

**QUEENS PUBLIC LIBRARY  
BOARD OF TRUSTEES  
THURSDAY, JANUARY 20, 2022**

Virtual  
89-11 Merrick Boulevard, Jamaica, NY 11432

**AGENDA**

**6:00 PM BOARD OF TRUSTEES REGULAR MEETING**

**I. Roll Call**

**II. APPROVAL OF MINUTES**

1. Approval of Minutes of the Board - December 16, 2021 (ID # 2602)

**III. AGENDA**

**A. Action Item(s)**

1. Approval of Bills for the Month of December 2021 (ID # 2600)
2. Acceptance of Financial Reports for the Period Ending December 2021 (ID # 2601)
3. Election of Officers – 2022 (ID # 2608)
4. 2022 BOT Calendar of Meetings (ID # 2589)
5. Resolution – President & CEO Salary Increase (ID # 2609)
6. Conflicts of Interest Policy Revision (ID # 2611)

**B. Report Item(s)**

1. Property/Casualty Insurance Program Update (ID # 2607)
2. QPL Workers' Compensation Self-Insurance Program Update (ID # 2606)
3. Payroll for the Month of December 2021 (ID # 2598)
4. Purchases Over \$50K - December 2021 (ID # 2610)
5. Personnel Report - December 2021 (ID # 2603)

**IV. REPORT OF THE CHAIR OF THE BOARD**

**V. PRESIDENT'S REPORT**

1. Key Performance Indicators Report - December 2021 (ID # 2604)

**VI. ADJOURNMENT**

1. Motion to Adjourn (ID # 2605)

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2602

*AGENDA:* Approval of Minutes of the Board - December 16, 2021

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**Recommended Motion for Consideration:**

*I move that the Minutes of the Board of Trustees meeting be approved as submitted.*

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2600

*AGENDA:* Approval of Bills for the Month of December 2021

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### **Background:**

In accordance with New York State Law, the Board of Trustees has sole authority over the expenditure of funds appropriated for library purposes and must have a method in place for the review and approval of all expenditures.

### **Current Status:**

The Chief Financial Officer submits for approval bills in the aggregate sum of \$5,549,537 being the amount of December 2021 bills vouchered and paid consisting of \$336 in Fines & Fees Funds, \$1,129,429 in City Funds, \$130,055 in Federal & State Funds, \$4,237,455 in Trust & Agency Funds, \$11,141 in Board-Designated & Private Grants Funds, and \$41,121 from the Workers' Compensation Reserve Fund. All expenditures were made in accordance with Budgets and Appropriations approved by the Board of Trustees.

### **Recommended Motion for Consideration by the Board of Trustees:**

*I move that the Board of Trustees approve the December 2021 bills in the aggregate sum of \$5,549,537.*

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2601

*AGENDA:* Acceptance of Financial Reports for the Period Ending December 2021

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### **Background:**

In accordance with Library By-Laws, the Library's financial statements shall be reviewed on a regular basis.

### **Current Status:**

The Chief Financial Officer submits the Budget Reports attached for Board-approved operating funds and Balance Sheets for all funds as of December 31, 2021.

### **Recommended Motion for Consideration by the Board of Trustees:**

*I move that the Board of Trustees accept the Budget Reports for Board-approved operating funds and Balance Sheets for all funds as of December 31, 2021.*

Attachments:

12\_21 Financial Statements (DOCX)

*QUEENS PUBLIC LIBRARY*

**FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2021**

**FINANCE & INVESTMENT COMMITTEE MEETING**

**JANUARY 20, 2022**

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

**City General Fund**  
**Budget Report as of December 31, 2021**  
*In thousands*

	<b>Adopted Budget</b>	<b>Current Budget</b>	<b>Y-T-D Actual</b>	<b>Open Orders</b>	<b>Remaining Balance</b>	<b>Percent Remaining</b>
<b><u>Estimated Revenues</u></b>						
City Appropriations	\$ 113,906	\$ 114,342	\$ 55,107	-	\$ 59,235	52%
Adult Literacy	1,992	1,992	1,992	-	-	0%
City Council (One-Time)	3,906	3,906	1,953	-	1,953	50%
City Funded Programs	632	632	436	-	196	31%
Heat, Light, & Power	3,035	3,035	-	-	3,035	100%
Interest Income	1	6	2	-	4	67%
Sundry Revenues	1	171	171	-	-	0%
<b>Total Revenues</b>	<b>\$ 123,473</b>	<b>\$ 124,084</b>	<b>\$ 59,661</b>	<b>\$ -</b>	<b>\$ 64,423</b>	<b>52%</b>
<b><u>Appropriations</u></b>						
Personal Services	\$ 69,357	\$ 69,352	\$ 30,437	-	\$ 38,915	56%
Health & Welfare Fund	19,516	19,516	11,133	-	8,383	43%
Other Fringe Benefits	6,049	6,049	2,306	-	3,743	62%
Training	147	147	-	1	146	99%
General Supplies	981	966	213	176	577	60%
Maintenance & Custodial Supplies	683	683	88	35	560	82%
Equipment	204	308	64	154	90	29%
Library Materials	5,121	5,121	946	745	3,430	67%
Contractual Services	3,879	4,412	1,077	262	3,073	70%
Postage	90	90	10	10	70	78%
Telecommunications	719	719	212	15	492	68%
Carfare, Travel & Mileage	40	40	6	-	34	85%
Maintenance & Repairs - Vehicles	131	131	60	-	71	54%
Maintenance & Repairs - Buildings	2,681	2,704	660	1,443	601	22%
Information Systems Services	1,462	1,433	852	96	485	34%
Rentals - Land/Buildings	1,518	1,518	806	-	712	47%
Heat, Light, and Power	3,035	3,035	-	-	3,035	100%
P & C Insurance Premiums	1,330	1,330	1,244	-	86	6%
Adult Literacy	1,992	1,992	1,024	12	956	48%
City Council (One-Time)	3,906	3,906	550	1,665	1,691	43%
City Funded Programs	632	632	273	43	316	50%
<b>Total Appropriations</b>	<b>\$ 123,473</b>	<b>\$ 124,084</b>	<b>\$ 51,961</b>	<b>\$ 4,657</b>	<b>\$ 67,466</b>	<b>54%</b>
<b>Net Income/(Loss)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 7,700</b>	<b>\$ -</b>	<b>\$ (3,043)</b>	

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

**Fines and Fees Fund**  
**Budget Report as of December 31, 2021**

*In thousands*

<b><u>Estimated Revenues</u></b>	<b>Adopted Budget</b>	<b>Current Budget</b>	<b>Y-T-D Actual</b>	<b>Open Orders</b>	<b>Remaining Balance</b>	<b>Percent Remaining</b>
Fines on Overdue Items	\$ 906	\$ 906	\$ 44	-	\$ 862	95%
Lost Library Cards	46	46	7	-	39	85%
Lost & Damaged Items Fees	174	174	36	-	138	79%
Interest Income- Fines/Fees	25	25	3	-	22	88%
Scanstation	17	17	3	-	14	82%
<b>Total Revenues</b>	<b>\$ 1,168</b>	<b>\$ 1,168</b>	<b>\$ 93</b>	<b>-</b>	<b>\$ 1,075</b>	<b>92%</b>
<b><u>Appropriations</u></b>						
Training	133	133	\$ -	4	129	97%
General Supplies	2	2	-	-	2	100%
Equipment	1	1	-	-	1	100%
Library Materials	307	307	38	-	269	88%
Contractual Services	721	721	72	2	647	90%
Information System Services	4	4	-	-	4	100%
<b>Total Appropriations</b>	<b>\$ 1,168</b>	<b>\$ 1,168</b>	<b>\$ 110</b>	<b>\$ 6</b>	<b>\$ 1,052</b>	<b>90%</b>
<b>Net Income/(Loss)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (17)</b>	<b>\$ -</b>	<b>\$ 23</b>	

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)



**Federal General Fund  
Budget Report as of December 31, 2021**

*In thousands*

	<b>Adopted Budget</b>	<b>Current Budget</b>	<b>Y-T-D Actual</b>	<b>Open Orders</b>	<b>Remaining Balance</b>	<b>Percent Remaining</b>
<b><u>Estimated Revenues</u></b>						
Federal USDF Program Refunds	\$ 704	\$ 779	358	-	\$ 421	54%
<b>Total Revenues</b>	<b>\$ 704</b>	<b>\$ 779</b>	<b>358</b>	<b>-</b>	<b>\$ 421</b>	<b>54%</b>
<b><u>Appropriations</u></b>						
Equipment	\$ -	\$ 75	\$ -	\$ 75	\$ -	0%
Telecommunications	704	704	358	-	346	49%
<b>Total Appropriations</b>	<b>\$ 704</b>	<b>\$ 779</b>	<b>\$ 358</b>	<b>\$ 75</b>	<b>\$ 346</b>	<b>44%</b>
<b>Net Income/(Loss)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 75</b>	

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

**State General Fund  
Budget Report as of December 31, 2021**

*In thousands*

	<b>Adopted Budget</b>	<b>Current Budget</b>	<b>Y-T-D Actual</b>	<b>Open Orders</b>	<b>Remaining Balance</b>	<b>Percent Remaining</b>
<b>Estimated Revenues</b>						
Basic Grant Revenues	\$ 3,866	\$ 3,866	-	-	3,866	100%
Consolidated Systems Aid	1,551	1,551	-	-	1,551	100%
FY 21 Carry Forward	2,080	2,080	2,080	-	-	0%
Sundry		7	7			
<b>Total Revenues</b>	<b>\$ 7,497</b>	<b>\$ 7,504</b>	<b>\$ 2,087</b>	<b>\$ -</b>	<b>\$ 5,417</b>	<b>72%</b>
<b>Appropriations</b>						
Personal Services	\$ 1,197	\$ 1,197	\$ 548	\$ -	\$ 649	54%
Health & Welfare Fund	100	100	52	-	48	48%
Other Fringe Benefits	95	95	42	-	53	56%
Training	29	29	-	-	29	100%
General Supplies	19	19	3	2	14	74%
Equipment	173	173	18	78	77	45%
Furniture	54	81	21	49	11	14%
Library Materials	1,459	1,427	481	2	944	66%
Contractual Services	1,419	665	6	11	648	97%
Maintenance & Repairs - Buildings	121	855	2	233	620	73%
Information Systems Services	2,831	2,863	571	678	1,614	56%
<b>Total Appropriations</b>	<b>\$ 7,497</b>	<b>\$ 7,504</b>	<b>\$ 1,744</b>	<b>\$ 1,053</b>	<b>\$ 4,707</b>	<b>63%</b>
<b>Net Income/(Loss)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 343</b>	<b>\$ -</b>	<b>\$ 710</b>	

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

**Board-Designated Fund**  
**Budget Report as of December 31, 2021**

*In thousands*

	<b>Adopted Budget</b>	<b>Current Budget</b>	<b>Y-T-D Actual</b>	<b>Open Orders</b>	<b>Remaining Balance</b>	<b>Percent Remaining</b>
<b><u>Estimated Revenues</u></b>						
Interest & Dividend Income	\$ 250	\$ 250	\$ 72	-	\$ 178	71%
Gains (Losses) on Investments	210	210	52	-	158	75%
<b>Total Revenues</b>	<b>\$ 460</b>	<b>\$ 460</b>	<b>\$ 124</b>	<b>-</b>	<b>\$ 336</b>	<b>73%</b>
<b><u>Appropriations</u></b>						
Training	\$ 8	\$ 8	\$ -	\$ -	\$ 8	100%
General Supplies	15	15	-	1	14	93%
Contractual Services	389	389	97	27	265	68%
Telecom	6	6	2	-	4	67%
Carfare, Travel & Mileage	21	21	10	10	1	5%
Information Systems Services	21	21	13	4	4	19%
<b>Total Appropriations</b>	<b>\$ 460</b>	<b>\$ 460</b>	<b>\$ 122</b>	<b>\$ 42</b>	<b>\$ 296</b>	<b>64%</b>
<b>Net Income/(Loss)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 2</b>	<b>\$ -</b>	<b>\$ 40</b>	

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

**Workers' Comp Fund**  
**Budget Report as of December 31, 2021**  
*In thousands*

<b>Estimated Revenues</b>	<b>Adopted Budget</b>	<b>Current Budget</b>	<b>Y-T-D Actual</b>	<b>Open Orders</b>	<b>Remaining Balance</b>	<b>Percent Remaining</b>
Interfund Transfers	744	744	-	-	744	100%
<b>Total Revenues</b>	<b>744</b>	<b>744</b>	<b>-</b>	<b>-</b>	<b>744</b>	<b>100%</b>
<b>Appropriations</b>						
Personal Services	\$ 66	\$ 66	\$ 32	-	\$ 34	52%
Health & Welfare Fund	21	21	12	-	9	43%
Other Fringe Benefits	8	8	2	-	6	75%
Workers' Compensation	411	411	159	-	252	61%
Training	3	3	-	-	3	100%
Contractual Services	110	110	42	-	68	62%
P & C Insurance Premiums	125	125	75	-	50	40%
<b>Total Appropriations</b>	<b>\$ 744</b>	<b>\$ 744</b>	<b>\$ 322</b>	<b>-</b>	<b>\$ 422</b>	<b>57%</b>
<b>Net Income/(Loss)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (322)</b>	<b>\$ -</b>	<b>\$ 322</b>	

## BALANCE SHEET – FINES & FEES FUND GROUP

At December 31, 2021

### Assets

Cash & Cash Equivalents	
Checking Accounts – Interest Bearing	\$ 517,425
Money Market Accounts	3,058,912
Repurchase Agreements	-
On Hand	29,014
Accounts Receivable	
Accounts Receivable and Employee Advances	-
Grants and Contracts Receivable	
New York City	-
New York State	-
Federal Government	-
Contributions Receivable	
From New York State	-
From Individuals, Corporations and Foundations	-
Prepaid Expenses	
Prepaid Others	-
Other Assets	
Interfund Receivables	-
Certificates of Deposit	-
Investments	-
Property & Equipment (net of depreciation)	88,589
<b>TOTAL ASSETS</b>	<b>\$ 3,693,940</b>

### Liabilities and Fund Balances

Liabilities	
Accounts Payable	-
Accrued Payroll & Related Expense	-
Note Payable	-
Compensated Absences Payable	-
Deferred Revenue	-
Other Liabilities and Interfund Payables	\$ 279,307
Fund Balances	
Invested in Capital Assets, Net of Related Debt (Unrestricted Funds)	88,589
Unrestricted - Other	3,326,044
Current Restricted	-
Permanently Restricted (Endowments)	-
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 3,693,940</b>

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

## BALANCE SHEET – CITY FUNDS GROUP

At December 31, 2021

### Assets

Cash & Cash Equivalents	
Checking Accounts – Interest Bearing	\$ 5,463,408
Money Market Accounts	17,381,296
Repurchase Agreements	-
On Hand	-
Accounts Receivable	
Accounts Receivable and Employee Advances	32
Grants and Contracts Receivable	
New York City	3,024,928
New York State	-
Federal Government	-
Contributions Receivable	
From New York State	(3,502,244)
From Individuals, Corporations and Foundations	-
Prepaid Expenses	
Prepaid Other	-
Prepaid Rent	-
Other Assets	
Interfund Receivables	-
Security Deposit	-
Investments	-
Property & Equipment (net of depreciation)	4,613,519
<b>TOTAL ASSETS</b>	<b>\$ 26,980,939</b>

### Liabilities and Fund Balances

Liabilities	
Accounts Payable	\$ 235,370
Accrued Payroll & Related Expense	300,000
Note Payable	-
Compensated Absences Payable	-
Deferred Revenue	-
Other Liabilities and Interfund Payables	4,854,094
Fund Balances	
Invested in Capital Assets, Net of Related Debt (Unrestricted Funds)	4,613,519
Unrestricted - Other	16,913,270
Restricted - Other	64,686
Permanently Restricted (Endowments)	-
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 26,980,939</b>

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

## BALANCE SHEET – STATE & FEDERAL FUNDS GROUP

At December 31, 2021

### Assets

Cash & Cash Equivalents	
Checking Accounts – Interest Bearing	\$ 17,380,996
Money Market Accounts	-
Repurchase Agreements	-
On Hand	-
Accounts Receivable	
Accounts Receivable and Employee Advances	14,128
Grants and Contracts Receivable	
New York City	2,008
New York State	610,511
Federal Government	181,045
Contributions Receivable	
From New York State	-
From Individuals, Corporations and Foundations	-
Prepaid Expenses	
Prepaid Other	-
Other Assets	
Interfund Receivables	1,881,040
Certificates of Deposit	-
Investments	10,866,442
Security Deposits	25,667
Property & Equipment (net of depreciation)	28,587,465
<b>TOTAL ASSETS</b>	<b>\$ 59,549,302</b>

### Liabilities and Fund Balances

Liabilities	
Accounts Payable	\$ 320,390
Accrued Payroll & Related Expense	-
Line of Credit Payable	-
Compensated Absences Payable	9,172,589
Deferred Revenue	-
Other Liabilities and Interfund Payables	25,293
Fund Balances	
Invested in Capital Assets, Net of Related Debt (Unrestricted Funds)	28,587,465
Unrestricted - Other	14,854,611
Restricted - Other	6,588,954
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 59,549,302</b>

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

## BALANCE SHEET – TRUST & AGENCY FUND

At December 31, 2021

### Assets

Cash & Cash Equivalents	
Checking Accounts – Interest Bearing	\$ 632,004
Money Market Accounts	-
Repurchase Agreements	-
On Hand	-
Accounts Receivable	
Accounts Receivable	-
Grants and Contracts Receivable	
New York City	-
New York State	-
Federal Government	-
Contributions Receivable	
From New York State	-
From Individuals, Corporations and Foundations	-
Prepaid Expenses	
Prepaid Health Insurance	-
Other Assets	
Interfund Receivables	450,868
Certificates of Deposit	-
Investments	-
Property & Equipment (net of depreciation)	-
<b>TOTAL ASSETS</b>	<b>\$ 1,082,872</b>

### Liabilities and Fund Balances

Liabilities	
Accounts Payable	\$ 257,774
Accrued Payroll & Related Expense	-
Note Payable	-
Incurred Compensation Losses	-
Deferred Revenue	-
Other Liabilities and Interfund Payables	825,098
Fund Balances	
Invested in Capital Assets, Net of Related Debt (Unrestricted Funds)	-
Unrestricted – Other	-
Restricted – Other	-
Permanently Restricted (Endowments)	-
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 1,082,872</b>

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)



## BALANCE SHEET—BOARD DESIGNATED & PRIVATE GRANTS FUND

At December 31, 2021

### Assets

Cash & Cash Equivalents	
Checking Accounts – Interest Bearing	\$ 1,105,363
Money Market Accounts	-
On Hand	-
Accounts Receivable	
Accounts Receivable	8,592
Grants and Contracts Receivable	
New York City	-
New York State	-
Federal Government	-
Contributions Receivable	
From New York State	-
From Individuals, Corporations and Foundations	-
Prepaid Expenses	
Prepaid Other	-
Other Assets	
Interfund Receivables	487,274
Certificates of Deposit	-
Investments	10,788,611
Property & Equipment (net of depreciation)	922,053
	-
<b>TOTAL ASSETS</b>	<b>\$ 13,311,893</b>

### Liabilities and Fund Balances

Liabilities	
Accounts Payable	-
Accrued Payroll & Related Expense	-
Note Payable	-
Compensated Absences Payable	-
Deferred Revenue	-
Other Liabilities and Interfund Payables	-
Fund Balances	
Invested in Capital Assets, Net of Related Debt (Unrestricted Funds)	\$ 922,053
Unrestricted - Other	12,036,372
Restricted - Other	353,468
Permanently Restricted (Endowments)	-
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 13,311,893</b>

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

## BALANCE SHEET – WORKERS’ COMPENSATION FUND

At December 31, 2021

### Assets

Cash & Cash Equivalents	
Checking Accounts – Interest Bearing	\$ 2,092,512
Money Market Accounts	-
Repurchase Agreements	-
On Hand	-
Accounts Receivable	
Accounts Receivable	-
Grants and Contracts Receivable	
New York City	-
New York State	-
Federal Government	-
Contributions Receivable	
From New York State	-
From Individuals, Corporations and Foundations	-
Prepaid Expenses	
Prepaid Health Insurance	-
Other Assets	
Interfund Receivables	-
Certificates of Deposit	-
Investments	-
Property & Equipment (net of depreciation)	-
<b>TOTAL ASSETS</b>	<b>\$ 2,092,512</b>

### Liabilities and Fund Balances

Liabilities	-
Accounts Payable	-
Accrued Payroll & Related Expense	-
Note Payable	-
Incurred Compensation Losses	\$ 576,610
Deferred Revenue	-
Other Liabilities and Interfund Payables	1,650
Fund Balances	
Invested in Capital Assets, Net of Related Debt (Unrestricted Funds)	-
Unrestricted - Other	1,514,252
Restricted - Other	-
Permanently Restricted (Endowments)	-
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 2,092,512</b>

Attachment: 12\_21 Financial Statements (2601 : Acceptance of Financial Reports for the Period Ending December 2021)

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2608

*AGENDA:* Election of Officers – 2022

### **Recommended Motion for Consideration by the Board of Trustees:**

*I move that the Board of Trustees accept the resolution on election of officers as presented:*

### **RESOLUTION**

WHEREAS, at the Board's regularly scheduled meeting held on Thursday, December 16, 2021, the Nominating Committee recommended the following slate of officers of the Library for calendar year 2022:

Chair of the Board:	Michael Rodriguez, Esq.
Vice Chair:	Earl Simons, Ed. D.
Secretary:	Eli Shapiro, Ed. D., LCSW
Treasurer:	Julissa Gutierrez
Assistant Treasurer:	Pauline Healy

WHEREAS, at the December 16, 2021 meeting, the Trustees were asked if they would like to nominate any other officers and no other nominations were offered; and the Board unanimously approved a motion to close nominations for officers of the Library for calendar year 2022.

NOW THEREFORE, BE IT RESOLVED by the Board of Trustees that, after due deliberation, the following Trustees are elected as the officers of the Library for calendar year 2022 and shall continue in office until their successors shall have been elected and qualified:

Chair of the Board:	Michael Rodriguez, Esq.
Vice Chair:	Earl Simons, Ed. D.
Secretary:	Eli Shapiro, Ed. D., LCSW
Treasurer:	Julissa Gutierrez
Assistant Treasurer:	Pauline Healy

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2589

*AGENDA:* 2022 BOT Calendar of Meetings

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### **Background:**

Dates for Committee and Board of Trustees meetings have been approved through December 2021.

### **Current Status:**

The Chair of the Board proposes the following dates for Committee and Board of Trustees meetings for the period of January 2022 through December 2022.

### **Recommended Motion for Consideration by the Board of Trustees:**

*I move that the calendar of Board of Trustees and Committee meeting dates for 2022 be approved as presented.*

Attachments:

2022 BOT Calendar of Meetings (PDF)

**CALENDAR OF COMMITTEE &  
BOARD OF TRUSTEES MEETINGS<sup>1</sup>**  
*January through December 2022*

Thursday, January 20, 2022	
Thursday, March 10, 2022	
<b>Thursday, April 7, 2022<sup>2</sup></b>	
Thursday, June 23, 2022	
<b>Thursday, September 8, 2022<sup>3</sup></b>	
<b>Thursday, November 17, 2022<sup>4</sup></b>	Thursday, December 15, 2022

Attachment: 2022 BOT Calendar of Meetings (2589 : 2022 Calendar of Meetings (Jan - Dec 2022))

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<sup>1</sup> *Relevant committee meetings will be held on the dates listed and precede full Board meetings.*  
<sup>2</sup> *April 7 – Includes Public Hearing Date (Location TBD) followed by full Board meeting.*  
<sup>3</sup> *September 8 – Includes the Audit Committee & full Board meeting to accept report of Audit Committee.*  
<sup>4</sup> *November 17 – Meeting of the Nominating Committee*

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2609

*AGENDA:* Resolution – President & CEO Salary Increase

### **Background:**

Pursuant to the Library’s By-Laws, the Labor Relations Committee shall annually review and make recommendations to the Board of Trustees regarding the compensation arrangements for the President and Chief Executive Officer.

### **Current Status:**

At the December 16, 2021 meeting, the Board of Trustees reviewed the performance of President & CEO Dennis M. Walcott and determined that his salary should be increased to \$350,000, to which Mr. Walcott has agreed.

### **Recommended Motion for Consideration by the Board of Trustees:**

*I move that the Board of Trustees approve the following resolution as presented:*

### **RESOLUTION**

WHEREAS, the Library’s By-Laws provide, in pertinent part, that the Labor Relations Committee shall annually review and make recommendations to the Board of Trustees regarding the compensation arrangement for the President and CEO; and

WHEREAS, in light of the COVID-19 pandemic, significant Committee work has been undertaken by the full Board of Trustees, including the aforementioned annual review of the compensation arrangement for the President and CEO.

NOW, THEREFORE, BE IT RESOLVED that: (i) after obtaining and considering appropriate data of similar salaries paid to similar executives at comparable organizations; (ii) evaluating the President and CEO’s performance in light of the goals and objectives relevant to his compensation, and the Library’s performance relative to the Library’s mission; and (iii) evaluating the President and CEO’s contribution to the Library’s purposes

and activities, and how his qualifications contribute to his achievement of such goals, the Board of Trustees has determined that Mr. Walcott's salary be increased to \$350,000, which comports with the increase that other eligible key executive employees have received, effective as of the fourth anniversary date of his employment.

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2611

*AGENDA:* Conflicts of Interest Policy Revision

### **Background:**

The Library’s Conflicts of Interest Policy was last revised and approved by the Library’s Board of Trustees in June 2014. Much of those updates were in response to the enactment of the Nonprofit Revitalization Act of 2013, which overhauled the New York Not-for-Profit Corporation Law (“NPCL”) that governs nonprofit organizations in New York and the purpose of which was, among other things, to strengthen governance and accountability related to nonprofit organizations. Since that time, additional pieces of legislation were enacted further amending the NPCL in an attempt to improve and clarify its provisions.

### **Current Status:**

The proposed revisions attempt to update the Policy as provided below.

- 1) Address a discrete request made by the Audit Committee in previous discussions, to require key persons’ annual disclosure forms to be reviewed by the Chair of the Board of Trustees and the Chair of the Audit Committee;
- 2) Update some of the language and processes to reflect changes in the NPCL, *e.g.*, updating certain definitions and processes regarding related party transactions; and
- 3) Streamline and update the policy for clarity.

Attached are the clean and tracked versions of the draft updates. Please note that sections regarding Illustrative Examples of Conflict of Interest and Definitions (with updates) have been moved to appendices at the back of the document and were not deleted.

### **Recommended Motion for Consideration by the Board of Trustees:**

*I move that the Board of Trustees adopt an updated Conflicts of Interest Policy as set forth in the attachment.*



Attachments:

FIN\_F\_3\_Conflicts\_of\_Interest DRAFT 01112022 TRACKED (PDF)

FIN\_F\_3\_Conflicts\_of\_Interest DRAFT 01112022 CLEAN (PDF)

POLICY AND PROCEDURE MANUAL	SECTION F, #3
CONFLICTS OF INTEREST POLICY	ISSUED: <del>January 20, 2022</del> <u>July, 2014</u>  ADMINISTRATION  Approving Authority:  Board of Trustees  <del>June, 2014</del> <u>January 20XX, 2022</u>

## ARTICLE I

### PURPOSE

To preserve the integrity of the decision-making process of the Queens Borough Public Library (~~the~~ “Library”), the Library has adopted and maintains this Conflicts of Interest Policy (~~the~~ “Policy”) to govern ~~the participation of~~ its trustees, officers, key persons, and employees in matters in which- they may have a conflict of interest. The trustees, officers, key persons, and employees of the Library bear a fiduciary duty to the Library. Each of them is expected to exercise ~~his or her~~ their judgment and powers in the best interests of the Library in preference to ~~his or her~~ their individual interests and the- interests of third parties when evaluating and approving transactions and other arrangements -undertaken by, and otherwise performing and discharging their respective functions as trustees, officers, key persons, and employees of, the Library. This Policy is -intended to supplement but not replace any applicable ~~state~~ laws governing conflicts of interest applicable to nonprofit corporations.

## ARTICLE II

### CONFLICTS OF INTEREST

#### 1. ~~1.~~ Prohibited Conflicts of Interest.

(a) General. A conflict of interest exists when a trustee, officer, key person, and employee or a person or firm “associated” with any of the above persons:

- (i) Has an actual or potential involvement, interest, or relationship, either directly or indirectly, in any proposed or actual contract, transaction, or arrangement involving the Library.
- (ii) Receives a personal, business, or other benefit as a result of their affiliation with the Library.
- ~~(i)~~ (iii) Has any personal, business, or other interest, or affiliation that could be construed as being Library-related. This includes, but is not limited to, serving as a trustee,

~~officer, director, employee, or partner in, or owning greater than 4% of the voting stock or controlling interest in, any organization that does business or wishes to do business with the Library. Except as otherwise provided in this Policy, no trustee, officer or employee of the Library shall have an "Interest" (as such term is defined herein) in: (i) any contract, transaction or other arrangement with the Library; (ii) any other matter involving or affecting the Library, the Board of Trustees or any committee of the Board of Trustees that comes before or involves such trustee, officer or employee of the Library in his or her capacity as such; or (iii) a bank or trust company designated as a depository, paying agent, or investment manager for funds of the Library (collectively, a "Conflict of Interest").~~

~~(a) Specific Conflicts of Interest. The following situations and actions (direct or indirect) involving any trustee, officer, key persons, or employee shall also constitute a Conflict conflict of Interestinterest:~~

~~(b)~~

~~(i) The use of his or her position, influence, knowledge of Confidential confidential Information information (as such term is defined in the Library's Confidentiality Agreement), or Library assets for personal, business, or other benefit for themselves and/or for anyone with whom they are associatedpersonal gain or benefit or the gain or other benefit of any Related Party (as such term is defined herein) or other third party. Without limitation of the foregoing, a direct or indirect financial interest, including a joint venture in or with a current or prospective supplier or vendor of the Library, without disclosure and written approval of the Library's Board of Trustees as set forth in this Policy, shall be a Conflict conflict of Interest interest and is strictly prohibited and will constitute cause for dismissal; and.~~

~~(i) The use or attempt to use his or hertheir position to obtain any financial gain, contract, privilege or other advantage, whether financial or otherwise, direct or indirect, for himself, herselfthemselves and/or for anyone with whom they are associatedany Related Party or other third party; and.~~

~~(ii)~~  
~~(iii) His or herTheir employment by a person or entity that has business or financial dealings or is adverse in a litigation or a legal proceeding with the Library. This includes any employer that receives funding from or provides funding to the Library or any employer that sells goods or services to or purchases goods or services from the Library; and Business or financial dealings shalldoes not include charitable contributions or those involving funding from a Federal, State, or City agency.~~

~~(iii)~~

~~(iv)~~

~~(iv) His or herTheir employment outside of the Library, or involvement with an outside business venture, and, in connection with such employment or involvement, one or more of the following:~~

~~a.~~

~~b.~~

~~a. The use of his/hertheir position at the Library to obtain any advantage or benefit for such employer or outside business venture;~~

~~a.~~

~~d.—~~

~~e.— b.—~~ The use of Library letterhead, personnel, equipment, resources, or supplies for such employer or outside business venture.

~~b.—~~

~~f.—~~

~~g.— e.—~~ The performance of any non-Library business for another employer or outside business venture on Library time during times when they are required to perform services for the Library. ~~during working hours except when on holidays and annual leave;~~

~~c.—~~

~~h.—~~

~~i.— d.—~~ The use or disclosure of confidential Library information to or for the advantage or benefit of such employer or outside business venture; or

~~d.—~~

~~j.—~~

~~e.—~~ The performance of work for such employer or outside business venture on any matter that is before the Library for consideration.

~~k.—~~

~~(c) Illustrative Examples of Conflicts of Interest. Without limiting the generality of the foregoing, the following are illustrative examples of situations that would, absent a specific determination of the Audit Committee to the contrary based on the facts of a particular case, be deemed to constitute a Conflict of Interest under this Policy:~~

~~(i) If a Trustee also holds other positions within local or state government, such a Trustee would have a Conflict of Interest and should recuse him or herself if his or her employer's interests are implicated in a decision of the Board of Trustees. See, e.g., AG Informal Opinion No. 99-34, AG Informal Opinion No. 98-17 and 1986 N.Y. AG LEXIS 16.~~

~~(ii) If a Trustee also holds other positions with an employer that conducts business with the Library, such a Trustee would have a Conflict of Interest and should recuse him or herself if his or her employer's interests are implicated in a decision of the Board of Trustees. See, e.g., AG Informal Opinion No. 97-5.~~

~~(iii) If a Trustee has a personal or family interest in the outcome of a matter before the Board of Trustees, such a Trustee would have a Conflict of Interest and should recuse him or herself from consideration, discussion and decision of that matter. See, e.g., AG Informal Opinion No. 88-63.~~

~~2. "Interest" means a direct or indirect pecuniary or other material benefit (whether pecuniary or non-pecuniary). For the purposes of this Policy, a trustee, officer and employee shall be~~

~~deemed to have an Interest in the contract, transaction or other arrangement of, or other matter involving or affecting any of:~~

- ~~(a) His/her spouse, children and dependents;~~
- ~~(b) A firm, partnership, association or other entity of which such trustee, officer or employee is a member or employee;~~
- ~~(c) A firm, partnership, association or other entity wherein such trustee, officer or employee beneficially owns or directly or indirectly controls in excess of 4% of the stock or other equity of such entity and of which such trustee, officer or employee is an officer, director, or trustee; and~~
- ~~(d) A publicly held entity wherein such trustee, officer or employee beneficially owns or directly or indirectly controls in excess of 4% of the stock or other equity of such entity.~~

~~3. “Independent Trustee” means a trustee who (a) is not, and has not been within the last three (3) years, an employee of the Library or an Affiliate (as such term is defined herein) of the Library, and does not have a Relative who is, or has been within the last three (3) years, a Key Employee (as such term is defined herein) of the Library or an Affiliate of the Library, (b) has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than \$10,000 in direct compensation from the Library or an Affiliate of the Library (other than for reimbursement for expenses reasonably incurred as a trustee or reasonable compensation for service as a trustee as permitted under the applicable law) and (c) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Library or an Affiliate of the Library for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of \$25,000 or two percent (2%) of such entity’s consolidated gross revenue. For purposes of this definition, “payment” does not include charitable contributions.~~

~~4. “Related Party” means (a) any trustee, officer or employee of the Library or any Affiliate of the Library, (b) any Relative of any trustee, officer or employee of the Library or any Affiliate of the Library, or (c) any entity in which any individual described in (a) or (b) above has a thirty-five percent (35%) 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 (5%).~~

~~5. “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party (as such term is defined above) has a financial interest and in which the Library or any Affiliate of the Library is a participant.~~

~~6. “Relative” of an individual means his or her 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.~~

~~7. “Affiliate” of the Library means any entity controlled by, in control of, or under common control with the Library.~~

~~8. “Key Employee” means any employee who is in a position to exercise substantial influence over the affairs of the Library, including but not limited to those employees with authority to bind the Library in contracts or purchases with another entity. For purposes of clarity, the following positions at the Library are illustrative of Key employees, but such list is not exhaustive: the President and Chief Executive Officer; the Chief Operating Officer; the Chief Financial Officer; the Chief Human Resources Officer; the Chief Information Officer; the General Counsel; the Vice President for Logistics and Security Management; the Vice President for Capital and Facilities Management; and the Vice President for Risk Management and Purchasing.~~

~~9. “Trustee” means all members of the Board of Trustees, including voting and non-voting members.~~

### **ARTICLE III**

#### **DISCLOSURE**

~~1. General. Any trustee, officer or Key Employee who has, will have, or later acquires a Conflict of Interest shall disclose the nature and extent of such Conflict of Interest in writing to the Chair of the Audit Committee and to the General Counsel of the Library as soon as he/she has knowledge of such actual or potential Conflict of Interest. Promptly upon receipt of any such written disclosure, the General Counsel and/or the Chair of the Audit Committee shall deliver the disclosure to the Board of Trustees. Any written disclosure and documentation regarding the resolution of any such Conflict of Interest shall be documented in the Library’s records, including the minutes of any meeting of the Board of Trustees or any committee of the Board of Trustees in which the Conflict of Interest was discussed or voted upon.~~

~~2. Required Recusal. No trustee, officer or Key Employee may (a) be present at or participate in deliberations of the Board of Trustees or any committee of the Board of Trustees or vote on any matter giving rise to or involving his or her potential Conflict of Interest or (b) attempt to influence the deliberation of or vote on the matter giving rise to or involving his or her potential Conflict of Interest.~~

~~3. Disclosure of Employee Conflicts. Any employee, other than a Key Employee, who has, will have or later acquires a Conflict of Interest shall disclose the nature and extent of such Conflict of Interest in writing to the General Counsel of the Library as soon as he/she has knowledge of such actual or potential Conflict of Interest. Promptly upon receipt of any such written disclosure, the General Counsel and/or the President and Chief Executive Officer shall confer and decide on the best course of action and promptly inform the conflicted employee of the procedures that will be followed in order to deal with said conflict.~~

~~4. Disclosure of Trustee, Officer and Key Employee Conflicts. Trustees, officers and Key Employees are required to timely disclose any conflicts of interest on the required Disclosure Form (as defined herein), which are submitted to the General Counsel, on behalf of the Secretary of the Library. The General Counsel shall present the disclosure to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee<sup>†</sup>) and the Chair of the Audit Committee who will review the disclosures and make recommendations to the Audit Committee. The Audit Committee shall be responsible for determinations with respect to all actual and potential Conflicts of Interest for all Officers, Trustees and Key Employees. The Audit Committee shall be comprised solely of Independent Trustees (as such term is defined herein). Only Independent Trustees shall be permitted to participate in any deliberations or voting of the Board of Trustees or the Audit Committee with respect to a Conflict of Interest.~~

~~5. Certain Disclosure Required. All Key Employees shall be required to disclose any outside employment, prior to accepting outside employment, to the General Counsel who shall make a determination if a conflict of interest exists. The General Counsel shall report any actual or potential Conflicts of Interest to the Chairman of the Board and the Chair of the Audit Committee. All trustees and officers shall promptly disclose any change in outside employment that requires disclosure on the required Disclosure Form (as defined herein).~~

~~6. Role of the General Counsel. With respect to this Article III, the Board of Trustees and/or the Audit Committee may refer an actual or potential Conflict of Interest to the Library's General Counsel for interpretation and recommendation. Any recommendation or opinion issued by the General Counsel shall not be binding on the Board of Trustees.~~

~~7. Interpretation of this Policy. Questions regarding the interpretation of this Policy should be directed to the General Counsel or the Audit Committee.~~

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~~<sup>†</sup>If the Chairman of the Board is not an Independent Trustee, then General Counsel will present the disclosure to the Vice-Chairman; If the Chairman and Vice-Chairman are not Independent Trustees, then General Counsel will present the disclosure to the Secretary; if the Chairman and Vice-Chairman and Secretary are not Independent Trustees, then General Counsel will present the disclosure to the Treasurer; if the Chairman and Vice-Chairman and Secretary and Treasurer are not Independent Trustees, then General Counsel will present the disclosure to the Assistant Treasurer.~~

1.e.

~~ARTICLE IV (ARTICLE III)~~

**OTHER ACTIONS PROHIBITED**

No trustee, officer, key persons, or employee shall:

1. Directly or indirectly, solicit any gift or accept or receive any gift having a value of one hundred dollars (\$100.00) or more in any form under circumstances in which it could reasonably be inferred that the gift was intended to influence ~~them~~ him/her, or could reasonably be expected to influence ~~them~~ him/her, in the performance of ~~their~~ his/her official duties, or was intended as a reward for any official action on ~~the~~ his/her part;
2. Disclose, in electronic, written, oral or any other form, confidential information, including any corporate books, records, documents and any other non-public information of the Library, acquired in the course of official duties or in meetings or executive sessions of the Board of Trustees or any committee of the Board of Trustees, or use such information to further personal interests or for any purpose other than for the exclusive benefit of the Library;
3. Receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Library, or the Board of Trustees, whereby compensation is to be dependent or contingent upon any action by the Library with respect to such matter;
4. Use a Library vehicle for non-intermittent personal use without the prior written approval of the Board of Trustees, - except prior written approval is required of the President & CEO for vehicles assigned to employees for Library business purposes only which are garaged at an employee's home overnight for garaging purposes, with personal use limited to commuting ~~use only; or~~
- ~~5. Promote their personal interests, including promoting the activities, interests, and events of other organizations, for any reason while representing the Library or conducting Library business; or-~~
- ~~5. Not engage in any business, transaction or private employment, or have any financial or other private interest, direct or indirect, which is in conflict with the proper discharge of their official Library duties.~~
- 6.

~~ARTICLE V (ARTICLE IV)~~

**RELATED PARTY TRANSACTIONS**

- ~~1. 1. General.~~ The Library shall not enter into a Related Party Transaction (as such term is defined ~~in Article II, Section 5 of this Policy herein~~) unless such transaction is determined by the Board of Trustees to be fair, reasonable, and in the Library's best interest at the time of such determination.

- ~~1.-~~
- ~~2.-~~

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~~2.~~ 2. ~~Procedure.~~ Any trustee, officer, key persons, or employee who has, will have, or later acquires a conflict of interest in relation to a Related Party Transaction shall disclose the conflict of interest as required ~~in Article III of this~~ by this Policy. No Related Party may be present at or participate in deliberations of the Board of Trustees or any committee of the Board of Trustees, or vote on any matter giving rise to his or her potential conflict of interest, or attempt to improperly influence the deliberation of or vote on the matter giving rise to the potential conflict of interest, but the Board of Trustees or the committee involved may request that a Related Party present information regarding the Related Party Transaction prior to the commencement of deliberations or voting related to such transaction. The minutes of any meeting of the Board of Trustees or committee of the Board of Trustees shall contain a description of any Related Party Transaction disclosed and all relevant procedures and votes in connection therewith.

~~3.~~

~~4.~~

~~5.3.~~ 3. ~~Extraordinary~~ Related Party Transactions. With respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Board of Trustees, or the Audit Committee or other authorized committee thereof, shall:

~~(a)~~ (a) Prior to entering into the Related Party Transaction, consider alternative transactions, to the extent available;

~~(a)~~

~~(b)~~ (b) Vote on whether to approve the Related Party Transaction, which such approval must be by not less than a majority of the Board members present at the meeting; and

~~(b)~~

~~(e)~~ (e) If the Related Party Transaction is approved, at the time of such approval, document in writing the basis for the Board's approval, including its consideration of any alternative transaction.

~~(d)~~ (c)

## ARTICLE ~~VI~~ (ARTICLE V)

### PERMITTED ACTIVITIES

1. The following use of Library equipment ~~and activities~~ are acceptable for ~~business and~~ personal purposes for the convenience of integrating work and personal activities and scheduling of meetings and appointments: cell phones and PDAs, tablets, computers and similar devices, calendars, outlook contacts, and similar work productivity tools, provided that such use is not otherwise prohibited by this or other Library policy, does not interfere with or otherwise impede the Library's operations productivity, and involves no more than a minimal additional expense to the Library.
2. This Policy shall not prohibit a trustee, officer, key person, and employee from obtaining any Library services upon the same terms and conditions available to members of the public.

ARTICLE VIII (ARTICLE VI)

**ACKNOWLEDGEMENT OF CONFLICTS OF INTEREST POLICY  
AND ANNUAL DISCLOSURE FORM**

1. Trustees. Upon appointment of a trustee, and annually thereafter, each trustee shall complete, sign and submit to the General Counsel of the Library, on behalf of the Secretary of the Library Board of Trustees, a completed written disclosure form (~~the~~ “Disclosure Form”) identifying, to the best of ~~his or her~~their knowledge, *inter alia*, any entity of which such trustee is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Library has a relationship, and any transaction in which the Library is a participant and in which the trustee might have a conflict ~~of~~ing interest.

All trustees shall annually complete, sign and submit to the General Counsel of the Library, ~~on behalf of the Secretary of the Library Board of Trustees~~, a completed written acknowledgement of this Conflicts of Interest Policy (“Acknowledgement of Conflicts of Interest Policy”) affirming that he/she:

- (a) Has received a copy of the Policy;
- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands that the Library is a non-profit corporation and that in order to maintain its federal tax exemption it must engage primarily in the activities which accomplish one or more of its tax-exempt purposes.

The General Counsel shall collect and review the above-described disclosure forms from trustees and provide a report to the Chair of the Audit Committee and to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee<sup>2</sup>), who shall review the report and present their findings with the Audit Committee.

2. Key Employees~~Persons~~. Upon hiring or being designated a key person by the Audit Committee, and annually thereafter, every~~Every~~ Key Employee~~key person~~ shall complete, sign and submit the Disclosure Form ~~to~~ the General Counsel of the Library, on behalf of the Secretary of the Library Board of Trustees~~on an annual basis~~, identifying, to the best of ~~his or her~~their knowledge, *inter alia*, any entity of which such ~~Key~~key ~~Employee~~person is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Library has a relationship, and any transaction in which the Library is a participant and in which the ~~Key~~key ~~Employee~~person might have a ~~conflic~~conflict of~~ing~~ interest.

<sup>2</sup> If the Chairman of the Board is not an Independent Trustee, then General Counsel will present the disclosure to the Vice-Chairman; if the Chairman and Vice-Chairman are not Independent Trustees, then General Counsel will present the disclosure to the Secretary; if the Chairman and Vice-Chairman and Secretary are not Independent Trustees, then General Counsel will present the disclosure to the Treasurer; if the Chairman and Vice-Chairman and Secretary and Treasurer are not Independent Trustees, then General Counsel will present the disclosure to the Assistant Treasurer.

All ~~Key-key Employees-persons~~ shall annually complete, sign and submit to the General Counsel of the Library, on behalf of the Secretary of the Library Board of Trustees, a completed written ~~acknowledgement of this Conflicts of Interest Policy~~ (“Acknowledgement of Conflicts of Interest Policy”) affirming that he/she:

- (a) Has received a copy of the Policy;
- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands that the Library is a non-profit corporation and that in order to maintain its federal tax exemption it must engage primarily in the activities which accomplish one or more of its tax-exempt purposes.

The General Counsel shall collect and review the above-described disclosure forms from key persons, and submit the disclosure forms and provide a report to the Chair of the Audit Committee and to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee<sup>3</sup>), who shall review the disclosure forms and the report and present their findings to the Audit Committee.<sup>4</sup>

~~ARTICLE III~~ ARTICLE VII

ADDITIONAL DISCLOSURE

1. Disclosure of Trustee, Officer and Key Persons Conflicts. —General.—In addition to the requirement described above regarding the Acknowledgement of Conflicts of Interest Policy and Annual Disclosure Form, Any trustee, officer, or Key Employee-person who has, will have, or later acquires an ~~Conflict~~ actual or potential conflict of Interest-interest shall disclose the nature and extent of such ~~Conflict-conflict~~ of Interest-interest in writing to the Chair of the Audit Committee and to the General Counsel of the Library as soon as ~~he/she has~~ they have knowledge of such actual or potential ~~c~~Conflict of ~~i~~Interest. Promptly upon receipt of any such written disclosure, the General Counsel and/or the Chair of the Audit Committee shall deliver the disclosure to the ~~Board of Trustees~~ Audit Committee, which shall be responsible for investigating and making determinations with respect to all such actual and potential conflicts of interest for all officers, trustees, and key persons. In the event the Audit Committee is unable to investigate and/or make determination with respect to any such actual and potential conflicts of interest involving any officer, trustee, or key person, the Board of Trustees shall be responsible for investigating and/or making determinations with respect to any such actual and potential conflicts of interest for any officer, trustee, and key person, provided that only Independent Trustees shall be permitted to participate in any investigation or determination, including deliberations or voting, of the Board of Trustees or the Audit Committee with respect such matters. —Any written disclosure and documentation regarding the resolution of any such ~~c~~Conflict of ~~i~~Interest shall be documented in the Library’s records, including the minutes of any meeting of the ~~Board~~

<sup>3</sup> If the Chairman of the Board is not an Independent Trustee, then General Counsel will present the disclosure to the Vice-Chairman; If the Chairman and Vice-Chairman are not Independent Trustees, then General Counsel will present the disclosure to the Secretary; if the Chairman and Vice-Chairman and Secretary are not Independent Trustees, then General Counsel will present the disclosure to the Treasurer; if the Chairman and Vice-Chairman and Secretary and Treasurer are not Independent Trustees, then General Counsel will present the disclosure to the Assistant Treasurer.

<sup>4</sup> The General Counsel shall submit their Annual Disclosure Form directly to the Chair of the Audit Committee and the Chair of the Board of Trustees.

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~~of Trustees or any Audit C~~committee ~~of or~~ the Board of Trustees in which the ~~Conflict~~ conflict of ~~Interest interest~~ was discussed or voted upon.

- ~~1.2.~~ Required Recusal. No trustee, officer or ~~Key key Employee person~~ may (a) be present at or participate in deliberations of the ~~Audit Committee or the~~ Board of Trustees ~~or any committee of the Board of Trustees~~ or vote on any matter giving rise to or involving ~~his or her~~their potential Conflict of Interest, or (b) attempt to influence the deliberation of or vote on the matter giving rise to or involving ~~his or her~~their potential ~~C~~onflict of ~~i~~nterest.
3. Disclosure of Employee Conflicts. Any employee, other than a ~~Key key Employee person~~, who has, will have, or later acquires a ~~c~~onflict of ~~i~~nterest shall disclose the nature and extent of such ~~c~~onflict of ~~i~~nterest in writing to the General Counsel of the Library as soon as ~~they have~~she has knowledge of such actual or potential ~~c~~onflict of ~~i~~nterest. Promptly upon receipt of any such written disclosure, the General Counsel and ~~or~~ the President and Chief Executive Officer shall confer and decide on the best course of action and promptly inform the conflicted employee of the procedures that will be followed in order to deal with said conflict. The General Counsel shall provide annual report to the Audit Committee regarding the resolution of any such conflict.

~~2. Certain~~4. Disclosure of Trustee, Officer and Key Employee Conflicts. ~~Trustees, officers and Key Employees are required to timely disclose any conflicts of interest on the required Disclosure Form (as defined herein), which are submitted to the General Counsel, on behalf of the Secretary of the Library. The General Counsel shall present the disclosure to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee<sup>5</sup>) and the Chair of the Audit Committee who will review the disclosures and make recommendations to the Audit Committee. The Audit Committee shall be responsible for determinations with respect to all actual and potential Conflicts of Interest for all Officers, Trustees and Key Employees. The Audit Committee shall be comprised solely of Independent Trustees (as such term is defined herein). Only Independent Trustees shall be permitted to participate in any deliberations or voting of the Board of Trustees or the Audit Committee with respect to a Conflict of Interest~~

4. Certain Disclosure Required.

- (a) All ~~Key key Employees persons~~ shall be required to disclose any outside employment, prior to accepting outside employment, to the General Counsel who shall ~~make a determination if a conflict of interest exists. The General Counsel shall report any actual or potential Conflicts of Interests~~such disclosure to the Chairman of the Board and the Chair of the Audit Committee. Note, that the Library's Bby-laws prohibits key executive employees, which the Bby-laws define as the (i) President and Chief Executive Officer, (ii) Chief Librarian and Senior Vice President, (iii) Chief Operating Officer and Senior Vice President, (iv) General Counsel and Senior Vice President, and (v) Chief of Staff and Senior Vice President

<sup>5</sup>~~If the Chairman of the Board is not an Independent Trustee, then General Counsel will present the disclosure to the Vice-Chairman; If the Chairman and Vice-Chairman are not Independent Trustees, then General Counsel will present the disclosure to the Secretary; if the Chairman and Vice-Chairman and Secretary are not Independent Trustees, then General Counsel will present the disclosure to the Treasurer; if the Chairman and Vice-Chairman and Secretary and Treasurer are not Independent Trustees, then General Counsel will present the disclosure to the Assistant Treasurer.~~

from holding any outside employment without having obtained the prior approval of the Board of Trustees.

(b) All trustees and officers shall promptly disclose any change in outside employment that requires disclosure on the required Disclosure Form described above(as defined herein).

~~3.~~ Role of the General Counsel. With respect to this Policy, the Board of Trustees and/or the Audit Committee may refer an actual or potential ~~c~~Conflict of interest to the Library’s General Counsel for interpretation and recommendation. Any recommendation or opinion issued by the General Counsel shall not be binding on the Board of Trustees and/or the Audit Committee.

~~4.5.~~ \_\_\_\_\_

~~5-6.~~ Interpretation of this Policy. Questions regarding the interpretation of this Policy should be directed to the General Counsel or the Audit Committee.

**ARTICLE VIII**

**ACTUAL AND POTENTIAL VIOLATIONS**

~~1.~~ 1. ~~Violations by Employees.~~ Any Library trustee, officer, key person, or employee who willfully and knowingly violates the provisions of this Policy shall be subject to disciplinary and/or corrective action up to and including, without limitation, suspension, ~~or~~ discharge, and removal from office.

~~1.~~ \_\_\_\_\_

~~2.~~ \_\_\_\_\_

2. 2. Reporting of Violations. Each Library trustee, officer, key person, or employee has a responsibility to promptly report in good faith known or suspected violations of this Policy.

(a) Reporting of any known or suspected violations of this Policy involving Library employees who are not key persons may be made to the Office of the General Counsel. The General Counsel, in consultation with the President and CEO, shall be responsible for investigating and making determinations with respect to all such actual and potential conflicts of interest for all employees who are not key persons. In the event the General Counsel is unable to investigate and/or make determination with respect to any such actual and potential conflicts of interest for any employee who is not a key person, the President and CEO shall appointed another person who shall be responsible for investigating and/or making determinations with respect to any such actual and potential conflicts of interest. The General Counsel shall provide an annual report to the Audit Committee regarding the resolution of any such conflict.

(b) Reporting of any known or suspected violations of this Policy involving any trustee, officer, or key person may be made to ~~the Office of~~ the General Counsel, the Chair of the Audit Committee, and/or any other member of the Audit Committee, provided that such report shall not be made to a party involved in the known or suspected violation. Promptly upon receipt of any such reporting, the General Counsel, the Chair of the Audit

Committee, and/or the member of the Audit Committee to whom the reporting was made shall deliver the disclosure to the Audit Committee, which shall be responsible for investigating and making determinations with respect to all such actual and potential conflicts of interest for all officers, trustees, and key persons. In the event the Audit Committee is unable to investigate and/or make determination with respect to any such actual and potential conflicts of interest involving any officer, trustee or key person, the Board of Trustees shall be responsible for investigating and/or making determinations with respect to any such actual and potential conflicts of interest for any officer, trustee, and key person, provided that only Independent Trustees shall be permitted to participate in any investigation or determination, including deliberations or voting, of the Board of Trustees or the Audit Committee with respect such matters. Any documentation regarding the resolution of any such cConflict of iInterest shall be documented in the Library's records, including the minutes of any meeting of the Audit Committee or the Board of Trustees in which the cConflict of iInterest was discussed or voted upon.

~~3. Should any individual trustee, officer or Key Employee, become aware of any violation of the provisions of this Policy by any officer, trustee or Key Employee, such failure to disclose should be immediately reported to the General Counsel who will investigate and present the alleged failure to disclose to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee) and the Chair of the Audit Committee who will review the alleged failure and make recommendations to the Audit Committee, which may result in discipline and corrective action including suspension or removal from office.~~

~~4.—~~

~~5. 3. Violation by Trustee, Officer or Key Employee. If any Trustee, Officer, Key Employee, the Board of Trustees or a committee of the Board of Trustees has reasonable cause to believe that a trustee has failed to disclose actual or possible Conflicts of Interest, such failure to disclose shall be reported to any Independent Trustee who is also a member of the Audit Committee, who shall report such violation to the Board of Trustees; once informed, the Board of Trustees shall inform the trustee of the basis of such belief and afford the trustee an opportunity to explain the alleged failure to disclose to the Audit Committee. If, after hearing the response of the trustee and making such further investigation as may be warranted in the circumstances, the Board of Trustees or committee determines that the trustee has in fact failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action. Any trustee who willfully and knowingly violates this Policy may be subject to discipline by the Board of Trustees up to and including suspension or removal from office.~~

~~3. 4. Remedies as to Contracts. Any contract entered into with the Library in which there is a cConflict of iInterest prohibited by this Policy may be subject to such action as the Board of Trustees deems appropriate including a declaration that such contract may be null, void and wholly unenforceable as determined by the Board of Trustees to be in the best interest of the Library.~~

~~6.—~~

~~7.4. 5. General. All trustees, officers, and Key key persons ~~Employees, and employees~~ of the Library are required to be fully informed of the requirements of this Policy, and no failure in that regard by an individual will render the individual's violation of the Policy unknowing or not willful.~~

**APPENDIX A**  
**Definitions**

1. A person or firm “associated” with a Library trustee, officer, key person, or employee includes a relative; a person with whom the Library trustee, officer, key person, or employee has a business or other financial relationship; and each firm in which the Library trustee, officer, key person, or employee has a present or potential interest.
  
2. “Interest” means a direct or indirect pecuniary or other material benefit (whether pecuniary or non-pecuniary). For the purposes of this Policy, a trustee, officer and employee shall be deemed to have an Interest in the contract, transaction or other arrangement of, or other matter involving or affecting any of:
  - (a) His/her spouse, children and dependents;
  - (b) A firm, partnership, association or other entity of which such trustee, officer, key persons, or employee is a member or employee;
  - (c) A firm, partnership, association or other entity wherein such trustee, officer, key persons, or employee beneficially owns or directly or indirectly controls in excess of 4% of the stock or other equity of such entity and of which such trustee, officer, key persons, or employee is an officer, director, or trustee; and
  - (d) A publicly held entity wherein such trustee, officer, key persons, or employee beneficially owns or directly or indirectly controls in excess of 4% of the stock or other equity of such entity.
  
3. “Independent trustee” means a trustee who: (i) is not, and has not been within the last three years, an employee or a key person of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key person of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the corporation or an affiliate of the corporation if the amount paid by the corporation to the entity or received by the corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the corporation's outside auditor or who has worked on the corporation's audit at any time during the past three years. For purposes of this subparagraph, the terms: “compensation” does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of section 202 of the New York Not-for-Profit-Corporation Act (General and special powers) of this chapter; and “payment” does not include charitable contributions, dues or fees paid to the corporation for services which the corporation performs as part of its nonprofit purposes, or payments made by

the corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the corporation are available to individual members of the public on the same terms, and such services received by the corporation are not available from another source.

4. “Related party” means (i) any trustee, officer or key person of the corporation or any affiliate of the corporation; (ii) any relative of any individual described in clause (i) of this subparagraph; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subparagraph 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.
5. “Related party transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant, except that a transaction shall not be a related party transaction if: (i) the transaction or the related party's financial interest in the transaction is de minimis, (ii) 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 (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the corporation 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.
6. “Relative” of an individual means (i) his or her spouse or domestic partner as defined in section twenty-nine hundred ninety-four-a of the ~~P~~ublic ~~H~~health ~~L~~aw; (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.
7. “Affiliate” of the Library means any entity controlled by, in control of, or under common control with the Library.
8. “Key person” means any person, other than a trustee or officer, whether or not an employee of the corporation, who (i) has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of trustees and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation’s capital expenditures or operating budget.

For purposes of clarity, individuals holding the following positions/titles at the Library are illustrative of key persons, but such list is not exhaustive: (i) President and Chief Executive Officer; (ii) Chief Librarian and Senior Vice President; (iii) Chief Operating Officer and Senior Vice President; (iii) Chief Financial Officer and Senior Vice President; (iv) General Counsel and Senior Vice President; (v) Chief of Staff and Senior Vice President.

9. “Trustee” means all members of the Board of Trustees, including voting and non-voting members.



## APPENDIX B

### Illustrative Examples of Conflict of Interest

Illustrative Examples of Conflicts of Interest.—Without limiting the generality of the foregoing, the following are illustrative examples of situations that would, absent a specific determination of the Audit Committee to the contrary based on the facts of a particular case, be deemed to constitute a Conflict of Interest under this Policy:

1. If a Trustee also holds other positions within local or state government, such a Trustee would have a Conflict of Interest and should recuse themselves if their employer's interests are implicated in a decision of the Board of Trustees. See, e.g., AG Informal Opinion No. 99-34, AG Informal Opinion No. 98-17 and 1986 N.Y. AG LEXIS 16.
2. If a Trustee also holds other positions with an employer that conducts business with the Library, such a Trustee would have a Conflict of Interest and should recuse themselves if their employer's interests are implicated in a decision of the Board of Trustees. See, e.g., AG Informal Opinion No. 97-5.
3. If a Trustee has a personal or family interest in the outcome of a matter before the Board of Trustees, such a Trustee would have a Conflict of Interest and should recuse themselves from consideration, discussion and decision of that matter. See, e.g., AG Informal Opinion No. 88-63.

Revises: ~~June 1993~~ July 2014 Policy & Procedures Section F#3

<b>POLICY AND PROCEDURE MANUAL</b>	<b>SECTION F, #3</b>
<b>CONFLICTS OF INTEREST POLICY</b>	<b>ISSUED: January 20, 2022</b>  <b>ADMINISTRATION</b>  <b>Approving Authority:</b>  <b>Board of Trustees</b>  <b>January 20, 2022</b>

## ARTICLE I PURPOSE

To preserve the integrity of the decision-making process of the Queens Borough Public Library (“Library”), the Library has adopted and maintains this Conflicts of Interest Policy (“Policy”) to govern its trustees, officers, key persons, and employees in matters in which they may have a conflict of interest. The trustees, officers, key persons, and employees of the Library bear a fiduciary duty to the Library. Each of them is expected to exercise their judgment and powers in the best interests of the Library in preference to their individual interests and the interests of third parties when evaluating and approving transactions and other arrangements undertaken by, and otherwise performing and discharging their respective functions as trustees, officers, key persons, and employees of, the Library. This Policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit corporations.

## ARTICLE II CONFLICTS OF INTEREST

### 1. Conflicts of Interest.

(a) General. A conflict of interest exists when a trustee, officer, key person, and employee or a person or firm “associated” with any of the above persons:

- (i) Has an actual or potential involvement, interest, or relationship, either directly or indirectly, in any proposed or actual contract, transaction, or arrangement involving the Library.
- (ii) Receives a personal, business, or other benefit as a result of their affiliation with the Library.
- (iii) Has any personal, business, or other interest or affiliation that could be construed as being Library-related. This includes, but is not limited to, serving as a trustee, officer, director, employee, or partner in, or owning greater than 4% of the voting stock or controlling interest in, any organization that does business or wishes to do business with the Library.

(b) Specific Conflicts of Interest. The following situations and actions (direct or indirect) involving any trustee, officer, key person, or employee shall also constitute a conflict of interest:

- (i) The use of his or her position, influence, knowledge of confidential information , or Library assets for personal, business, or other benefit for themselves and/or for anyone with whom they are associated. Without limitation of the foregoing, a direct or indirect financial interest, including a joint venture in or with a current or prospective supplier or vendor of the Library, without disclosure and written approval of the Library’s Board of Trustees as set forth in this Policy, shall be a conflict of interest and is strictly prohibited and will constitute cause for dismissal.
- (ii) The use or attempt to use their position to obtain any financial gain, contract, privilege or other advantage, whether financial or otherwise, direct or indirect, for themselves and/or for anyone with whom they are associated.
- (iii) Their employment by a person or entity that has business or financial dealings or is adverse in a litigation or a legal proceeding with the Library. Business or financial dealings shall not include charitable contributions or those involving funding from a Federal, State, or City agency.
- (iv) Their employment outside of the Library, or involvement with an outside business venture, and, in connection with such employment or involvement, one or more of the following:
  - a. The use of their position at the Library to obtain any advantage or benefit for such employer or outside business venture;
  - b. The use of Library letterhead, personnel, equipment, resources, or supplies for such employer or outside business venture.
  - c. The performance of any non-Library business for another employer or outside business venture during times when they are required to perform services for the Library.
  - d. The use or disclosure of confidential Library information to or for the advantage or benefit of such employer or outside business venture; or
  - e. The performance of work for such employer or outside business venture on any matter that is before the Library for consideration.

### ARTICLE III OTHER ACTIONS PROHIBITED

No trustee, officer, key person, or employee shall:

1. Directly or indirectly solicit any gift or accept or receive any gift having a value of one hundred dollars (\$100.00) or more in any form under circumstances in which it could reasonably be inferred that the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties, or was intended as a reward for any official action on their part;
2. Disclose, in electronic, written, oral or any other form, confidential information, including any corporate books, records, documents and any other non-public information of the Library, acquired in the course of official duties or in meetings or executive sessions of the Board of Trustees or any committee of the Board of Trustees, or use such information to further personal interests or for any purpose other than for the exclusive benefit of the Library;
3. Receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Library, or the Board of Trustees, whereby compensation is to be dependent or contingent upon any action by the Library with respect to such matter;
4. Use a Library vehicle for non-intermittent personal use without the prior written approval of the Board of Trustees, except prior written approval is required of the President & CEO for vehicles assigned to employees for Library business purposes only which are garaged at an

employee's home overnight for garaging purposes, with personal use limited to commuting only;

5. Promote their personal interests, including promoting the activities, interests, and events of other organizations, for any reason while representing the Library or conducting Library business; or
6. Engage in any business, transaction or private employment, or have any financial or other private interest, direct or indirect, which is in conflict with the proper discharge of their official Library duties.

#### **ARTICLE IV RELATED PARTY TRANSACTIONS**

1. General. The Library shall not enter into a Related Party Transaction (as such term is defined herein) unless such transaction is determined by the Board of Trustees to be fair, reasonable, and in the Library's best interest at the time of such determination.
2. Procedure. Any trustee, officer, key person, or employee who has, will have, or later acquires a conflict of interest in relation to a Related Party Transaction shall disclose the conflict of interest as required by this Policy. No Related Party may be present at or participate in deliberations of the Board of Trustees or any committee of the Board of Trustees, or vote on any matter giving rise to his or her potential conflict of interest, or attempt to improperly influence the deliberation of or vote on the matter giving rise to the potential conflict of interest, but the Board of Trustees or the committee involved may request that a Related Party present information regarding the Related Party Transaction prior to the commencement of deliberations or voting related to such transaction. The minutes of any meeting of the Board of Trustees or committee of the Board of Trustees shall contain a description of any Related Party Transaction disclosed and all relevant procedures and votes in connection therewith.
3. Related Party Transactions. With respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Board of Trustees, or the Audit Committee or other authorized committee thereof, shall:
  - (a) Prior to entering into the Related Party Transaction, consider alternative transactions, to the extent available;
  - (b) Vote on whether to approve the Related Party Transaction, which such approval must be by not less than a majority of the Board members present at the meeting; and
  - (c) If the Related Party Transaction is approved, at the time of such approval, document in writing the basis for the Board's approval, including its consideration of any alternative transaction.

#### **ARTICLE V PERMITTED ACTIVITIES**

1. The following use of Library equipment are acceptable for personal purposes for the convenience of integrating work and personal activities and scheduling of meetings and appointments: cell phones and PDAs, tablets, computers and similar devices, calendars, outlook contacts, and similar work productivity tools, provided that such use is not otherwise prohibited by this or other Library policy, does not interfere with or otherwise impede the Library's operations productivity, and involves no more than a minimal additional expense to the Library.
2. This Policy shall not prohibit a trustee, officer, key person, and employee from obtaining any Library services upon the same terms and conditions available to members of the public.

**ARTICLE VI  
ACKNOWLEDGEMENT OF CONFLICTS OF INTEREST POLICY  
AND ANNUAL DISCLOSURE FORM**

1. Trustees. Upon appointment of a trustee, and annually thereafter, each trustee shall complete, sign and submit to the General Counsel of the Library, on behalf of the Secretary of the Board of Trustees, a completed written disclosure form (“Disclosure Form”) identifying, to the best of their knowledge, *inter alia*, any entity of which such trustee is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Library has a relationship, and any transaction in which the Library is a participant and in which the trustee might have a conflict of interest.

All trustees shall annually complete, sign and submit to the General Counsel of the Library, on behalf of the Secretary of the Board of Trustees, a completed written acknowledgement of this Conflicts of Interest Policy (“Acknowledgement of Conflicts of Interest Policy”) affirming that he/she:

- (a) Has received a copy of the Policy;
- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands that the Library is a non-profit corporation and that in order to maintain its federal tax exemption it must engage primarily in the activities which accomplish one or more of its tax-exempt purposes.

The General Counsel shall collect and review the above-described disclosure forms from trustees and provide a report to the Chair of the Audit Committee and to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee<sup>1</sup>), who shall review the report and present their findings with the Audit Committee.

2. Key Persons. Upon hiring or being designated a key person by the Audit Committee, and annually thereafter, every key person shall complete, sign and submit the Disclosure Form to the General Counsel of the Library, on behalf of the Secretary of the Board of Trustees, identifying, to the best of their knowledge, *inter alia*, any entity of which such key person is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Library has a relationship, and any transaction in which the Library is a participant and in which the key person might have a conflict of interest.

All key persons shall annually complete, sign and submit to the General Counsel of the Library, on behalf of the Secretary of the Board of Trustees, a completed written Acknowledgement of Conflicts of Interest Policy affirming that he/she:

- (a) Has received a copy of the Policy;

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<sup>1</sup> If the Chairman of the Board is not an Independent Trustee, then General Counsel will present the disclosure to the Vice-Chairman; If the Chairman and Vice-Chairman are not Independent Trustees, then General Counsel will present the disclosure to the Secretary; if the Chairman and Vice-Chairman and Secretary are not Independent Trustees, then General Counsel will present the disclosure to the Treasurer; if the Chairman and Vice-Chairman and Secretary and Treasurer are not Independent Trustees, then General Counsel will present the disclosure to the Assistant Treasurer.

- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands that the Library is a non-profit corporation and that in order to maintain its federal tax exemption it must engage primarily in the activities which accomplish one or more of its tax-exempt purposes.

The General Counsel shall collect and review the above-described disclosure forms from key persons, and submit the disclosure forms and provide a report to the Chair of the Audit Committee and to the Chair of the Board of Trustees (so long as he/she is an Independent Trustee<sup>2</sup>), who shall review the disclosure forms and the report and present their findings to the Audit Committee.<sup>3</sup>

**ARTICLE VII  
ADDITIONAL DISCLOSURE**

1. Disclosure of Trustee, Officer and Key Person Conflicts. In addition to the requirement described above regarding the Acknowledgement of Conflicts of Interest Policy and Disclosure Form, any trustee, officer, or key person who has, will have, or later acquires an actual or potential conflict of interest shall disclose the nature and extent of such conflict of interest in writing to the Chair of the Audit Committee and to the General Counsel of the Library as soon as they have knowledge of such actual or potential conflict of interest. Promptly upon receipt of any such written disclosure, the General Counsel and/or the Chair of the Audit Committee shall deliver the disclosure to the Audit Committee, which shall be responsible for investigating and making determinations with respect to all such actual and potential conflicts of interest for all officers, trustees, and key persons. In the event the Audit Committee is unable to investigate and/or make determination with respect to any such actual and potential conflicts of interest involving any officer, trustee, or key person, the Board of Trustees shall be responsible for investigating and/or making determinations with respect to any such actual and potential conflicts of interest for any officer, trustee, and key person, provided that only Independent Trustees shall be permitted to participate in any investigation or determination, including deliberations or voting, of the Board of Trustees or the Audit Committee with respect such matters. Any written disclosure and documentation regarding the resolution of any such conflict of interest shall be documented in the Library’s records, including the minutes of any meeting of the Audit Committee or the Board of Trustees in which the conflict of interest was discussed or voted upon.
  
2. Required Recusal. No trustee, officer or key person may (a) be present at or participate in deliberations of the Audit Committee or the Board of Trustees or vote on any matter giving rise to or involving their potential Conflict of Interest, or (b) attempt to influence the deliberation of or vote on the matter giving rise to or involving their potential conflict of interest.

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<sup>2</sup> If the Chairman of the Board is not an Independent Trustee, then General Counsel will present the disclosure to the Vice-Chairman; If the Chairman and Vice-Chairman are not Independent Trustees, then General Counsel will present the disclosure to the Secretary; if the Chairman and Vice-Chairman and Secretary are not Independent Trustees, then General Counsel will present the disclosure to the Treasurer; if the Chairman and Vice-Chairman and Secretary and Treasurer are not Independent Trustees, then General Counsel will present the disclosure to the Assistant Treasurer.

<sup>3</sup> The General Counsel shall submit their Annual Disclosure Form directly to the Chair of the Audit Committee and the Chair of the Board of Trustees.

Attachment: FIN\_F\_3\_Conflicts\_of\_Interest DRAFT 01112022 CLEAN (2611 : Conflicts of Interest Policy Revision)

- 3. Disclosure of Employee Conflicts. Any employee, other than a key person, who has, will have, or later acquires a conflict of interest shall disclose the nature and extent of such conflict of interest in writing to the General Counsel of the Library as soon as they have knowledge of such actual or potential conflict of interest. Promptly upon receipt of any such written disclosure, the General Counsel and the President and Chief Executive Officer shall confer and decide on the best course of action and promptly inform the conflicted employee of the procedures that will be followed in order to deal with said conflict. The General Counsel shall provide annual report to the Audit Committee regarding the resolution of any such conflict.
- 4. Certain Disclosure Required.
  - (a) All key persons shall be required to disclose any outside employment, prior to accepting outside employment, to the General Counsel who shall report such disclosure to the Chairman of the Board and the Chair of the Audit Committee. Note that the Library’s By-laws prohibit key executive employees—which the By-laws define as the (i) President and Chief Executive Officer, (ii) Chief Librarian and Senior Vice President, (iii) Chief Operating Officer and Senior Vice President, (iii) Chief Financial Officer and Senior Vice President, (iv) General Counsel and Senior Vice President, and (v) Chief of Staff and Senior Vice President—from holding any outside employment without having obtained the prior approval of the Board of Trustees.
  - (b) All trustees and officers shall promptly disclose any change in outside employment that requires disclosure on the required Disclosure Form described above.
- 5. Role of the General Counsel. With respect to this Policy, the Board of Trustees and/or the Audit Committee may refer an actual or potential conflict of interest to the Library’s General Counsel for interpretation and recommendation. Any recommendation or opinion issued by the General Counsel shall not be binding on the Board of Trustees and/or the Audit Committee.
- 6. Interpretation of this Policy. Questions regarding the interpretation of this Policy should be directed to the General Counsel or the Audit Committee.

**ARTICLE VIII  
ACTUAL AND POTENTIAL VIOLATIONS**

- 1. Violations. Any Library trustee, officer, key person, or employee who willfully and knowingly violates the provisions of this Policy shall be subject to disciplinary and/or corrective action up to and including, without limitation, suspension, discharge, and removal from office.
- 2. Reporting of Violations. Each Library trustee, officer, key person, or employee has a responsibility to promptly report in good faith known or suspected violations of this Policy.
  - (a) Reporting of any known or suspected violations of this Policy involving Library employees who are not key persons may be made to the Office of the General Counsel. The General Counsel, in consultation with the President and CEO, shall be responsible for investigating and making determinations with respect to all such actual and potential conflicts of interest for all employees who are not key persons. In the event the General Counsel is unable to investigate and/or make determination with respect to any such actual and potential conflicts of interest for any employee who is not a key person, the President

and CEO shall appointed another person who shall be responsible for investigating and/or making determinations with respect to any such actual and potential conflicts of interest. The General Counsel shall provide an annual report to the Audit Committee regarding the resolution of any such conflict.

(b) Reporting of any known or suspected violations of this Policy involving any trustee, officer, or key person may be made to the General Counsel, the Chair of the Audit Committee, and/or any other member of the Audit Committee, provided that such report shall not be made to a party involved in the known or suspected violation. Promptly upon receipt of any such reporting, the General Counsel, the Chair of the Audit Committee, and/or the member of the Audit Committee to whom the reporting was made shall deliver the disclosure to the Audit Committee, which shall be responsible for investigating and making determinations with respect to all such actual and potential conflicts of interest for all officers, trustees, and key persons. In the event the Audit Committee is unable to investigate and/or make determination with respect to any such actual and potential conflicts of interest involving any officer, trustee or key person, the Board of Trustees shall be responsible for investigating and/or making determinations with respect to any such actual and potential conflicts of interest for any officer, trustee, and key person, provided that only Independent Trustees shall be permitted to participate in any investigation or determination, including deliberations or voting, of the Board of Trustees or the Audit Committee with respect such matters. Any documentation regarding the resolution of any such conflict of interest shall be documented in the Library’s records, including the minutes of any meeting of the Audit Committee or the Board of Trustees in which the conflict of interest was discussed or voted upon.

- 3. Remedies as to Contracts. Any contract entered into with the Library in which there is a conflict of interest prohibited by this Policy may be subject to such action as the Board of Trustees deems appropriate including a declaration that such contract may be null, void and wholly unenforceable as determined by the Board of Trustees to be in the best interest of the Library.
- 4. General. All trustees, officers, key persons, and employees of the Library are required to be fully informed of the requirements of this Policy, and no failure in that regard by an individual will render the individual’s violation of the Policy unknowing or not willful.



**APPENDIX A**  
**Definitions**

1. A person or firm “associated” with a Library trustee, officer, key person, or employee includes a relative; a person with whom the Library trustee, officer, key person, or employee has a business or other financial relationship; and each firm in which the Library trustee, officer, key person, or employee has a present or potential interest.
  
2. “Interest” means a direct or indirect pecuniary or other material benefit (whether pecuniary or non-pecuniary). For the purposes of this Policy, a trustee, officer and employee shall be deemed to have an Interest in the contract, transaction or other arrangement of, or other matter involving or affecting any of:
  - (a) His/her spouse, children and dependents;
  - (b) A firm, partnership, association or other entity of which such trustee, officer, key persons, or employee is a member or employee;
  - (c) A firm, partnership, association or other entity wherein such trustee, officer, key persons, or employee beneficially owns or directly or indirectly controls in excess of 4% of the stock or other equity of such entity and of which such trustee, officer, key persons, or employee is an officer, director, or trustee; and
  - (d) A publicly held entity wherein such trustee, officer, key persons, or employee beneficially owns or directly or indirectly controls in excess of 4% of the stock or other equity of such entity.
  
3. “Independent trustee” means a trustee who: (i) is not, and has not been within the last three years, an employee or a key person of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key person of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the corporation or an affiliate of the corporation if the amount paid by the corporation to the entity or received by the corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the corporation's outside auditor or who has worked on the corporation's audit at any time during the past three years. For purposes of this subparagraph, the terms: “compensation” does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of section 202 of the New York Not-for-Profit-Corporation Act; and “payment” does not include charitable contributions, dues or fees paid to the corporation for services which the corporation performs as part of its nonprofit purposes, or payments made by the corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the corporation are

available to individual members of the public on the same terms, and such services received by the corporation are not available from another source.

4. “Related party” means (i) any trustee, officer or key person of the corporation or any affiliate of the corporation; (ii) any relative of any individual described in clause (i) of this subparagraph; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subparagraph 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.
5. “Related party transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant, except that a transaction shall not be a related party transaction if: (i) the transaction or the related party's financial interest in the transaction is de minimis, (ii) 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 (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the corporation 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.
6. “Relative” of an individual means (i) his or her spouse or domestic partner as defined in section twenty-nine hundred ninety-four-a of the Public Health Law; (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.
7. “Affiliate” of the Library means any entity controlled by, in control of, or under common control with the Library.
8. “Key person” means any person, other than a trustee or officer, whether or not an employee of the corporation, who (i) has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of trustees and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation’s capital expenditures or operating budget.

For purposes of clarity, individuals holding the following positions/titles at the Library are illustrative of key persons, but such list is not exhaustive: (i) President and Chief Executive Officer; (ii) Chief Librarian and Senior Vice President; (iii) Chief Operating Officer and Senior Vice President; (iii) Chief Financial Officer and Senior Vice President; (iv) General Counsel and Senior Vice President; (v) Chief of Staff and Senior Vice President.

9. “Trustee” means all members of the Board of Trustees, including voting and non-voting members.

**APPENDIX B**  
**Illustrative Examples of Conflict of Interest**

Without limiting the generality of the foregoing, the following are illustrative examples of situations that would, absent a specific determination of the Audit Committee to the contrary based on the facts of a particular case, be deemed to constitute a Conflict of Interest under this Policy:

1. If a Trustee also holds other positions within local or state government, such a Trustee would have a conflict of interest and should recuse themselves if their employer's interests are implicated in a decision of the Board of Trustees. *See, e.g.*, AG Informal Opinion No. 99-34, AG Informal Opinion No. 98-17 and 1986 N.Y. AG LEXIS 16.
2. If a Trustee also holds other positions with an employer that conducts business with the Library, such a Trustee would have a conflict of interest and should recuse themselves if their employer's interests are implicated in a decision of the Board of Trustees. *See, e.g.*, AG Informal Opinion No. 97-5.
3. If a Trustee has a personal or family interest in the outcome of a matter before the Board of Trustees, such a Trustee would have a Conflict of Interest and should recuse themselves from consideration, discussion and decision of that matter. *See, e.g.*, AG Informal Opinion No. 88-63.

**Revises: July 2014 Policy & Procedures Section F#3**

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2607

*AGENDA:* Property/Casualty Insurance Program Update

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**BACKGROUND:**

The insurance policies specified below, which were previously approved by the Board of Trustees in June 2021 (*see attachment*), became effective July 1, 2021 and will provide coverage through June 30, 2022

Overall, premiums increased in 2021-22 by 3.14% with A&M and CYBER having the most negative effect on premiums based on market conditions (TABLE 1). Of note, there was no increase in the general liability premium this year based on our very good loss experience since switching to CHUBB (Table 2).

A summary of the Library's 2021-22 renewal premiums and 2020-21 premiums are as follows:

**TABLE 1**

<b>Insurance Policy</b>	<b>Carrier 2021-22</b>	<b>Premium 2021-22</b>	<b>Premium 2020-21</b>
*General Liability	Chubb – Federal	\$329,474	\$330,192
*Auto	Chubb – Great Northern	\$161,363	\$168,969
*Umbrella - \$20M	Chubb – Federal	\$145,978	\$138,863
*Abuse (A&M)- \$6M	AIG – Lexington	\$145,278	\$130,750
D&O/EPLI - \$5M	Allied	\$64,330	\$61,005
D&O/EPLI - XS \$5M	Indian Harbor	\$29,309	\$26,196
Crime	Travelers	\$9,138	\$8,738
Property	Arch	\$339,940	\$326,875
AD&D	Chubb	\$7,938	\$7,938

CYBER	HDI	\$22,522	\$17,548
<b>TOTAL PAID</b>		<b>\$1,255,270</b>	<b>\$1,217,074</b>

\* CGL Coverage

Commercial General Liability coverage encompasses general liability (including professional liability for in-house security guards), auto, umbrella, and a separate sexual abuse and molestation policy. The Library continues to work collaboratively with its CGL carrier (Chubb) and broker (Gallagher) with respect to the handling of liability, auto, and other claims.

Below is a loss ratio analysis (TABLE 2) for the last seven policy years of CGL coverage, which includes liability, umbrella and auto claims. Carriers view this loss ratio as a measure of their profitability. The loss ratio and total losses (paid and reserved) have improved under the current carrier and their claims handling process as depicted below:

**TABLE 2**

<b>Policy Year</b>	<b>Carrier</b>	<b>CGL Premium</b>	<b>Total Losses</b>	<b>Loss Ratio</b>	<b>*Total CGL Premium</b>
2021-22	CHUBB	\$636,815	\$26,915	04.2%	\$782,093
2020-21	CHUBB	\$627,680	\$75,104	12.0%	\$758,430
2019-20	CHUBB	\$575,925	\$256,653	44.6%	\$697,854
2018-19	CHUBB	\$538,797	\$75,876	14.1%	\$648,014
2017-18	CHUBB	\$499,139	\$206,088	41.3%	\$599,943
<b>CHUBB</b>	<b>TOTAL</b>	<b>\$2,878,356</b>	<b>\$640,636</b>	<b>22.3%</b>	<b>\$3,486,334</b>

<b>Policy Year</b>	<b>Carrier</b>	<b>CGL Premium</b>	<b>Total Losses</b>	<b>Loss Ratio</b>	<b>*Total CGL Premium</b>
2016-17	Hanover	\$381,284	\$401,190	105.2%	\$381,284
2015-16	Hanover	\$346,101	\$396,640	114.6%	\$346,101
<b>HANOVER</b>	<b>TOTAL</b>	<b>\$727,385</b>	<b>\$797,830</b>	<b>109.7%</b>	<b>\$727,385</b>

\* Total CGL premium includes GL, Auto, Umbrella and Abuse (SAM)

Given the above, the Library intends on renewing the existing policies through Gallagher, absent extraordinary circumstances, such as a carrier declining renewal of coverage or a significant increase in the cost of coverage.

Attachments:

Property Casualty Approval - June 24, 2021 (PDF)

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* June 24, 2021

*ITEM ID #:* 2492

*AGENDA:* Property and Casualty Insurance - June 2021

### **Background:**

At the Finance and Investment Committee meeting held on January 21, 2021, Library staff advised the Committee that the Library intended to renew the existing policies, absent extraordinary circumstances, such as a carrier declining renewal of coverage or a significant increase in the cost of coverage.

This year's renewal comes during the early stages of what could now be a major insurable event and an unknown future for claims incurred but not yet reported. Major catastrophes and downturns typically result in employers and insurance carriers being inundated with lawsuits and claims. Although the insurance outcomes of the COVID-19 pandemic are still in the early stages, insurance carriers are anticipating the worst-case scenarios, that is, numerous lawsuits and claims stemming from the coronavirus pandemic and increasing rates and premiums accordingly.

In addition, other market trends include an upward trend in claims frequency and defense costs for claims related to business interruption, injury/illness at work, sexual harassment, molestation, cyber, privacy, opioid, accidents (fire and safety), environmental, and business practices. Consequently, carriers continue to respond to current events by reducing capacity, increasing an insured's retention and premiums, and incorporating pandemic, privacy, layoff, and downsizing exclusions.

The following is a description of the Library's current Property and Casualty Insurance Program and renewal quotes obtained by the broker.

### **Commercial General Liability (CGL)**

Library CGL coverage includes General Liability (GL), Auto, and Umbrella policies that are purchased as part of a Commercial Coverage package being provided by the incumbent carrier, Chubb.

The CGL policy includes coverage found in typical liability policies such as fire damage, injury and medical costs, while also maintaining required coverage for certain funded Library programs and the in-house security guard program.

We maintain a separate policy for sexual abuse and molestation (SAM) through the Lexington/AIG Insurance Company. The Library must maintain coverage, or have no exclusions

in a policy, for abuse and molestation in order to protect the organization as well as be eligible for multiple grants from agencies, including DYCD, that require this coverage.

The 2020-2021 limits for CGL are depicted in the table below:

General Liability	\$1M/\$2M aggregate /location
Auto	\$1M
Umbrella	\$20M
Sexual Abuse and Molestation	\$6M / \$50,000 Deductible

### **Directors and Officers/Employment Practices**

Directors and Officers (D&O) insurance is intended to provide coverage for the Library, Board of Trustees, and employees from errors and omissions associated with the Library's governance and management. The most frequent types of claims covered under such policies are those alleging poor governance and the failure to perform three basic fiduciary duties owed to the organization; specifically, the duties of care, loyalty, and obedience. Wrongful Acts include actual or alleged acts, and errors or omissions on the part of those covered. Defense costs erode the limits.

Employment Practices Liability Insurance (EPLI) is intended to cover the organization for claims alleging wrongful acts arising from employment practices. The most frequent types of claims filed under such policies include claims for wrongful termination, discrimination, retaliation, defamation, invasion of privacy, failure to promote, deprivation of a career opportunity, and sexual harassment. EPLI claims can be brought not only by employees, but third parties as well. Defense costs erode the policy limits.

D&O and EPLI coverage is currently provided by Allied (\$5M primary limit) and Indian Harbor (\$5M limit excess of \$5M). Deductibles are: Directors and Officers - \$100,000 / Employment Practices - \$175,000.

### **Property**

The Library has strived to maintain certain levels of coverage on library materials, furniture, exhibitions, and equipment. The property program was remarketed twice, post-Hurricane Sandy, based on non-renewals and premium increases by former carriers. Coverage, through Arch Specialty, is depicted in the table below:

Property Limit	\$20M	Deductible \$500K
Sublimit Flood	\$10M	Deductible \$500K
Sublimit Flood Zone	\$2M	Deductible \$500K

### **Crime**

Crime coverage, depicted in the table below, is currently provided by Travelers:



Faithful Performance	\$3M	Deductible \$50K
Funds Transfer Fraud	\$1M	Deductible \$50K
Forgery/Alteration	\$100K	Deductible \$5K
On Premises	\$50K	Deductible \$1K

### **Accidental Death & Dismemberment (AD&D)**

The AD&D coverage, offered by Chubb, provides different layers of protection with \$100,000 minimum coverage for employees and Trustees. The policy, which pays benefits to the beneficiary if the cause of death or dismemberment of an employee or Trustee is an accident, is in the third year of a 3-year policy effective through June 2022

### **Current Status:**

The following programs are being presented for the 2021-2022 renewal. The negotiated broker fees, several of which are below the industry standard fee of 15% - 20%, are also listed below:

<b>Coverage</b>	<b>Carrier</b>	<b>Commission</b>
General Liability	Chubb	12.5%
Auto	Chubb	12.5%
Umbrella Excess	Chubb	15%
SAM	LEX/AIG	12.5%
D&O/EPLI Primary	Allied	11%
D&O/EPLI Excess	Indian Harbor	11%
Cyber	HDI	20%
Property	Arch	15%
Crime	Travelers	20%
AD&D	Chubb	15%

All recommended carriers are "A" rated or better. Premium increases do not reflect the current, more difficult market where some municipalities and other entities are reporting 25 – 50% increases or worse. Gallagher canvassed the market for multiple lines while leveraging our past successes, loss ratios and less exposure since last year. Those efforts resulted in an overall 3.57% program increase in renewal premiums for 2021-2022.

### **Commercial General Liability**

The current coverage, which includes, Liability, Auto, and Umbrella, is renewing at a virtually flat 1% premium increase for the CGL program.

**Directors and Officers/Employment Practices**

The Library’s current D&O/EPLI primary carrier, Allied World, offered a quote that initially reflected a 20% increase as well as an increase in the EPLI deductible. Ultimately the increase was negotiated by the broker down to approximately 12%.

	<b>ALLIED (Expiring)</b>	<b>ALLIED (Quoted)</b>
<b>Premium</b>	\$61,005	\$68,530
<b>EPLI / D&amp;O Limit Primary</b>	\$5M	\$5M
<b>Deductible D&amp;O</b>	\$100,000	\$100,000
<b>Deductible EPLI</b>	\$175,000	\$175,000

The Library’s current Excess carrier, Indian Harbor, offered a renewal quote of \$28,245. Coverage limit is \$5M excess \$5M.

**Sexual Abuse and Molestation (SAM)**

The Library’s current (SAM) carrier, Allied World, offered a quote that we ultimately negotiated for a 7% increase and will maintain our limit of coverage.

**Cyber**

We initially pursued and purchased coverage last year in light of the fact that all of our employees had begun working remotely and we expanded our on-line services to customers— trends that are ongoing. Our broker, Gallagher, has a CYBER division (they have been hosting many CYBER and pandemic webinars) and are well equipped to guide us.

Our incumbent carrier, Chubb, offered a renewal quote of \$19,993 and increased the deductible from \$15,000 to \$100,000 as this market hardens.

Accordingly, we directed Gallagher to obtain additional CYBER quotes. HDI offered a quote with enhanced coverage (includes a shorter waiting period and other coverage) and only a \$15,000 deductible for \$22,522.

Highlights of coverage currently in place are listed below:

<b>CYBER Single Limit</b>	\$3M
<b>CYBER Aggregate Limit</b>	\$3M
<b>Deductible</b>	\$15,000

**Property**

The Library’s current carrier, Arch, offered a quote that we ultimately negotiated down to a 4% increase and the Library will maintain the current limits of coverage.

A summary of the Library’s expiring policies and premiums (Chart 1) and the recommendation for renewal quotes (Chart 2) is as follows:

Attachment: Property Casualty Approval - June 24, 2021 (2607 : Property/Casualty Insurance Program Update)

**EXPIRING**

<b>Coverage (Chart 1)</b>	<b>Carrier</b>	<b>Expiring Premium 2020-2021</b>
General Liability	Chubb	\$330,192
Auto	Chubb	\$158,625
Umbrella - XS \$20M	Chubb	\$138,862
SAM - \$6M	Lexington/AIG	\$130,750
D&O/EPLI \$5M	Allied	\$61,005
D&O/EPLI XS \$5M	Indian Harbor	\$26,196
Cyber (13.5 months)	Chubb	\$20,473
Crime	Travelers	\$8,738
Property	Arch	\$326,875
AD&D	Chubb	\$7,938
<b>TOTAL PREMIUM</b>		<b>\$1,209,654</b>

**RENEWAL**

<b>Coverage (Chart 2)</b>	<b>Carrier</b>	<b>Renewal Quotes 2021-2022</b>
General Liability	Chubb	\$329,650
Auto	Chubb	\$160,853
Umbrella - \$20M	Chubb	\$145,978
SAM - \$6M	Lexington/AIG	\$140,000
D&O/EPLI \$5M	Allied World	\$68,530
D&O/EPLI XS \$5M	Indian Harbor	\$28,245
Cyber	HDI	\$22,522
Crime	Travelers	\$9,138
Property	Arch	\$339,940
AD&D	Chubb	\$7,938
<b>TOTAL PREMIUM</b>		<b>\$1,252,794</b>

**Recommended Motion for Consideration by the Board of Trustees:**

*I move that the Board of Trustees award the Property and Casualty Insurance Program, as provided above, to Arthur J. Gallagher & Co., effective July 1, 2021 through June 30, 2022.*

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2606

*AGENDA:* QPL Workers' Compensation Self-Insurance Program Update

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### **BACKGROUND**

This is a report regarding the status of the Library's workers' compensation self-insurance program.

In accordance with standard practice in the industry, the annual contributions to the Library's designated workers' compensation fund have been based on what the estimated cost of financing this risk with an insurer would have been using the New York State Workers' Compensation and Ratings Board formulas and rates and applying them to the Library's payroll.

FCS Administrators, Inc. ("FCS") is the Library's current Third Party Administrator ("TPA") responsible for administering the Library's workers' compensation program. This vendor was selected, with the Board's approval, as the result of a competitive RFP process that the Library undertook in 2016. FCS is commencing the first year of a new five-year contract with the Library (three years/ two one-year options). The services provided by the TPA include claims processing, medical reviews, completing and filing reports, providing information for assessments, projecting funding needs, annual reporting, medical claims management, loss control and consulting services, excess insurance analysis, and placement and general program management. The TPA's services also include conducting investigations, arranging independent medical exams, and providing legal representation before the Workers' Compensation Board.

### **LOSS REVIEW**

There have been 942 claims filed since program inception 1995. There are currently 23 open claims as of June 30, 2021, of which 19 were filed in the last five years:

<b>Policy Year</b>	<b>Claims Filed</b>	<b>Open Claims</b>
2016	24	0
2017	31	4

2018	26	3
2019	25	3
2020	13	3
2021	9	6

FINANCIAL REVIEW (July 2015 – June 2021)

The annual contributions to the workers’ compensation program for policy year July 1, 2015 through June 30, 2021 totals \$3,121,847 as detailed below:

<b>Policy Year</b>	<b>Contribution</b>	<b>Estimated Premium</b>
2016	\$593,786	\$593,786
2017	\$611,638	\$611,638
2018	\$594,571	\$594,571
2019	\$0	\$523,464
2020	\$621,852	\$621,852
2021	\$700,000	\$700,000
<b>Total</b>	<b>\$3,121,847</b>	<b>\$3,645,311</b>

Given the fact that there was \$1.283 million available in the Library’s Workers’ Compensation Fund Balance in 2019, the Library did not commit any additional monies to this fund in FY 19. The estimated premium for 2019 was \$523,464.

A detailed review of the financial aspects of the program from July 1, 2015 through June 30, 2021 is provided below:

Claims Paid and Reserved	\$1,517,628
Program Management	\$162,058
Reinsurance	\$335,720
Assessments/Fees/Studies	\$420,608

Internal Workers Comp Administrator	<u>\$572,635</u>	The
<b>Total Paid and Reserved Costs</b>	<b>\$3,008,029</b>	
Less: Earned Interest	<u>(\$4,483)</u>	
<b>Net Paid and Incurred Cost</b>	<b>\$3,003,806</b>	

*estimated* cost of commercial insurance premiums that would have been paid to a carrier, in lieu of implementing the self-insurance program over the last six-year period, is **\$3,645,311**. As calculated above, the net cost of self-insuring this risk during the same six-year period is **\$3,003,806**.

Since inception of the self-insured program, the *estimated* cost of commercial insurance premiums is **\$12,859,459**. The net cost of self-insuring this risk during the same twenty-six year period is **\$9,014,547** resulting in a program savings of **\$3,844,912** since inception of the self-insured program.

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2598

*AGENDA:* Payroll for the Month of December 2021

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### **Payroll for the Month of December 2021**

The Chief Financial Officer reports the payrolls paid during the month of December 2021 in the aggregate sum of \$7,929,933 consisting of \$7,583,836 in City Funds, \$337,549 in Federal & State Funds, and \$8,548 in Workers' Compensation. All expenditures were made in accordance with Budgets and Appropriations approved by the Board of Trustees.



## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2610

*AGENDA:* Purchases Over \$50K - December 2021

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### **Current Status:**

Pursuant to the Library's Procurement Policy, as revised in September 2021, the Procurement Department shall submit to the Library's Board of Trustees a report of all Library, Foundation, and capital purchase orders issued and valued at more than \$50,000, which includes the vendor name, dollar value, description, and transaction type-*i.e.*, government contract, requirements contract, technical service, exceptions.

This report covers purchase orders for the period from December 1, 2021 through December 31, 2021.

### **Library:**

1. **New York Academy of Sciences**, was issued a purchase order in the amount of **\$82,000** to provide professional service for the Chat with a Scientist and after school programs.
2. **Applied Design Initiative, LLC** was issued a statement of work ("SOW") under its architectural professional services requirements contract in the amount of **\$58,450** to prepare contract filing documents for the Richmond Hill Community Library.
3. **Cameron Engineering & Associates LLP** was issued an SOW under its engineering professional services requirements contract in the amount of **\$51,501** to provide general construction observation services for the temporary heating and cooling project at the Flushing Library.
4. **Universal Protection Service, LLC., dba Allied Universal**, our security guard service provider, was issued a purchase order revision adding **\$500,000** in funds to provide security guard service under its requirements contract. The total for the purchase order is **\$1,630,352.19**.

5. **Dell Marketing L.P.** was issued purchase orders under its NYS Office of General Services contract for fifty-eight OptiPlex computers for Far Rockaway. A NYC capital purchase order was issued in the amount of \$35,732.06 and the non-capitally eligible portion of \$17,864 was issued a purchase order by the Library. The total purchase was **\$53,596.06**.

**Foundation:**

N/A

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2603

*AGENDA:* Personnel Report - December 2021

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### ***PERSONNEL REPORT - 11/16/2021 - 12/15/2021***

*The attached Personnel Report is provided for your information as certified by the Director of Human Resources, for the period of November 16, 2021 - December 15, 2021:*

- § *Promotions*
- § *Appointments*
- § *Transfers*
- § *Leaves Without Pay*
- § *Returns from Leave*
- § *Separations: Terminations/Resignations*

#### Attachments:

Personnel Report - December 2021 (PDF)

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2604

*AGENDA:* Key Performance Indicators Report - December 2021

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### Attachments:

Key Performance Indicators Report - December 2021 (PDF)

# President's Report: December 2021

Agency	Circulation	% Change from same month last year	In person visits	% Change from same month last year	Program attendance	% Change from same month last year	Reference	% Change from same month last year	Notes
Arverne	8,966	54.13%	4,514	120.41%	61	662.50%	46	-9.80%	
Astoria	5,489	71.10%	4,258	40.62%	370	825.00%	799	23.30%	
Auburndale	7,563	323.70%	3,559	78.58%	243	∞	1,240	152.55%	
Baisley Park	15	-21.05%	0	-100.00%	0	0.00%	0	0.00%	1,2
Bayside	14,108	217.68%	6,579	54.00%	45	-86.88%	1,339	8.42%	
Bay Terrace	3,398	3717.98%	3,635	3647.42%	89	∞	1,592	∞	
Bellerose	4,150	30.22%	2,527	-0.08%	148	∞	145	-86.61%	
Briarwood	5,541	181.70%	5,202	221.71%	156	642.86%	715	1886.11%	
Broadway	6,432	6205.88%	7,710	3153.16%	462	579.41%	106	∞	
Broad Channel	2,217	2637.04%	952	2700.00%	0	0.00%	0	0.00%	
Cambria Heights	2,141	12.80%	3,753	191.84%	779	∞	820	521.21%	
Corona	3,876	4745.00%	4,996	∞	82	-32.23%	9	∞	
Court Square	6	-50.00%	0	0.00%	0	0.00%	0	0.00%	1,2
Douglaston	4,057	11832.35%	2,439	5089.36%	733	∞	542	∞	
East Elmhurst	2,823	32.35%	2,818	124.18%	322	155.56%	410	244.54%	
East Flushing	4,327	244.78%	3,300	123.58%	224	82.11%	1,098	1120.00%	
Elmhurst	15,485	368.96%	9,996	325.18%	221	130.21%	1,387	958.78%	1
Far Rockaway	1,652	32940.00%	2,543	84666.67%	642	∞	150	7400.00%	
Forest Hills	15,487	572.18%	13,113	88.76%	252	300.00%	3,579	13665.38%	
Fresh Meadows	19,082	391.55%	8,308	56.49%	756	1442.86%	2,095	176.39%	
Glen Oaks	10,581	195.15%	5,010	134.11%	757	3054.17%	2,449	561.89%	
Glendale	5,076	6668.00%	1,561	∞	707	806.41%	291	∞	1,2
Hillcrest	6,175	133.64%	4,112	57.97%	157	-70.49%	26	-96.05%	
Hollis	3,078	160.19%	3,573	149.69%	0	-100.00%	232	217.81%	
Howard Beach	3,513	5956.90%	3,093	5055.00%	165	∞	251	∞	
Hunters Point	22,245	119.83%	7,311	154.92%	792	∞	2,816	433.33%	
Jackson Heights	13,604	508.68%	12,573	211.52%	247	∞	499	49.85%	
Kew Gardens Hills	11,300	3979.42%	7,608	-30.19%	45	∞	1,212	∞	
Langston Hughes	1,887	-0.58%	2,614	91.78%	71	-78.15%	729	∞	
Laurelton	2,150	9.97%	3,377	38.80%	264	∞	0	-100.00%	
Lefferts	2,145	1904.67%	3,226	-85.30%	163	676.19%	98	∞	
Lefrak City	94	-93.07%	383	-74.35%	0	-100.00%	0	-100.00%	1
Long Island City	3,290	88.97%	3,325	121.81%	212	-55.65%	333	-23.62%	
Maspeth	6,942	225.76%	4,922	205.71%	0	0.00%	51	-53.21%	
McGoldrick	4,482	4668.09%	5,230	1348.75%	105	169.23%	1,708	∞	
Middle Village	3,654	121700.00%	4,446	∞	130	∞	492	∞	
Mitchell-Linden	9,935	353.65%	6,523	200.74%	326	∞	1,030	951.02%	
North Forest Park	4,211	181.86%	4,023	440.00%	228	∞	0	0.00%	

Attachment: Key Performance Indicators Report - December 2021 (2604 : Key Performance Indicators

# President's Report: December 2021

Agency	Circulation	% Change from same month last year	In person visits	% Change from same month last year	Program attendance	% Change from same month last year	Reference	% Change from same month last year	Notes
North Hills	3,430	3753.93%	4,321	4810.23%	436	1353.33%	464	∞	
Ozone Park	16	-98.86%	21,206	833.77%	0	-100.00%	0	-100.00%	1,2
Peninsula	5,779	54.52%	4,110	93.14%	78	41.82%	937	1028.92%	
Pommonok	1,750	280.43%	1,930	136.23%	0	0.00%	30	∞	
Poppenhusen	3,290	3912.20%	2,265	4933.33%	116	∞	589	∞	
Queensboro Hill	6,382	275.63%	6,314	193.81%	520	11.59%	0	-100.00%	
Queens Village	1,799	558.97%	2,137	6185.29%	0	-100.00%	96	∞	
Rego Park	7,940	315.27%	6,689	126.98%	127	∞	0	0.00%	
Richmond Hill	4,705	408.65%	3,880	133.45%	1,043	∞	387	303.13%	
Ridgewood	6,288	136.93%	7,705	16.80%	431	22.10%	1,798	405.06%	
Rochdale Village	3,039	29.04%	3,401	182.24%	349	772.50%	1,519	837.65%	
Rosedale	1,822	3860.87%	2,261	2053.33%	97	304.17%	838	∞	
Seaside	2,909	53.59%	3,985	271.39%	631	∞	0	0.00%	
South Hollis	1,670	2593.55%	2,664	1903.01%	0	0.00%	0	0.00%	
South Jamaica	1,765	10282.35%	1,633	1470.19%	32	∞	19	∞	
South Ozone Park	2,044	58.45%	2,376	106.97%	36	∞	1,210	1160.42%	
St. Albans	2,514	50.27%	3,672	149.80%	78	∞	35	∞	
Steinway	79	29.51%	1,536	∞	0	0.00%	0	0.00%	1,2
Sunnyside	6,715	1059.76%	6,043	456.96%	207	107.00%	1,257	∞	2
Whitestone	5,455	122.11%	2,585	24.88%	242	∞	1,279	∞	
Windsor Park	5,415	2842.93%	2,288	-74.51%	547	∞	209	∞	
Woodhaven	3,695	5673.44%	2,733	3403.85%	302	153.78%	0	0.00%	
Woodside	3,799	4266.67%	5,010	5864.29%	124	439.13%	998	∞	
<b>Community Libraries Total</b>	<b>323,477</b>	<b>248.75%</b>	<b>273,856</b>	<b>113.08%</b>	<b>15,350</b>	<b>291.58%</b>	<b>39,954</b>	<b>381.55%</b>	

Central Library Adult Learning Center	5	150.00%	N/A	N/A	0	0.00%	N/A	N/A	3
Elmezzi LIC Adult Learning Center	3	∞	1,231	6055.00%	197	-50.50%	N/A	N/A	
Elmhurst Adult Learning Center	20	∞	N/A	N/A	62	-87.45%	N/A	N/A	3
Flushing Adult Learning Center	3	-70.00%	0	0.00%	356	-47.42%	0	0.00%	
Jackson Heights Adult Learning Center	79	1480.00%	N/A	N/A	264	-11.41%	59	∞	3
Peninsula Adult Learning Center	3	∞	N/A	N/A	431	-24.25%	N/A	N/A	3
Rochdale Adult Learning Center	26	2500.00%	N/A	N/A	336	-12.73%	N/A	N/A	3
<b>Adult Learning Center Total</b>	<b>139</b>	<b>672.22%</b>	<b>1,231</b>	<b>6055.00%</b>	<b>1,646</b>	<b>-41.65%</b>	<b>59</b>	<b>∞</b>	

Central Adult Fiction	3,162	43.53%
Central Adult Fiction - Ask at Desk	2,014	-23.28%
Central Adult Non-Fiction	7,453	115.47%
Central Adult Non-Fiction - Ask at Desk	5,145	30.35%

Attachment: Key Performance Indicators Report - December 2021 (2604 : Key Performance Indicators

# President's Report: December 2021

Agency	Circulation	% Change from same month last year	In person visits	% Change from same month last year	Program attendance	% Change from same month last year	Reference	% Change from same month last year	Notes
Central International Languages	833	118.64%							
Central International Languages - Ask at Desk	182	-0.55%							
Central Library Current Collection	893	1976.74%							
Central Library Fine Arts/Media Center	9,174	185.26%							
Central Library Others	713	202.12%							
Central Library Hot Picks	502	34.22%							
Central Library Interloan	129	514.29%							
Central Library Job Info Center	8	0.00%							
Central Library Young Adult Room	1,562	264.95%							
Children's Library Discovery Center	6,009	317.58%	4,855	334.65%	652	1178.43%	525	∞	
<b>Central Total</b>	<b>37,779</b>	<b>103.52%</b>	<b>31,188</b>	<b>447.54%</b>	<b>2,591</b>	<b>165.47%</b>	<b>8,699</b>	<b>114.68%</b>	

Flushing	435	-91.51%							
Flushing IRC	0	-100.00%							
Flushing Job Info Center (JIC)	2	-33.33%							
Flushing Media Center	32	-98.38%							
<b>Flushing Total</b>	<b>469</b>	<b>-93.41%</b>	<b>170</b>	<b>-91.63%</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>-100.00%</b>	<b>1,2</b>

E-book and E-Magazines	111,895	-1.99%
Virtual Music and Movies	51,988	-31.70%
Virtual Library Total	163,883	-13.87%
Langston Hughes Black Heritage	202	33.77%
Queens Village Mail-A-Book	2,073	25.41%
Mobile Library	236	3833.33%
Correctional Outreach	0	0.00%
Other Total	27	∞

4,670	-62.49%
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866	23.54%	0	0.00%
208	530.30%	N/A	X
289	-82.08%	105	∞

<b>System Total</b>	<b>528,285</b>	<b>70.12%</b>	<b>307,024</b>	<b>125.25%</b>	<b>24,275</b>	<b>17.26%</b>	<b>48,712</b>	<b>285.90%</b>
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Website Visits	269,423	26.65%
Wireless use	42,765	32.45%
Computer Sessions	37,668	∞

Notes:

- 1 - Library closed for renovation or extended emergency during a portion of the current fiscal year.
- 2 - Library closed for renovation or extended emergency during a portion of last fiscal year.
- 3 - ALCs are not in separate area - accurate gate count not possible

## Queens Library Board/Committee Item

*BOARD/COMMITTEE:* Board of Trustees

*DATE OF MEETING:* January 20, 2022

*ITEM ID #:* 2605

*AGENDA:* Motion to Adjourn

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### **Recommended Motion for Consideration:**

*I move that the meeting be adjourned.*