

## **MVLS Governance Structure Review Committee**

**Meeting, March 5, 2025**

### **Meeting Notes**

**Present:** Bill Bonner, Mary Donohue, Susan London, Terry Pavoldi, Haileab Samuel, Madelyn Thorne, Eric Trahan, Erica Wing

**Excused:** Bev Osborne

**Guests:** No guests

**Call to Order/Introductions:** MVLS President Bill Bonner called the meeting to order at 1:01. Bill welcomed and thanked all, and each member introduced themselves.

**Future Meetings:** The initial discussion was on meeting frequency and meeting time. Bill shared that it is his goal to have the committee's work concluded before August, with the more critical items settled well before that. It was decided by consensus to meet approximately every 2 weeks or 2x per month. The next meeting was scheduled for Wednesday March 19 at 2:30.

**Charter Overview:** Bill reviewed the Committee Charter that was shared before the meeting. The committee members had no questions or suggested changes.

**Board Member Election Process:** Committee members discussed several aspects of the election process. In discussing the trustee geographic distribution by county, there was no dissent from the current practice of 1-3 trustees from each county, with an ideal goal of equal representation by county. The committee members all expressed the view that system trustees ideally don't "represent" their communities; they rather are called to do what is best for the system as a whole.

The committee next discussed the role of the Nominating Committee, and efforts to make it easier for those interested in serving as system trustees to put their names forward. Committee members agreed that an advisory group representing all counties could be effective in finding those willing to serve.

We also discussed the issue of who votes in these elections for expiring trustee seats. The discussion focused on finding ways to make sure each library had equivalent representation in the voting process. The consensus was to have one vote per library.

Finally, the committee discussed the timing and procedures for the nomination and voting process. Committee members agreed that we need legal guidance on these issues, and so the following motion was approved.

On motion by Haileab Samuel, seconded by Mary Donohue, the committee unanimously voted to seek the MVLS attorney's advice on a plan to do the following:

- Form an advisory group, ideally with 2 members from each county, to work with the MVLS Nominating Committee to identify potential candidates to serve as MVLS trustees.
- The Nominating Committee, using input from the advisory body, will nominate candidates to stand for election as trustees. The committee will get candidate statements from each nominee, and will produce a ballot by August 1 for distribution to

member libraries. Ballots will indicate how many seats are open, and will accommodate write-in candidates.

- Each member library will have one vote in the election for MVLS trustees. Official ballots must be filled out and returned to MVLS by September 25
- Results will be shared at the October MVLS Annual Meeting.
- Since we have 14 member libraries, there is the possibility of a tie. How do we find a tie-breaker? Can the MVLS Board President take that prerogative?

The committee members hope to have guidance that will allow the committee to use the planned March 19 committee meeting to authorize a recommendation to the MVLS board. This will allow any recommended changes be made to the MVLS bylaws in May.

The meeting was adjourned at 2:30. Motion: Madelyn Thorne; Second: Haileab Samuel. Approved unanimously.

The next meeting will be on Wednesday, March 19, 2:30 at MVLS.