

West Seneca Public Library
Board Meeting Agenda – January 18, 2023 @ 4:00pm in the Large Community Room

A. Call of the Roll.

B. Approval / Changes to Agenda.

C. Minutes of the Preceding Meeting – November 30, 2022

D. Nominations and Elections of Officers, if any.

E. Report of the Director – November & December 2022

1. Staff updates
2. Main entryway updates
3. Reminder: Trustee Education Activity Completion Forms
4. Reminder: Upcoming ACT Meeting – Saturday, January 21 – 8:30am
5. Reminder: Trustee Oaths of Office

F. Report of the Treasurer.

1. County account statements November & December 2022
2. Local account statements November & December 2022
3. Summary of accounts November & December 2022
4. Check abstract and approvals
5. Payroll Report through PP#24

G. Report of the Friends of the Library.

H. Report of the President.

I. Old Business.

J. New Business.

1. Retirement of Emily Moser
2. 2023 Local Accounts Budget
3. Sign annual Conflict of Interest Policy statements

K. Public Comment.

L. Adjournment.

Next Regular Meeting: Wednesday, February 15, 2023 at 4:00pm

West Seneca Public Library

Library Board of Trustees Meeting Minutes

November 30, 2022 @ 4:00 pm in the Large Community Room

A. Call of the Roll– Meeting called to order at 4:06pm

- Present: Amanda Cleesattel, Cynthia Johnson, William Josefiak, Jennifer Dobe, Jessica Casamassa
- Excused: None
- Guest(s): Susan Kims (Town Board Liaison), Robert Alessi (Library Director), two local “Participation in Government” students Emma & Angelina.

B. Approval / Changes to Agenda: none

C. Minutes of Preceding Meeting:

- Change 10/12/2022 minutes E. Report of Treasurer second to Cynthia Johnson, not Jennifer Dobe

Motion to approve: William Josefiak

Second: Jennifer Dobe

Ayes: all

Nays: none

D. Report of the Director – See October 2022 documents posted

- Amana Garden club brought displays for indigenous people’s displays and will continue partnership with December holiday displays
- West Seneca Art Society: West Seneca Library Board of Trustees will review proposals for mural ideas in the makerspace pending potential grant procurement
- Reminder: auto renewals counting towards circulation (since going fine free)
- Position updates: Jordan Roeder filled part-time librarian position; Judi Romaszko, clerk-typist, pt, resigned and position to be filled internally; will be posting for replacement senior page (since senior page will fill clerk-typist, pt position), children’s librarian Emily Moser retiring by end of the year.
 - Board of trustees to collaborate around ideas for recognition of dedication from Emily (send ideas to Director of WS Library)
 - 7% budget increase proposed (as opposed to traditional 2% from county- due to fine free, rising costs, etc) and likely to be approved.

E. Report of the Treasurer: See November 2022 documents posted

- County account statement November 2022
- Local account statement November 2022
- Summary of accounts November 2022
- Check abstract and approvals November 2022

- Five checks for board approval at this meeting (see documents posted for details)
- WS Library Director attended state budget meeting with representative of Assemblyman Patrick Burke; messages regarding library aid and construction aid received positively
 - Upcoming budget meeting with State Senator Patrick Gallivan

Motion to approve: William Josefiak

Second: Jennifer Dobe

Ayes: all

Nays: none

F. Report of the Friends of the Library (from Cynthia Johnson):

- Thanksgiving Tales successful
- Hosted author visit Nov. 14
- Friends of Library council (large group) meeting via Zoom- main topic to get new members
 - Efforts to engage businesses as well

G. Report of the President:

- ACT meeting will be at West Seneca Library January 21st
 - i. West Seneca Trustees to assist
- Future (2023) West Seneca Public Library Board of Trustees review of bylaws

H. Old Business:

- Narcan training to be scheduled when new staffing is stabilized

I. New Business:

- Welcome new trustee member Jessica!
- **Motion to approved updated calendar for 2023**
 - Motion: William Josefiak
 - Second: Cynthia Johnson
 - Ayes: all
 - Nays: None

Motion to approve updated Library Study Room Policy (minor updates for clarity):

Motion: Jennifer Dobe

Second: William Josefiak

Ayes: all

Nays: None

Motion to approve 2023 West Seneca Board of Trustees meeting dates

January 18, February 15, March 15, April 19, May 24, June 21, July 19, September 20, October 18, and November 29, 2023 @ 4pm in West Seneca Public Library Large Community room:

Motion: William Josefiak
Second: Jennifer Dobe
Ayes: all
Nays: None

Motion to approve purchase of additional Vox/Wonderbooks books, due to demand, (\$2,600 from Assemblyman Burke funds):

Motion: Jennifer Dobe
Second: William Josefiak
Ayes: all
Nays: None

West Seneca Public Library Board of Trustees wishes to continue in person meetings and will pursue any necessary changes to support virtual attendance in the future if needed.

J. Public Comment: none

Adjournment @ 5:00 pm

Motion: William Josefiak
Second: Amanda Cleesattel
Ayes: all
Nays: none

Next Regular Meeting: January 18, 2022 @ 4pm

Respectfully submitted by Amanda Cleesattel, Secretary

**West Seneca Public Library Board Meeting
Director's Report**

November 2022

Circulation - November 2022

17,798

Revenue - County Account Fees, Copies, Print - November 2022

\$596.24

Library Visitors - November 2022

7,030

Programming - November 2022

(Youth)

Make & Take Craft Bags	All month	260 bags
Tutoring	All month	106 sessions
Preschool Story Time (5)	11/1, 11/8, 11/15, 11/22, 11/29	81 attendees
Toddler Time (3)	11/3, 11/10, 11/17	106 attendees
Lego Club	11/5	23 attendees
Be A Library Kid	11/7	13 attendees
Baby & Me (2)	11/9, 11/16	38 attendees
Class visit - St. John's	11/14	76 attendees
Fuse Beads	11/17	20 attendees
Thanksgiving Tales	11/17	68 attendees
Paper Bag Stars & Snowflakes	11/21	5 attendees
Dogs Love Stories (SPCA Paws for Love) (8 appointments)	11/23	26 attendees
Explore & More: Raise the Roof	11/25	12 attendees

Programming - November 2022

(All Ages)

Dungeons & Dragons (3)	11/5, 11/12, 11/26	21 attendees
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Programming - November 2022

(Adult)

Knitting Club (5)	11/7, 11/14, 11/28	23 attendees
MaryJean Zajac Author Visit	11/14	11 attendees
Book A Technology Trainer (4 appointments)	11/15	4 attendees
Book Club	11/28	9 attendees

Collection Development

WSE - 2022 Funds- All AV and MAT material budget funds spent by Nov. 1 deadline.

Outreach/Meetings/Library Visits

- 11/5 New pt Librarian Jordan Roeder hired
- 11/7 A+ Customer Service Training and Getting Started with Libby webinar (Jordan)
- 11/10 Call with West Seneca Schools Superintendent Matthew Bystrak re: yearbook collection
- 11/29 WNYRLC advocacy meeting with Kimberly Podgorsak at office of Assemblyman Patrick Burke
- 11/30 West Seneca Public Library Board of Trustees Meeting

Misc.

- 11/7 New Lego & Duplo sets now available for borrowing for in-library use
- 11/9 Town repaired light switch again in staff restroom
- 11/14 Received 1 additional Chromebook/hotspot kit for patrons to borrow
- 11/18-11/19 Closed due to weather
- 11/30 Amana Garden Club met in the makerspace to assemble and then install several arrangements and displays around the library; Juvenile Paperback Standing Order list submitted for 2023; Notified Town of a water leak along the beam running between the fireplace and the interior Legion side door; Amherst Alarm reprogrammed automatic locks on interior Legion side door

**West Seneca Public Library Board Meeting
Director's Report**

December 2022

Circulation - December 2022

15,779

Revenue - County Account Fees, Copies, Print - December 2022

\$552.83

Library Visitors - December 2022

6,416

Programming - December 2022

(Youth)

Make & Take Craft Bags	All month	312 bags
Tutoring	All month	87 sessions
Toddler Time (3)	12/1, 12/8, 12/15	104 attendees
Lego Club (2)	12/3, 12/17	44 attendees
Preschool Story Time (2)	12/5, 12/13	32 attendees
Be A Library Kid (2)	12/5, 12/12	29 attendees
Baby & Me (2)	12/7, 12/14	31 attendees
Water Marbling	12/8	11 attendees
Fuse Beads	12/15	10 attendees
Christmas Tales	12/22	111 attendees
Dogs Love Stories (SPCA Paws for Love) (8 appointments)	12/29	12 attendees

Programming - December 2022

(All Ages)

Dungeons & Dragons	12/3	7 attendees
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Programming - December 2022

(Adult)

Knitting Club (2)	12/5, 12/19	8 attendees
Book A Technology Trainer (4 appointments)	12/13	6 attendees

Book Club	12/19	5 attendees
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Collection Development

WSE - 2022 Funds- All AV and MAT material budget funds spent by Nov. 1 deadline.

Outreach/Meetings/Library Visits

- 12/9 WNYLRC advocacy meeting with Senator Patrick Gallivan

Misc.

- 12/16 Reviewed audio from December Manager's Meeting
- 12/23 & 12/27 Closed due to weather
- 12/30 Emily Moser's last day



Trustee Education Policy

This policy is for application to all libraries within the Buffalo & Erie County Public Library System.

I. STATEMENT OF POLICY

The Buffalo & Erie County Public Library System (B&ECPL System) recognizes the responsibility of its library trustees to participate in a minimum of two hours of trustee education annually. The B&ECPL shall abide by Title I, Article 5, Part 2, section 260-d of the New York State Education Law. This policy shall serve to establish a written policy and procedures related to trustee education and to demonstrate compliance with Section 260-d and applicable guidance of the New York State Education Department.

II. APPLICABILITY

This policy shall apply to all boards of trustees (library trustees), both public and association libraries, within the B&ECPL System.

III. REQUIREMENTS

A. Training

1. Beginning January 1, 2023, all library trustees shall be required to complete a minimum of two hours of trustee education annually on the financial oversight, accountability, fiduciary responsibilities or the general powers and duties of a library trustee.
2. Trustees may participate in trustee education online or in person.
3. Trustee education may include webinars, lectures, workshops, regional or national library association programs or any other format approved by the New York State Education Department, including those presented by the B&ECPL System.

B. Compliance

1. Each library trustee shall demonstrate compliance with the requirements of this section by filing with the chair/president of their board of trustees evidence of completion of trustee education from an approved provider.

2. Such evidence shall include one of the following:
 - a. a certificate of completion issued by an approved provider; or
 - b. a signed [self-assurance of completion form](#) which shall be made available to library trustees from the B&ECPL System.
3. Each chair/president of the board of trustees shall be responsible for ensuring compliance by all trustees on their board.
4. Failure to comply with the requirements of this section shall be deemed neglect of duty, and the noncompliant trustee may be subject to removal at the discretion of the board and in accordance with the library's bylaws.

Adopted September 15, 2022 per Res. 2022-37.

SELF-ASSURANCE of Trustee Education Activity Completion

Beginning January 1, 2023, each library trustee, elected or appointed, of a board of trustees is required to complete a minimum of two hours of trustee education annually. (Education Law 260-d as added by *Chapter 468 of the Laws of 2021*)

Please use this self-assurance form if a certificate of completion is not available from the approved education activity provider. Please submit this form to the library board president for review and signature. Trustees should retain a copy of the signed form.

I give the following assurance:

I attended the following trustee education activity:

Trustee Name: _____

Approved Provider: _____

Title of Activity: _____

Topic/Content: _____

Format (e.g. workshop, webinar, online course): _____

Date of Activity: _____

Contact Hours: _____

Trustee Signature/Date

CONTRACT MEMBER LIBRARIES - Monthly Financial Report

LIBRARY: WEST SENECA PUBLIC LIBRARY

MONTH: Nov-22

SAP Acct.	Description	Adopted Budget	Budget Transfers	Year-to-Date Expenditures	Available Budget	Projected Utilization at 12/31	Projected Variance at 12/31	Comments
500000	Salaries - Full-time	0	0	0	0		0	
502000	Fringe Benefits	0	0	0	0		0	
Utility Charges:								
515000	Water	0	0	0	0		0	
515000	Sewer	0	0	0	0		0	
515000	Electric	7,200	0	7,170	30	7,170	30	
515000	Telephone - Maintenance	0	10	10	0	10	0	
510200	Dues and Fees	0	0	0	0		0	
545000	Rental Charges	0	0	0	0		0	
506200	Repairs & Maintenance Chgs.	763	(10)	448	305	753	0	
555050	Insurance Charges	0	0	0	0		0	
510000	Travel & Mileage Expenses	100	0	0	100	100	0	
530000	Other Expenses & Charges	600	0	75	525	600	0	
530000	Contingency (Bullet Aid)	0	25,000	0	25,000		25,000	
TOTAL EXPENSES		8,663	25,000	7,703	25,960	8,633	25,030	

DIRECT LOCAL INCOME	Adopted Budget	Budget Revisions	Y-T-D Revenues	To Be Realized	Projected Revenues	Projected Variance	Comments
Fines, Lost Books, etc.	2,225	0	2,637	(412)	2,637	412	
Copy Machines	1,200	0	1,946	(746)	2,050	850	
Print Cost Recovery	4,200	0	4,146	54	4,400	200	
Other Income	200	0	126	74	135	(65)	
State Funding	0	25,838	25,838	0	25,838	0	
Municipal Support	0	0	0	0	0	0	
Donations (priv. persons/foundations)	0	0	0	0	0	0	
Fundraising (events/booksales)	0	0	0	0	0	0	
Interest Income	0	0	0	0	0	0	
Misc Income	0	0	0	0	0	0	
Use of Fund Balance	0	0	0	0	0	0	
TOTAL DIRECT INCOME	7,825	25,838	34,693	(1,030)	35,060	1,397	

CONTRACT MEMBER LIBRARIES - Monthly Financial Report

LIBRARY: WEST SENECA PUBLIC LIBRARY

MONTH: Dec-22

SAP Acct.	Description	Adopted Budget	Budget Transfers	Year-to-Date Expenditures	Available Budget	Projected Utilization at 12/31	Projected Variance at 12/31	Comments
500000	Salaries - Full-time	0	0	0	0		0	
502000	Fringe Benefits	0	0	0	0		0	
Utility Charges:								
515000	Water	0	0	0	0		0	
515000	Sewer	0	0	0	0		0	
515000	Electric	7,200	0	7,170	30	7,170	30	
515000	Telephone - Maintenance	0	10	10	0	10	0	
510200	Dues and Fees	0	0	0	0		0	
545000	Rental Charges	0	0	0	0		0	
506200	Repairs & Maintenance Chgs.	763	(10)	448	305	448	305	
555050	Insurance Charges	0	0	0	0		0	
510000	Travel & Mileage Expenses	100	0	0	100	0	100	
530000	Other Expenses & Charges	600	0	75	525	75	525	
530000	Contingency (Bullet Aid)	0	25,000	0	25,000		25,000	
TOTAL EXPENSES		8,663	25,000	7,703	25,960	7,703	25,960	

DIRECT LOCAL INCOME	Adopted Budget	Budget Revisions	Y-T-D Revenues	To Be Realized	Projected Revenues	Projected Variance	Comments
Fines, Lost Books, etc.	2,225	0	2,679	(454)	2,679	454	
Copy Machines	1,200	0	2,074	(874)	2,074	874	
Print Cost Recovery	4,200	0	4,526	(326)	4,526	326	
Other Income	200	0	129	71	129	(71)	
State Funding	0	25,838	25,838	0	25,838	0	
Municipal Support	0	0	0	0		0	
Donations (priv. persons/foundations)	0	0	0	0		0	
Fundraising (events/booksales)	0	0	0	0		0	
Interest Income	0	0	0	0		0	
Misc Income	0	0	0	0		0	
Use of Fund Balance	0	0	0	0		0	
TOTAL DIRECT INCOME	7,825	25,838	35,246	(1,583)	35,246	1,583	

Local Account Check Register

Number	Date	Description of Transaction	C	Debit (-)	Credit (+)	Balance
994	11/30/22	Robert Alessi (fuse beads and holiday card supplies)	√	\$27.64		\$22,793.98
995	11/30/22	SYNCB/Amazon (program materials- stars and snowflake materials) Invoice #8,56879699363	√	\$97.63		\$22,696.35
996	11/30/22	Demco, Inc. ("new" labels, bookends) invoice #7206866	√	\$102.06		\$22,594.29

Local Account Check Register

Number	Date	Description of Transaction	C	Debit (-)	Credit (+)	Balance
997	12/1/22	Amazon Capital Services (Fuse beads and label maker battery- invoice 199L-NPPP-D7Y6)			\$36.15	\$22,558.14
998	12/14/22	Amazon Capital Services (Fuse beads, mini iron, ziploc storage containers, motion sensor light) invoices 19R4-1J1TC-4Y7X; 1DWQ-4Q4W-TXV3; 1JR6-VLCT-1LT7)			\$96.16	\$22,461.98

West Seneca Public Library Bank Account Balances November 2022

M&T County Account

Balance \$42,535.21 (Note: Includes \$25,000 Assemblyman Burke State Aid)

M&T Local Account

Balance \$22,594.29 (Note: Includes \$17,003.76 Rotary)

Local M&T CD (1)

Balance \$40,711.00

Local M&T CD (2)

Balance \$5,079.58

Local M&T CD (3)

Balance \$5,079.58

Northwest Construction Grant Phase II

Balance \$0.00

M&T Construction Fundraiser Account

Balance \$14,319.36

Northwest Makerspace/Tech Account

Balance \$0.00

West Seneca Public Library Bank Account Balances December 2022

M&T County Account

Balance \$43,088.04 (Note: Includes \$25,000 Assemblyman Burke State Aid)

M&T Local Account

Balance \$22,461.98 (Note: Includes \$17,003.76 Rotary)

Local M&T CD (1)

Balance \$40,711.00

Local M&T CD (2)

Balance \$5,079.96

Local M&T CD (3)

Balance \$5,079.96

Northwest Construction Grant Phase II

Balance \$0.00

M&T Construction Fundraiser Account

Balance \$14,319.36

Northwest Makerspace/Tech Account

Balance \$0.00

January 18, 2023 Abstract of Checks

Voucher #	Date	Payee	Amount	Check#	Reason for expense	Date
2022-L27	12/1/2022	Amazon Capital Services	\$ 36.15	997	Fuse beads and label maker battery (invoice 199L-NPPP-D7Y6)	12/1/2022
2022-L28	12/14/2022	Amazon Capital Services	\$ 96.16	998	Fuse beads, mini iron, ziploc storage containers, motion sensor light (invoice 1JR6-VLCT-1LT7; 1DWQ-4Q4W-TXV3; 19R4-J1TC-4Y7X)	12/14/2022
2023-C1	1/18/2023	Town of West Seneca	\$ 1,195.00	6403	Electric bill for Jan/Feb 2023- invoices 202301 and 202302	1/18/2023
2023-L1	1/18/2023	Robert Alessi	\$ 46.83	999	Water marbling supplies for Dec. 2022 water marble program	1/18/2023

2022 West Seneca Payroll Report_PP24



As of Pay Period 24

FT PERSONNEL			
Title	YTD Expensed	Budgeted	Remaining
Librarian Director II	72,228.13	75,221.00	2,992.87
Librarian I	62,182.13	66,109.00	3,926.87
Library Assistant	34,773.37	40,916.00	6,142.63
Caretaker (RPT)	26,207.65	28,395.00	2,187.35
FT Totals	195,391.28	210,641.00	15,249.72

PT PERSONNEL			
Title	YTD Expensed	Budgeted	Remaining
Clerk Typist PT	18,388.90	20,172.00	1,783.10
Librarian I PT	26,777.72	32,929.00	6,151.28
Page PT	17,741.30	24,024.00	6,282.70
Senior Page	39,290.61	45,042.00	5,751.39
PT Totals	102,198.53	122,167.00	19,968.47

TOTAL COMBINED			
	YTD Expensed	Budgeted	Remaining
Caretakers	26,207.65	28,395.00	2,187.35
Clerk Typists	18,388.90	20,172.00	1,783.10
Librarian I	88,959.85	99,038.00	10,078.15
Librarian Director II	72,228.13	75,221.00	2,992.87
Library Assistant	34,773.37	40,916.00	6,142.63
Pages	17,741.30	24,024.00	6,282.70
Senior Page	39,290.61	45,042.00	5,751.39
Other Payments		1,946.00	1,946.00
Savings Goal		(5,783.00)	(5,783.00)
Combined Totals	297,589.81	328,971.00	31,381.19

ANNUAL BUDGET	\$	328,971.00
PROJECTED ENDING BALANCE	\$	307,230.58
Projected Ending Balance		\$21,740.42

West Seneca Public Library Local Account Budgets 2023

M&T Local Checking Account

Opening Balance: \$22,461.98 (Note: Includes \$17,003.76 Rotary)

Estimated Revenue: \$2,900

\$2,850 (\$1,000 Rotary/Additional Donations/Book Sale)

\$50 (Filament / 3D printing cost recovery)

Estimated Expenses: \$5,770

\$370 (Dues/memberships)

\$200 (Building/cleaning supplies)

\$1,500 (Programming supplies)

\$300 (Material processing/labeling supplies)

\$3,400 (Material purchases-\$3,000 Rotary and \$400 future donations)

Estimated Closing Balance: \$19,591.98 (Rotary estimated closing balance \$15,003.76)

M&T Construction Fundraiser Account

Opening Balance: \$14,319.36

Estimated Revenue: \$0.00

Estimated Expenses: \$0.00

Estimated Closing Balance: \$14,319.36

Additional Local Accounts

Local M&T CD (1) - Balance \$40,714.07

Local M&T CD (2) - Balance \$5,078.44

Local M&T CD (3) - Balance \$5,079.96

Northwest Construction Grant Phase II - Balance \$0.00

Northwest Makerspace/Tech Account - Balance \$0.00

Adopted by the West Seneca Public Library Board of Trustees at a regular meeting on _____.

West Seneca Public Library
CONFLICT OF INTEREST POLICY

ARTICLE I Purpose

The purpose of this Conflict of Interest policy is to protect the West Seneca Public 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 West Seneca Public 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

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.

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

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.

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 West Seneca Public Library has a transaction or arrangement;

(B) A compensation arrangement with the West Seneca Public Library or with any entity or individual with which the West Seneca Public Library has a transaction or arrangement, except for compensation payable to a Trustee of the West Seneca Public Library for service on the Board that is to be made available or provided to all Trustees of the West Seneca Public 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 West Seneca Public Library is negotiating a transaction or arrangement.

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

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.

2.6. Related Party. A Related Party includes:

(A) any trustee, officer or Key Person of the West Seneca Public Library or any Affiliate of the West Seneca Public Library or any other person who exercises the powers of trustees, officers or Key Persons over the affairs of the West Seneca Public Library or any Affiliate of the West Seneca Public 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.

2.7. Key Person means any person, other than a director or officer, whether or not an employee of the West Seneca Public Library, who:

(A) has responsibilities, or exercises powers or influence over the West Seneca Public Library as a whole similar to the responsibilities, powers, or influence of directors and officers;

(B) manages the West Seneca Public 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 West Seneca Public Library's capital expenditures or operating budget.

2.8. Affiliate of the West Seneca Public Library. An Affiliate of the West Seneca Public Library means any entity controlled by or in control of the West Seneca Public Library.

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 West Seneca Public Library or any Affiliate of the West Seneca Public 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 West Seneca Public 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.

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 West Seneca Public Library.

ARTICLE III Disclosure

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 Chair of the Governance Committee 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 as a sole proprietor or a partner), or employee and with which the West Seneca Public Library has a relationship; and

(B) any transaction in which the West Seneca Public 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.

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 Chair of the Governance Committee 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 West Seneca Public 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.

3.3. 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 General Procedures

4.1. General Prohibitions.

(A) An Interested Person is precluded from being present at or participating 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.

(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.

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

(A) After the Interested Person's disclosure of the existence of 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 the Governance Committee and the Interested Person regarding the facts and circumstances of the Financial Interest, the Governance Committee shall discuss and make a recommendation to the Board as to each of the determinations required by Paragraphs (C) and (D) 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 discusses the information disclosed.

(B) Upon due discussion and consideration of the Governance Committee recommendations, the Board shall make each of the determinations required by Paragraphs (C) and (D) of this Section 4.2.

(C) 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.

(D) 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 defined 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 procedures set forth in Article V.

ARTICLE V Procedures for Addressing Conflicts of Interest & Related Party Transactions

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 West Seneca Public 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.

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 West Seneca Public

Library's best interest, for the West Seneca Public Library's own benefit, and whether it is fair and reasonable.

(B) In conformity with the above determination, in accordance with the West Seneca Public 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.

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 West Seneca Public 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

6.1. Oversight Responsibility. The designated Governance Committee of the Board, as defined in the West Seneca Public 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.

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 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.

6.3. Periodic Reviews. To ensure the West Seneca Public 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 West Seneca Public 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.

6.4. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VI, Section 6.3, the West Seneca Public 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.

Approved by the West Seneca Public Library Board of Trustees on October 16, 2019. Adopted on November 20, 2019. (Supersedes Article VII: Conflict of Interest from the Bylaws of the Trustees of the West Seneca Public Library.) Reviewed and approved October 28, 2020. Adopted December 2, 2020.

Appendix A

**DISCLOSURE STATEMENT
OF THE
WEST SENECA PUBLIC LIBRARY**

The undersigned, being a trustee, officer, Key Person of the West Seneca Public Library, hereby acknowledges and confirms the following:

(1) I have received, read and understand the West Seneca Public 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 West Seneca Public 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 West Seneca Public 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 West Seneca Public 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 West Seneca Public 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: _____

Approved by the West Seneca Public Library Board of Trustees on October 16, 2019. Adopted on November 20, 2019. (Supersedes Article VII: Conflict of Interest from the Bylaws of the Trustees of the West Seneca Public Library.) Reviewed and approved October 28, 2020. Adopted December 2, 2020.