



southburlington
PUBLIC LIBRARY

Library Governance and Nominating Committee Final Minutes July 23, 2026

The committee held a regular meeting on July 23, 2026 at 5:15 pm in the Board Room and by Zoom at
<https://us02web.zoom.us/j/83148399416?pwd=3FyGowW0tr9sobN7az059tEKduoY1v.1>

Members present: Marty Reid, Chair; Anne LaLonde; Donna Swartwout; Christy Liddy-Repstad

Members absent:

Absent: Bree Drapa, Library Director

1. Call to Order (5:18)

The chair called the meeting to order.

2. Review of Library Exits (5:18)

The chair reviewed the library exits to use in case of an emergency.

3. Additions and deletions to the posted agenda (5:16)

None

4. Comments and questions from the public not related to items on the agenda (5:18)

None, no member of the public present in person or online

5. Welcome to new committee member Christy Liddy (5:19)

We welcomed Christy to the committee and gave her some background as to the role of the committee in making recommendations to the full Board.

6. Approval of the last meeting minutes from June 25 – ACTION (5:23)

Donna moved to approve the minutes, Anne seconded the motion, and the motion passed unanimously.

7. Review: Bylaws (5:23)

We discussed how to proceed with the Bylaws, given that there are several issues and possible changes to discuss. We decided to go through a few issues at this meeting and bring our

recommendations for those to the full Board at the August Board meeting and also ask the Board then how they would like our committee to proceed. Do they want us to bring a selection of issues at a time to the Board or rewrite the Bylaws and go over that whole document at once?

We looked at the NY State Library policy manual for trustees and bylaws and sample bylaws from Ilsley Public Library LBOT from 2019, as well as the Memorandum of Understanding between the LBOT and the City from November 2024.

The Bylaws (Article III, Section 2) require our subcommittees to comply with Open Meeting Law. Is this required by VT law? It seems that our subcommittees are not “public bodies” because they are not a quorum of the full Board. Relatedly, do we need a quorum *of the subcommittee* to do business at the subcommittee meeting? The Bylaws (Article III, Section 3) say we do. *Anne will take these questions to the city attorney.*

To discuss with the Board:

- (1) If we are not required to have our subcommittees warn our meetings, post an agenda, post minutes, do we want to do so anyway? Maybe just the Governance committee because the public may want to comment on policy issues? If we do not follow open meeting law for the subcommittees, one idea for transparency is to attach minutes from all of the subcommittees to the minutes of the full Board meeting.
- (2) The Bylaws say that no trustee shall receive compensation for service in their capacity as a trustee. (Article II, Section 4) The committee recommends changing this provision to state that trustees may receive compensation from the City of South Burlington from the Volunteer Stipend Program.
- (3) The Bylaws are silent on the number of trustees but the MOU with the City states that there shall be 11 trustees. The committee recommends that we do not need to add this to the Bylaws because it is covered in the MOU.
- (4) The Bylaws (Article III, Section 1) provide that the President of the Friends of the Library shall be a non-voting member of the Board and shall serve as a liaison between the Board and the Friends. The committee recommends that we add that one member of the South Burlington Library Foundation shall be a member of the Board and shall serve as a liaison between the Board and the Foundation.
- (5) The Bylaws do not provide any term limits for trustees and allow for “any number of consecutive full three-year terms.” (Article II, Section 2) The committee recommends requiring a year off following three consecutive three-year terms and also grandfathering in current trustees who may be beyond that limit now.
- (6) The Bylaws provide that the Board may vote to recommend that the City Council remove a Trustee who “becomes incapacitated or otherwise unable to fulfill the duties and responsibilities of a Trustee for an extended period of time.” (Article II, Section 3) We discussed whether there should be other reasons a Trustee could be dismissed. The committee recommends adding the following to the Bylaws (adapted from language in Kellogg-Hubbard Library Bylaws):

Removal. A Trustee may be removed only for cause. Cause sufficient for removal shall be any action by a Trustee that is seriously detrimental to the Corporation. Cause shall also include more than three consecutive absences from Board meetings, unless the Trustee has legitimate reasons for the absence and shows a continuing interest in participation on the Board. Recommending that the City Council remove a Trustee for cause shall require a three-quarter vote of the Trustees present and voting at a duly warned meeting with a quorum present.

- (7) The Bylaws list the following as standing committees of the Board: Governance & Nominating, Advocacy, Fundraising, Finance, Evaluation. (Article V, Section 1) The committee recommends that these be changed to: Governance, Public Outreach & Communications, Finance.

8. Library Board of Trustees, Policy on the Use of the Gift Account (6:26)

We oversee the gift account according to the MOU. I report to the trustees the money coming to the gift account, Bree says what she is spending money on, there is oversight.

9. Committee Officers for 2026-27 (6:31)

Donna made a motion to re-elect Marty Reid as Chair and Anne LaLonde as Clerk/Secretary. Christy seconded the motion. It passed unanimously.

10. Other business (6:33)

Our next meeting is August 27 from 5:30 to 7 and we will discuss the Bylaws again. We will discuss the Art and Exhibit policy in September.

11. Adjourn (6:37)

Respectfully submitted,

Anne LaLonde
Secretary, Governance and Nominating Committee