

**Goodnow Library Board of Trustees  
Minutes  
Thursday, February 11, 2016, 7:00PM  
Conference Room, Goodnow Library, 21 Concord Road**

**Attendance:** Sarah Sogigian (chair), Lily Gordon, Esmé Green, Carol Hull, Robert Iuliano, Barbara Pryor, Marie Royea.

Sarah called the meeting to order at 7:05pm.

Vote to approve the minutes of the January 5, 2016 meeting. (Carol/Marie). So voted.

**I. Trustees Report:** Two guests were in attendance by invitation of the board: Barbara Saint Andre, Town Counsel and Len Simon, Selectman and liaison to the Library Board of Trustees. It was voted to take Item "Update on authority of elected town boards in relation to that of the town manager" first.

A. Update on authority of elected town boards in relation to that of the town manager:

- Bob began the discussion by welcoming Ms. Saint Andre and Mr. Simon and thanking them for coming. He then described his concern about an elected trustee's authority and ability to carry out fiduciary responsibility if the town manager has authority over hiring and evaluating the library director.
- There was a discussion of the Open Meeting Law relating to discussing town counsel's opinion and the Selectmen's position on that opinion. Executive session may not be used to discuss town counsel's opinion, only immediate legal concerns.
- Bob asked Barbara S-A if she felt she had a conflict in representing both the town and the trustees when their opinions differed. Barbara said she did not, that she had been practicing municipal law for 30 years interpreting charters and laws, and her strategy is to call it like she sees it, as an umpire would.
- The issue of wording and intention of the charter was discussed. Bob asserted that the authors intended to include the independence of the library board of trustees in the charter.
- Barbara S-A suggested the trustees add an article to the town meeting warrant next year specifically naming the authority of the trustees.
- Carol will look in the archives for any additional information regarding the intention of the charter authors; Barbara S-A will do more research; Sarah will talk to the town manager; Esmé will look for references to the charter in the 1993-94 minutes.

B. Recruitment of new board members: Esmé reported that the Town Clerk informed her that there is a third candidate for library trustee, making it a contested race.

C. By law review: Bob presented a draft (see attached) of his revisions of the bylaws. The board will vote on his recommendations at the March meeting.

**II. Foundation Report:**

- A. *The GL Foundation is applying to the Sudbury Foundation for a third year grant for \$30K. The money is primarily for staffing.*
- B. *A Historical Collections subcommittee has been formed and is working from the report of the roving archivist from the State Historical Records Advisory Board to implement her recommendations.*
- C. *Barbara reiterated the need for a Naming/Plaque policy, as the issue is recurring with donors. Sarah volunteered to write a policy draft.*

**III. Old business**

- A. *Esmé reported that the CPC request to migrate the Sudbury Archives to a new software platform has received approval and will be on the warrant at the next Annual Town Meeting.*
- B. *Esmé handed out the final budget numbers presented to the FinCom by the Town Manager for FY17. The final number slightly exceeds the 2.6% increase limit but maintains current program and service levels. (see attached)*

**IV. New business:** none

**V. Any other items not known 48 hours in advance of the meeting:**

**VI. Next meeting date:** March 1, 7:00pm

**VII. Adjournment:** motion to adjourn made by Bob at 8:58pm. Seconded by Barbara. So voted.

*Respectfully submitted,  
Esmé Green, Library Director*