also reminded the audience, after several vocal statements, that the public comment period of the meeting had concluded.

Ms. Smolen continued the conversation by saying that the current draft is already lean, and people have to remember that feedback was heard from Friends groups who gave line by line changes. Their time and input have to be valued. She does not support a reset as many parties have spent an incredible amount of time on the current MOU. She suggests that the board go section by section to figure out what can be changed.

Ms. Delaney referenced the point by Ms. Hudson that even if this is stopped and reworked, the information still has to be included in order to do business with the county. It is in everyone’s best interest to clearly define the requirements. Wording can be changed but the core values have to be there. The Board should spend time to see what needs to be there, what could be deleted and what could be added.

Ms. Millhouser stated she too would like the Friends groups in her district to have 100% acceptance of the new MOU. She asked that the changes discussed could be incorporated into a new draft that could go out before the next board packet. Ms. Smolen and Ms. Hudson said the new draft would be sent out and posted to the website.
The Board began discussion of specific sections, starting with adding the Library as a signatory. Ms. Smolen did a consensus check and the Board agreed to add the library as a signatory.

The Board discussed provision one, related to the use of the Library’s name. Mr. Ewing felt that much of this section was not needed, as it is too negative and is implicitly stated elsewhere. Ms. Smolen agreed that one sentence could potentially be removed but others should stay as they are statements of facts. Mr. Ewing said the statements should be in a handbook, not in this document. He shared that the pieces about revoking, in multiple provisions, should be at the end of the document to provide for a friendlier tone. Ms. Smolen shared that she does not see it as unfriendly, but as stating intent in a clear manner.

Mr. Russell stated that is simpler to spell out the requirements at the outset, providing a corollary between the work of Congress that develops policy and staff that develop procedures to enact those policies.

Ms. Dando said that the document needs to be straightforward. That would eliminate the chance of misunderstandings and help with being transparent. These are high impact issues with no wiggle room. The perception of being clear can come off as a negative intent, but it is actually being very transparent about what is expected. The document isn’t negative; it just has to be able to mitigate situations that arise. Known situations need to be spelled out and specific to eliminate confusion. Clarity is extremely important.

After some discussion, Ms. Delaney summarized that the board agreed that the following wording would be used “The Board agrees that the Friends may use the name of the __________________ Library in connection with its charitable fund raising activities. The Parties agree that they desire to resolve any issues which may arise concerning use of the name. If issues arise concerning use of the name, the Library, in consultation with the Board, will meet with the Friends to resolve issues. The Board has the right to revoke permission for use of the name.”

Ms. Hudson shared that this is what is currently being said, but in a repackaged manner.

The Board began discussion on section two, related to resources. The Board shared similar viewpoints related to provision 1; should negative elements be moved to the end of the document to create a friendlier tone or should the points be provided in their named section, providing additional clarity? A discussion was had regarding if a new MOU section should be created, that housed all of the potentially negative wording related to revoking privileges.

Ms. Smolen said if the Board wants the document to start on a more positive note, then section four should be moved to the top of the document, related to communication and coordination. This was positively received and the Board agreed to move it to the front of the document as the new section one.
Mr. Russell stated that he would also like 100% Friends participation with the new MOU, but that sometimes he would have to be the bearer of bad news. It is time to make the current draft MOU work, and it would be patronizing to Friends to just move things around. Ms. Delaney agreed this is a business document and has to be precise and clear.

The Board began discussions on section 2B. Discussion about tone and tense of words including replacing “are” with “should.” “Should” was found to be more helpful to the Friends groups and was kept.

The Board discussed section 2C but had no edits.

The Board discussed section 2D. Ms. Smolen suggested wording stating that money only has to be routed through library procurement if it’s intended for purchases for the Library, not for Friends purchases of their own materials. Ms. Delaney said that would remedy a previous comment about the $100 limit for inmaterial purchases.

Ms. Millhouser asked that the section related to program donations include the Branch Manager in the coordination process. Ms. Hudson said that that could be added for clarity.

Mr. Ewing referenced back to section 2C, sharing that some Friends’ articles of incorporation and bylaws support groups other than the Library. Ms. Smolen said if additional language is needed it was appropriately referenced in section 2B. Mr. Ewing asked to change the language to say “as stated in their bylaws.”

Mr. Russell said that part of being a representative is that occasionally you have to go back and say that something they do not agree with is still in place. While the Board wants to make every party happy, it might not be possible.

At 9:00 p.m. Ms. Hudson shared that the Library was now closed. She would take all corrections suggested at this meeting, incorporate them in an updated draft, and send out the updated document. If any Friends groups have additional comments, they can be provided directly to their Trustee.

A motion to continue the action item at the January 2018 meeting was made by Mr. Ewing and seconded by Mr. Donovan and passed unanimously.

Chair Delaney adjourned the meeting at 9:07 p.m.
Members Present
Priscille Dando
Karrie Delaney
Michael Donovan
Darren Ewing
Charles Fegan
Will Jasper
Fran Millhouser
Miriam Smolen
Gary Russell

Members Absent
Yearn Hong Choi
Sheila Janega
Suzanne Levy

Respectfully Submitted:
____________________________
Jessica Hudson
Library Director

Approved:
____________________________
Michael Donovan, Acting Chairman
FCPL, Board of Trustees
Remarks to the Library Board of Trustees, December 13, 2017

Laura Noble, Vice President, George Mason Friends, Inc.

On behalf of the George Mason Friends, I'm here tonight to summarize our response to the latest MOU draft, dated December 7.

First, I'd like to recognize the efforts the Trustees' MOU Committee and staff have made to improve the comment process and capture all the Friends groups' comments. We also wish to thank Jessica Hudson and Fran Millhouser for accepting our invitation to meet with our MOU Committee and discuss the November 3 draft MOU. We found that discussion tremendously helpful.

Overall, the George Mason Friends have been pleased to see that each new draft of the MOU bring us closer to reaching agreement. As Liz mentioned, however, we have three key concerns in the latest draft as it pertains to us, which I ask you to include in your deliberations:

1. Our greatest concern is that the wording in clause 3c requires the Friends to provide their underlying financial records to the Library. We strongly believe that a completed IRS Form 990 should satisfy our reporting obligations under both 3c and 4f. To provide our underlying records would be inappropriate and an administrative burden.
2. Second, we believe the Library should be included as an MOU signatory. This is important because functionally, the Library - both the branch and the system - is the Friends' primary partner for most clauses in the agreement.
3. Finally, we remain concerned that, as drafted, clause 2d only focuses on financial gifts. We ask that the MOU also address the in-kind donations we make to the Library, such as the books we send to Tech Ops or provide as prizes and giveaways.

Based on our reading of the staff recommendations and our talk with Ms. Hudson, we believe these issues can be resolved with simple edits. We have submitted detailed formal comments, including suggested resolutions, to Ms. Smolen and Ms. Hudson.

Thank you for your time.

Laura Noble
Remarks to the Library Board of Trustees December 13, 2017

I believe the MOU process has been deficient from the beginning as it excluded the Friends. The draft MOU before you should be scrapped and the process should start all over. An MOU is an agreement between two or more parties and, although not legally binding, carries a degree of seriousness and mutual respect. When MOUs are used to memorialize partnerships, they outline both parties’ responsibilities, not just the duties of one. Look at the proposed MOU between the Park Authority and its Friends. That is what it does, as do most other existing Library and Friends MOUs throughout the U.S.

There are six documents included in your packet as part of the MOU Action Item. Items 2, 3 and 4 are tables prepared by the staff in early November, purportedly summarizing comments, responses and recommendations. All three tables misrepresent the comments made by the various Friends and advocacy groups and the public.

Moreover, the minutes of the May 30 MOU Committee Meeting that you were given have also been challenged publicly. But these challenges aren’t in your packet. The information you are being given to work with is incomplete and gives a distorted view.

Merely, tweaking the words of a one-sided draft MOU that was deficient from the start, cannot result in an MOU acceptable to both parties. All it does is waste time.

I have confirmation from six Friends groups, located in five Trustee districts, that they would refuse to sign both the September and the November draft MOUs. I have also been informed that an additional regional library Friends group, in a sixth district, has emailed its Trustee that it would be unable to sign an MOU based on the December draft.

However, if you insist on going forward with the December draft MOU, I ask that you please give the Friends an opportunity to make a presentation to the Board, but of more than 3 minutes.

What is needed now is for the parties to sit across the table from one another and identify which responsibilities each expects the other to assume. And use the MOU guidelines suggested by the ALA as a starting point. I am confident the Trustees and the Friends can reach a mutually beneficial solution to this impasse, but only through collaborative efforts treating both parties as equals and with respect.

Thank you.

Mary Vavrina
As a member of the board of the GM Friends and former member of the Library Board of Trustees for 16 years, I am puzzled by the omission of the Library as a signatory to this Memorandum of Understanding.

In the past, the Library was considered a partner with the Friends, not just the individual library, but the entire Fairfax County Library system, which gained funding, gifts in kind and much appreciated advocacy-advocacy particularly important in times of diminishing budgets and other controversies. Indeed the substantive duties and interaction with Friends are by the Library, not the Board.

The MOU should include the Library as the third signatory as it has in the past. The title of the Memorandum should reflect the Library as well as the Friends base library.

The draft MOU section on gifts, especially gifts in kind, is unclear and would profit from more discussion Board members and Friends together.

We have no problem with making our records required by the IRS for public disclosure. However, as an independent 501 (3)(c)organization, we should not be required to make our underlying records available. We submit a correctly completed 990 and see no reason to provide further financial information.

These are the specific concerns of the GM Friends.

Please recognize the span of the Library Friends -differences in size, number of volunteers, differences of the very communities each library serves, book sales and ongoing sales ...but our united commitment is to the health of the Fairfax County Public Library.

So, don't make this a procrustean exercise. Our differences can be ameliorated by further thoughtful discussion of our partnership.

Thank you.

Liz Clements