

**Item:** WLS Policy re Board Meeting Participation via Video Conference

**Background:** The Governance Committee annually reviews the WLS Policies.

**Status:** The Committee met on April 12, and no recommendations for changes were made to the current WLS Policies.

A request was also made for the Committee to review a governance issue regarding remote trustee participation at Board Meetings. New York Open Meetings Law does allow for participation via videoconference as long as proper notice is given and proper access is available.

The Governance Committee reviewed the subject and drafted the attached Policy, which was also provided as an Information Item at the April 25<sup>th</sup> Board Meeting in accordance with WLS procedures.

**Recommended  
Action:**

The Governance Committee recommends approval of the Board Meeting Participation via Video Conference policy.

May 30, 2017

**Subject:** Board Meeting Participation via Video Conference

**Application:** WLS Trustees

The participation of Board members in the Board and committee meetings of the Westchester Library System (WLS) is necessary for the effective operation of WLS on behalf of the residents of Westchester County and its libraries. However, the Board members are not always available to be physically present at Board meetings. The New York State Open Meetings Law allows for remote participation and voting in Board meetings if certain requirements are met.

This policy describes the requirements that bring WLS into compliance with New York State law and also reflect WLS's desired use of remote participation.

Any Board member wishing to participate remotely must follow these rules:

1. The option to participate remotely is only available to a Board member when she/he is not physically present in Westchester County at the time of the meeting or when she/he is not ambulatory.
2. In order to comply with public notice requirements, the Board member needs to notify the Board President and the Executive Director of intent to participate remotely along with address information of the video conference location at least eight (8) days before the relevant Board or committee meeting, unless such advanced notice is impracticable.
3. The member must use video and audio of high quality on a broadband connection that has no obvious latency.
4. The Board member must use software for this purpose that is approved by WLS IT for its quality and to ensure that participation in closed sessions will be secure from outside observation.
5. The Board member must be willing to let members of the public join with her/him at the remote site as this address will be published in the official notice of the meeting and to ensure that the remote location is open and accessible to the public.

All Board members attending meetings by video conferencing shall be entitled to vote as if they were personally and physically present at the meeting site.

In addition, sufficient security and identification procedures shall be employed, either at the outset of any meeting or at any time during the meeting as appropriate, to ensure that any and all members attending for discussion or voting purposes are in fact an authorized member with the right to speak and vote.

*Last Approved: [Date]*

**Item:** Extension of Current Borrowing Facility

**Background:** WLS has an existing Line of Credit with TD (Toronto Dominion) Bank. The facility allows WLS to borrow up to \$500,000 unsecured for a period of one year. There are neither facility fees nor covenants for this loan agreement, but there is a \$500 re-application fee. The re-application also requires submission of audited financial statements on the part of WLS.

**Status:** The current facility expires on June 30, 2017. We have obtained bank approval to extend the facility for an additional year. During the prior year, there were no borrowings under the facility. **At this time, we do not foresee any need to borrow under this facility for the coming year.** Given there are no encumbrances, covenants or facility fees, and due to the uncertainty of when the FY2017-18 State monies will be received, we recommend extending the borrowing agreement for one year to allow for financial flexibility.

**Recommended**

**Action:** We are recommending that the Board approve the extension of the borrowing facility with TD Bank for an additional year.

May 30, 2017