

**AMENDED**

LARKSPUR LIBRARY BOARD OF TRUSTEES- LARKSPUR PUBLIC LIBRARY  
Minutes of Special Meeting- November 7, 2005

Roll Call: Present: Trustees Helen Brenlin, Bill Broughan, Don Graff,  
Marianne Rafter, Philip Terry

Council Liaison: Larry Chu

Staff: Library Director Frances Gordon  
City Manager Jean Bonander  
City Attorney Sky Woodruff

Library Board President Helen Brenlin called the meeting to order at 4:01 p.m.

**Public Comment**

There were no comments.

**Unfinished Business Items**

Status of the Larkspur Library Steering Committee Budget

City Manager Bonander stated this was an item that needed to be acted upon by the City Council at their mid-year financial review. She would raise this issue with the Council at that time. Boardmember Terry asked if it could be acted upon sooner. City Manager Bonander stated the Council has traditionally not done that. Boardmember Graff stated the Steering Committee would like to present a report to the Council at the joint meeting that will occur in January. He asked if they could have some funding to print the 65-page report. City Manager Bonander asked how many copies would be needed. Boardmember Graff stated they would need about 30 to 35 copies. City Manager Bonander stated they recently obtained a new copy machine at City Hall and she would think about the best way to approach this task. She stated the Council has authorized a certain number of standing committees and ad hoc (non-standing) committees are rare. Standing committees are the ones that are defined by ordinance. Support for ad hoc committees is somewhat nebulous. Council Liaison Chu stated the Library Steering Committee had a discreet beginning, middle, and end to it.

**Agenda**

Review of the California Education Code- Municipal Libraries (Education Code, Title 1, Division 1, Part 11, Chapter 5, Articles 1-4, Sections 18900-18965) and the Larkspur Municipal code Chapter 2.08 with the Larkspur City Manager and the City Attorney

City Manager Bonander briefly summarized the e-mail she sent to the Board. Staff approached the issue from a couple of different directions: 1) The background and history of how the Library came about from the ordinance records, 2) Other sections of the Municipal Code that have a corollary effect on the function of the Library Board (Section 2.08). She stated Section 2.48 defines the overall parameters and functions of Boards and Commissions. The basis of the Board's questions have to do with the California Education Code's (CEC) identification of the duties of the Library Board to "manage" the Library. The subsequent issue is the "advisory" or "administrative" nature of the Library Board. She stated the CEC sets the parameters for how a library is set up and how it can be incorporated or disincorporated and lays out its general duties and functions. When a library becomes an operating department of the City then the Council and City Manager are responsible for the day to day operations, administration of the budget, and financial issues. That is where the advisory component comes in for the function of the Library Board. There are Library Board's in California that are administrative in nature. She discussed the litigation involving the Library of the City of Monterey Park. The City of Monterey Park disincorporated its Library and then reinstated it under the City's auspices. The courts upheld that the City of Monterey Park could not disincorporate a Library without going through the process described in the CEC. She stated it is within the parameters of the Council to decide what the duties of the Library Board will be within the context of the CEC. She stated her e-mail addresses some Brown Act and FPPC issues and added that City staff plans to hold a workshop on these issues in the near future.

City Attorney Woodruff stated there is a body of statutory law in the CEC that says that the public library shall be managed by the Library Board. It then goes on to list a series of powers that the Board may exercise and in some places it uses the term "shall". He finds the language vague as to what it actually means particularly when the exercise of many of the powers listed would be dependent on the Board actually having control over the personnel, the property and the budget of the Library in order to exercise those powers in an administrative manner. He discussed the two examples of case law: 1) the Monterey Park decision states that the procedures of the CEC must be followed in order to disband the Library, 2) the Ukiah decision states that employees of the Library who are within the City's personnel system are actually employees of the City and not the Library and are under control of the City Council. He discussed the first principles about the structure of local government and stated Larkspur has a City Manager form of government which means that the City Council has control over setting the laws and the overarching policies and makes two appointments- the City Manager and City Attorney. All other hiring decisions are left to the City Manager. The City Manager puts together the budget for the City and administers day-to-day operations. The Library personnel are committed by the personnel system of the City to hiring and firing by the City Manager. City Attorney Woodruff stated he would look to the overall structure of the City's government as it is currently constituted in order to answer the question: Is the Library Board "advisory" or "administrative". The Library's budget is prepared by the

City Manager with the help from the Library Director and approved by the City Council. The Library Board has no independent source of funding and all the property of the Library is held in the City's name. All the personnel are hired by the City Manager and the Library Board has no independent authority for any hiring or firing. The basic powers that the Library Board would need to administer the Library are committed to the joint control of the City Manager and the City Council with assistance of the Library Director who deals with the day-to-day operations of the Library. He is of the opinion that the Library Board's role is advisory since it does not have control over the basic aspects of the Library.

Boardmember Rafter stated the City of Monterey Park is also a City Manager form of government and their Library Board is administrative. City Attorney Woodruff stated the judge in the Monterey Park case simply decided that the CEC procedures must be followed to disband the Library Board. Boardmember Terry stated he had a different take on the Monterey Park case. He felt they were trying to take the administration completely inside the City administration and dispense with the Library Board and the judge ruled that State Law takes precedence over Municipal Codes. He referred to the Ukiah case and discussed the history of Ordinance No. 823 which made the Library employees City employees. The Library Board wanted to maintain the responsibility of hiring Library employees but the former City Manager changed the ordinance for consistency. The Library Board never intended to become completely advisory and wanted to maintain a number of things spelled out in Library Laws. The Board is worried that some of the things that they need to do become moot. If everything is moved into the City Administration then you lose some of the controls that are needed. He stated the Ukiah case was written before Ordinance No. 823 and he felt perhaps that ordinance might be outside the law and prescribes powers that were not intended. He stated the original questions came about because the Board wanted to determine their responsibilities. The duties of the Library Director in the current job description are different than the ones they had written. The Board thought the Director reported to them on Library issues and to the City Manager on personnel issues. The word "advisory" bothered him and he wanted to know how a Library Board that was given these power through the State and the City got to be "advisory"

Boardmember Rafter stated she does not have a copy of several of the documents referred to in the City Managers e-mail. She stated the Trustee Manual disappeared quite a while ago and the Board was trying to reconstruct it.

The City Manager stated she would be happy to make copies of all documents for the Board. She distributed a copy of the duties and responsibilities of Mill Valley's Library Board. She referred to Section 248 which is the ordinance that defines how Boards and Commissions function.

Boardmember Terry asked if the City could act independently of the CEC and have different ordinances that are not consistent. City Attorney Woodruff stated the ordinances are consistent. He is of the opinion that the CEC does not require that every

Library Board act in an administrative capacity. Boardmember Terry stated the Board does oversee the Library and signs off on the warrants. Boardmember Rafter stated the Board should authorize payment on the warrants before they are paid. Library Director Gordon stated that would be very difficult to do. Boardmember Terry stated they have delegated the day-to-day operations to the Library Director.

Boardmember Graff stated the Board started talking about roles and responsibilities back in May. Cal-Tac has indicated that well over half of the libraries in the State are advisory and not administrative which is defined by two key responsibilities- financial and the ability to appoint the Library Director. He felt the question that needed to be addressed was the definition of the management role for the Board in the eyes of the City Council. Boardmember Terry disagreed and stated State Law takes precedence. He was surprised there were both “advisory” and “administrative” Library Boards throughout the State. He stated the Larkspur Library Board is a combination- they advise “upward” and dictate a little bit “downward”. They leave the personnel issues up to the Director.

Council Liaison Chu clarified that the structure can be viewed as similar to a corporation: the City Manager is like the President and CEO, the City Council is like the Board of Directors, and the Library Board is like a subcommittee of the Board of Directors since they are the ones that appoint them. The Library Director is hired and is accountable in the organizational hierarchy to the City Manager. Boardmember Terry stated that has been the problem and the Board did not realize the Director had another set of descriptions until about three months ago.

Boardmember Terry referred to Section 18910 and stated the City Council could have set themselves up as the Library Board of Trustees. City Manager Bonander stated the City Council of Larkspur, as it was originally founded, was the Library Board of Trustees. The founding documents make no reference to the CEC.

Council Liaison Chu suggested they get away from the discussion of “administrative” vs. “advisory” which is really a CalTac definition. If they do not want to change the Municipal Code in terms of removing the term “manage” then they should work towards the creation of a document similar to Mill Valley’s and specifically define what management really is. They already know that it does not include personnel and human resource responsibilities.

Boardmember Broughan stated there seemed to be a lot of confusion about who was responsible for what, etc. He stated there were elements in the Mill Valley document that would address everybody’s concerns. He stated the Board should not be administrative since they do not have the time, energy, or expertise to perform those duties. They need a professional downstairs running the Library according to current standards. Their role should be to set policies that are good for the community.

City Manager Bonander stated the Board should decide what duties they would like to

perform given the fact that the City Council has the fiduciary responsibilities and she has the day-to-day management responsibilities. She suggested they review this so they can move forward.

Boardmember Graff stated the term “management” needs to be defined and clarified in all areas of the code so there is no confusion in the future. This will be particularly crucial when applying for grants.

Boardmember Rafter stated she would like to thoroughly review the Mill Valley document and all the ordinances before they are discussed by the Board.

Boardmember Terry referred to code section 18952, “gifts and bequests”, and asked if the City has a special fund set up for donations to the Library. The City Manager stated there is a line item in the General Fund that tracks any specialized gift deposits. The monies that come in through the Foundation or Friends of the Library are not run through the General Fund. Direct gifts to the Library are rare and grant funding is minimal. Boardmember Terry stated the Board was responsible for safeguarding that money. City Attorney Woodruff stated all revenue and expenses are accounted for in the City’s Annual Budget and the Board has the opportunity to review this document and make sure any funds received were properly spent. Council Liaison Chu stated the Board should set a policy that any donations to the Library go through the Foundation or the Friends of the Library.

City Attorney Woodruff reiterated that the CEC can not be read in isolation and must be understood within the context of the way municipal government functions. Most of the powers that would be necessary for the Board to act independently are committed to the City Council and City Manager- they control the budget, the property, and the staff.

City Manager Bonander stated the Mill Valley policy manual sets forth a schedule of things the Board would like to do at various times of the year. She agreed that the term “manage” needs to be defined but added that the policy manual could be the Board’s working document. She stated it was clear that without the direct authorities that have been assigned to the City Council and City Manager, the role of the Board is to advise and recommend and set policy at this level for ultimate approval or acknowledgment by the City Council.

Boardmember Graff asked if there were any activities in the Library function that the Board could not perform if they used words such as “oversee”, “advise”, or “recommend” In their manual. City Manager Bonander stated “no” and stated they have been appointed by the City Council to do just that to the extent that they would like. Boardmember Graff stated there was no reason the Board could not send along to the City Manager and City Council a recommendation that any funds designated for Library use be rerouted to the Friends or the Foundation. This is a recommendation that would fulfill that obligation of tracking money.

Boardmember Broughan stated the current job description for the Library Director does not include any wording about the relationship between the Director and the Board and this could have caused some of the confusion. City Manager Bonander stated she has spoken to Library Director Gordon about updating her job description and this aspect should certainly be included. Boardmember Terry stated it should include dual reporting responsibilities- the City Manager for personnel issues, etc. and the Board for Library issues. City Manager Bonander disagreed and stated she did not think the Board has that authority. Boardmember Graff stated the flow of information should include a path from the Library Director to the Board seeking advice or recommendations.

Boardmember Broughan stated “setting policy” pertained to what was supposed to happen in the Library and not day-to-day management or how it gets done. He stated he did not want to know about salary or personnel problems.

Council Liaison Chu stated the Council’s position is that if the Board gets to the point where the delegated responsibility interferes with the effectiveness of both the Board and the Library it would need to be reevaluated. The Board should not be involved in daily operations. The Board’s policies set up a framework that allows the Library Director to perform her duties on a day-to-day basis using her professional judgement.

City Manager Bonander suggested the Board set some framework for how much longer they are going to discuss this issue and move forward. The ordinance can be used as the foundation to describe what “management” means to the Board. She made several suggestions about the agenda.

Boardmember Terry had questions about the CLASP process and the discussion about a Library/community facility. City Manager Bonander encouraged the Board to stay involved in the CLASP process.

### **Open – Round Table Discussion**

There was no discussion.

### **ADJOURNMENT**

Library Board President Brenlin adjourned the meeting at 5:55 p.m.

Toni DeFrancis  
Recording Secretary