

# Bylaws, Policy & Procedures Committee

December 5, 2022 | 3:00

## Agenda

### 1. Roll Call

- ✓ Debra Klein, Chair (G)
- ✓ Stuart Auchincloss (U)
- ✓ Peter Carey (P)
- ✓ Rajene Hardeman (D)
- ✓ Janet Schnitzer (C)
- ☐ Richard Swierat (D) (ex officio)
- ✓ Rebekkah Smith Aldrich (Staff Liaison)

### 2. 2023

- a. The Committee reviewed the **Board Rules and Procedures** and recommend a minor revision for the board's consideration. **ACTION:** Stuart Auchincloss moved, and Janet Schnitzer seconded, a motion to amend the Board Rules and Procedures to clarify that the index in the bound version of the board minutes should be an index of the actions taken by the board. The motion passed unanimously.
- b. **ACTION:** Stuart Auchincloss moved, and Peter Carey seconded, a motion to recommend the **2023 MHLS Board Meeting Dates – all meetings to start at 10:00am.** Executive Director Aldrich confirmed that these dates avoid all holidays and days of importance on the equity, diversity, and inclusion calendar created by the MHLS Staff and Directors Association:
  - Thursday, January 19<sup>th</sup> (*snow date: Monday, January 23*)
  - Saturday, March 11<sup>th</sup> (*snow date: Saturday, March 25<sup>th</sup>*) This meeting would be coupled with a luncheon and the Orientation for New Trustees session in the MHLS Auditorium.
  - Wednesday, May 17<sup>th</sup> - held at a member library location
  - Wednesday, July 12<sup>th</sup> – coupled with a luncheon with MHLS staff in the MHLS Auditorium
  - Tuesday, September 12<sup>th</sup> – held at a member library location
  - MHLS Annual Membership Meeting: Friday, October 27<sup>th</sup> (may start earlier than 10am)
  - Wednesday, December 6<sup>th</sup> (*snow date: Monday, December 18<sup>th</sup>*)

The motion passed unanimously.

### 3. Participation by Videoconference at MHLS Board Meetings due to recent changes in NYS Open Meetings Law:

- a. In the absence of a declaration of a state of emergency which allows for fully online meetings, NYS has amended Open Meetings Law which clarifies the post-pandemic requirements for open meetings:
  - i. A quorum of the board will be required to meet in person to convene a legal meeting of the board of the system.

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*Committee Charge:* Reviews the MHLS Bylaws and presents a report and recommendations at the Board of Trustees May meeting, following which the board may present its recommendations for amendments at the annual meeting. Reviews and recommends MHLS policies and procedures other than those that are explicitly covered by other committees.

- ii. In order for an individual trustee to attend a meeting remotely:
  - 1. Revert to [pre-pandemic practices](#) in which the location from which a trustee is attending remotely would need to a) be listed in the public notice of the meeting and b) accessible to any member of the public who chooses to attend from there; and/or
  - 2. The board would need to pass a policy to define “extraordinary circumstances” under which a trustee would be permitted to participate remotely from a location that is *not* open to the public. Examples of such circumstances are listed as “including disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member’s physical attendance at such meeting.” A hearing must be conducted before taking advantage of this option through a policy/resolution.
    - a. **ACTION:** Peter Carey moved, and Janet Schnitzer seconded, a motion to recommend the attached draft “*Procedures for MHLS Board Member Videoconferencing Pursuant to Public Officers Law §103-A,*” at a public hearing to be held during the December 2022 MHLS Board Meeting. The motion passed unanimously.
      - i. Executive Director Aldrich will proceed with posting a legal notice to announce this public hearing.

The meeting was adjourned at 3:36pm.