

**ELA AREA PUBLIC LIBRARY DISTRICT  
BOARD OF TRUSTEES  
Special Meeting Minutes  
August 10, 2010  
6:00 p.m., Board Room**

**1. SPECIAL MEETING**

**2. CALL TO ORDER**

At 6:00 p.m. President Kathy Caudill called the Special Meeting to order.  
Trustees present: Black, Burger, Shaw, Stachowiak, Washburn, and Caudill  
Trustees absent: Whiting  
Staff present: Director, Mary Beth Campe  
Parliamentarian/Trainer: Nancy Sylvester

**3. ADJUSTMENTS TO THE AGENDA**

None.

**4. BOARD EFFECTIVENESS TRAINING**

Parliamentarian Nancy Sylvester conducted a 3 hour training session on Parliamentary Procedure and Board Roles. A summary of the training session is attached to the minutes.

**7. PUBLIC FORUM**

None.

**8. ADJOURNMENT**

At 9:10 p.m. it was moved by Trustee Black, seconded by Trustee Shaw, and unanimously agreed by all Trustees present,  
"TO ADJOURN."

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**Mimi Black, Secretary**

(SEAL)

**Approved at the next Regular Meeting of September 21, 2010**

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**Kathy Caudill, President**

## Summary of Training Session:

Parliamentarian Sylvester started the meeting by reviewing the basics of Parliamentary Procedure and explained why it is beneficial for a Board to follow Robert's Rules.

- A Quorum is 4 people out of a 7 member board.
- There are six steps to processing a motion.
  1. Member makes motion
  2. Another member seconds motion
  3. Chair states the motion
  4. Members debate the motion
  5. Chair puts the question to a vote
  6. Chair announces the results of the vote

Three important points were made: The chair should be called last, the chair has the right to vote, and the chair can make motions.

A motion should always be written out, preferably by the member who makes the motion.

It is important for the Chair to repeat the roll call of the vote and state the outcome.

For example:

4 vote for

3 vote against

Motions carries we will.....(state the outcome)

In a small board setting, motions do not need to be seconded.

During precedence of motion, to "Postpone Indefinitely" is used to kill a motion when the Board does not want to make a statement with a vote.

- Fiduciary Responsibility involves making an informed decision in good faith and in the best interests of the organization. A board member should exhibit loyalty, care and obedience when exercising his or her fiduciary responsibility.

Loyalty: Board member can't compete with the organization by participating in self-dealings that are to his/her benefit.

Care: Board members should experience independent decision making. Members should come to the meeting prepared. Packets should be read ahead of time. If additional information is needed, members should request that prior to the meeting.

Obedience: There should be fidelity of purpose that everything the Board does follows the purpose of the organization.

## **Board Governance**

- The Board has the authority to direct the organization only when acting as a group. No individual Board Member has any authority over the organization.
- To function effectively the board must speak as one voice.
- Board members should only be speaking directly to the Director.
- Board meetings should be efficient: presiding officer should facilitate meeting, there should be no “side” conversations and specific motions are needed for all Board actions.
- Board temperament does have an effect on the organization, either negative or positive, depending on how the Board operates and conducts themselves.
- Nancy conducted an exercise in which the participant balanced a dowel rod on his/her fingertip to demonstrate the importance of the Board focusing on the big picture as opposed to micromanaging.