

MINUTES, NORMAN WILLIAMS PUBLIC LIBRARY BOARD

May 21, 2018

Attending:

Anne Marinello, President

Board Members in Attendance: Joe Boyd, Laurie Chester, Bill Colson, Ann Debevoise, Gary Horsman, Gennie Lawrence, Chris Lloyd, Ron Miller, Barbara Simmons, Linda Smiddy

Executive Director: Amanda Merk

Excused: Roland Moore, Ann Sadowsky

Note: Quorum was present.

Call to Order at: 5:17 PM

Appreciation & Gratitude (Anne Marinello)

Led by Anne, the board expressed their appreciation for the work done on the Gala by Ginnie Lawrence.

March Board Meeting Minutes (Gary Horsman)

We voted to approve the April minutes with minor modifications to the special book project section (note below) on how sale income will be distributed.

Motion	1st	2nd	Vote
Motion to approve the April minutes as amended.	Linda Smiddy	Joe Boyd	Passed Unanimously

Note: The special book project will be to create a book on the NWPL, its relationship with the town and with the history of the town. This project is defined in the April 2018 minutes.

Treasurer's Report (Joe Boyd)

- Income is ahead of plan.
- Expenses are lower than the budget by \$19K.

Motion	1st	2nd	Vote
Motion to approve the Treasurer's report	Barbara Simmons	Joe Boyd	Passed Unanimously

Executive Director's Report (Amanda Merk)

The report of Amanda Merk was published prior to the meeting and was not reviewed in detail at this meeting.

Additional Discussion Highlights:

- Program attendance numbers at the library show excellent interest from the community.
- The Friends of the Library supported a trip (\$100) by Library Staff to the Vermont Library Association Conference meeting at Lake Morey.
- Amanda will move to a staff meeting format that will be more engaging for staff. She also intends to have more individual meetings with staff members.
- A lunch with the History Center staff has been organized for after Memorial Day.
- We need to establish a building committee to support Amanda.
Ideas from Laurie Chester:
 - Include a retired area builder on this committee.
 - Ask Ingrid Moulton Nichols of Banwell Architects to become an advisor. She could also be an advisor on the energy audit project proposals (see below).
- We need to formalize and reinstate a building committee to help both the board and the Executive Director prioritize building needs and make recommendations/proposals.
- We need to review proposals received for the energy audit work to make the best selection for this work for the library. This would be activity where a building committee would provide excellent support.
 - Bill Colson suggested that we could use the consultant who performed the energy audit to review the proposals (Zero by Degrees).
 - Amanda will contact the Vermont Library Association to see if they have any recommendations for this process.

Gala (Gennie Lawrence)

- A financial success.
- The Woodstock Inn did a superb job.
- The speaker was interesting while a bit challenging.
- Individuals who attended responded very nicely to request for additional donations.
- We received a very generous gift-in-kind donation from Heart Rock Kitchen.
- The gala was sold out (220 people)
- To honor Gail Dougherty as long-standing contributor to the library was well received by the community.

In summary, the Gala was a big success on many levels. We had great community support and support from many individuals and businesses. We had a sell-out crowd. The Inn was a first-rate venue and the reception and dinner were excellent. The **Wish List** raised an additional \$5,000 which was fantastic.

Some were disappointed with the speaker. We will address this going forward by establishing a gala speaker committee and process and we will have a longer-range approach to finding future speakers.

Gala Speaker Committee (Anne Marinello)

A gala speaker committee (as noted above) will be organized to work independently but to coordinate with the gala committee to define speaker candidates with the intent to identify promising speaker candidates two to three years in advance.

Nominating (Ann Debevoise)

There were no new nominations to discuss.

Ron Miller is our newest trustee and the Woodstock Town Representative.

Ron noted the following:

The town wants to be kept abreast of the library's finances.

Spring Appeal (Chris Lloyd)

- We have a \$15,000 trustee match for the spring appeal.
 - Letters will be completed and ready for signing the week of May 21st.
 - Mailing is scheduled for May 25th.
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Bookstock (Anne Marinello)

- Bookstock is still seeking a volunteer coordinator.
 - Amanda will make an announcement at Rotary to explain the need for a book sale coordinator to see if someone from Rotary will volunteer or if someone at Rotary can make a suggestion.
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Bylaws (Linda Smiddy)

- The bylaw committee is working to update and modernize the role of the corporators. The intent is also to make this role more inclusive.
- It is recognized that we need to have the public “voice” of the corporators.
- Until the 1980’s, nonprofits did not have an organizational law applying specifically to them. They had to organize by using the provisions of the business corporation law and varying those provisions to suit the needs of a nonprofit company. Under the business corporation model, the library corporators (members) had a governance role similar to that of shareholders in a for-profit company. In the 1980s, Vermont created a specific non-profit law that permitted non-profits to be organized with or without members. Under that law, and the library can continue to meet all legal requirements without having the specific position of Corporator.

Special Request

To allow the Bylaw Committee to proceed with the task of changing the present structure related to the Corporators. This will mean the elimination of the Corporators’ governance responsibility. It may also include renaming the position to be more meaningful, inclusive, and accurate than the term Corporators (i.e. Library Members).

The board voted on this request.

Motion	1st	2nd	Vote
Motion to eliminate the governance responsibility of the corporators and to redefine their role and name.	Joe Boyd	Laurie Chester	Passed Unanimously

New Business – QuickBooks & Intuit

We need to update who has access to and who can interact with Intuit for our QuickBooks account.

There was a resolution presented by Amanda Merk.

To have the following included as representatives of the library related to our Intuit account and to remove Debra Spackman.

Library representatives will be:

Amanda Merk, Chris Lloyd, Jane Blanchard, Joe Boyd

Resolution	1st	2nd	Vote
Library representatives will be: Amanda Merk, Chris Lloyd, Jane Blanchard, Joe Boyd Remove: Debra Spackman	Gennie Lawrence	Bill Colson	Passed Unanimously

Next Meeting

Our next board meeting will be on June 18 at 5:15 PM.

Vote to Adjourn

Motion	1st	2nd	Vote
Motion to adjourn at 7:02 PM	Barbara Simmons	Bill Colson	Passed Unanimously

Respectfully submitted,
Gary Horsman
Secretary