



# **Board Meetings**

**IC 36-12-2-23(b); IC 5-14-1.5**

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Regular board meetings and committee meetings are where most of the board's work is done. What you do in meetings can make the difference between an effective or an ineffective board.

Poor meetings can alienate staff, damage the board team, waste your time and the time of the other board members, cause turmoil in the community and actually hamper the operation of the library.

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You can expect the board president to run the meetings and keep the board moving toward good decisions. However, it is no less each board member's responsibility to:

- attend all meetings.
- prepare well for meetings.
- take part in all discussions.
- cooperate with fellow board members to make meetings work.
- understand the basics of parliamentary law as well as any state laws that apply to your meetings and then adhere to those laws.
- learn traditional meeting practices of this board and follow them.
- practice the art of compromise with other members of the team.
- practice the art of listening and merging your comments with those of the other board members.
- work towards consensus on issues.
- focus all deliberations on the ultimate mission of the library and the best interests of those you serve.

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***Every board member is responsible for good meetings***

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If each board member prepares well ahead of the meeting, board meetings will be shorter and almost always more productive.

The agenda packet will be sent to you several days before the meeting. Read carefully the agenda and all agenda related materials.

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***Good meetings begin before the meeting convenes***



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of all board members to be heard on the issues and not allow the discussion to get out of control.

When you have a disagreement among board members about the way to proceed, you consult the parliamentary guide specified by your bylaws.

You should have a basic understanding of parliamentary rules so that you can be a part of the process of moving quickly and efficiently through a good meeting agenda. There is a guide on the following pages that charts the basics of parliamentary procedure.

Caution: Parliamentary rules are not intended to impede the meeting process, but simply to ensure that the rights of all board members are protected and meetings move towards action. Your parliamentary procedures guide is simply a resource to consult when the meeting gets stalled.

Using parliamentary rules for the purpose of impeding the meeting process is unethical and detrimental to the team atmosphere.

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Do your part to make sure that board meetings begin promptly at the scheduled time. A meeting that begins on time sets a businesslike tone for the meeting. A meeting that begins late sets a tone of sloppiness that may be carried through the remainder of the meeting.

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***The board  
meeting  
begins***

If too many board members are late or absent, a quorum may not be present and the board cannot conduct business. A quorum is the majority—equal to 50 percent of the number of seats established by law, plus one—that must be present to conduct official business for the library (IC 36-12-2-23(b)). This is regardless of any current vacancies on a library’s board. Any vote by a board that does not have a quorum present can be legally invalid.

Arriving on time for meetings also demonstrates respect for board members who have made the effort to get to the meeting on time.

Socializing with other board members is important to the building the team atmosphere, but socializing needs to be done before and after the meeting and kept to a minimum during the meeting. The

To Do This: (1)	You Say This	May You Interrupt Speaker	Must You Be Seconded?	Is the Motion Debatable?	Is the Motion Amendable?	What Vote is Required?
Adjourn the meeting	"I move that we adjourn."	May not interrupt speaker	Must be seconded	Not debatable	Not amendable	Majority vote required
Recess the meeting	"I move that we recess until..."	May not interrupt speaker	Must be seconded	Not debatable	Amendable	Majority vote required
Complain about noise, room temperature, etc.	"Point of privilege, room temperature, etc."	May interrupt speaker	No second needed	Not debatable (2)	Not amendable (3)	No vote required
Suspend further consideration of something	"I move we table it."	May not interrupt speaker	Must be seconded	Not debatable	Not amendable	Majority vote required
End debate	"I move the previous question."	May not interrupt speaker	Must be seconded	Debatable	Amendable	Two-thirds vote required
Postpone consideration of something	"I move we postpone this matter until..."	May not interrupt speaker	Must be seconded	Debatable	Amendable	Two-thirds vote required
Have something studied further	"I move we refer this matter to a committee."	May not interrupt speaker	Must be seconded	Debatable	Amendable	Majority vote required
Amend a motion	"I move that this motion be amended by..."	May not interrupt speaker	Must be seconded	Debatable	Amendable	Majority vote required
Introduce business (a primary motion)	"I move that..."	May not interrupt speaker	Must be seconded	Debatable	Amendable	Majority vote required

(1) The motions or points above are listed in established order of precedence.

When any one of them is pending, you may not introduce another that's listed below it, but you may introduce another that's listed above it.

(2) In this case, any resulting motion is debatable.

(3) Chair decides.

To Do This: (4)	You Say This	May You Interrupt Speaker	Must You Be Seconded?	Is the Motion Debatable?	Is the Motion Amendable?	What Vote is Required?
Object to procedure or to a personal affront	"Point of order."	May not interrupt speaker	No second needed	Not debatable	Not amendable	No vote required, chair decides
Request information	"Point of information."	If urgent, may interrupt speaker	No second needed	Not debatable	Not amendable	No vote required
Ask for vote by actual count to verify voice	"I call for a division of the house."	May not interrupt speaker (5)	No second needed	Not debatable	Not amendable	No vote required unless someone objects (6)
Object to considering some undiplomatic or improper matter	"I object to consideration of this question."	May not interrupt speaker	Must be seconded	Not debatable	Not amendable	Two-thirds vote required
Take up a matter previously tabled	"I move we take from the table..."	May not interrupt speaker	Must be seconded	Debatable	Amendable	Majority required
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	May interrupt speaker	Must be seconded	Debatable if original motion is debatable	Not amendable	Majority required
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	May not interrupt speaker	Must be seconded	Not Debatable	Not amendable	Two-thirds vote required
Vote on a ruling by the chair	"I appeal the chair's decision."	May interrupt speaker	Must be seconded	Debatable	Not amendable	Majority in negative required to reverse chair's decision

(4) The motions, points, and proposals listed above have not established order or precedence. Any of them may be introduced at any time except when the meeting is considering one of the top three matters listed in opposite chart (motion to adjourn, motion to recess, point of privilege.)  
(5) But division must be called for before another motion is started.  
(6) Then majority vote is required.

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meeting should have a friendly, businesslike tone always focused on the agenda item at hand.

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**IC 5-14-1.5-4(a)**

***Stick to the agenda***



Your board meeting should run according to an agenda plan prepared by the director and the board president. The purpose of the agenda is to lock onto a clear direction for the meeting. The board president will ask the board to formally vote to approve the agenda plan at the beginning of the meeting. When the board approves a written meeting agenda, board members agree to discuss only those issues on the approved agenda.

Even though the board president and the director prepare the agenda, the agenda is the board's plan and all board members have a right to place issues onto the agenda by bringing those issues to the attention of the director or the board president.

Placing issues on the agenda at the last minute is not appropriate because the rest of the board team has not had time to consider the issue and will not be ready to discuss it in an informed manner.

Many issues that get on the agenda at the last minute are issues that could be handled outside the meeting more efficiently. There are certainly issues that will have to come before the board at the last minute that need to go on the agenda for discussion, but they should be very rare.

Last minute attempts to get something on the agenda are usually an indication that a board member has a complaint and wants a soapbox.

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**IC 5-14-1.5-4(b)(c)**

***Minutes of the meeting***

At each meeting you will be asked to approve the minutes of the previous meeting. This is a portion of the meeting you will not want to take lightly.

The meeting minutes, when approved by a formal vote or by consensus of the board, are the official legal record of what happened at the board meeting.

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The minutes are also an important communication between the board and constituents. If you are a new board member, you should examine the minutes of the board meetings for at least the past year. That will give you a good perspective on the issues the board has faced and how the board handled these issues.

Any board member has a right to ask the board to correct errors in the minutes before the board accepts the minutes as a record of the previous meeting.

But board members do not have a right to demand that their reasons for voting a certain way or their detailed views about an issue be recorded in the minutes. Every board member should have full opportunity to express a viewpoint prior to the vote on any issue, so there's no good reason to extend the debate into the voting process. Your "yes" or "no" vote will represent your views on the issue.

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During the meeting, board members will likely hear reports from committees, the director and staff. The reports will provide the background and information the board needs to deal with the issues on the agenda for the rest of the meeting.

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***Reports to  
the board***

Often, the reports will conclude with a recommendation for board action. If those reports were in written form and sent to the board members prior to the meeting, you should be well prepared to take action on those reports without having them read to you during the meeting. Those making the reports during the meeting will simply highlight information, clarify items, and answer questions.

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You can bring business before the board by making a motion. A motion is a formal request or proposal for the board to take action.

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***Making  
motions***

To make a motion, you simply address the chairperson and state "*I move that...*" and state the action you wish the board to take. Most motions require that another board member support the request for action by seconding the motion.

Once the motion is seconded and restated by the chairperson, the board begins discussion of the motion. Some motions do not

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require discussion. (See the parliamentary procedures chart on pages 4 and 5 of this section of the manual.)

By requiring a motion on an issue prior to discussion, the board focuses discussion on agenda items only and stays on track. When the discussion is preceded by a motion, the chairperson can insist that board members limit discussion to the motion on the table.

Motions usually come from two major sources, committee reports and director recommendation, but board members may make motions at any time in accordance with your parliamentary guide.

After a motion is made and seconded, there should be plenty of time to discuss freely all the pros and cons of any issue. But when the discussion jumps from one subject to another and fails to focus on the issue at hand, the result will be disappointing to everyone.

The board chairperson should make sure that all the issues that need to be discussed get on the agenda and board members should take all the time they need to discuss those issues. The chairperson and all board members must work to keep the discussion moving towards a decision--that's the reason the issue is on the agenda.

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**IC 5-14-1.5-3(b)**  
**Voting**

Once the motion has been discussed thoroughly, the chairperson will call for board members to vote on the motion. You may be asked to vote by saying "aye" (yes) or "nay" (no) in a voice vote, by a show of hands or in a roll-call vote. Your vote will be recorded in the minutes.

Abstaining rather than voting "yes" or "no" on a motion before the board should be very rare and is usually appropriate only when you have a conflict of interests in the issue before the board. You are appointed to express an opinion on the issues, and abstaining expresses no opinion.

Once the vote is taken, the chairperson will declare that the motion passes or fails and move on to the next agenda item.

Use the meeting evaluation form that follows this chapter to

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occasionally check yourself on meeting performance. Then set some goals to improve those weaknesses at future board meetings.

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Indiana public library boards must follow the state's sunshine law known as the "Open Door" law. Public libraries, like other tax-supported agencies, must operate in the best interest of the public. The Open Door statute, requiring that all meetings be held in public, is designed to protect the public from secret dealings by public agency boards. Public notice of the date, time and place of regular meetings, executive sessions or rescheduled or reconvened meetings must be posted and given to the media at least 48 hours before the meeting. Very simply, this statute is protection against abuse of public power.

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***IC 5-14-1.5  
Meeting  
in the  
sunshine***

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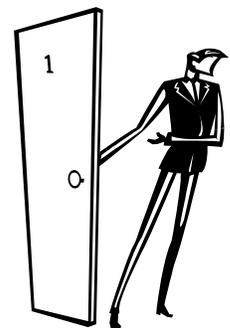
- Any meeting of a public library board in Indiana is subject to the Indiana Open Door law. Exceptions to the definition of a meeting are "social or chance gatherings not intended to avoid" the statute. Library board training is considered a meeting and must be posted. IC 5-14-1.5-2(c)

- With a few notable exceptions, meetings of public agencies must be open to the public. Meetings closed to the public or "executive sessions" may only be held: IC 5-14-1.5-6.1

- 1) where authorized by federal or state law
- 2) for discussion of strategy with respect to collective bargaining, initiation of litigation or litigation which is either pending or has been threatened specifically in writing, the implementation of security systems, or the purchase of real property up to the time a contract or option to purchase or lease is executed by the parties; however, all such strategy discussions must be necessary for competitive or bargaining reasons.
- 3) interviews with industrial or commercial prospects or their agents.
- 4) interviews with prospective employees.
- 5) with respect to any individual over whom the governing body has jurisdiction, to receive information concerning the individual's alleged misconduct, and to discuss, prior to any determination, that individual's status as employee, student, or independent contractor.
- 6) for discussion of records classified as confidential by state or federal statute.
- 7) to discuss any placement decision of an individual employee's abilities, past performance, and behavior.

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***Some  
Specifics  
of the  
Indiana Open  
Door law***



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8) to discuss the job performance evaluation of an individual employee.

- **Closed meetings cannot result in a final decision** and must comply with the notice and memorandum sections of the law. All voting must be done in open session. IC 5-14-1.5-6.1(c)

- The law does not mandate that agendas be used. It does require that if a written agenda is used, it must be posted on the door of the meeting room. There is no requirement to send an agenda along with the meeting notice to the media, nor to post the agenda forty-eight hours in advance.

- If you use a meeting agenda, your agendas should inform and guide the public and the library board in the conduct of the meeting. Deviations that are consistent with those purposes and are not disorderly are not in conflict with the intent of the Open Door Law.

• Minutes are to be kept of each meeting and closed session. This written record must include:

- 1) Date, time, and place of the meeting
- 2) Library board members present and Absent
- 3) General substance of all matters proposed or discussed

Although "reasonable" is subject to some interpretation, the practice of not releasing the minutes until they are accepted and approved by the board at the next regular meeting is not acceptable.

To avoid duplication of effort and still comply with the law, prepare the minutes of each meeting and make them available within a day or two of the meeting. The minutes must include the items mentioned above but could also include any other details desired by the board. There is no requirement to mail the minutes to the media.

- Unless otherwise provided by law, every citizen of the state has the right to inspect the public records of public libraries during their

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regular business hours, and to copy from the records so inspected. Reasonable charges may be made for photocopying such records.

The term "public records" applies to any writing in existence as a result of any statute or regulation of any administrative body or agency of the state, including libraries. This right to inspect does not apply to public records which are declared to be confidential under existing laws. Personnel files are generally not public record.

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It is somewhat difficult for board members to conduct a meeting and speak candidly with the public or media representatives watching and listening. Board members often feel they must be overly responsive to those listening, and the result can be deliberation that seems aimed more at the audience than at the rest of the board team--speeches rather than deliberations. Some board members may be so intimidated by an audience that they don't speak at all and all sides of the issue are not considered.

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*IC 5-14-1.5  
Learn to live  
comfortably  
with the  
Open Door law*

The Open Door law can generate conflict and confrontation between a board that finds it hard to be candid in public and public members suspicious of a board that shuts them out of a closed session.

Attempting to circumvent the Open Door law is dangerous, and unnecessary. Your board can function well in the open and within the law if you learn to control the situation. Here are a few important considerations to make living with the Open Door law easier:

1) Keep in mind that you have been chosen to represent a large number of people. The people who show up at a board meeting usually represent a very small percentage of your constituents and should not have an undue influence on your actions.

2) Your board should have a clear policy about regulating the activity of outsiders who attend your board meetings. If you have a public forum section on the agenda, it should be short and follow strict rules for those who speak to the board. Board policy should state that the board will listen, but will not respond, to those who speak during the open forum.

This is a time for listening, not uncontrolled debate. If there is need for response from the board, it should come at a later time when

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the board has had time to deliberate the issue, to seek more information, or to take recommendations from the director.

3) Understand that your board meeting is a meeting conducted in public, not a public meeting. In other words, the public is there to watch the board work, not to participate in the board meeting.

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***IC 5-14-1.5-2(j)***  
***The media***  
***and the***  
***Open Door***  
***law***

Be aware that newspaper and other non-print media reporters will be very knowledgeable about the Open Door law and how it applies to your board. Keep in mind that media representatives have no more rights under the law than any other citizen, but they will be much more knowledgeable about the law than most.

Cooperation rather than conflict with media representatives and understanding clearly what your board's obligation is under the law is the key to dealing with the media.



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## *The board evaluates its meetings*

The outcome of any meeting depends heavily on the process. A well-organized and well-managed meeting produces good results. A disorganized meeting produces frustration and anger and does nothing for your library.

Just as you pay careful attention to maintenance of your car so it will continue to get you where you want to go, you must also pay careful attention to the maintenance of your meeting process so it will get the board where it wants to go.

The following questions will help you assess your board or committee meeting process and suggest some ways to improve that process. All members of the board team--board members and director--should complete the form individually and then discuss the results as a team. Use the evaluation form several times per year and compare the results with the previous evaluation results.

**Circle the response that best describes your meetings:**

- |  |     |    |           |
|--|-----|----|-----------|
| 1) Do meetings begin and end on time?  | YES | NO | SOMETIMES |
| 2) Do meetings have a positive tone?   | YES | NO | SOMETIMES |
| 3) Does the board chairperson lead the meetings?                                     | YES | NO | SOMETIMES |
| 4) Does everyone come prepared?  | YES | NO | SOMETIMES |
| 5) Do board members stick to the agenda?   | YES | NO | SOMETIMES |
| 6) Does the board work for consensus?  | YES | NO | SOMETIMES |
| 7) Do all members participate in discussions?  | YES | NO | SOMETIMES |
| 8) Are meetings completed in less than two hours?                                    | YES | NO | SOMETIMES |
| 9) Is the director encouraged to participate?  | YES | NO | SOMETIMES |
| 10) Is the meeting room comfortable?   | YES | NO | SOMETIMES |
| 11) Has the board agreed on a parliamentary resource such as Roberts Rules of Order? | YES | NO | SOMETIMES |
| 12) Does the board have enough information to make decisions about agenda items?     | YES | NO | SOMETIMES |

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13) Do at least 90-95% of the members attend?	YES	NO	SOMETIMES
14) Does the agenda focus on policy issues rather than management issues?	YES	NO	SOMETIMES
15) Are board members equal in the discussions and not dominated by one or two members?	YES	NO	SOMETIMES
16) Do board committees demonstrate that they are working and producing results?	YES	NO	SOMETIMES
17) Is discussion cordial and does it avoid personal attack?	YES	NO	SOMETIMES
18) Do board members feel free to express even dissenting viewpoints?	YES	NO	SOMETIMES
19) Do board members leave the meeting still feeling like a team?	YES	NO	SOMETIMES
20) Do board members leave the meeting with a feeling of accomplishment?	YES	NO	SOMETIMES

**Evaluation followup:**

If you circled any "NO" or "SOMETIMES" responses, list below the actions you will take to correct the problem so your meetings will run better and produce better results.

Our next meeting review will be \_\_\_\_\_.