

FRIENDS OF BRANDYWINE HUNDRED LIBRARY  
SPECIAL MEETING MINUTES

A special meeting of the Board of the Friends of Brandywine Hundred Library was held March 31, 2015, beginning at 7:00 p.m. at the Brandywine Hundred Library.

Directors Present: Agnes Galvin, Angela Hollodick, Paula Evans, Michelle Masitis Mooney, Kay Bowes, Kate Cummings, Mary Bowler, and Claire Kantar.

Directors Absent: Natalee Burke, Martha Gessler, Richard James, and Lynne Rosa.

Mary E. Bowler, Treasurer, called the meeting to order in the absence of Lynne Rosa, President and Richard James, Vice President.

Ms. Bowler noted that the objectives of the meeting were to (1) discuss a recent transaction involving the Board's placement of an advertisement promoting the Friends in the program booklet for the Mt. Pleasant High School spring musical; (2) consider the advisability of adopting a code of conduct for directors; and (3) raise the possibility of amending the bylaws to define consequences for directors who fail to adhere to the code of conduct.

A discussion followed regarding the circumstances surrounding the decision to place the advertisement in the program booklet, with directors sharing individual perspectives.

Additional discussion followed, focusing on identification of potential conflicts of interest and procedures for recusal from votes, as appropriate.

At the conclusion of the discussion, the following resolutions were moved and seconded, and adopted by the Board:

RESOLVED, that the Board has determined that the circumstances surrounding the decision to place an advertisement in the Mt. Pleasant program booklet raised no impropriety or breach of any duty on the part of any director:

RESOLVED FURTHER, that the placement of the advertisement was an appropriate expenditure of funds for promotion of the Friends of Brandywine Hundred Library.

A discussion of the benefits of a code of conduct for directors followed. The general consensus was that email should be used only for fact-based communication between meetings of the Board, and should be limited to the extent possible.

Agnes Galvin volunteered to research codes of conduct for nonprofit organizations, with a goal to present findings to the Board at a future meeting. It was agreed that the research should also include an examination of consequences, including removal from the Board, for failure to adhere to any code adopted. Discussion on the provisions of the code and on the consequences for any violation was deferred to a future meeting.

There being no further business to come before the meeting, the meeting adjourned at 7:50 p.m.

Respectfully Submitted,

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Mary E. Bowler  
Treasurer and Acting Secretary