



## Oaxaca Lending Library

### Board of Directors Meeting – October 11, 2019

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## Roll Call

In attendance:

- **Board Members:** John Dumser, Jacki Gordon, Dottie Bellinger, Tanya Lapierre, Marcia Reddy, Ralph Gault, Suzanne Grant, Ron Grant, John Harvey Williams, Fay Henderson de Díaz,
- **Staff:** Adriana Pérez Maldonado
- **Guests:** None

**Quorum:** Yes

**Start Time:** 10:36

## Agenda

Addition of New Business



Motion to approve Agenda made by John Dumser, second by Suzanne Grant

Approved (8), Abstained (2)

## Minutes

- Change to Volunteer Report (saw it was labeled Communications Report)
- Clarify the question re: “benefactor”
- Motion: Check who made the motion (Dottie claiming it)
- Under Adjournment – change to John Dumser
- Board Turnover: people left for personal reasons, not related to Board Member conflict

Dottie moved as amended, seconded by John

All in favor, Jacki abstained.

## Announcements

1. Thank everyone from Jacki, she has felt absolutely supported from staff and the Board
2. Reminder that we are in a quiet zone as we had the meeting near the LPP offices.

## President’s Report

### Bazaar

Margi Barclay has started to sort through the Bazaar

- Date: Marcia pointed out that we usually time it with the annual bonus for Oaxacans
- Adriana confirmed that the bonus must be paid before the 25<sup>th</sup> of December
- Date recommended: December 15<sup>th</sup> (Jacki will communicate to Margie)

### Renovation Update

- Jacki, David and Adriana met with the architect – basic plan is a 14 guestroom hotel
- Have put in for permits, intent is to include a café
- Plan is to build it in sections, as each of the sections of the buildings is owned by different family members
- First wave is to begin with the accounting office that is closest to the OLL and add a 9 foot second floor
- Showed a drawing of the façade, considered the proximity to the OLL a selling feature, architect said they would like the façade of the OLL to match that of the hotel. Although the architect expressed that, Jacki suggested that we might consider it differently down the road if we had a really long lease.



- We have requested a meeting with the owner who lives in Puebla
- Concerns raised:
  - Noise: Adriana's Office noise, workday would stop at 7 PM. Tanya suggested that once construction starts, that we look after Adriana and ensure she has an office she can work well in
  - Dust would also be an issue for all spaces and the collection
  - Ralph indicated that there would be security issues for the roof with regards to the second floor
- Questions:
  - Who owns driveway – Answer from John Dumser: we don't even have it in our lease. Law states that they cannot block entrance to the property.
  - Do we need to resurrect the Building Committee? General response was no, not at this time, the Real Estate Committee could take on the initial investigations for quotes (see below).

**Offer: John Harvey Williams would be willing to offer his partner's service for legal review with regards to the OLL's rights, obligations and process related to the construction.**

- Suggestions:

Investigate:

- A quote for closing in the front doors
- A quote for repairing the leaks in the roof
- A quote for closing in a meeting room upstairs.
- Adding at least one other member to the Real Estate Committee
  
- **Process of recruiting (try previous members first), and if not, John Harvey Williams will reach out to existing members (Tanya will send JHW emails from previous committees)**
- **Research on alternative spaces for meetings - Ron taking on bringing forward for the events committee at the request of the Board**

## Online Store

Lots of events are already sold out, Jacki is getting complaints.

Question regarding the complaints, what are the nature of the complaints?

- Jacki advised it was general discontent in things being sold out.
- Ron suggested that a response could be that they invest in local community companies

EnVia Tour: half sold out at this time



Last meeting we discussed having an *ofrenda*, passed along the note to Larry and David and has not had any update.

## Treasurer's Report

- OLL Foundation activity, has been two months since Doug has had an update, Treasurer is following up with him
- We moved some funds in March from the savings account to the checking account, but we had originally moved money at the beginning of the year into savings, so we are still in a positive financial position overall.
- Question: Ron asked how does the Online Store revenue from the store hit the balance sheet
  - o Confirmed that when the revenue comes in (via a reservation made either online or at the Circulation Desk), the OLL takes it in the revenue that day for that month, regardless of if the event is 3 months away.
- Question: Do we have an amount that was budgeted income from the Bazar?
  - o Ralph checked and confirmed to JD (40K in December, excludes boutique)
- Question – Does the Treasurer's report get posted prior to the meeting
  - o Generally yes.
- Question – PayPal has changed their rules regarding the timing of the transferring of funds. Does Adriana need support for the Treasurer? **Please report back for the refund process if we need to change the refund process from 7 days** – Ron advised that the events committee would be fine with the change in policy if required.

## Ongoing Business

### A. April Retreat

- Ron asked: for those who did not attend, what is our role at this pulse check?
  - o Jacki advised that the goal was to review and check-in. Whomever is on the Board at this moment has as much say in the direction as those who were there previously.
- Jacki and Tanya reorganized the report into the different sections

### Actions agreed further to review:

Collect information about volunteer interests and skills during the "Welcome to Oaxaca" presentations.

- o Tanya (via the communications committee) will invite the group to a meeting to review their own checklists and gaps and subsequently review with the Board (acting as liaison between the two)
- o Fay mentioned that we created an NGO book and Tanya should make sure it is a known resource
- o Groups operating at the OLL without Board supervision or oversight can present challenges – the Intro to Oaxaca is the example
- o Is the group following an established format?
- o Should we make them a committee? It was felt it would be a better approach to treat them as resources
- o There was general agreement that the Board needed a better link into the team. Various committees were considered and the Communications Committee seemed to be the best fit for the tasks.
- o People feel a sense of ownership to the communication they give, but in general the OLL has a responsibility to communicate accurately
- o Suggest a standard script – engage the existing team in establishing the script



- Jacki shared that the team members are looking at an extended format, so it would be a great time to help.
- Several Board members offered to participate

**Motion** made by Ron to formally thank the book committee meeting from the Board, expressing the Board's acknowledgement of the work they have done.

Please refer to additional notes and actions in the attached.



April 2019 OLL  
Retreat Summary & I

## B. Membership

The Membership Task Force presented a draft proposal for discussion.

**Motion:** Dottie moved that the membership proposal be adopted. John seconded.

Discussion:

- Missing the students with a credential (School ID) for FREE, including Univeristy Students
- Family Membership – bi-laws can include children for free, rewrite for adding children for free, and adding one additional, children & students are free
- Confirmed that the current price is \$500 and \$700 for family
- Ralph stated that the treasurer has not reviewed any impact
  - Possible reduction would be if ALL members selected the \$200 membership
  - Ralph confirmed there was no new category
  - John Dumser looked at membersip in July – felt that going forward we could not tell
- Tanya mentioned that she was not comfortable with saying “for low-income”, as it implies individuals earning in pesos were low-income earners
- Question: Does the change impact the bi-laws?
- The concept of having the new membership as a pilot was discussed and how/if it would be reviewed at the AGAM.
  - YES, Adriana confirmed that we can do that, and we would need to modify the bi-laws at the AGAM. In the general assembly, we need to illustrate exactly where our revenue is coming from.
  - Adriana confirmed that in February the change related to clarity of our business objective will be made.
- It was suggested that we leave the additional family member at \$200 pesos after a discussion of the perception of the change if we ran a pilot and then decided to revert. John Dumser agreed.
- How do we get the word out that we have the new membership category? There are patrons that will take advantage of the lower membership cost even though they can afford to pay more.
- Be careful how the rationale is worded, do not discriminate against someone who is earning in pesos.



- The impact(s) to the bi-laws and what would be required in relation to the various changes were discussed.
- Ron asked that we have a general sense of how binding the bi-laws are, and in general we reviewed the process that was required for posting the changes in a bi-law amendment. The issue was raised that people at the AGAM did not necessarily have all the information they needed to make an informed vote, nor were participants at the AGAM necessarily representative.
- The new lower cost category is confirmed as only a single person category, no adding on a family member to that category.
- An effective date was discussed.
- **Bi-Law related points – Fay’s motion has not been updated, and the two new options need to be put forward (Tanya to follow up with process)**
- What is the definition of “Pilot” – answer, we will be re-assessing after 3 months, and reporting
- Question: what are the requirements for a pilot (success/no-go) – if it is a no-go
- If it gets “rejected”, we would only have sustained the loss for a shorter period
- System question – make sure there is no change in how we track in the system
- Jacki – what exactly is the question regarding the liability? Ron – are the bi-laws written under the tax regime – they do link?

Vote on substance:

- In Favor: (5), Abstain: (2), Opposed: (0)

Amendments to the Proposal:

1. Include students with credential category
2. Additional family membership at 200 (\$500 + \$200)
3. Remove/reword bullet in the rationale related to low-income & pesos

**Amended Motion:** Dottie moved to implement the membership categories effective November 1<sup>st</sup>. Seconded by Marcia.

Approved (8), abstained (2)

**Advisory Motion:**

- Is there a legal requirement behind the bi-laws or not. What kind of language (to be confirmed) is required from a tax perspective?
- Where do the categories come from? Confirmed that the OLL Board (at the time)

## Use of Space Policy:

**Motion:** That Yoga is exempt from the not-for-profit clause for the Use of Space made by Tanya. Seconded by Ralph.

**Discussion:**



- Question: Why do we allow other Oaxaquenos to not pay rent? Jacki and Tanya explained that if we went forward today, we would not continue with the offering.
- Feeling that Yoga is continuing is getting a preferential treatment via the exception and it potentially leads to more cliques. They should find their own market competitive space.
- Point made that the task force has taken into account how much negative feelings and it is a way to ease the transition – the agreement allows for a mechanism to ensure that they are held to the “rules”.

Motion Called:

Approved (5), Opposed (2), Abstain (1)

**Motion:** Ralph moves that the Use of Space Policy be accepted. Seconded by: Dottie.

In favor (6), Opposed (0), Abstained (2)

**Motion:** Tanya moves that the Use of Space – Parcels & Packages, be approved. John Dumser seconds.

All approved, Tanya abstained

## Special Events

1. Special Events Process: November agenda, please review it.
2. Jacki – members (Kate, Larry and David) have proposed, as community building – an event for American “Thanksgiving” and they are willing to organize. They would like to have it at the OLL Also proposed is music provided by Comarada (\$300 to \$400 USD).

**Motion:** Dottie moved that the Board sponsor a Thanksgiving event. Seconded by Fay.

- In favor (1)
- Opposed (6)
- Abstain (1)

Ron suggested that the Use of Space Policy be provided to the group who want to organize it.

## Committee Reports

- Nominating Committee query: we need one more person to volunteer for the committee
- Asked if anyone on the Board to consider the Vice-President & Secretary
- Ron & JHW – asked if they are willing to step-up into a full-time role - consider and answer before January 9<sup>th</sup>

## Adjournment

- Jacki motioned, all approved, 14:28