

**KELLOGG-HUBBARD LIBRARY**

Established 1894

135 Main Street, Montpelier, VT 05602

802-223-3338 [www.kellogghubbard.org](http://www.kellogghubbard.org)

**Board of Trustees**

Judy Walke, Acting Board President; Sue Zeller, Vice-President;  
Tim Donovan, Treasurer; Sarah Seidman, Secretary;  
Bridget Asay; Craig Durham; Dan Greene; Dan Groberg;  
Craig Line; Jennifer Myka; Tai Nixa Peterson; Graham Sherriff.

**KELLOGG-HUBBARD BOARD OF TRUSTEES MINUTES  
Wednesday Jan. 19, 2022 Virtual Meeting via Zoom**

1. Called to order at 5:06 p.m. by Acting President Judy Walke. Present: Bridget Asay (President), Judy Walke (1<sup>st</sup> VP), Sue Zeller (2<sup>nd</sup> VP), Tim Donovan (Treas.) Sarah Seidman (Sec.), Dan Groberg, Tai Nixa Peterson, Craig Line, Craig Durham, Graham Sherriff, Jennifer Myka, Co-Directors Carolyn Brennan and Jessie Lynn, Staff member Sarah Rogers. Absent: Dan Greene
2. Agenda approved by consent.
3. Zeller moved and Groberg seconded approval of minutes of 11-17-21. Abstention: Tai Nixa Peterson. After discussion, motion carried.
4. Donovan moved and Zeller seconded approval of the minutes of the special meeting 12-5-21 to appoint an acting President. Abstention: Bridget Asay. Motion carried.
5. Nominations of Officers:
  - Zeller moved and Donovan seconded the nomination of Bridget Asay as President. No further nominations. Motion carried.
  - Seidman moved and Asay seconded the nomination of Judy Warriner Walke as 1<sup>st</sup> VP. No further nominations. Motion carried.
  - Donovan moved and Asay seconded the nomination of Sue Zeller as 2<sup>nd</sup> VP. No further nominations. Motion carried.
  - Seidman moved and Durham seconded the nomination of Tim Donovan as Treasurer. No further nominations. Motion carried.
  - Zeller moved and Walke seconded the nomination of Sarah Seidman as Secretary. No further nominations. Motion carried.
6. Donovan moved and Zeller seconded a motion that the Board of the Kellogg-Hubbard Library assigns the duties and power of the office of President to First VP Judy Warriner Walke to serve as Acting President until such time as they are reassigned by the Board. Motion carried. Asay expressed her appreciation.

7. Re-election of Trustees:

- Durham moved and Zeller seconded the re-election of Tim Donovan to a 3-year term on the Board. Motion carried.
- Zeller moved and Durham seconded the re-election of Jennifer Myka to a 3-year term on the Board. Motion carried.
- Peterson moved and Walke seconded the re-election of Sarah Seidman to a 3-year term on the Board. Motion carried.
- Line moved and Asay seconded the re-election of Graham Sherriff to a 3-year term on the Board. Motion carried.

8. The Board affirmed the 2022 meeting schedule and reviewed the annual work matrix. They reflected on the impressive work of the Board committees in 2021 and reviewed committee structures and membership for 2022.

Sherriff noted, with regret, that he will step down from the Board within the next six months. He thanked the Board for the pleasure and privilege of serving and said he will work for a successful transition to a new member. Craig Line thanked him for his service.

9. The Board reviewed annual policies: Conflict of Interest, Mission Statement, Materials Selection, Confidentiality. Brennan noted that each member needs to sign and return the Conflict of Interest Policy to her.

10. The Co-directors' reports were made in written form.

11. Committee Reports: Board Development: Craig Line said it had been a lengthy search for a new Worcester representative. The Committee enthusiastically supports the nomination of Sarah Davis to the Board. Line moved, with Zeller seconding, that Davis be elected to the Board. Motion carried. Myka noted the continuing challenge of seeking more diverse representation at the Board level.

12. Finance Committee. Chairman Donovan reported that the 2022 budget is in great shape, with some expenses reduced and exceptionally successful fundraising, including some larger gifts.

Donovan moved and Zeller seconded a motion to reverse the set aside of \$25K for Strategic Planning purposes as voted by the BOT on 11/17/21. These funds will now come out of the operating budget. Motion carried.

Donovan moved and Line seconded a motion to recommend to the BOT that the \$100K unexpected donation should be transferred to the Endowment Fund in its entirety. Motion carried.

13. Donovan moved and Zeller seconded a motion to include co-directors in an executive session for a personnel matter as stated in the agenda. Motion carried. The Board went into executive session at 5:50 p.m. At 6:05 the Board came out of executive session.

14. Groberg moved and Donovan seconded a motion to approve the co-directors' recommendation for one-time bonuses for all employees as permitted by the contract. Motion carried.

15. Brennan updated the Board on the strategic planning process. The group has had two meetings and will receive a full proposal from one consultant this week, which they will review before determining next steps. Groberg moved and Durham seconded a motion to rename this group as an administrative working group for the library rather than an ad hoc committee of the Board. Motion carried.

The next meeting will be Wednesday Feb. 16 at 5 p.m. Zeller moved to adjourn at 6:15 p.m.

Respectfully, Sarah Seidman, Secretary