

Governance Handbook

❖ Introduction

➤ Purpose of the Handbook

To inform and educate prospective and existing board members regarding the Library and the functions of the Board. It also provides transparency regarding the regular functions of the Board.

➤ The Name of the Library

The legal name of the Library is the Public Library Association of Easthampton, Inc. The acronym used to describe the Library is PLAE. The Board took the administrative step to update the public name of the Library to be the Easthampton Public Library. (PLAE, doing business as (d/b/a) the Easthampton Public Library.)

➤ History of the Library

The First Library Association of Easthampton was organized in 1792 by Reverend Payson Williston, the first minister of Easthampton, just seven years after the incorporation of the town. This social library had 30 stockholders and was housed in the parsonage. In 1841 the Library merged with the Youth's Library Association and became known as the Easthampton Social Library Association.

In 1869, Samuel, the son of Payson Williston, and a group of notable citizens of the town, officially incorporated The Public Library Association of Easthampton (PLAE) and a financial appropriation was received from the town. In 1871 the Association was authorized to form and maintain a museum in concert with the Library.

Ten years later the Library had outgrown its quarters in the Town Hall. Emily Williston, widow of the late Samuel Williston, responded with a major gift of \$16,000 to construct a new library. The building was designed by Boston architects Peabody and Stearns and constructed on a piece of land at the end of Park Street. On February 23, 1881, the building was opened to the public.

The Library has continued to serve the community from this location to the present day. In 2024, the Library served 61,000 visitors, loaned out more than 142,000 materials, provided internet access to 7,000 patrons, and delivered 210 children's programs to more than 5,500 participants.

In 2024, the Easthampton Public Library, through the generosity of BankESB, was given access to an additional facility at 52 Main Street. The intention of the bank is to ultimately donate the building to the Library. This additional space will allow for expanded services to the community such as computer literacy classes and provide a meeting venue for local groups.

➤ Mission Statement of the Library

The Easthampton Public Library's mission is to provide a welcoming environment where all users can safely access programming, services, and resources that support and enrich the lifelong learning of the diverse community of the greater Easthampton area. <https://easthamptonlibraryma.org/vision-mission-long-range-plan/>

➤ Relationship to the City

The Library is a 501(c)(3) non-profit educational institution and is a separate entity from the municipality. However, there is a mutually supportive relationship with the city government.

❖ Governance General Overview

➤ The Role of the Board

The Board provides oversight of the overall function of the Library and supports the Library Director.

➤ Structure of the Board

The Board consists of ten to fifteen individuals. At least two individuals are appointed by the city. The Board meets six times a year. Board members are asked to serve on at least one board committee as part of the regular work of the Library Board.

➤ Typical Schedule of Board Meetings

The six meetings of the Board occur in September, November, January, March and May. The official annual meeting is in June. The exact dates each year are established each summer by the current Board President.

➤ Responsibilities of Individual Board Members

- *Attendance and Communication.* Board members are required to attend all Board meetings, unless there are extenuating circumstances. If a meeting cannot be attended, a timely communication to the Board President is essential. Additionally, board members are asked to attend the committee meetings on which they serve. The regular business of the Board is greatly dependent on consistent and full attendance of committee members.
- *Code of Conduct.* Respectful discourse and integrity are absolute expectations. The Board is functioning purely to meet the goals of the Library's mission. The conduct of all Board members should consistently demonstrate great respect and positiveness for the Library's mission, each of the colleagues serving on the Board, the Library's employees and the Board as a whole.
- *Confidentiality.* The Library Board operates as transparently as possible. However, there will be topics and orders of business that will require the utmost of confidentiality among Board members.
- *Conflict of Interest Policy.* All Board members and committee members should govern their own activities to make sure there are no conflicts of interest that could negatively impact the operation of the Board or the Library.
- *Remote Attendance of Meetings.* It is preferred to have all Board members attend all Board meetings in person. However, if needed, a board member should communicate with the Board President in a timely manner if there is a need to attend a meeting remotely.
- *Conduct, Suspension, Disqualification and Removal.* The Board President will counsel any board member if their conduct and actions run counter to the prescribed standards of constructive board behavior. If the Board member cannot follow the guidance of the Board President, the Board member could be asked to resign from the Board. If the Board member refuses to resign, then the Board President, in discussion with the Executive Committee, can put forward a formal vote to the full Board to remove the Board member, as outlined in the Bylaws.

➤ Dealing with the Media

All Board and committee members should direct any questions from the media or requests for public commentary to the Library Director and/or the Board President regarding library business.

➤ Board Member Expenses on Behalf of Board Work for the Library

If a board or committee member incurs expenses on behalf of the Library, these costs can be reimbursed, assuming there has been prior approval and appropriate receipts are provided.

➤ Annual Self-survey of Entire Board

There will be an annual self-evaluation of the Board each spring, reflecting on the work and process of the Board over the course of the year.

➤ Access to Google Drive

Board and Committee documents are stored on Google Drive. Access to all documents is granted to all Board members. Non-board members of committees are granted access to information in Google Drive pertaining to their specific committee business.

❖ **The Leadership of the Library and the Roles of the Various Officers**

➤ General

Board members and elected officers assume the responsibilities of their roles starting on July 1 and concluding on the following June 30. The Board will either reapprove current officers or recommend new individuals for officer roles at the June annual meeting. Each Board member serves in their respective roles for two consecutive, three-year terms, unless unable to meet the requirements of being a board member or other circumstances prevent them from fulfilling their duties.

➤ The Role of the Library Director

- The Library Director is hired by the Board to oversee and manage the day-to-day activities of the Library, including:
 - manages the staffing,
 - organizes and directs all programs,
 - serves as primary liaison with the public and patrons,
 - makes sure all activities at the Library are aligned with the mission and strategic plan,
 - constructs and manages the budget,
 - is the primary contact with the city,
 - attends each board meeting and provides a report to the Board at each meeting.

➤ The Role of the President

- The President works directly with and in support of the Library Director. In tandem with the Director, the President serves as a primary voice for the Board in support of the Library's mission. The President manages the Director's annual performance review. The President serves as leader of the Board of Directors and presides at all meetings of the Board. The President has signatory responsibilities for all important transactions for the Easthampton Public Library, such as, for example, real estate transactions or borrowings. The President serves as diplomatic liaison for all board matters, responding to and acting upon potential issues that may impact the Easthampton Public Library either favorably or unfavorably.

➤ The Role of the Vice President

- The Vice-President shall, in the absence of the President, preside at all meetings of the Board of Directors. The Vice- President shall assist in the performance of the President's duties as requested by the President. In case of absence or disability of the President, the Vice-President shall have the authority to exercise all the power and perform all the duties of the President while and, as long as, such absence or disability continues.

➤ The Role of the Treasurer

- Working with the Library Director, the Treasurer oversees all financial documentation and banking. Also, working with the Director, the Treasurer maintains contact with the contracted bookkeeper, the outside accounting firm and the investment manager. The Treasurer regularly reports on the Library's financial condition to the Board at each board meeting.
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➤ The Role of the Clerk

- The Clerk shall keep a true and accurate record including all minutes, transactions and votes of all meetings of the Board of Directors. The Clerk, working with the Governance Committee Chair, shall maintain records of dates of appointments and expiration of terms of the Board and committee members.

➤ The Role of Committee Chairs

- Every committee will be chaired by a board member. All Board members are expected to sit on at least one committee. All committees, except for the Executive Committee, can have PLAE patrons (non-Board members) as committee members. The Committee Chair makes sure the committee is abiding by each committee's particular charter.

❖ **Board Meetings**

➤ Quorum

As described in the Bylaws, there needs to be a majority of existing board members present at a board meeting to constitute a quorum, allowing the Board to conduct official business. For this reason, it is critical that all Board members make every effort to attend board meetings.

➤ Rules of Order for Meetings.

Board meetings are conducted according to Robert's Rules of Order.

➤ Arrangements for Agenda and Minutes of the Meetings

The agenda for the meeting is prepared by the Library Director and the Board President. It is distributed to the full Board at least one week before the upcoming Board meeting by the Board President. At that time, minutes from the previous meeting are also distributed, which will be approved at the Board meeting. All meetings will consist of reports from each of the committees via the chairs of these committees (or a designee, if the chair is not in attendance). There will be a report from the Director. There could be other topics for the Board's education, as deemed important by the Director and/or the Board President. When there is a question about a particular topic to be possibly addressed at a board meeting, the Board President should be contacted to determine the suitability of that topic at the particular Board meeting.

- *Public Speak time at each board meeting.* The public is invited to attend each board meeting. As part of the agenda, there is time offered at the beginning of the meeting for the public to offer comments. Everyone is given four minutes to provide their comments. The Board President has the latitude to adjust the time limits and other ground rules, based on circumstances. After Public Speak time is concluded, the members of the public are to simply observe, not offer comments, as the Board conducts business.
- *Executive Sessions.* In some instances, the Board might need to go into Executive Session, at which point the public is excused. Examples of such circumstances where this might be necessary include personnel matters or significant transactions that are in formative stages that if divulged publicly might adversely impact any parties involved.

➤ Introducing New Board Members / Honoring Retiring Board Members at Each Annual Meeting

The Board meeting in June serves as the official annual meeting of the Board. At that meeting, new board members are voted to join the Board, officers are reapproved or voted upon, and departing board members are honored.

❖ **The Role of Board Committees**

➤ General

Each board committee is to regularly meet, at least once prior to each board meeting. The committee's work should be to review the topics specific to that committee. The committees are responsible for voting to approve actions from committee discussions as deemed necessary. A committee approved action will then be presented at the subsequent Board meeting as a recommendation to the full Board. The recommendation will be presented, reviewed by the full Board and either approved or not approved. Committee work drives the work of the full Board.

➤ Executive Committee (Standing Committee)

The Executive Committee consists of individuals serving in the four officer positions. The Executive Committee can act on behalf of the full Board between board meetings, if an issue arises that requires immediate attention.

- The Committee will meet at least once between each board meeting and as necessary.
- The Committee provides support to the Board President in developing agendas for each board meeting
- The Committee assigns an overseer of the Google Drive annually

➤ Governance Committee (Standing Committee)

The Governance Committee will present a slate of new board members and selections for either continuing or new officers at the June annual Board meeting of the Board of Directors. Once these new Board members are approved, the Governance Committee will onboard new members. The Committee is charged with a review of the Bylaws and the Governance handbook.

- The Committee will meet at least once between each board meeting, with more regular meetings in late winter and spring to develop a slate of new directors and selections of officers for the upcoming year.

➤ Finance Committee (Standing Committee)

The Finance Committee shall have full control of all funds and investments of the PLAE with authority to buy, sell, exchange, or take any other action necessary or deemed advisable thereof. The Board President and the Board Treasurer are vested with authority to sign papers necessary to affect any sale or exchange which have been voted on by the Finance Committee. Any transaction amount over \$10,000 must be approved by the full Board of Directors.

- The Committee will meet at least once between each board meeting or as needed, more frequently as needed during the budget development process in February and March each year.

➤ Fundraising & Events Committee (Standing Committee)

The Fundraising Committee creates fundraising opportunities and, following approval by the Board of Directors, implements them. Reasonable fundraising goals will be agreed upon between the Board President, Fundraising Committee Chair(s), and the Library Director. In addition to raising monies for the benefit of the Library, fundraising events and initiatives will be developed in such a way as to promote the Library and its programs and services. All funds are managed by the Treasurer and recorded in the budget.

- The Committee will meet at least once between each board meeting or as needed.

➤ Technology Committee (Ad Hoc Committee)

The Technology Committee will advise the Library Director, provide support and recommendations to enhance and optimize technological resources.

- The Committee will meet at least once between each board meeting or as needed.

➤ Museum Committee (Ad Hoc Committee)

The Museum Committee supports the Emily Williston Museum & Archives in its mission to catalogue, preserve, and interpret materials of historical and cultural significance to Easthampton.

- The Committee will meet at least once between each board meeting or as needed.

➤ Building Committee (Ad Hoc Committee)

The Building Committee supports the Library Director in the management of the Library's facilities. Additionally, when there is a renovation or construction project, the Building Committee is responsible for the oversight of the successful completion of the work.

- The Committee will meet at least once between each board meeting or as needed.

➤ Non-Board Members Serving on Committees

In some cases, there are individuals that are not on the Board but have specific interest or expertise in a particular area that may be beneficial to the work of one of the committees. In this case, that individual can be invited to serve on that committee, without any other board responsibilities. This involvement by these individuals may be a precursor to possible election to the Board at some future date.

➤ Preparation and Expectations of Committee Meetings

Each committee meeting should have a quorum, similar to board meetings, where a majority of committee members should be in attendance, with the Chair of the committee presiding over the meeting. Whenever a committee is considering a topic, the committee must vote for approval, if it is to be presented to the full Board as a recommendation from the committee. The full Board will consider a committee's recommendation at the next full Board meeting. The recommendation would be presented by the committee chair (or their proxy) to seek final approval of the full Board.

❖ **Specific Governance and Nomination Processes**

➤ Recommending and Finding Board Candidates

All board members should take it upon themselves to recommend possible candidates for the Board to either the Board President or the Governance Committee Chair. Qualities that are sought in potential board members are that they are civic-minded individuals with a passion for the local library and have time to dedicate to board service. Also, it would be beneficial if possible candidates have pertinent, relevant and board-related experience.

➤ Calendar of Nominations, Interviews, and Recommendations to Serve

- Interview and vetting of Board Member candidates - January through April.
- Governance recommends to Board – May board meeting, presenting the new Board members' and officers' slate.
- Board votes on new members and officers – at the June annual meeting.
- New Board members officially become a Board member July 1 of subsequent fiscal year.

➤ Terms of Board Members and Mayoral Appointees. Two consecutive, three-year terms.

➤ Roster of Board Members and Committee Memberships. Maintained in the Google Drive.

❖ **Induction of Board Members, Onboarding and Orientation**

➤ Invite Newly Elected Board Members to Board Meeting

At the Board meeting each June, which serves as the annual meeting, newly elected board members are invited to be introduced to the Board.

➤ Onboarding of New Board Members and Orientation

Newly elected board members meet with the Library Director, the President and the Governance Committee Chair in the summer after their election to become aware of the Library's day-to-day operation and the regular routines of the Board.

➤ Directors and Officers Insurance

The library has a complete and robust insurance coverage, including liability insurance. Within these policies, there is Directors and Officers coverage for all Board members. An insurance certificate of this coverage is available for any Board member or committee member upon request.