



southburlington
PUBLIC LIBRARY

Library Governance and Nominating Committee Final Minutes August 27, 2026

The committee held a regular meeting on August 27, 2026 at 5:30 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:

Others present: Bree Drapa, Library Director and Ted Lenski

1. Call to Order (5:31)

The chair called the meeting to order.

2. Review of Library Exits (5:31)

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

3. Additions and deletions to the posted agenda (5:31)

None

4. Comments and questions from the public not related to items on the agenda (5:31)

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

5. Approval of the last meeting minutes from July 23, 2026 – ACTION (5:32)

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

6. Policy Review Schedule (5:34)

We will look at the art policy and the gift account policy at our September meeting. We can also determine which policies should be up for review soon.

7. LBOT Policy on the Use of the Gift Account (5:37)

We made our recommendation at the last Trustees meeting to eliminate this policy. The consensus of the Board, however, was that we should not do that. Instead, we should simplify

the policy in conjunction with the Finance Committee. It is the Library Board's ultimate responsibility to ensure that the library's funds are spent responsibly. We also need to add language on requiring periodic audits. The chair of the Finance Committee is coming to this committee's September meeting so we tabled this discussion until next month.

8. Bylaws (5:43)

A clean copy of the 2023 version of the Bylaws is online at the library's website. Working with that version ahead of the meeting, Marty added comments, questions, and some suggested language for discussion. We started looking at the Bylaws section by section.

Article I, Section 2: We wondered where this language came from. Is there a definition in Vermont law of the public library's purpose that we should include here? We also discussed including the institutional values we have listed on the Library's website:

We support a vibrant community in a way that honors these values: inclusivity, equity, respect, helpfulness, credibility, fulfillment, democracy, sustainability, privacy.

And we need to make sure this Article aligns with our upcoming strategic plan.

Article II, Section 1: Much of this language is from the VT statute and we probably don't need to make a lot of changes. It should track the statute as much as possible and should summarize our areas of responsibility from 22 VSA § 143. Could also add "work with the Director to recommend a budget."

We discussed the interplay between the MOU with the City and the LBOT Bylaws. The MOU supercedes the bylaws and we need to make sure they don't conflict, but they Bylaws need to reflect the law and the Board's role. We shouldn't start with the MOU in making the Bylaws. Bree noted that the Bylaws be kept simple, give a high level structure. They should define who we are, our roles, terms, limits, job description, dismissal, officers, how we run meetings, how often we meet, what is a quorum.

Article II, Section 2: We decided to recommend starting a new Section 2 as follows (italicized language added):

The Library Director shall be a non-voting, ex-officio member of the Board. The President of the Friends of the Library ("Friends") shall be a non-voting member of the Board and shall serve as the liaison between the Board and the Friends. *The designee from the South Burlington Library Foundation ("Foundation") shall be a non-voting member of the Board and shall serve as the liaison between the Board and the Foundation. The Board may elect other non-voting members to serve on its committees.*

We discussed also adding later in the Committee section of the Bylaws something like:

Ex officio or past Board members may serve on committees as non-voting members.

Article II, Section 3: We debated whether to include "There shall be eleven Library Trustees." but decided not to make that explicit.

We recommended deleting "If the number of Trustees is at any time changed by the Council, any addition or reduction in Trusteeships shall be so apportioned among said blocks as to make all blocks as nearly equal in number as possible."

We had a long discussion of term limits. Ted asked what problem we were trying to solve by adding limits. Marty suggested we have it as a tool to protect the Board from someone staying too long and stagnation, we want to have turnover for guaranteed freshness on the board. Will removal for cause (possibly in Article II, Section 4) take care of problematic board members?

Suggestion: Add to the MOU that appointment of Library Board members should reflect the South Burlington community.

Article II, Section 4: The committee's recommendation is to add at the end of this section:

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 Library. Cause shall also include more than three consecutive absences from Board meetings, unless the Trustee has legitimate reasons for the absences and shows a continuing interest in participation on the Board. Recommending that the City Council remove a Trustee for cause shall require a two-thirds vote of the Trustees present and voting at a duly warned meeting with a quorum present.

Article II, Section 5: The committee's recommendation is to change the language in this section to:

Trustees may receive compensation through the Volunteer Stipend Program established by the City of South Burlington. Except as expressly provided otherwise herein, Trustees may be compensated for services rendered to the Library in capacities other than as a Trustee. Trustees may be reimbursed for their reasonable travel and other expenses incurred in carrying out the business of the Library.

Article III, Section 2: Bree, Ted, and Anne will meet with the City Attorney to discuss whether our committees are covered under Open Meeting Law.

Article IV: The officers should look at their job descriptions to see if they are accurate.

Article V, Section 1: Possibly change "Communications Committee" to "Public Outreach and Communications Committee"

9. Other business (6:45)

Our next meeting is September 24 from 5:30 to 7:00.

10. Adjourn (6:46)

Respectfully submitted,

Anne LaLonde
Secretary, Governance and Nominating Committee