

Approved MINUTES OF GOVERNANCE AND NOMINATIONS COMMITTEE

MEETING OF JULY 7, 2026

HELD VIA ZOOM

Members Present: Bruce Gaylord (Chair), Galen Blumenthal, Bob Boroujerdi, Sheri Gordon, Stacey Babson Kaplan, Krishna Patel, Martina Sze

Staff Present: Melanie Myers

Call to order: Bruce called the meeting to order at 10:07 am.

Approval of Minutes of Previous Meeting: Martina made a motion to approve the minutes of the meeting of June 2026 and Krishna seconded that motion. Martina, Krishna, Bob and Bruce voted in favor of that motion; new committee members Galen, Sheri and Stacey abstained. The minutes of the June meeting were therefore approved.

Administrative Matters: The committee agreed to continue its practice of meeting by Zoom at 10:00 am on the first Tuesday of each month. Melanie Myers, Bill Harmer's Chief of Staff, will remain the primary point of contact for the Gov/Nom Committee.

Gov/Nom Orientation: Bruce advised the new members of the committee that the library's bylaws require that the committee perform certain specified duties and responsibilities. The committee then read the handout distributed before the meeting that described those duties and responsibilities.

Name of Library: For the benefit of new committee members, the committee discussed the fact that the name of the organization for which committee members are trustees is, as stated in the articles of incorporation, as amended, and the bylaws, "The Westport Library Association."

Bylaws Review: Members of the committee have been reviewing the library's bylaws. A "clean" copy of the revised bylaws, and a copy of that document redlined to show differences between it and the bylaws that currently appear on the library's website, will be circulated to members of the committee in enough time before the September board meeting to enable them to discuss all proposed changes. Bob noted that the committee will have to have the "final" revised bylaws reviewed by legal counsel before they are sent to the board for approval.

"Advisory Council": The current bylaws authorize the library's board to "establish an Advisory Council, the purpose of which shall be to assist the Association and the Library in development and operational activities," but do not otherwise define "Advisory Council." The library currently has a number of groups that are referred to as "advisory councils," "advisory boards," "committees" and perhaps other names. The Gov/Nom Committee is discussing possible ways

to define each type. The goal is to clarify who creates each type, who appoints the members of each, whether each type should have a written charter and the parameters of what each charter should say.

Policy Review: The committee discussed the fact that it had reviewed and revised a number of important policies in the recent past that the board subsequently approved. Those policies included policies regarding the collection, programs, displays and reconsideration; whistleblowing; sponsorship and gift acceptance. Bruce encouraged committee members to become familiar with those policies, as well as others on the library's website. The committee also discussed the fact that other policies need to be updated. Committee members then volunteered to review specific policies that were last updated before 2022 and to be prepared to discuss them at the committee's September meeting. Melanie pointed out that some "policies" on the website are internal operational procedures that are not within the committee's purview. Bruce suggested that policies should have a consistent format and offered to draft a proposed template for review by the committee.

Adjournment: The meeting adjourned at 11:00 am.

Submitted By: Melanie Myers on behalf of Bruce Gaylord