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CHAPTER SEVEN

Effective Board Meetings and Trustee Participation

[**Disclaimer:** *The information in this handbook is not legal advice. We recommend that you consult an attorney if you have any questions about how the laws apply to your library.*]

Preparation is Key

To a great extent, the work done before each library board meeting will determine the effectiveness of the board. *While this chapter will be most helpful to nonprofit governing boards, many of the recommendations will benefit advisory boards as well. Simply adapt the sample agendas to your board's needs and responsibilities.*

The board chair and library director need to work together in preparing materials to be sent out to board members before each meeting. Typically, the library director will contact the library board chair to discuss planned agenda subjects (including any items required because of previous board action). (See attached Sample Board Meeting Agenda.) The board chair is given the opportunity to add agenda items. Board members wishing to have an item brought before the board should contact their board chair.

The library director is usually delegated the responsibility for drafting the agenda and other materials to be included in the board mailing. Providing detailed written information to the board before meetings allows board members time to consider carefully the issues to be discussed at the meeting. In addition, mailing written reports to the board prior to the meeting (such as the director's report and any committee reports) will save valuable meeting time for board questions and discussion.

Board members can contribute best if they have taken the time to adequately study the agenda and background materials before each meeting. The board's authority to manage the affairs of the library is a collective authority: Individual trustees, regardless of their position on the board, do not have the power to direct the work of a library staff member, nor to speak or act on behalf of the library unless they have been specifically granted that authority by a vote of the board.

An important corollary to this concept of collective authority is the need for the board to speak with one voice once a decision has been made. Debate, discussion, and even disagreement over an issue are an important part of policy development and the decision-making process. However, every trustee has an ethical obligation to publicly support an adopted board decision.

The First Amendment protects the rights of a trustee who disagrees so strongly with a board decision that he or she must speak out publicly against it. However, in such instances the individual must make it clear to all concerned that they do not represent the library and, indeed, may wish to seriously consider resigning from the board if such action interferes with their ability to effectively fulfill their responsibilities as a trustee.

Library Board Meetings

Meetings are conducted under the rules set forth in the library's by-laws. In order for all trustees to be properly prepared for the meeting, a packet should be mailed or e-mailed to them no less than one week before the meeting date. Library board meeting places and times should also be posted publicly in accordance with **1 MRSA §402 (2)(D)**. The meeting packet typically includes the meeting agenda, minutes of the previous meeting, financial reports, the schedule of bills to be paid [if applicable], proposed actions, committee reports, and the director's report. Background information on the issues before the board should be distributed as well. All trustees are expected to come prepared to participate fully in meeting discussions and actions and to be familiar with the activities of the committees to which they are assigned. Using the talents and skills of every board member creates a more cooperative, congenial, and productive board.

Regular attendance at board meetings is essential. The board Chair and the library director should be notified in advance if attendance is not possible. A trustee who misses meetings frequently might not completely understand the issues at hand, and valuable meeting time can be lost bringing that trustee back up to speed. An uninformed trustee also cannot make the best possible decision when it is time to vote. Your board should consider implementing an attendance policy. It is a good idea to define in the by-laws what constitutes a satisfactory excuse for absence. (Example: "If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, they shall be deemed to have resigned...") Far too often, boards tolerate frequent absences by a board member to the detriment of the board and the library. A successful library

board needs every trustee at every meeting. A trustee who has difficulty in regularly attending meetings might wish to seek other opportunities to help the library rather than serving on the board.

The most effective boards concentrate their time and energy on a few issues that will have a major impact on the library's future. Activities that can be completed by individual trustees outside the meeting (such as reading the minutes) should not take up valuable time at a board meeting.

Richard Chait of the Harvard School of Education, an authority on nonprofit boards, states the key concepts this way:

- Focus the board's attention only on issues that really matter;
- Use the board's time and structure to pursue those issues;
- Be certain that the board has the information it needs at the right time;
- Ensure that the board works as an effective corporate unit.

Your board may want to adopt the practice of using a *consent agenda* to quickly dispense with the routine agenda items, reserving valuable meeting time to address business items. There is a sample consent agenda at the end of this chapter.

At Meetings

Managing an effective meeting is the duty of the board Chair. Effective board meetings can begin with a quick review of the agenda to make sure there is adequate time to cover all items and to modify the order of business if necessary. Effective board meetings move at an appropriate pace. Time for questions and full discussion is allowed, but the Chair makes sure discussion remains focused and decisions are reached. The Chair also needs to ensure that a few members do not dominate discussions, that all members have a chance to be heard, and that accountability for follow-through is assigned as needed. Meetings are managed better with ground rules. Every board should develop/review a list of ground rules at the beginning of each year. The list below provides sample ground rules that various committees have used. Your board may wish to incorporate some of these or develop new ones.

- Start and end meetings on time
- Stay on task; no sidebar conversations
- Come prepared and ready to contribute

- Listen to others and don't interrupt
- Be open to hearing other people's perspectives
- Question assumptions
- Make decisions based on clear information
- Identify actions that result from decisions
- Bring closure to decisions
- Be respectful
- Board members will support committee recommendations
- Confidentiality
- Give specific example
- Attack the problem, not the person
- Minutes are approved by the group
- Capture decisions and action items

Board meetings generally should be completed within two hours. If meetings consistently last longer, issues can be referred to committees or the director for further study or tabled for action at subsequent board meetings. Establish an ending time for the meeting and stick to it.

Effective Decision-Making

It is important to keep in mind that legal responsibility for overall library oversight rests in the library board, not individual trustees. Therefore, it is important for the board Chair to use leadership techniques that promote effective group decision-making on the part of the entire library board, not decision-making by a few board members, or the library director, or any other individual.

Board meetings are the place for you as a collective body to raise questions and make requests of the library director. Individual trustees should never make such requests or demands on their own: You are members of an oversight body and must act as a body. Yet, as an individual trustee, you should not hesitate to raise concerns or questions at board meetings. By raising questions and/or concerns you may help the board avoid rushing into an action without appropriate consideration of all of the ramifications or alternatives.

Closed meetings of the Board of Trustees, also known as Executive Sessions, are only justified and indeed required when discussing the following:

- 1) disciplinary proceedings against a staff member or personnel evaluations;
- 2) considerations of the purchase or lease of property until an option is obtained;
- 3) consultation with legal counsel regarding settlement strategy in connection with specific pending litigation; or
- 4) consideration of specific contents of applications for employment or appointment.

These proceedings are conducted after a motion and vote to go into Executive Session pursuant to the applicable Maine Statute, are not open to any non-board members with the exceptions of the library director as ex-officio and affected personnel, and any discussion conducted is not recorded into the minutes. Any formal motions or actions formed as a result of the closed session should be recorded into the minutes after the meeting has come out of Executive Session.

When dealing with the public or the media, trustees need not feel pressured in having to come to an immediate decision or make an immediate statement on an issue. Remember that what is said in an open regular public meeting can be quoted in the media. A good rule of thumb is to remember that individual board members should never speak for the whole board, and that questions from the media should be referred to the spokesperson for the library, whether it be the Chair of the Board of Trustees or the Library Director.

A “public comment” period during the meeting is not required, but it can be a helpful way for the board to hear about particular public concerns or needs. The board should limit itself to answering basic questions from the public and place any matter on a future meeting agenda if additional discussion or deliberation on the issue is needed.

Continuing Trustee Education in Meetings

Board meetings can be an effective arena for continuing trustee education. For example, time could be set aside at a board meeting to review and discuss one of the sections of the Maine Public Library Standards or a chapter in this handbook. Online webinars on trustee issues are also available on the Maine State Library website. Staff members can be invited to make presentations to inform the board more fully about library operations and services. Outside experts, such as municipal personnel specialists, elected officials, or district consultants, can be invited to make presentations about areas of interest or concern to the library board.

Suggestions for Meeting Agenda Items

Below is a sample board meeting agenda. Maine's open meetings law requires that the meeting notice include the time, date, place, and subjects to be discussed and/or acted upon at the meeting. The consultants at the Maine State Library recommend that *any* library that receives any public funding follow the guidelines set down under this law *Title 1 General provisions, Chapter 13 Subchapter 1 section 401-411*.

XYZ Public Library Board Meeting

Date, Time, Place

AGENDA

- Call to Order - Board Chair
- Roll call and introduction of guests - Board Chair
- Consideration of Agenda
- Public comment period
- Approval of minutes of previous meeting [Provide copy of minutes to board members in advance of the meeting.]
- Director's report and statistical report - Library Director [Provide copy of reports to board members in advance of the meeting.]
- Financial report - Library Director and/or Board Treasurer or Financial Secretary [Provide copy of report to board members in advance of the meeting.]
- Committee reports or other reports [such as a report on legislative or other statewide issues] [Optional—include on agenda only if there is actually something to report]
- Audit and approval of monthly expenditures [if applicable] [Provide list of bills to board members in advance of the meeting.]
- Subject matter of issue to be considered by board [for example, "Consideration of revised library collection development policy"]
- Additional issues to be considered by board [Be reasonably specific about all subject matters to be considered by board.]

- Board continuing education session to be held to review and discuss [for example] library advocacy
- Roll call vote to hold executive session for board consideration of the performance evaluation and compensation of the library director as authorized by _____ [if needed; see “Maine Statutes Authorizing Executive Sessions with Sample Motions” under Additional Resources]
- Reconvene in open session
- Approval of the performance evaluation and compensation of the library director
- Next meeting scheduled
- Adjournment

Note: Please contact _____ at _____ if you need accommodations to attend the meeting. [Include TDD number, if you have one.]

Consent Agenda

A consent agenda is a valuable tool for saving time during meetings. A consent agenda consists of minutes; routine committee and financial reports; board or committee appointments; and updates or correspondence that require no formal action.

Reports or documentation included in the consent agenda should be sent to board members ahead of time to read and formulate any questions. If a board member requests that an item be removed from the consent agenda to be taken up in further detail, the meeting Chair must remove that item and can then decide whether to take it up immediately or further down the full agenda.

Board members must be especially attentive to financial documents and requests made on the consent agenda. The consent agenda is designed to allow several items to be accepted in one action, and it can be too easy for financial discrepancies to slip through unnoticed.

After the Chair or Secretary has read aloud the items of the consent agenda, or remaining items if anything is moved from the consent agenda, the Chair can move to adopt the consent agenda. If there are no objections, the consent agenda is adopted with no vote needed.

Sample Agenda with Consent Agenda

1. Call to Order
2. Introductions
3. Public Comment [This is not required, but it can be helpful for the board to hear about particular public concerns or needs. To avoid open meetings law violations, the board should limit itself to answering basic questions from the public and place the matter on a future meeting agenda if additional discussion or deliberation on the issue is needed.]
4. Consideration of the Agenda [If a board member feels an item requires more discussion it can be removed and dealt with as a separate agenda item.]
5. Consent Agenda
 - a. Minutes of Previous Meeting
 - b. Library Director's Report
 - c. Monthly Financial Update
 - d. Accounts Payable
 - e. Committee Reports
6. Unfinished Business
7. New Business [This might be an appropriate place to go into executive session if needed.]
8. Strategic plan progress
9. Other [Upcoming meetings, programs, sharing of public feedback or other informal news]
10. Adjourn

[**Note:** A meeting may be adjourned by declaration of the Chair when the business on the agenda has concluded, and it does not need a vote.]

Sample Annual Library Board Calendar

Your board may find it helpful to set a fiscal year calendar, noting important reporting dates and target dates for board goals. (**Note:** The time frame for some of the activities listed below may be different for your library and municipality. Your calendar should reflect your own fiscal year. Of course, your annual calendar should list the dates of your monthly library board meetings.)

January

- Director meets with personnel committee to review their annual goals and objectives and for a progress report on their prior year annual goals and objectives [see December].
- Board conducts annual performance review of director.
- January 2: Opening date for providing prior year usage and expenditure statistics to the state (Annual Report). Due April 1.

February

- Nominating committee appointed.
- Appointing authority notified about upcoming expiring board terms and provided with a list of board-recommended appointees.

March

- Annual report reviewed and approved.
- Library long-range plan, capital plan, and technology plan [including equipment upgrade schedule] reviewed and revised, if necessary. Discussion of budgetary implications of plan activities that are scheduled for next year.

April

- April 1. Due date for providing prior year usage and expenditure statistics to the state Public Library Survey (formerly known as the Annual Report).
- Appointments of new board members made.
- Continue discussion of budget goals/needs for next year.

May

- New member board terms begin.
- Orientation sessions held for new board members.
- Board annual meeting held; board officers elected.
- Director provides board with preliminary recommendations for budget priorities for coming year, and recommended adjustments to staff salary schedule. Board discusses, revises (if necessary), and approves preliminary recommendations for budget priorities for coming year.

June

- Director provides board with draft budget for coming year. Board discusses and directs any needed changes.
- Secretary of State annual report

July

- Budget and funding request approved for upcoming year.

August

- Discussion of needed trustee continuing education.

September

- Board representatives attend municipal budget hearings to explain and advocate for budget.

October

- Library policies reviewed and revised, if necessary.
- Trustee continuing education session held during meeting.
- Municipality approves library appropriation.

November

- Budget revised, if necessary, based on actual funding approved.
- Library policies reviewed and revised if necessary.
- Long-range planning committee appointed, if necessary, and given charge and timetable.
- Trustee continuing education session held during meeting.

December

- Director provides board with their annual goals and objectives and progress report on their prior year annual goals and objectives.
- Library policies reviewed and revised, if necessary.
- Trustee continuing education session held during meeting.
- Board Self-Assessment

Additional Resources

- *Roberts Rules of Order*, the official site has interpretations of rules of parliamentary procedures and a FAQ section
www.robertsrules.com
- *The Standard Code of Parliamentary Procedure* by Alice F. Sturgis, revised by the American Institute of Parliamentarians
- Trustee Training Videos (Maine State Library Website)
www.maine.gov/msl/libs/admin/trustees.htm
- Maine Public Library Standards
www.maine.gov/msl/libs/standards/
- Maine Revised Statutes Chapter 13: Public Records and Proceedings
<https://www.mainelegislature.org/legis/statutes/1/title1sec402.html>
- Maine Statutes Authorizing Executive Sessions with Sample Motions
<http://www.bivc.net/docs/Policies/113%20Statutory%20Citations%20for%20Executive%20Session.pdf>
- “What is a Consent Agenda?”
<https://www.boardeffect.com/blog/what-is-a-consent-agenda-for-a-board-meeting/#:~:text=A%20consent%20agenda%20is%20a,minutes%20to%20a%20half%20hour>

