



**UMATILLA COUNTY  
SPECIAL LIBRARY  
DISTRICT**

Strengthening our community libraries

PO Box 1689  
425 S Main Street  
Pendleton, OR 97801

Phone (541) 276-6449

**Minutes**

**Board of Directors Meeting**

January 26, 2023, at 5:30 pm

District Office (425 S. Main St., Pendleton Oregon) & via Zoom

**ATTENDANCE BOARD**

Jubilee Barron (via Zoom)

Sharone McCann (via Zoom)

John Thomas, President (via Zoom)

Caty Clifton, Vice President

Nick Nash (via Zoom)

**ATTENDANCE STAFF**

Heather Estrada, District Director

Dea Nowell, Technical Services Manager (via Zoom)

**ATTENDANCE – VISITORS**

none

**CALL TO ORDER**

Board President John Thomas called the Board Meeting to order at 5:31 pm.

**CALL THE ROLL & ESTABLISH QUORUM**

Heather Estrada called the roll, stating that John Thomas, Sharone McCann, and Jubilee Barron were present via Zoom, and Caty Clifton was present in the office. Heather stated we have a quorum. [Nick Nash arrived at the meeting via Zoom during the calendar update.]

**APPROVAL OF THE AGENDA**

John Thomas stated there is a matter that needs to be added to the agenda: election information, which was received after the agenda was published. Caty Clifton moved to add the election information to the agenda [under new business]. Sharone McCann seconded the motion. The motion passed unanimously. Caty Clifton then moved to approve the agenda as amended. Jubilee Barron seconded the motion. The motion passed unanimously.

**PUBLIC COMMENT**

None.

**MINUTES**

Board Meeting December 15, 2022: Sharone McCann moved to approve the December 15<sup>th</sup> minutes as presented. Jubilee Barron seconded the motion. The motion passed unanimously.

**CALENDAR UPDATE**

Heather Estrada noted that she will be unavailable for the June 22, 2023, Board meeting due to plans made before she applied for this job. Following some discussion, Nick Nash made a motion to move the June Board meeting to June 29<sup>th</sup>. Caty Clifton seconded the motion. The motion passed unanimously.

## CORRESPONDENCE

Heather Estrada commented that the only correspondence was that she sent out letters to the library directors about the historical grant and has already received a few requests in response.

## REPORTS

### FINANCIAL STATEMENTS - November 2022 & December 2022

Heather Estrada noted that both financial statements are in and on the SharePoint site, though she just received the December statement yesterday. Heather noted that there has been some discussion in the office about maybe putting out some feelers to see if anyone else is interested in doing our accounting. Heather noted that she has discovered that there are three different people at Dickey & Tremper who look at, or work on, our accounts and additionally that they are currently more audit oriented. Dea Nowell noted when asked, that Dickey & Tremper or their predecessors have been our accountants for pretty much the existence of the District, as no one else wanted to do what we were needing/asking for. The consensus of the Board was that it would not hurt to check around.

John Thomas suggested that we table the December 2022 financial statements till next month. Jubilee Barron moved to table the December financials till the February 2023 Board meeting. Nick Nash seconded the motion. The motion passed unanimously.

It was noted that the bank and pool balances, and general ledgers were not posted on the SharePoint site, Caty Clifton saw them in the office during the meeting.

Nick Nash moved to accept the November 2022 accountants' report subject to audit. Sharone McCann seconded the motion. The motion passed unanimously.

## STAFF MONTHLY REPORTS

John Thomas commented that Heather Estrada had an amazing first month. Heather noted that Dea Nowell has gotten everything updated on the website and that Monica Hoffman had a short break over Christmas time as her program slowed down a bit. Heather noted that she has been out to about half of the libraries so far for deeper talks with the directors, and she has been through her first Meeting of the Directors. Heather noted that she is finding it helpful to sit in the library director's space with them and see what each does.

## BOARD TRAINING – DISCUSS DESIRED TOPICS AND SCHEDULE BOARD RETREAT

Areas were identified by several of the Board members that they would like to address, either as a work group or in a retreat:

- pay of employees,
- review mission,
- review strategic plan & priorities,
- review tasks ahead,
- conversation on community needs assessment,
- financials,
- agreements – calendar agenda and what need to do ahead of next agreements,
- Board review/evaluation process (such as done in 2018? with SDAO consultant),
- and hear what Heather's guiding light/vision for us is.

The Board set February 18, 2023, 9am-noon with lunch to follow, as the date for the Board retreat/work session. Nick Nash offered his office as the location.

## OLD BUSINESS

None.

## NEW BUSINESS

### FY2021-2022 AUDIT

John Thomas noted that he did not see any areas that were noted as not in compliance. Caty Clifton noted on page 35 the discussion on tax abatements, with District property tax revenues reductions by Enterprise Zones and Strategic Investment Program by \$978,636. The Board suggested getting with the County Assessor and understanding all of this. It was also commented that we need to be sure that we are at the table and getting what we should be – it was noted that Ken Reading was at the table years ago and that is why we have what we do. Dea Nowell noted that she believes that we are currently represented by Umatilla County Counsel [Doug Olson] in these matters currently.

It was noted “nothing came to our attention” in the audit, so it is a clean audit. Caty Clifton made a motion to accept the audit as presented. Nick Nash seconded the motion. The motion passed unanimously.

### BUDGET PROCESS: APPOINT BUDGET OFFICER, APPROVE TIMELINE AND BUDGET COMMITTEE

Heather Estrada shared the list of Budget Committee Lay Members as we currently have: Cade Burnette from Stanfield has agreed to serve, Mary Finney is willing to serve another term, and the other three lay members are available and willing to serve. The budget calendar was reviewed. Caty Clifton moved to appoint Heather Estrada as the Budget Officer. Jubilee Barron seconded the motion. The motion passed unanimously. Sharone McCann moved to approve the Budget Calendar as presented. Nick Nash seconded the motion. The motion passed unanimously. Jubilee Barron moved to approve the Budget Committee Lay Members as presented. Caty Clifton seconded the motion. The motion passed unanimously.

### MOVE COLUMBIA BANK FUNDS TO BANNER BANK

After noting the acquisition of Columbia Bank by Umpqua Bank, the Board agreed to draft a resolution (Resolution 2022-2023-06) to close the account at Columbia Bank and move the funds to a business savings account at Banner Bank to keep the funds separated from the other funds money, since that was the reasoning behind placing the money in Columbia Bank originally. Nick Nash moved to draft a resolution that two (2) Board Members close the Columbia Bank account and open a business saving account at Banner Bank with those funds. Caty Clifton seconded the motion. The motion passed unanimously. John Thomas noted that he would sign the resolution next week.

### REDO GUARANTOR ON CREDIT CARDS

Heather Estrada noted that she still does not have a credit card and found out that the current guarantor on the District credit cards is Marsha [Richmond]. We need to fill out a new business guarantor form and have a new business account created under the District rather than under an individual. Jubilee Barron made a motion to have the District Director fill out the form and get corporate credit cards. Sharone McCann seconded the motion. The motion passed unanimously.

### RESOLUTION 2022-2023-5 DESIGNATING A REGISTERED LOCATION AND AGENT

Heather Estrada noted that with the Director change we need to designate a new registered agent and office. John Thomas read Resolution 2022-2023-05, Designating a Registered Office and Registered Agent. Two items were noted for corrections on the Resolution as presented – “Page 1 of 2” and under 2. district not capitalized where it was under 1. Caty Clifton moved to adopt the resolution pending edits. Jubilee Barron seconded the motion. The motion passed unanimously.

#### GOVERNING DOCUMENTS AND POLICY REVIEW – EDI & A AND UPDATES – ALSP PRIORITIES

Heather Estrada noted that the ALSP Priorities is not really a policy per se, however we don't have a final list for posting on the website, only a draft list in a drafted letter Erin McCusker was sending to the libraries for last year's ALSP process. After a brief discussion, Nick Nash moved to approve the ALSP Priorities as finalized. Sharone McCann seconded the motion. The motion passed unanimously.

#### ERIN McCUSKER PROPOSAL

Following a very brief discussion of Erin McCusker's proposal to complete the community needs assessment project, specifically noted in the UCSLD 2022-2025 strategic plan, under strategic direction 1, goal B, the Board accepted her proposal. Nick Nash moved to hire Erin McCusker to finish the community needs assessment as outlined in her proposal. Sharone McCann seconded the motion. The motion passed unanimously. John Thomas stated he would respond to Erin's email and contract.

#### ELECTIONS INFORMATION

Heather Estrada stated that she had the elections information from the County Elections Department. Heather stated that 3 seats are up for election in May, currently held by Caty Clifton, Nick Nash, and Jubilee Barron. She noted that candidate forms are available, and she has some in hand, and that the filing period is February 4, 2023 through 5:00 pm on March 16, 2023, with \$10 being the filing fee. Heather also stated that the available district positions will be published in the newspaper on February 4<sup>th</sup>. Ballots will be mailed out on April 22<sup>nd</sup>. She recommended talking up the positions with interested folks.

#### GOOD OF THE ORDER

Nick Nash noted that his company [Eastern Oregon Business Source] has a contract with the City of Pendleton's Park and Recreation Department. He doesn't expect any conflicts, however wanted to get it in the record up front. Caty Clifton noted that she will miss the next meeting as she will be traveling. Heather Estrada noted that she has a packet of 100% of the updated policies for each Board Member's handbook available.

#### NEXT DISTRICT BOARD MEETING

The next Board Meeting will be February 23, 2023, at 5:30 pm.

#### ADJOURN

Nick Nash moved to adjourn the meeting. Caty Clifton seconded the motion. The motion passed unanimously. The meeting was adjourned by Board President John Thomas at 6:55 pm.

Respectfully submitted by Dea Nowell