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Maryville Public Library Executive Board of Directors Minutes of Special Meeting, September 27, 2021

Executive Board of Trustees President Jenny Rytting called the meeting to order at 12:32 p.m.

Other Trustees participating in the meeting were Paula Cobb, Cara Colville, Steve Klotz, Scott Kuhlemeyer, Jim Rash, Marilyn Rhea, and Bill Richardson. Library Director Stephanie Patterson and Friends/ Foundation Board member Lisa Macali were also in attendance.

Meeting Minutes: Klotz moved to approve the minutes of the September 14, 2021 meeting. Richardson seconded the motion. Motion passed unanimously.

Revision of Second Century Library Fund Foundation Charter and Bylaws for the purpose of consolidating the Friends/ Second Century Library Fund Foundation Board with the Maryville Public Library Executive Board of Trustees: Rash moved to approved the revised Bylaws of the Friends and Foundation of the Maryville Public Library Board. Rhea seconded the motion. Rytting noted the language in the revised bylaws states that the FF MPL Board of Directors shall be interlocked and the same as the Maryville Public Library Executive Board of Trustees. She also pointed out an annual regular meeting of the FF MPL Board will be held on the second Tuesday of January following the regular meeting of the MPL Executive Board of Trustees. Patterson shared she modeled the language on that of the City Council and Community Betterment board which are interlocked and the same. She had lawyers John Baker and Taryn Henry and CPAs Dannen Merrill and Susan Reed review the revisions and none of them identified any concerns. She pointed out the language allows the Board to form committees to include non-Board members. Rytting noted one drawback of joining the two bodies is reduced checks and balances. The Friends and Foundation Board also allowed for participation by people who live outside the city limits although in reality it has proven challenging to fill all the positions on both boards.

Trustee Barb Nelsen arrived during the discussion of the bylaws revision.

Rhea asked if the voting to transfer funds from the endowment would take place during regular meetings of the Executive Board or in a separate meeting. Patterson stated the Executive Board meeting would adjourn and then a separate meeting would be held immediately following the adjournment. Following discussion the motion passed unanimously.

Richardson moved to approve the revised Charter of the Permanent Endowment Program of the Maryville Public Library. Rhea seconded the motion. Patterson noted the Charter revisions are in alignment with the bylaws in that the Permanent Endowment Fund (currently named the Second Century Library Fund Foundation) shall be administered by the MPL Executive Board of Trustees. Patterson stated the last charter revision was in 2017. The Foundation hired Family Investment Center of St. Joseph to hold and manage the investments. Chris Stiens is the FIC Advisor currently assigned to the Library Foundation's account. He attends all meetings to explain the activity in the account. Rytting shared he does an excellent job. Patterson included language to allow for 2 at large members to be appointed to the committee. Rytting noted the language regarding audits was changed from "shall" to "may", meaning an audit won't be required on an annual basis. Patterson noted the audits can be costly and use up most of the funds taken in during the year. The financial records of the endowment are already included in the annual library budget audit.

Rash pointed out that since the language regarding audits was changed from “shall” to “may” it would be advisable to delete the opening phrase of the sentence which reads, “At least once each calendar year.” Rytting suggested replacing the phrase with, “At any time.” Rhea offered some historical perspective since she joined the Executive Board at the time the foundation was created. At that time, they were looking at adding a new structure on to an old building and wanted to ensure the endowment didn’t become a slush fund for roofing or a building maintenance fund. Macali noted this was a good decision. Rytting called a vote on the motion including the friendly amendment to alter the language to say, “At any time” instead of “At least once each calendar year.” The motion passed unanimously.

Statements for the Good of the Order: Patterson shared that Nelsen and MPL Youth Services Coordinator Elizabeth Argo secured a donation to the library of \$8200 from Ten Squared Women on a Mission. Nelsen shared that they made presentations to the organization 3 times before getting the donation.

Motion to Adjourn: At 12:56 pm Rash moved to adjourn. Rytting declared the meeting adjourned.

Respectfully submitted by Cara Colville