



Library Board Bylaws Committee Meeting Summary December 12, 2016

LIBRARY BOARD

President: Christopher Damsgard

Vice-President: Caitlin Cahill

Secretary: Sandy Johnson

Adja Ann · Katherine Blauvelt

Barbara Fenton · Jonathan Gaw

Jill Joseph · Kathleen Lamb

Samuel Neisen · Jane Shanard

LIBRARY DIRECTOR

Lois Langer Thompson

The Library Board Executive Committee met Wednesday, December 12, 2016, Ridgedale Admin Offices, Director's Conference Room

Attendees Committee members: Chair Kathleen Lamb, Jill Joseph, and Jane Shanard
Library Board member: Chris Damsgard
Staff: Nancy Palmer and Marilyn Zastrow

Welcome and Call to Order

Chair Kathleen Lamb called the meeting to order at 4:07 p.m. and welcomed attendees.

Approval of November 2 meeting summary

Jill Joseph made a motion to approve the agenda; seconded by Jane Shanard. Motion passed.

Approval of agenda

Jill Joseph made a motion to approve the agenda; seconded by Jane Shanard. Motion passed.

Public Comment None

Review of Bylaws

- Kathleen Lamb opened the floor and asked Nancy Palmer to bring things up to date.
 - Nancy said that after listening to the recording from last meeting she revised the questions and issues from the committee and provided a response if necessary and went line by line with the bylaws searching for a collaborating citation. Two changes were that Chuck Salter reviewed the bylaws and that all of the references to "days notice" are to provide other Library Board members notice, not to provide the public with notice. Those references have been corrected in the hand out documents. He also found an error in a reference which was corrected. These are the only changes since November 11.
 - The committee made a consensus to review both the bylaws questions/answers revised 12/12/16 and bylaws with posted citations, going back and forth.
 1. What is statutory and what is not is referenced in the copy of the bylaws Nancy sent
 2. Executive Committee – should it be referenced in the bylaws as to what it is and the duties? It's under this committee's jurisdiction to recommend something to the full board
 3. Bylaws general framework, OK
 4. Nominating Committee - It's under this committee's jurisdiction to recommend something to the full board
 5. Calendar days or business days - It's under this committee's jurisdiction – get rid of the five days and rely on the statutory notice of three days for everything, because it's confusing
 6. Term limits for board members, referenced Open and Unclassified Service Appointments document dated 8/1/2003 which doesn't reference Resolution 97-12-826. Nancy will follow up to see if this resolution was an admission or to make sure that it was either intended or accidentally not to be included. Kathleen said that general rule is if there's something specific, it deters the general rule but didn't mind asking the question. And this resolution has been practiced with the maximum of three consecutive three-year terms waiving the two consecutive term / six year limit. Jane added that waiving the 5/7 vote exception to that limit has not been practiced.
 7. Transfer leadership (Article II, Section 3) was answered that this occurs immediately after election of officers.
 8. Does a Library Board member inform the board if you move out of the jurisdiction or are unable to fulfill duties are not addressed in the Open and Unclassified Service Appointments document. Jane added that the "Library's service area" is rather ambiguous, Kathleen agreed that it also can mean areas outside Hennepin County. Jane suggested that the "Library's service area" should be included in the bylaws to clarify any questions that may arise. Nancy clarified that the other question was regarding attendance or living within the service area. Jill clarified that it's two separate questions. Jane didn't think absences should be included in the bylaws. Kathleen thought that it's important that all members have the Open and Unclassified Service Appointments document because she didn't know that it existed. Discussion followed about absences. Kathleen suggested attaching both the Open and Unclassified Service Appointments document and Code of Conduct Policy as exhibits and make citations where necessary, consensus agreed upon.
 9. Term limits of officers, consensus was to bring up for Board discussion
 10. Is the Nominating Committee ad hoc or permanent? This should be addressed in the bylaws because it's not clear.

11. Same as # 10.
 12. General conversation as to what pre-empts what
 13. Library Director presence at meeting, consensus not to pursue
 14. Public comment: can you restrict people from saying what they want to say? Chuck Salter has discussed that the Board can ask, but not prohibit the public from saying what they want to say.
 15. Can a meeting start without a quorum, consensus not to pursue
 16. Is the board required to have a secretary? Consensus was to take this up when they get there in the bylaws
- Committee to follow-up from review: #2, #4, #5, #8, #10 & #11, and #16.
 - Bylaws with posted citations review
 - Kathleen asked if there was anything not discussed about the bylaws with these questions. There wasn't any feedback from the other Library Board members. Jane felt there should be some reorganization of the bylaws.
 - Executive Committee discussion. It would go under committees in the bylaws. Jane said there's no term limits for officers and some of them never moved. Most of the officers have served two to three years. Jill could see the point to have a two consecutive years term limit for an officer position. Jane said it's hard to challenge it from the floor. Kathleen clarified that there's consensus keeping the secretary as a board member.
 - Kathleen summarized that the Executive Committee will be added to the bylaws as a discretionary action of the board and that the membership is composed of the officers and the past president plus an additional member from the board if the president deems it necessary. Have staff draft this and look at it in January.
 - Nominating Committee, discussed number of days of advance notice of reporting. Consensus agreed on 5 calendar days advance notice of reporting.
 - Number 5, consensus was to align statutory notice periods with 3 days for it to be less confusing.
 - Number 9, term limit for officers discussion. No consensus or markup for the bylaws, but keep it on the agenda to come back in January to see anyone has had a change in thought or wonderful idea. If there's jobs we want the president, vice president, and secretary to do we should talk about that.
 - Number 10 and 11, Nominating Committee; should it be an ad hoc or permanent committee prompted by what happens if there's a vacancy during a term. Consensus is the Nominating Committee be appointed for one year term.
 - Reviewed the version of the bylaws that has the citations.
 - Article I, number 1, second paragraph – process specified by bylaws and a statute. Kathleen asked Nancy if the process specified by Library Board bylaws consistent with the statute just to make sure they're lined up. Nancy will check on it.
 - Article I, number 1, fourth paragraph – it talks about resignation, no changes.
 - Article I, number 2, mostly statutory
 - Article 1, number 3 and 4, no changes
 - Article II, number 1, 2, and 3, annual meeting, no changes
 - Article III, number 1 has been discussed, 2, 3, 4 and 5, no changes
 - Article IV, number 2, change five days to three days, number 1, 3, 4, 5, 6, 7, 8, 9, and 10, no changes.
 - Article V, much discussion, no changes.
 - Article VI, no changes
 - Article VII, we can set our own way of revising the bylaws, no changes
 - Kathleen asked if we're good on the rest of the bylaws. Jill confirmed yes. Let's go back to the annual meeting. Nothing in it says it has to be done in April. Kathleen thought maybe we should have a board discussion on this in January. We can talk about the scheduling conundrum that we have every single year. What difference would it make if we move the annual meeting to May? Jill said then the Nominating Committee could meet in early May or late April. That would straighten the whole thing out. We can talk about this again in January. For purposes of marking up the bylaws we can leave it where it is now. So we have two things to sleep on, annual meeting and term limits.

Next meeting

The next meeting will be on Tuesday, January 10, 4-5 p.m., Ridgedale Library, Conference Room 172

Adjourn

Jill Joseph made a motion to adjourn the meeting at 5:30 p.m.; seconded by Jane Shanard. Motion passed.