

MINUTES, NORMAN WILLIAMS PUBLIC LIBRARY BOARD
Retreat Notes: August 20, 2018
September 17, 2018 Board Meeting

Attending:

Bill Colson, Acting President

Board Members in Attendance: Joe Boyd, Laurie Chester, Ann Debevoise, Gary Horsman, Gennie Lawrence, Chris Lloyd, Ron Miller, Roland Moore, Ann Sadowsky, Linda Smiddy

Executive Director: Amanda Merk

Excused: Barbara Simmons

Note: Quorum was present.

Call to Order at: 5:25 PM

Announcements (Bill Colson)

- There will be a short (perhaps 30 minutes) board meeting on the evening of October 11th which is the date of our Annual Meeting. An agenda will be published in advance of this meeting.
 - New Trustees will be introduced at the Annual Meeting on October 11th.
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August Board Retreat Summary Notes (Gary Horsman)

Retreat Date: August 20, 2018

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

Anne Marinello did not attend the executive session.

We did not have a regular board meeting in August and held a board retreat instead.

The first part of the retreat was in executive session and no meeting notes will be published.

In the second part of the retreat two topics were discussed:

1. Bylaws
2. Board committee structure, priorities, and assignments

Bylaws (Linda Smiddy)

Linda provided a comprehensive overview of the legal requirements of Vermont State Law. She outlined our plan to communicate the key issue with the existing bylaws namely the governance associated with the position of the Corporators.

The Trustees unanimously voted to approve, as written, the bylaws amendments pertaining to transferring to the Board of Trustees the governance responsibilities previously allocated to Corporators.

Committees (Laurie Chester)

Laurie led us in a session that helps us to define our priorities. Each board member defined their top three priorities. We then collectively defined board priorities. Board committee needs were defined. Individuals joined committees based on their individual priorities and desire to serve on a specific committee.

Laurie will publish the details of the session separately.

Please note that this ends the documentation of the board retreat held on August 20th.

Treasurer's Report (Chris Lloyd)

- Our expenses versus the budget is proper. Income is slightly less than budget, but expenses are also less. The lower level of expenses more than offsets the lower income level.
- There will be an auditor review conducted for the 2018 budget versus actual.
- The endowment portfolio continues to perform well.
- There will be an Investment Committee meeting with Morgan Stanley before the end of October.

Motion	1st	2nd	Vote
Motion to approve Treasurer's report.	Bill Colson	Gennie Lawrence	Passed Unanimously

Executive Director's Report (Amanda Merk)

- Amanda had published her report earlier and we did not review this.
 - Amanda provided us with an update, since her report had been published, and noted that all had gone smoothly while she was away for 2 weeks.
 - She also noted that the library is now offering more programs for older children.
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Bylaws (Linda Smiddy)

- Linda updated us on the legal requirements for the State of Vermont. There is a state requirement that all governance must be vested in the Board of Trustees.
- We must amend our bylaws, related to governance, to be in compliance with Vermont State Law.
- Linda requested that we go into executive session to discuss this topic.

----- Executive Session -----

Post executive session we voted to ratify the changes to the bylaws to have all library governance be vested in the Board of Trustees so that we are following Vermont State Law.

Motion	1st	2nd	Vote
Motion to approve changes to the library bylaws.	Gennie Lawrence	Joe Boyd	Passed Unanimously

Special Note: Under Vermont law, a vote of the Corporators ***is not required*** to approve the bylaws changes applicable to Corporators.

Linda explained how we will communicate the change to the bylaws.

First, a letter will be sent to Corporators who have agreed that they will continue to serve as a Corporator. This letter explains the bylaw changes with a copy of the text of the amendments.

Second, a presentation will be made at the upcoming annual meeting on October 11th.

Nominating (Ann Debevoise)

- The bylaws require that we have a minimum of 7 board members and no more than 15.
- The majority of board members should reside in the communities that the library supports.
- Two people were presented as nominees to the board. The Nominating Committee strongly recommends these nominees.
- We will vote on these two nominees at our next board meeting.
- New board officers will be presented and voted on at our next board meeting.

Chris Lloyd noted that board member start dates can be staggered throughout the year.

Special Resolution

The board voted to publish a recognition of Anne Marinello who has stepped down as Board President and resigned from the board. The wording of the recognition is as follows:

RESOLVED: The Board of Trustees of the Norman Williams Public Library recognizes and appreciates the dedication and diligence of Anne Marinello during her 5 years of service as Library Board Member, Vice-President, and President. Said Board of Trustees hereby expresses its gratitude to Anne Marinello for her numerous contributions to the Library's continuing growth and success during her tenure on the board.

Motion	1st	2nd	Vote
Motion to approve the resolution as presented.	Gennie Lawrence	Bill Colson	Passed Unanimously

Next Meeting

October 11th (either immediately before or immediately after the annual meeting).

Vote to Adjourn

Motion	1st	2nd	Vote
Motion to adjourn at 7:00 PM	Bill Colson	Joe Boyd	Passed Unanimously

Respectfully submitted,
Gary Horsman
Secretary