Pember Library and Museum
Special Meeting of the Board of Trustees
February 2, 2014

Trustees Present: Phyllis Cavanaugh, Rob McGuire, Mary Silitch, Bo Young, Mario Torres
Staff present: Pat Wesner, Ardyce Bresett, Donna Henry
Public attendees included Mary King, Charlie King, Robert Tatko, Mary Ann Carey, Gigi Zeitler, Shelley Keene, Marcia Klam, Matt Hicks, Brian LaRose, John Manchester, reporters from the Sentinel and the Post-Star, Rev. McKinney, and numerous other members of the public, many for the first time.

The meeting was called to order by Vice President Phyllis Cavanaugh at 1:00 p.m.

Vice President Cavanaugh noted that letters of resignations, effective at midnight on February 2, 2014 had been received from Trustees Shelley Keene, Marcia Klam, Kayla O’Grady, and Gigi Zeitler. A motion was made by Trustee Silitch seconded by Trustee McGuire to pass the following resolution prepared by counsel:

RESOLVED, that the Board of Trustees of the Pember Library and Museum, accepts with regret and for the purpose of appointing residents of the Village of Granville to the Board in compliance with the Pember Deed, the resignations of Trustee Kayla O’Grady, Trustee Marcia Klam, Trustee Gisele Zeitler, and Trustee Shelly Keene effective at 12:00 a.m. February 2, 2014.

4 in favor, 1 opposed (Young). Motion carried.

Vice President Cavanaugh presented a slate of Trustees proposed by staff, all of whom were residents of the Village of Granville. A motion was made by Trustee McGuire seconded by Trustee Silitch to pass the following resolution prepared by counsel:

RESOLVED, that the Board of Trustees of the Pember Library and Museum, in accordance with its authority under the Pember Deed, appoints the following residents of the Village of Granville to fill the vacancies caused by the resignation of Trustees O’Grady, Klam, Zeitler, and Keene for the balance of their respective terms as follows:

- Mary King (resident of the Village of Granville) to fill the vacancy created by the resignation of Kayla O’Grady for the balance of her term, expiring 6/30/2016
- Charlie King (resident of the Village of Granville) to fill the vacancy created by the resignation of Marcia Klam for the balance of her term, expiring 6/30/2014
- Robert Tatko (resident of the Village of Granville) to fill the vacancy created by the resignation of Gisele Zeitler for the balance of her term, expiring 6/30/2015
- Mary Ann Carey (resident of the Village of Granville) to fill the vacancy created by the resignation of Shelly Keene for the balance of her term, expiring 6/30/2016

4 in favor, 0 opposed, 1 abstention (Young). Motion carried.

Whereupon, the Oath of Office was administered to the new trustees and the existing trustees by Deputy Village Clerk-Treasurer Denise Davies, with each Trustee executing an Oath of Office in Ms. Davies’ presence.

V.P. Cavanaugh placed Trustee King’s name in nomination as President of the Board to fill the vacancy created by President Klam’s resignation. Trustee McGuire moved to close nominations and cast a single ballot in favor of Trustee M. King; Trustee Silitch seconded the motion.

8 in favor; 0 opposed; 1 abstention (Young). Motion carried. A single ballot was deemed cast and Trustee M. King was duly-elected as President of the Board.

Whereupon President King assumed the chair and continued the meeting.

A motion was made by Trustee McGuire seconded by Trustee Cavanaugh to pass the following resolution prepared by counsel:
RESOLVED, that the Board of Trustees of the Pember Library and Museum appoints Whiteman Osterman & Hanna LLP as counsel, at an hourly rate not to exceed $225 per hour.

9 in favor, 0 opposed. Motion carried.

President M. King announced the Board's intention to go into Executive session for the purpose of consulting with counsel regarding matters of pending or threatened litigation. A motion was made by Trustee Cavanaugh, seconded by Trustee Young to enter Executive Session for that purpose.

9 in favor; 0 opposed. Motion carried.

Executive Session began at 1:15 p.m.

Due to a family emergency, Trustee Torres left the meeting.

Public Meeting re-convened at 1:45 p.m.

President M. King called for a motion in regard to the termination of the Keefe & Wesner agreement. A motion was made by Trustee Cavanaugh, seconded by Trustee McGuire to pass the following resolution prepared by counsel:

RESOLVED, that the Board of Trustees of the Pember Library and Museum authorizes and directs the President and counsel to enter into negotiations with Keefe & Wesner to immediately terminate the agreement for architectural services, upon such terms as are reasonable, but with the Library retaining the rights necessary to utilize the work product created by the firm to date for the completion of the proposed addition at some point in the future.

7 in favor; 1 opposed (Young). Motion carried.

President M. King called for a motion regarding the suspension of the Communications Services agreement. A motion was made by Trustee Cavanaugh, seconded by Trustee McGuire to pass the following resolution prepared by counsel:

RESOLVED, that the Board of Trustees of the Pember Library and Museum authorizes and directs the President and counsel to enter into negotiations with Communication Services to immediately and indefinitely suspend the agreement for public relations services related to the re-chartering, upon such terms as are reasonable, but with the Library retaining the ability to seek the advice of the Firm on discrete public relations matters as may be necessary from time-to-time.

7 in favor; 1 opposed (Young). Motion carried.

President M. King called for a motion regarding the suspension of the efforts to seek school district re-chartering. A motion was made by Trustee Cavanaugh, seconded by Trustee McGuire to pass the following resolution prepared by counsel:

RESOLVED, that the Board of Trustees of the Pember Library and Museum temporarily suspends its efforts to pursue a re-chartering of the Library as a school district public library serving the Granville Central School District so that it may meet with and discuss the benefits of re-chartering with the Village Board.

7 in favor; 1 opposed. Motion carried.

Whereupon there was a brief discussion regarding Paul Elsholz' status and it was noted that he is not a trustee or Treasurer of the Board. Rev. McKinney offered his thanks to the new board members.

A motion to adjourn was made by Trustee Cavanaugh and seconded by Trustee Young; 8 in favor; 0 opposed. Motion carried.

The meeting was adjourned at 2:00 p.m.

Respectfully submitted,

Bo Young, Secretary