

MVLS Governance Structure Review Committee

Meeting, April 23, 2025

Meeting Notes (DRAFT)

Present: Bill Bonner, Mary Donohue, Susan London, Terry Pavoldi, Madelyn Thorne, Eric Trahan

Excused: Bev Osborne, Haileab Samuel, Erica Wing

Guests: No guests

Call to Order: MVLS President Bill Bonner called the meeting to order at 2:30. Bill welcomed and thanked all.

Future Meetings: members reached consensus that the next meeting will be May 7 at 2:30.

Previous Meeting Minutes: The committee voted to approve the April 9 meeting minutes. Motion: Madelyn Thorne; Second: Mary Donohue. All approved.

Committee Status Update:

Bill led a discussion on the committee's remaining work. The intent is to finish the work on evaluation procedures, develop a new Ethics Statement and Conflict of Interest Policy, and then do simple, housekeeping updates to the bylaws. This will finish the committee's work for 2025. The expectation at this point is that the committee will be disbanded in June 2025, and potentially reconvene in 2026 to address additional issues.

MVLS Board Review Process

The committee discussed the Board of Trustees Effectiveness Review Draft document. Suggestions were made to add to the instructions paragraph, and to add options for N/A and Unknown to the scoring charts for each of the seven questions. With those suggested changes, the committee voted to send the draft on to the MVLS board for their consideration. Motion: Mary Donohue; Second: Terry Pavoldi. All approved.

MVLS CEO Review Process

The committee discussed the draft document for the CEO review. Similar suggestions were made for the instructions and the scoring charts. There was also a slight wording change in question #3, The committee voted to send this amended document to the MVLS board for their consideration. Motion: Madelyn Thorne; Second: Mary Donohue. All approved. The edited documents will be on the MVLS board meetings webpage at: <https://www.mvls.info/meetings-and-minutes/>.

Conflict of Interest/Ethics Policies

The committee discussed the development of an ethics statement and a re-write of the conflict of interest policy, using the resources on the Board Initiatives web page: <https://www.mvls.info/2025-board-initiatives/>. Committee members will give these documents a more thorough review in preparation for the May 7 committee meeting.

Bylaws Housecleaning Items

The committee reviewed various suggested updates to the MVLS Bylaws, focusing on these topics:

- Include a reference to the Ethics Statement and COI policy
- Firm up the trustee attendance section
- Add trustee education requirements
- Add other trustee duties & expectations

Bill Bonner adjourned the meeting at 4:01.

The next meeting will be on Wednesday, May 7, 2:30 at MVLS.