

Marilla Free Library – 02/16/21 Board Meeting Minutes

1. **Call to order** - 6:36pm. Live video conference via Zoom. In attendance: Rachelle Walker (President), Kathy Winde (Treasurer), Joanne Goellner (Secretary), Shannon Thompson (Director), Deborah Mamon. Missing: Judy Farmer. Also Present: Matt Dolegowski (Town Liaison).
2. **Minutes** - A motion was made by Kathy Winde to approve the January 19th meeting minutes as written. Second motion made by Deb Mamon. All in favor with none opposed.
3. **Public Expression** – no public expression.
4. **Reports**
 - a. **Treasurer's** - (*for full account details see the Treasurer's Report on file at the library*) Kathy and Shannon updated the Board regarding December/January finances, transactions and account balances. Items of note: the Fundraising Account has had no activity so the balance remains the same. The Capital Improvement Account earned \$2.29 in interest. The Operating Account made payments to Amherst Alarm and Hawkins Fire Extinguisher and received sytem appropriation funds. A motion was made by Joanne Goellner to approve the Treasurer's Reports as presented. A second motion was made by Deb Mamon. All were in favor with none opposed.
 - b. **Librarian's** - (*for full details, see the Librarian's Report below*) Computer and Laptop Use were up for the month, everything else was down. The state released guidance regarding programs and viewing counts for report. Shannon is planning some Virtual STEM programs as well as Take and Make crafts. She is also working on the non-financial part of the State Report. Central requested that libraries return to full hours to meet the Minimum Standards. M/W are back to the same hours and the library is trying 1-8pm for T/Th. With the pandemic, some libraries were unable to use the monies earned for the Year End Appeal so funds from 2020 were rolled over. Combined with 2021 monies, Shannon is looking into new kid friendly computer desks for the children's area. The library received a generous donation from the Huston Family.
 - c. **Friends'** – the Friends have not met.
 - d. ~~**Fundraising Committee (currently inactive)**~~
 - e. **Town Report** – Matt shared an idea for a collaborative initiative with the library for next year, Christmas cards for seniors and Valentine's Day cards for Veterans.
5. **Unfinished Business** - no unfinished business.
6. **New Business**
 - a. **Policy Review:** the Board reviewed the following policies (*all on file at the Library*):
 - Whistleblower** - The Whistleblower Policy had several grammatical/formatting changes as well as new sections including the second paragraph of the introduction, Section 2.4, and Section 2.6 (B). A motion was made to Joanne Goellner to accept the amended Whistleblower Policy as written. A second was made by Kathy Winde. All in favor with none opposed.
 - Conflict of Interest** - The Conflict of Interest Policy included changes to Articles III, IV, V and VI. The Board members will fill out and sign pages eight

and nine. A motion was made to Deb Mamon to accept the amended Conflict of Interest Policy changes as written. A second was made by Joanne Goellner. All in favor with none opposed.

Ethics - The Ethics policy added in familial status and expression to the second bullet point. A motion was made to Kathy Winde to accept the amended Ethics Policy as written. A second was made by Joanne Goellner. All in favor with none opposed.

- b. Prospective Trustee** – Rachelle was unable to reach the prospective trustee prior to the meeting. She will reach out one more time to see if they would attend the next meeting.

7. Other Business

- a. Payroll Report** – sent to Board members via email prior to the meeting for review.

8. Next Meeting: 03/16/21 at 6:30 pm

- 9. Adjournment** - There being no further business to conduct, a motion to adjourn the meeting was made by Deb Mamon at 6:57pm with a second by Kathy Winde. All were in favor with none opposed.

Meeting Minutes Respectfully Submitted, February 17th, 2021, by Joanne Goellner, Secretary.

Librarians Report – February 16, 2021

Operating Budget

Receipts

January Receipts: \$54.35 (\$24.25 Fines / \$16.85 Copies / \$13.25 Print)

Receipts year to date: \$ 54.35

This represents fine/copy/print revenue. This year our revenue commitment is \$2,302.

Expenditures

September: \$257.50

Expenditures year to date: \$257.50

This year our expenditure allotment is \$5,600.

Circulation

January was 1,902. This was **down by 893** or -31.9%

Year to date - same

Computer Use

January was 67. This was **up by 15** or 28.8%

Year to date - same

Laptop Use

January was 21. This was **up by 2**

Year to date - same

Wireless Usage

January was 96. This was **down by 14** or -12.7%

Year to date - same

Patron Count

January was 592. This was **down by 617** or -51%

Year to date - same

Programs

- **Virtual Programs**
- **In-Library Take and Makes**

Donations

- **Huston Family \$250**

Other

- **State Report**
- **Extended Hours to meet Minimum Standard**



MARILLA FREE LIBRARY

Marilla Free Library Whistleblower Policy

This policy is for application to the Marilla Free Library.

The Marilla Free Library is committed to upholding the highest standards of ethical, moral and legal business conduct, and transparency through open communication. Accordingly, all trustees, officers, employees and volunteers are required to comply with applicable federal, state and local laws, and must faithfully implement and adhere to the Marilla Free Library's own policies and procedures in conducting their duties and responsibilities.

This policy provides an avenue for all trustees, officers, employees and volunteers to report any suspected or actual conduct contrary to these standards without the fear of intimidation, harassment, discrimination or retaliation.

ARTICLE I Reporting Responsibility

Section 1.1. Duty to Report. It shall be the Marilla Free Library's policy that all trustees, officers, employees and volunteers of the Marilla Free Library have a responsibility to report known or suspected violations in accordance with this Whistleblower Policy. This includes reporting any action or suspected action taken by or within the Marilla Free Library that is illegal, fraudulent or in violation of any policy of the Marilla Free Library, which the reporter has either actual knowledge of or has a reasonable good faith belief that same occurred. Suspected or actual wrongful action(s) regarding Marilla Free Library finances and governance, include but are not limited to the following:

- (A) Incorrect financial reporting;
- (B) Unlawful activity;
- (C) Activities that are inconsistent with Marilla Free Library policies; and
- (D) Activities which otherwise amount to serious improper conduct.

ARTICLE II Procedure

Section 2.1. Oversight. The Governance Committee of the Board comprised solely of Independent Trustees, as defined in the Bylaws, shall oversee the adoption, implementation of, and compliance with this Whistleblower Policy.

Section 2.2. Compliance Officer. The Compliance Officer shall be the Chair of the Governance Committee. Should the Compliance Officer be the subject of the report, then the Governance Committee shall appoint another member of the Committee to perform the Compliance Officer's role regarding the allegations. The Compliance Officer shall be responsible for administering the Whistleblower Policy, overseeing an

investigation, and reporting to the Governance Committee. The Compliance Officer shall report to the Board at least annually on compliance activity.

Notwithstanding anything to the contrary in this Policy, trustees who are employees of the Marilla Free Library or Buffalo & Erie County Public Library may not participate in any Board or Committee deliberations or voting relating to administration of this Whistleblower Policy.

Section 2.3. Reporting Violations. All reports should be made using the *Whistleblower Reporting Form*, attached as Appendix A, which will be available on Marilla Free Library website and Intranet. Trustees, officers, employees and volunteers should promptly report alleged violations to the Compliance Officer. If reporter deems it inappropriate to file the report with the Compliance Officer, the report may be submitted to the President or Vice President of the Marilla Free Library Board of Trustees. Any such reports received by the President or Vice President of the Marilla Free Library Board of Trustees, or designee, including the completed *Whistleblower Reporting Form* shall be forwarded to the Governance Committee, subject to the restrictions of Section 2.2.

Section 2.4 Email Reporting. As an alternative to the reporting procedure specified in Section 2.3, trustees, officers, employees and volunteers may submit the *Whistleblower Reporting Form* via email to whistleblower@buffalolib.org. Submissions to said email account will be reviewed by the Governance Committee of the Marilla Free Library Board of Trustees at its monthly meeting.

Section 2.5 Anonymous Reporting. With the exception of a person's report of his or her own violation, the reporter shall not be required to provide his or her name on said form. However, anonymous reports must include sufficient information, including but not limited to, the name of the person against whom the report is being made, the date of the incident, and a description of the incident, in order that an investigation can be conducted.

Section 2.6 Handling Reports.

(A) The Governance Committee shall provide the reporter a timely acknowledgement of receipt of the report, whether submitted in person, electronically, or otherwise. All reports submitted will be placed on the agenda for the next scheduled meeting of the Governance Committee of Marilla Free Library Board of Trustees. An appropriate investigation will be undertaken by the Governance Committee, or legal counsel or other designee if deemed appropriate by the Governance Committee. A report summarizing the findings will be given to the reporter within 10 business days of the Governance Committee's meeting, if a name is provided on the *Whistleblower Reporting Form*. If more than 10 business days from the date of the Governance Committee's meeting are needed to complete a thorough investigation, the reporter will be notified in writing of an estimated date when the investigation will be completed.

(B) The person who is the subject of a whistleblower complaint shall not be present at or participate in any Board or Committee deliberations or vote on the matter relating to such complaint, provided that nothing in this subparagraph shall prohibit the Board or Committee from requesting that the person who is subject to the complaint present information as background or answer questions at a Committee or Board meeting prior to the commencement of deliberations or voting relating thereto.

Section 2.7 Results of Investigation. If the investigation establishes that a violation of law, external regulation or Marilla Free Library policy has occurred, then the Governance Committee shall determine the

appropriate action based upon law and Marilla Free Library policy and make a recommendation to the Board. Civil or criminal prosecution will be pursued when warranted. If the investigation establishes that no violation of law, external regulation or Marilla Free Library policy has occurred, then the Governance Committee shall report to the Board its findings and determination. The investigation is closed when the Compliance Officer has deemed the investigation is complete and the Governance Committee has approved a recommendation for a resolution and/or corrective action to the Board

Section 2.8 Documentation. The Compliance Officer shall document the investigation and explain the rationale for any recommended resolution and/or corrective action. All documentation relating to the investigation, including the *Whistleblower Reporting Form*, and the resolution and/or corrective action taken shall remain in the Marilla Free Library's records in the Human Resources Department and/or Governance Committee records for at least five years.

Section 2.9 Confidentiality. All violations or suspected violations may be submitted on a confidential or anonymous basis. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and prevent or correct suspected action(s). The Compliance Officer shall disclose information relating to a report with those who have a need to know so that the Governance Committee can conduct an effective investigation and determine what action to take based on the results of any such investigation. In appropriate cases, the investigation documents will be shared with law enforcement personnel. Disclosure of reports to individuals not involved in the investigation shall be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal, termination or civil lawsuits.

Section 2.10 Protection against Retaliation. Any Marilla Free Library trustee, officer, employee or volunteer who reports a suspected or actual violation(s), in good faith shall not suffer intimidation, harassment, discrimination or other retaliation or, in the case of an employee, adverse employment action.

ARTICLE III Regulations

Section 3.1 Discipline for Retaliatory Conduct. Retaliation is a serious violation of this policy and should be reported immediately to the Chair of the Governance Committee of the Marilla Free Library Board of Trustees. Depending on the nature and seriousness of the offense, the Marilla Free Library will impose appropriate discipline against any trustee, officer or employee found to have engaged in any form of retaliatory conduct against an individual reporting suspected or actual wrongful action(s) in accordance with this policy, up to and including dismissal or termination, and referral to the New York State Board of Regents for possible removal of a Trustee, pursuant to New York State Education Law Section 226. Volunteers that engage in any such conduct will not be permitted to volunteer in Marilla Free Library activities.

Section 3.2 Good Faith Reporting. Any Marilla Free Library trustee, officer, employee or volunteer who files a report concerning a violation or suspected violation must do so in good faith and have reasonable grounds for believing the information in the report indicates a violation under this policy. The Marilla Free Library will impose appropriate discipline against any trustee, officer or employee found to have knowingly made a report/complaint in bad faith, up to and including dismissal or termination, and referral to the New York State Board of Regents for possible removal of a Trustee, pursuant to New York State Education Law section 226. This includes, but is not limited to, giving false information or making a report in retaliation. Volunteers that engage in any such conduct will not be permitted to volunteer in Marilla Free Library activities.

ARTICLE IV Applicability and Distribution of Policy

This policy shall apply to all trustees, officers, employees, and volunteers of the Marilla Free Library. A copy of this Whistleblower Policy shall be made available to all trustees, officers, employees and to volunteers who provide substantial services to the Marilla Free Library via the Marilla Free Library's website or at the Marilla Free Library in a conspicuous location accessible to employees and volunteers.

Adopted February 19, 2019
Amended June 18, 2019
Amended February 16, 2021



Marilla Free Library

Appendix A

WHISTLEBLOWER REPORTING FORM

Date of Report: _____

REPORTER'S CONTACT INFORMATION: <i>Not required if being submitted anonymously.</i>	
Name	Position/Title
Dept./Location	Work #
Home Address	Home/Cell #
Best time to reach you	Email
Preferable method of communication:	

Person against whom the report of actual or suspected wrongful conduct is being made: <i>If more than one, please complete additional form(s).</i>	
Name	Position
Dept/Location (if applicable)	Phone # (if known)

Witness(es) to actual or suspected wrongful conduct: <i>Attach additional sheets if necessary.</i>	
Name	Position
Dept/Location (if applicable)	Phone # (if known)
Name	Position

Dept/Location (if applicable)	Phone # (if known)
-------------------------------	--------------------

Continued on Next Page



Description of known or suspected wrongful conduct: (Please be as specific as possible including who, what, where, when and how?) <i>Attach additional sheets of paper if necessary.</i>

Return completed form to:
Marilla Free Library Director, 11637 Bullis Road, Marilla, NY 14102, or
President of MFL Board of Trustees, 11637 Bullis Road, Marilla, NY 14102

The Marilla Free Library Whistleblower Policy and Reporting Form provides an avenue for all staff, board members and volunteers to report actual or suspected wrongful actions without fear of retaliation.

Compliance Officer Signature: _____

Date Reviewed: _____

CONFLICT OF INTEREST POLICY
OF THE
MARILLA FREE LIBRARY

ARTICLE I
Purpose

The purpose of this Conflict of Interest Policy is to protect the Marilla Free Library when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, or Key Person of the Marilla Free Library. It provides guidelines for handling perceived, potential or actual Conflicts of Interest and addresses procedures and disclosures of Related Party Transactions. This policy is intended to supplement but not replace any applicable state and federal laws governing Conflict of Interest applicable to nonprofit and charitable organizations.

ARTICLE II
Definitions

Section 2.1. Interested Person. An Interested Person is any trustee, officer, employee or member of a committee with powers delegated by the Board of Trustees, who (1) has a direct or indirect Financial Interest, as defined below, and/or (2) is a Related Party, as defined below.

Section 2.2. Disinterested Trustee. A Disinterested Trustee is any trustee who is not an Interested Person.

Section 2.3. Relative. A Relative of an individual means his or her spouse or domestic partner as defined in Section 2994-a of the Public Health Law, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren; great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

Section 2.4. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or a Relative:

- (A) An ownership or investment interest in any entity with which the Marilla Free Library has a transaction or arrangement;
- (B) A compensation arrangement with the Marilla Free Library or with any entity or individual with which the Marilla Free Library has a transaction or arrangement, except for compensation payable to a Trustee of the Marilla Free Library for service on the Board that is to be made available or provided to all Trustees of the Marilla Free Library on the same or substantially similar terms; or
- (C) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Marilla Free Library is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 2.5. Substantial Financial Interest. A Financial Interest in a Related Party Transaction is a "Substantial Financial Interest" if, in the discretion of the Board after giving due consideration to the material facts and circumstances of the Financial Interest as presented, the Board determines that such Financial Interest is substantial.

Section 2.6. Related Party. A Related Party includes:

- (A) any trustee, officer or Key Person of the Marilla Free Library or any Affiliate of the Marilla Free Library or any other person who exercises the powers of trustees, officers or Key Persons over the affairs of the Marilla Free Library any Affiliate of the Marilla Free Library;
- (B) any Relative of an individual described in clause (A) of this section; or
- (C) any entity in which any individual described in clauses (A) and (B) of this section has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

Section 2.7. Key Person. A Key Person means any person, other than a director or officer, whether or not an employee of the Marilla Free Library, who:

- (A) has responsibilities, or exercises powers or influence over the Marilla Free Library as a whole similar to the responsibilities, powers, or influence of directors and officers;
- (B) manages the Marilla Free Library, or a segment of the Library that represents a substantial portion of its activities, assets, income or expenses; or
- (C) alone or with others controls or determines a substantial portion of the Marilla Free Library's capital expenditures or operating budget.

Section 2.8. Affiliate of the Marilla Free Library. An Affiliate of the Marilla Free Library means any entity controlled by or in control of the Marilla Free Library.

Section 2.9. Related Party Transaction. A Related Party Transaction means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Marilla Free Library or any Affiliate of the Marilla Free Library is a participant, except that a transaction shall not be a Related Party Transaction if:

- (A) the transaction or the Related Party's Financial Interest in the transaction is de minimis;
- (B) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or
- (C) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of beneficiaries that the Marilla Free Library intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly situated members of the same class on the same terms.

Section 2.10. Conflict of Interest. A Conflict of Interest exists if an outside interest or activity influences or appears to influence the ability of an individual to exercise objectivity or impair the individual's ability to perform his or her responsibility in the best interests of the

ARTICLE III

Disclosure

Section 3.1. Initial Disclosure. Prior to the initial election of any trustee, officer, or member of a committee with powers delegated by the Board or hiring of any Key Person, the prospective trustee, officer, committee member, or Key Person shall complete, sign and submit to the secretary of the Marilla Free Library a written Disclosure Statement, attached as Appendix A, identifying, to the best of his or her knowledge, the following information:

- (A) any entity of which such prospective trustee, officer, committee member, or Key Person is an officer, trustee, member, owner (either sole proprietor or a partner), or employee and with which the Marilla Free Library has a relationship; and
- (B) any transaction in which the Marilla Free Library is a participant and in which the prospective trustee, officer, committee member, or Key Person might have a Financial Interest that may give rise to a Conflict of Interest or Related Party Transaction.

The secretary shall provide a copy of all completed Disclosure Statements to the Chair of the Overseeing Committee or, if there is no such committee, to the President of the Board.

Section 3.2. Annual Disclosure. Each trustee, officer, member of a committee with powers delegated by the Board of Trustees, and Key Person shall annually submit to the secretary of the Marilla Free Library the written Disclosure Statement, attached as Appendix A, in which such person:

- (A) identifies, to the best of his or her knowledge, the information specified in Paragraphs (A) and (B) of Section 3.1 of this Article;
- (B) affirms that he or she has received a copy of the Conflict of Interest policy, read and understands the policy, agrees to comply with the policy, and understands the Marilla Free Library is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 3.3. Continuing Duty to Disclose. In connection with any actual or possible Conflict of Interest or Related Party Transaction which may arise in the ordinary course of the year and within Board or committee meetings, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Trustees or the Governance Committee. Such disclosure may be made in a written statement or orally at a meeting of the Board, provided that such oral disclosure must be documented in the minutes of the meeting at which such disclosure is made and given to the Governance Committee for review in accordance with Article IV, Section 4.2.

ARTICLE IV

Procedures

Section 4.1. General Prohibitions.

- (A) An Interested Person is precluded from being present at or participate in any Board or committee deliberation or vote related to the transaction or arrangement giving rise to a Conflict of

Interest or Related Party Transaction. Notwithstanding the foregoing, the Board of Trustees or the Governance Committee, may request that an Interested Person present information to the Board or Governance Committee prior to the commencement of deliberations or voting relating thereto; nor

(B) An Interested Person shall not directly or indirectly attempt to influence improperly the deliberation or voting on the transaction or arrangement giving rise to the conflict.

Section 4.2. Determining Whether a Conflict of Interest or Related Party Transaction Exists.

- (A) After the Interested Person's disclosure of the existence of any and all material facts relating to his or her Financial Interest as required under Article III, and after any discussion among the remaining members of the Board of Trustees or Governance Committee and the Interested Person regarding the facts and circumstances of the Financial Interest, the Board or Governance Committee shall discuss and make a recommendation as to each of the determinations required by Paragraphs (B) and (C) of this Section 4.2. Alternatively, if the existence of the Financial Interest initially arises at a meeting of the Board of Trustees, then the Board of Trustees can directly make the determinations required without seeking recommendations from the Governance Committee, provided the Interested Person leaves the meeting while the remaining members of the Board of Trustees discuss the information disclosed.
- (B) Upon discussion, the remaining Board members shall decide and document in the meeting minutes if the transaction or arrangement constitutes a Related Party Transaction as defined in Article II, Section 2.9. If so, then the board of Trustees must also determine and document in the meeting minutes whether the Related Party has a Substantial Financial Interest, as defined in Article II, Section 2.5, in the proposed Related Party Transaction. Regardless of whether or not the Financial Interest is a Substantial Financial Interest, a Related Party Transaction is subject to the procedures set forth in Article V.
- (C) If the transaction or arrangement does not constitute a Related Party Transaction as defined in Article II, Section 2.9, then the remaining Board members in their discretion shall decide if a Conflict of Interest, as determined in Article II, Section 2.10, exists nonetheless, after giving due consideration to the material facts and circumstances presented. If the Board determines that the transaction or arrangement involves a Conflict of Interest, then such transaction or arrangement is subject to the procedure set forth in Article V.

ARTICLE V

Procedures for Addressing Conflicts of Interest & Related Party Transactions

Section 5.1. Consideration of Alternatives.

- (A) If the transaction or arrangement is a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then consideration of alternatives in accordance with this section is mandatory. For Conflicts of Interest, consideration of alternatives is within the discretion of the Board of Trustees. After disclosure and discussions with the Interested Person, the Board of Trustees may appoint a Disinterested Trustee or committee of Disinterested Trustees to investigate alternatives to the proposed transaction or arrangement. Alternatives must be presented to the Board of Trustees and must be documented in the minutes of the meeting at which the determination is made.

- (B) If alternatives are investigated and presented to the Board, then after exercising due diligence and giving due consideration for any such alternative transactions presented, the Board of Trustees shall determine whether the Marilla Free Library can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest or Related Party Transaction.

Section 5.2. Board Decision.

- (A) If alternatives are considered, whether mandatory or discretionary, and if the Board of Trustees determines that a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest or Related Party Transaction, the Board of Trustees shall determine by a majority vote of the Board whether the transaction or arrangement is in the Marilla Free Library's best interest, for the Marilla Free Library's own benefit, and whether it is fair and reasonable.
- (B) In conformity with the above determination, in accordance with the Marilla Free Library's bylaws, the Board of Trustees shall make its decision as to whether to enter into the transaction or arrangement.
- (C) If the transaction or arrangement involves a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then a majority of the Board members present at the meeting is required to approve such transaction.

Section 5.3. Documentation Required. In connection with all actual or possible Conflicts of Interest and Related Party Transactions, the Board of Trustees shall document in the minutes of the meeting at which such determinations are made the following:

- (A) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest or Related Party Transaction, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest or Related Party Transaction was present, and the Board's decision as to whether a Conflict of Interest, Related Party Transaction or Substantial Financial Interest in a Related Party Transaction in fact existed.
- (B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions at the meeting regarding the proposed transaction or arrangement, including the alternatives to the proposed transaction or arrangement considered, if any.
- (C) The determination as to whether the transaction or arrangement is fair, reasonable and in the Marilla Free Library's best interest.
- (D) The determination as to whether to enter into the transaction or arrangement which gives rise to the Conflict of Interest or Related Party Transaction. If the Board of Trustees approves a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then the minutes must also including the basis for such approval.
- (E) A record of any votes taken in connection with the proceedings.

ARTICLE VI

Oversight & Reviews

Section 6.1. **Oversight Responsibility.** The designated Governance Committee of the Board, as defined in the Marilla Free Library's bylaws, shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest policy in accordance with the procedures contained herein and within the process and authority granted under the Bylaws. If there is no such Committee, then the Board, shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest policy, and only those trustees who qualify as Independent Trustees shall be eligible to deliberate and vote on matters relating to the Policy.

Section 6.2. Violation of the Conflict of Interest Policy.

- (A) If the Governance Committee has reasonable cause to believe a trustee, officer or Key Person has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- (B) If, after hearing the response of the trustee, officer or Key Person and after making further investigation as warranted by the circumstances, the Governance Committee determines that the trustee, officer or Key Person has failed to disclose an actual or 35 possible Conflict of Interest or Related Party Transaction, it shall recommend to the Board appropriate disciplinary and corrective action, up to and including dismissal or termination, and referral to the New York State Board of Regents for possible removal of a trustee, pursuant to New York State Education Law Section 226.

Section 6.3. **Periodic Reviews.** To ensure the Marilla Free Library operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

- (A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Marilla Free Library's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible or excessive benefit.

Section 6.4. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Article VI, Section 6.3, the Marilla Free Library may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Trustees of its responsibility for ensuring periodic reviews are conducted.

ADOPTED AS OF THE 1st DAY OF JULY, 2014

Amended November 14, 2016

Amended January 21, 2020

Amended February 17, 2021

Appendix A

DISCLOSURE STATEMENT
OF THE
MARILLA FREE LIBRARY

The undersigned, being a trustee, officer, or Key Person of the Marilla Free Library, hereby acknowledges and confirms the following:

1. I have received, read and understand the Marilla Free Library's Conflict of Interest Policy in effect as of the date written below, and I agree to comply with the Conflict of Interest Policy.
2. I understand that the Marilla Free Library is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

3. **Personal Interests & Relationships.** I am an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or an employee of the following entities with which the Marilla Free Library has a relationship: *[If none, please write "None." If such interests exist, please specify the capacity in which you hold such an interest (for example, employee, director, or owner). If an owner, please specify your percentage ownership].*

4. **Interests & Relationships of Relatives.** A Relative (spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren; great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren) of mine is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or an employee of the following entities with which the Marilla Free Library has a relationship: *[If none, please write "None." If such interests exist, please specify the Relative (for example, sibling or spouse) and the Relative's position (for example, employee, director, or owner). If an owner, please specify the percentage ownership].*

5. **Transactions.** The Marilla Free Library is a participant in the following transactions in which I or my Relative may have a Financial Interest that may give rise to a Conflict of Interest or Related Party Transaction, as defined in the Conflict of Interest Policy. *[If none, please write "None." If such transaction(s) exists, please specify the transaction and the potential financial interest involved and whether you or a Relative has such an interest for any such transaction(s). Please specify the Relative and their position, if applicable.]*

I certify that the above statements are true and correct to the best of my knowledge.

Name: _____

Position: _____

Signature: _____

Date: _____



Marilla Free Library Ethics Policy

This policy is for application to the Marilla Free Library.

The Marilla Free Library is dependent on the trust of its community to successfully achieve its mission. Therefore, it is crucial that all Board members and Key Employees, as defined in the Bylaws, conduct business on behalf of the Marilla Free Library and Buffalo & Erie County Public Library System with the highest level of integrity, avoiding any impropriety or the appearance of impropriety.

Guiding Principles:

- Board members and Key Employees shall uphold the integrity of the Marilla Free Library and Buffalo & Erie County Public Library System and shall perform their duties impartially and diligently.
- Board members and Key Employees shall not engage in discrimination of any kind including that based on gender, race, color, national origin, ancestry, religion, creed, age, disability, familial status, marital status, pregnancy, sexual orientation, gender identity or expression, military status, genetic predisposition, arrest or conviction status, domestic violence victim status, or any other basis protected by federal, state or local law.
- Board members and Key Employees shall protect and uphold library patrons' right to privacy in their use of the library's resources.
- Board members and Key Employees shall not knowingly act in any way that would reasonably be expected to create an impression among the public that they are engaged in conduct that violates their trust as Board members or Key Employees.
- Board members and Key Employees shall not use or attempt to use their position with the Marilla Free Library and Buffalo & Erie County Public Library System to obtain unwarranted privileges or advantages for themselves or others.
- Board members and Key Employees shall not be swayed by partisan interests, public pressure, or fear of criticism.
- Board members and Key Employees shall not denigrate the organization or fellow Board members or Key Employees in any public arena.
- Board members shall distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the Board even if they personally disagree.

- Board members and Key Employees shall respect the confidential nature of library business while being aware of and in compliance with applicable laws governing freedom of information.
- Board members and Key Employees shall be prepared to support to the fullest, the efforts of librarians in resisting censorship of library materials by special interest groups or individuals.
- Board members who accept appointment to a library board are expected to perform all the functions of library Board members.
- Board members and Key Employees shall act in accordance with the Conflict of Interest Policy adopted and amended by the Board.

Compliance:

If any Board member appears to be in conflict of the "Guiding Principles" above, he or she will be asked to meet with the Governance Committee to discuss the issue. The Governance Committee will make a recommendation to the full Board based on the findings. Key Employees who are or appear to be in conflict with the "Guiding Principles" will be asked to meet with the Governance Committee, in consultation with the Library Director as appropriate, who will make a determination as to discipline or termination based on his or her findings.

Adopted by Marilla Free Library Board of Trustees on April 17, 2018

Amended February 16, 2021