

Chapter 6: Board Meetings

The board's responsibilities are carried out at board and committee meetings. How the meetings are conducted can make the difference between an effective or an ineffective board.

Open Meetings Law

It can be difficult for board members to conduct a meeting and speak candidly with the public or media representatives watching and listening. Board members may feel they must be overly responsive to those listening, and the result can be a meeting that seems more for the audience than for the library board. Some board members may be so intimidated by an audience that

Public library board meetings are subject to the Open Meeting Law, Iowa Code, Chapter 21. Public libraries, like other tax-supported agencies, must operate in the best interest of the public. The Open Meeting Law, requiring that all meetings of government bodies be held in public, is designed to protect the public from secret dealings by public boards. Public notice of the date, time and place of board meetings, must be posted at least 24 hours before the meeting. Very simply, **this statute is a protection against abuse of public power.** At least one public library board in Iowa has been investigated in recent years and was found to have violated the Open Meeting Law. To be sure your board operates within the Open Meeting Law, read more details about it in Chapter 10.

they don't speak at all and all sides of the issues are not considered.

Even though it may be challenging to conduct a meeting in public, attempting to circumvent the Open Meeting Law is illegal and unnecessary. Your board can function well in the open and within the law. Here are a few suggestions:

Keep in mind that you have been chosen to represent a large number of people. The people who show up at a board meeting usually represent a very small percentage of your constituents and should not have an undue influence on your actions.

Have a clear policy about regulating the activity of people who attend your board meetings. If you have a public forum section of the agenda, keep in mind it is a time for listening, not uncontrolled debate. Set a time limit for the open forum and explain the rules for those who want to speak. State in your policy that the board will listen, but will not respond during the meeting to those who speak during the open forum. If a response is needed, it should come at a later time when the board has had time to deliberate

the issue, to seek more information, or to take recommendations from the director.

Understand that your board meeting is a meeting conducted in public, not a public meeting. In other words, the public, and possibly media representatives, are there to watch the board work, not to participate in the board meeting (except for the open forum above).

Responsibilities of Board Members

The board president runs the meetings and keeps the board moving toward good decisions. However, it is each board member's responsibility to:

- prepare for and attend all meetings
- arrive on time
- take an active part in discussions, but not dominate or get the board off track
- use parliamentary procedure and abide by any state laws that apply to your meetings
- practice the arts of listening and compromise; work towards consensus on issues
- focus deliberations on the mission of the library and the best interests of those you serve
- publicly support the board decisions.

The agenda packet should be sent to you several days before the meeting. Board meetings will be shorter and more productive if all board members are familiar with the agenda and related materials. If you have questions, ask the library director prior to the board meeting. Study the agenda so you understand what is expected of you at the meeting. Which agenda items will require a vote? Which ones will require only discussion and input from board members?

Arrange your calendar so that you can attend all board meetings. When board members are absent, all perspectives on the issues may not be explored and there is a greater possibility that poor decisions will be made or that decisions will be delayed. The board's effectiveness and productivity will suffer if all members do not attend and participate in board meetings. If too many board members are late or absent, a quorum may not be present and the board cannot conduct business. (Unless otherwise defined in the by-laws, a quorum is a majority of board members. For example, the quorum for a seven member board would be four board members.)

Some issues will require that you seek input from your constituents in the community before the board can make a decision. Don't assume how constituents feel about an important issue. As the connection between the community and the library, solicit community input regularly.

Even though you research issues and prepare before the meeting to discuss those issues, it is unethical to decide how you will vote on an issue before the board meeting or to promise constituents you will vote either for or against an issue. Your decisions should be made only after deliberation in the meeting with other members of the board and when all sides of the issue have been explored.

Parliamentary Rules

Board meetings should be conducted according to parliamentary rules, such as Robert's Rules of Order, or some other parliamentary procedure guide agreed on by all board members and stated in the by-laws. These rules are intended to set

a businesslike and courteous tone, allow for ample discussion of the issues, protect the right of all board members to be heard on the issues, and not allow the discussion to get out of control.

You should have a basic understanding of parliamentary rules so that you can be a part of the process of moving quickly and efficiently through a meeting agenda. When a disagreement among board members occurs about the way to proceed, consult the parliamentary guide.

Parliamentary rules are intended to ensure that the rights of all board members are protected and meetings move towards action. Using parliamentary rules for the purpose of impeding the meeting process is unethical and detrimental to the team atmosphere.

Agendas

Your board meeting should run according to an agenda prepared by the director and the board president. (A sample agenda is included in the Appendix.) The purpose of the agenda is to set a clear direction for the meeting. The board president will ask the board to formally vote to approve the agenda at the beginning of the meeting. When the board approves a written meeting agenda, board members agree to discuss the issues on the approved agenda in the order listed.

Though the board president and the director prepare the agenda, the agenda is the board's plan and all board members have a right to place items on it by bringing items to the attention of the director or the board president in advance of the board meeting. Avoid placing issues on the agenda at the last minute because the rest of the board has not had time to consider the issue and will not be ready to discuss it. Equally important, placing an item on the agenda at the last minute does not give members of the public notice that the issue will be discussed.

Socializing with other board members is important to strengthening the board, but socializing needs to be done before and after the meeting, and kept to a minimum during the meeting. The meeting should have a friendly, businesslike tone always focused on the agenda item at hand.

Minutes

The meeting minutes, when approved by a formal vote or by consensus of the board, are the official legal record of what happened at the board meeting. The minutes are also an important communication between the board and your constituents. New board members should examine the minutes of board meetings for at least the past year to obtain a good perspective on the issues the board has faced and how the board handled them.

Board members may request corrections in the minutes before the board accepts the minutes as a record of the previous meeting. But board members do not have a right to demand that their reasons for voting a certain way or their detailed views about an issue be recorded in the minutes. Every board member should have had an opportunity to express their views prior to the vote on any issue. Members' "yes" or "no" votes represent their views on the issue.

Reports

During the meeting, board members will hear reports from committees, the director and staff. The reports will provide the background and information the board needs to deal with the issues on the agenda for the rest of the meeting. Often, the reports will conclude with a recommendation for board action. If those reports were in written form and sent to the board members prior to the meeting, you should be well prepared to take action on them without having them read to you during the meeting. Those presenting reports during the meeting should simply highlight information, clarify items and answer questions.

Motions

A motion is a formal request or proposal for the board to take action. Motions usually come from two major sources, committee reports and director recommendations, but board members may make motions at any time in accordance with the parliamentary guide. To make a motion, you simply address the chairperson and say, "I move that..." and state the action you wish the board to take. Most motions require that another board member support the request for action by seconding the motion.

Once the motion is seconded, it is restated by the chairperson. The board then begins discussion of the motion. Some motions, such as the motion to adjourn, do not require discussion. By requiring a motion on an issue prior to discussion, the board focuses discussion on agenda items only and stays on track.

After a motion is made and seconded, there should be plenty of time to discuss all the pros and cons of the issue. At the same time, the chairperson and all board members must work to keep the discussion moving towards a decision.

Once the motion has been discussed thoroughly, the chairperson will call for board members to vote on the motion. You may be asked to vote by saying "aye" (yes) or "nay" (no) in a voice vote, by a show of hands or in a roll-call vote. Your vote will be recorded in the minutes.

Abstaining on a motion before the board is appropriate only when you have a conflict of interest pertaining to the issue before the board. Otherwise, you are appointed to express an opinion on the issues and abstaining expresses no opinion.

Once the vote is taken, the chairperson will declare that the motion passes or fails. Upon completion of an item on the agenda, the chairperson moves on to the next agenda item.

The Decision-Making Process

Board deliberations should follow this process:

1) Define the issue clearly.

The best way to define the issue is to make a motion. If you are not clear about the intent or meaning of the motion, ask the maker of the motion to clarify. It may be necessary to ask that the wording of the motion be amended for clarification. The chairperson should make it clear to all what a positive or a negative vote means.

2) Study the information.

Good information will help the board understand the issue and make good decisions. The director and committee reports are standard sources for information about the issues that come before the board. Call on outside experts when necessary.

Board members are not appointed for their expertise and experience in running a library, but

Your board team will have to make many decisions from setting meeting times to deciding whether or not to build a new library. Good decisions are made through a process that includes enough information, expert advice, experience, vision and exchange of ideas among board team members.

rather their ability to ask the right questions, draw upon their experience and leadership skills, and make good, informed decisions for the good of the library and community.

3) Consider the alternatives.

Approach every issue with an open mind. Play the “devil’s advocate”; ask the tough questions and encourage other board members to voice their opinions.

Even a strong recommendation from the director or a board committee must not be accepted without a hard look at the possible alternatives. The director and committees should be expected to provide a list of alternatives they considered in arriving at their recommendation.

4) Seek assistance. Expect a recommendation from your director. Seek help from outside the board, including attorneys and other specialists who can guide you in making decisions. Remember that no matter who recommends what or who advises you how to vote, the board has the ultimate responsibility for the decisions that are made.

5) Assess the issue in light of your mission and long-range goals. Every decision the board makes should be consistent with the mission of the library and its long range plan and be for the greatest good of those who use the library.

6) Project the consequences. This is where the board member’s vision comes in. A board decision cannot be made in isolation. You must consider how this decision will affect people, programs and plans. How will the community be affected by your decision? Are there possible legal problems with this decision? Will a decision to spend money in one area mean that less money will be available for other areas?

7) Reaching a decision. Set aside personal bias and emotions and cast your vote for what you think is the best decision for the library.

Many of the decisions your board team makes will be done by consensus. Consensus simply means that all board members can live with and support the decision, even though it may not be each board member’s first choice. To reach consensus, an issue is discussed until agreement among all board members is reached. This method is more time-consuming, but it has advantages over the majority vote. Building consensus helps avoid creating a “win/lose atmosphere and forces a board to discuss an issue more thoroughly. Compromise is at the heart of arriving at consensus. Once a decision is made by the board as whole, you should support it regardless of how you voted.

You should not vote if you have a **conflict of interest**. This occurs when a conflict exists between a board member's obligation to the public and his/her own personal interest. The board should have a policy defining conflict of interest which states whether a board member may discuss and/or vote on an issue when that member has a conflict of interest.

Committees

The many and complex issues facing your board cannot always be handled efficiently by the full board. Some issues may be assigned to board committees for study with the understanding the committees will make recommendations to the full board. Committee work is a good place for board members to offer any special expertise and to learn more about the library.

The purpose of creating a committee is to extend the capabilities of the board. Committees are not autonomous groups with loose connections to the board, but rather extensions of the board and always responsible to the full board. Committees have no power or authority beyond what is granted to them by the full board. The only action committees can take is to study the assigned issue and make recommendations to the full board about the issue.

Occasionally, committee members may be selected from people outside the board so that additional expertise can be utilized by the board through the committee. Involving non-board members also builds ownership among other members of the public and opens a new avenue of communication between the library and the community.

Committees:

- Extend the capabilities of the board
- Have no power other than to make recommendations to the full board
- Are subject to the Open Meetings Law** if they involve a majority of board members. A meeting is defined as "a gathering of a majority of the members of a governmental body (library board) where there is deliberation or action upon any matter within the scope of the (library board's) policy making duties." Even an informal meeting of library trustees would be subject to the Open Meeting Law if there is a majority of the trustees at the gathering and library business is discussed.

The board should receive regular reports from each committee about its progress. Board members not on the committee should feel free to ask questions and get clarification from committee members. Since the purpose of the committee is to save time for the board, avoid repeating work the committee has done.

Your board may already have standing or permanent committees that are described in the bylaws of the library and function year round. As certain important issues arise, the board may also appoint temporary or "ad hoc" committees to study those issues for the board.

At certain times, the board may meet as a committee of the whole. This is done to allow time for in-depth discussion of one subject. The issue is then presented as a committee report at the regular board meeting where formal action is taken.

Your board may also have an executive committee. This committee is usually composed of the board officers and the director. It often has limited powers to act for the board in emergencies, but must have all actions ratified by the board at the next regular meeting.

Approach committee meetings as seriously as you do the regular board meetings. Prepare for the meetings, attend the meetings and take part in the discussions. If you have an assignment from the committee, complete it on time. Learn the mission of the committee, when and where the committee meets, and the names of other members. Examine the history of the committee and the minutes of their meetings for at least the past year.

Help your committee stay focused on its responsibility. Although committee meetings are usually not as formal as a full board meeting, they should have a chairperson, agenda and goals. When the committee completes its work, there should be a clear result that can be reported to the full board.

Bylaws

Bylaws are rules written and adopted by an organization for operating its own meetings or affairs. (Sample bylaws are included in the Appendix.) Since the library ordinance is the law which covers the governance of the library, the bylaws must be consistent with the ordinance and not more restrictive. The library board should establish procedures for amending and changing the bylaws. Bylaws may be changed by a vote of the board as often, or as infrequently as necessary.

Rules typically found in the bylaws include:

- dates, times and frequency of meetings
- establishment of a quorum
- order of business for regular meetings
- procedure on special or called meetings of the board
- standing committees and their membership
- purpose and appointment of standing and special committees
- meeting at which officers are elected
- whether officers can be re-elected and if so, how many times
- the responsibilities of each office
- parliamentary guide used by the library board
- amendments to the bylaws