

MVLS Governance Structure Review Committee

Meeting, April 9, 2025

Meeting Notes (DRAFT)

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

Excused: Bev Osborne, Haileab Samuel

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 April 23, at 2:30.

Previous Meeting Minutes: The committee voted to approve the March 19 meeting minutes. Motion: Erica Wing; Second: Madelyn Thorne. All approved.

Board Member Election Process: Updated Bylaws Recommendation. Attorney Cole Adams recommended a few changes to the proposed bylaws amendment to Article III Section 5. The committee members agreed with the recommendations, and recommend the revised amendment be approved by the MVLS board. The revisions are posted on the MVLS website at: <https://www.mvls.info/wp-content/uploads/2025/04/Bylaws-Amendment-May-2025-Draft.pdf>.

Board Member Election Process: Draft Policy. The draft Trustee Nomination and Election Policy was reviewed. One typo was fixed, and edits were suggested to clarify that the election meeting can be virtual or in-person. On motion by Madelyn Thorne, seconded by Susan London, committee members voted to recommend that the MVLS board approve the edited draft policy. All approved. The draft policy is available on the MVLS website at: <https://www.mvls.info/wp-content/uploads/2025/04/Board-Governance-Policy-Trustee-nomination-and-elections-DRAFT.pdf>.

Board of Trustees Review Process: The committee considered the review process outlined by the Mid Hudson Library System, found here: <https://midhudson.org/topics/trustees/atb-evaluating-the-library-2/>. A board evaluation rubric based on this document will be available before the next meeting for review at the meeting.

CEO Review Process: Similar discussions were held on a system director review process, based on the information in these links: <https://midhudson.org/topics/trustees/atb-evaluating-the-library-1/>, https://midhudson.org/wp-content/uploads/2012/08/Appendix_M.pdf. The committee will review a draft based on this information at the next meeting.

Next Topics

The committee discussed several topics that may be put on the agenda for future committee meetings. These include the following:

- Additional potential amendments to the system bylaws and/or governance policies:
 - Trustee position description or duties
 - Trustee education requirements

- Attendance requirements
 - Bylaws review schedule & process
- Conflict of Interest Policy and Procedures
- Ethics statement or policy
- Risk Management Review
- Succession Planning

The meeting was adjourned at 3:59. Motion: Susan London; Second: Terry Pavoldi. Approved unanimously.

The next meeting will be on Wednesday, April 23, 2:30 at MVLS.