

Malvern Public Library (MPL)  
Board of Trustees Meeting Minutes  
June 22, 2022

**Attendance by Zoom: Russell Robinson (President, Malvern Borough Appointee), Rebecca Dinucci (Vice-President, East Goshen Township Appointee), Vicki Damiani (Secretary, East Whiteland Township Appointee), Carol Guest (Willistown Township Appointee), Tara Badstubner (Willistown Township Appointee), Wendy Waltman (Malvern Borough Appointee), Barbara Ann Thav (East Whiteland Township Appointee), Maggie Stanton, (MPL Director)**

**Absent: Kathy Kavanaugh (Treasurer, East Goshen Township Appointee)**

**Also attending Louise M. Lamb, Cassandra Dougherty (Malvern Borough Residents)**

**Call to Order: Russ Robinson called the meeting to order at 7:02 PM**

May Board minutes approved with Barbara Ann Thav abstaining. She was not present for the May meeting.

There is no treasurer's report since Kathy Kavanaugh is away. The President noted that MPL is still cash flow positive.

Consent agenda approved.

## **Old Business**

### **Bylaws**

The President had distributed the latest draft of the bylaws in preparation for this meeting. He presented them for approval with the change that the title of the Governance Committee should be changed to the Governance/Policy Committee.

### Discussion

Is every year too often to review bylaws? Were all suggested changes included in the current draft? A draft without notes was posted for review. Are we clear on the role of the Director vs that of the Board? Should we include a reference to having a time limit for meetings? Might that be too restrictive? Are we sure the role of the secretary as described in the bylaws matches the process we are using? We need specifics on when an executive session should be called.

(At this point one of the public attendees asked a question about why meetings were being held by zoom. She was asked, and agreed, to hold her comments until the Public Comment section.)

Motion made and seconded to approve bylaws with the Governance/Policy Committee change. Bylaws unanimously approved.

Governance Committee (Vicki) (See packet)

A recent review of nonprofit governance procedures suggested that governance relates mostly to Board performance. However, discussion with the Director revealed the need for the Board to review and assess where we are with regard to MPL policy. That should be the next step in preparation for a Governance/Policy committee. Vicki will meet with the Director and create a data base noting each policy and when it was last reviewed. That will lay the ground work for development of a committee. Three or four is probably a good number to be on the committee, including the director. The vice-president should be part of it to ensure continuity over changes in Board leadership as they occur. There was a suggestion that MPL become a member of a group offering nonprofits assistance with human resource issues.

### **New Business**

#### Sales Tax (Maggie)

A sales tax must be levied on ongoing book sales. We can do up to 3 book sales per year without charging tax. Therefore, the sales area near the desk has been changed. We now offer the books for free. We can not request a donation. Patrons may choose to donate if they take a book. This changes our plan to do regular sales at the farmers' market. The Friend lead for our book sales, Theresa Gallo, has been notified of this change.

#### Retirement Plan Issues (Maggie)

An issue has arisen with regard to our retirement program with TIAA. The Director is in the process of getting clarification and determining necessary steps.

### **Action Items**

Maggie will follow up on the TIAA issue and potential services needed.

Vicki and Maggie will meet to prepare a policy update.

### **Public Comment**

Two residents of Malvern Borough expressed concerns about the Pride Month displays at the library. Questions regarding the use of zoom meetings, as opposed to in-person meetings, were also posed.

Meeting adjourned 7:47 PM