

Minutes of the Special Meeting
of the Board of Directors
HARTFORD PUBLIC LIBRARY
January 12, 2012

Present: Ana Alfaro, Julio Concepcion, Gregory Davis, Anne Melissa Dowling, Stephen Goddard, Connie Green, William Large, Thea Montañez, Annette Sanderson, and Geraldine Sullivan.

Also present: Matthew Poland, chief executive officer; Mary Crean, chief development officer; Mary Tzambazakis, chief administrative officer, and Andrea Figueroa, executive assistant.

Absent: Shelley Best, Ingrid Lindberg, Brad Noel, and Carlos Valinho.

A Special Meeting of the Board of Directors of Hartford Public Library was held Thursday, January 12, 2012.

1. **Introduction**

President Thea Montañez called the meeting to order at 12:10 p.m.

2. **New Board Committee Structure**

At the December 1, 2011 Board of Directors meeting, President Montañez introduced a new committee structure for the Library Board. The new roster of committees was designed to facilitate the work of the Board and the governance of the Library. Board members wanted more time to discuss the new structure. A special meeting was called for January 12, 2012.

The goal of the special meeting is to review and discuss the new committee structure and to consider feedback received from board members.

There are four new committees:

1. *Executive Committee*

President Montañez understands that the Executive Committee is a different approach to board governance for the Library. She recommended that the Board try the

approach for one year and to review its accomplishment for changes, if necessary, at that time.

Mr. Greg Davis asked if this Committee will have fixed dates for meetings. Ms. Ana Alfaro suggested that the committee should meet two weeks prior to Board meetings rather than one week as proposed in order to give the Committee enough time to prepare for the full Board meeting.

Ms. Annette Sanderson suggested having other committee chairs added to the Executive Committee to help facilitate the overall process of governance within the Board itself.

Mr. William Large stated that he supported the Executive Committee because there has been a lot of back channel communication between members of the board that can cause confusion. He believes that the Executive Committee will be very useful and will remove that back channel communication and save a lot of time, emails, and telephone calls.

Mr. Davis shared a concern about creating a board within a board with an Executive Committee. While such a committee can serve a vital purpose helping the Board to stay focused on what is going on with the Library, meetings, and HR matters, he wants to continue to ensure inclusion of all Board members in the governance of the Library.

Based on the discussion, language regarding the composition was changed: "The Committee is comprised of chairs of each of the four committees including officers of the Board of Directors, and the Immediate Past President."

It was agreed that the Executive Committee will meet at least six times a year.

It was agreed that four people are required for a quorum.

2. *Financial Health Committee*

The goal of this committee is to focus on financial matters of the Library with a more holistic perspective.

Mr. Davis suggested that the number of non-board members on all committees not exceed the number of board members. He also asked to add “law or legal” under the member qualifications and backgrounds.

With respect to the annual budget, Mr. Davis asked if it was the responsibility of the committee to present or recommend to the Board. Ms. Anne Melissa Dowling stated that staff presents but the Finance Committee recommends the budget’s approval.

Add to duties of this committee:

The Committee reviews and recommends the Library’s annual budget to the full board.

3. *Development Committee*

No comments or recommendations were made regarding this committee.

4. *Governance Committee*

Some members of the Board questioned whether there should be non-board members on the Governance Committee. After some discussion, the Board agreed that the committee’s membership will be limited to Board members at this time for reconsideration later.

Mr. Davis added that with this new structure, it will require all board members to do more work. Being that it is limited to just board, committee members must be willing to be fully engaged.

Board Action: Motion to approve the revised Committee Structure as discussed was made, seconded, and approved.

All Board Members will have their committee assignments by the February 2, 2011.

The meeting adjourned at 1:05 p.m.

Respectfully submitted,

Matthew K. Poland,
Acting Secretary