Present: Ramona Burkey (Library Director), Brandie Doyle (Assistant Director), Jennifer Hadley (recorder), Gregory Harris, Alison Williams
Absent: Thomas Russell IV

1. Call to Order: Trustee Hadley agreed to serve as acting chair and called the meeting to order at 5:07 pm.
Trustee Hadley moved to amend the agenda by adding 5A under New Business: Select a new chair. Trustee Harris seconded the motion. It passed unanimously.

2. Approval of Minutes
   a. MOTION: Trustee Harris moved and Trustee Hadley seconded to approve the minutes from the February 2, 2022 Governance Committee Meeting. The motion passed with Trustees Hadley and Williams voting affirmatively and Trustee Harris abstaining.

3. Public Comment: No public present.

4. Unfinished Business
   a. Status update/Review of Display/Public Posting Policy – Assistant Director Doyle reported that the draft was shared with staff via Slack and there was no feedback suggesting any changes. The policy was already approved by this committee at its last meeting, so it will be returned to the full Board for a vote.

   Trustee Harris asked about the schedule for reviewing policies. It was decided that Assistant Director Doyle will research best practices and consult with the chair of the committee to draft a cycle of policy review to bring to the next Governance Committee meeting. Director Burkey said the recommendation is that policies be reviewed every 1-3 years.

   b. Solicitation of staff input during policy reviews

   Agreed upon process:
   • Administration (generally Assistant Director Doyle) will prepare an updated draft of a policy that needs to be reviewed (often based on suggestions from staff that the policy needs to be adjusted).
   • The draft will be shared with the Governance Committee, which may discuss changes but will come to a consensus.
   • Administration will then share the draft with the staff and collect any staff feedback.
• Administration will bring the draft back to the next Governance Committee for a second review.
• Upon approval by the Governance Committee, the policy will be forwarded to the Board.

We discussed whether and how to share draft policies with the public prior to Board meetings. The Common Council includes supporting documents with their agendas but committees usually only post agendas. Should we also include draft minutes or other documents to be voted on at the meeting? We should be aware of the extra work this may entail for the administrative staff. It would be easier to share full packet rather than posting individual documents. Bring up in full Board meeting since this would involve whole Board. Making the Board drive public would be difficult because monitoring permissions can be problematic. Could add draft policies/minutes to the bottom of the agenda as a pdf. However policies are often subject to feedback up to the last minute, after the mandated public posting time. About financial information: the city budget is available on the city website; the Company budget can be accessed upon request, eg., through FOIA.

b. Communication channels for the Board of Trustees
Individual emails are off the table. The Board email address trustees@russelllibrary.org is currently checked by the president and the secretary. To be determined – how to forward emails – could be forwarded into a spreadsheet that we could check. Personnel matters do not go to the Board and administration cannot discuss personnel matters with the Board. There are whistleblower policies in case of ethical issues. Still to be determined. How will the emails to the trustees’ address be shared with the Board?

5. New Business
a. Selecting a new chair for the committee: Decided to wait until more members of the committee are present to select a new chair. Hopefully we will have a full complement at that time (including Bryan’s replacement). Trustee Harris moved that the committee make Trustee Hadley chair pro tem and Trustee Williams vice chair pro tem effective immediately. Trustee Williams seconded. The motion passed unanimously.

b. Conflict of interest form – It is time to distribute this form to all the trustees. We tabled this until the next meeting to investigate what kind of wording we would like to incorporate. We should clarify #4 in terms of what kind of transactions. There is a sample of LCI’s COI in the same folder. Assistant Director Doyle likes their title: Affirmation of Compliance. Also, a sample from ALA is in the folder. Current policy has not been changed since 2010. Enter proposed changes by using “suggesting mode.”

6. Discussion of Items to Be Placed on Next Agenda
• Solicitation of input
• Communication channels
• Nomination of a permanent chair
- Conflict of Interest form
- Schedule of policy review
- Compilation of personnel policies that need to be updated – will have to make a call on what is a policy vs. a procedure
- Whistleblower policy (drafted in 2016, but not voted on)

7. Announcements - None

8. Open Forum/General Good and Welfare - No comments

9. Additional Public Comment: None

10. Executive Session to discuss strategies and negotiations about pending claims or pending litigation involving the agency or a member: Trustee Williams moved and Trustee Harris seconded the motion to move into Executive Session at 6:16. The motion passed unanimously. Executive session ended at 6:21.

11. Meeting Adjournment: Trustee Harris moved and Trustee Williams seconded the motion to adjourn the meeting. The motion passed unanimously. The meeting was adjourned at 6:24.

Respectfully submitted,

Jennifer Hadley