



Composition of the SELCO/SELS Board of Directors

Minnesota Statutes, 134.20 *Regional Public Library Systems. Subd. 2. Library Board*, defines how regional library boards are established and affords to the regional board the same rights, privileges, and responsibilities as local city and county library boards. The composition of regional library system governance is determined by the board as delineated in the organizational bylaws which may be more stringent than the qualification set by statute. (Note: The most current bylaws for SELCO and SELS are online at: <http://www.selco.info/about-us/governance-advisement/sels-bylaws>.)

Article IV. Board of Directors. Section 1. Composition outlines the size of the board by stating, "The business of the corporation shall be managed by a Board of Directors consisting of at least the same number of directors as the corporation has member public libraries, with up to eleven (11) additional seats available for counties, in the event the county does not appoint the same member to the Board of Directors as one (1) of their member public library does." Continuing on, Section 2 of that same article specifies the qualifications in a brief and straightforward manner and states: "Directors:

1. Shall be natural persons of legal age.
2. Need not be on the member library's Board of Trustees.
3. No employee of a member library may be appointed as a Director."

While current language is very simple, earlier versions of the bylaws offered direction in those situations when the governing authority did not rest with a citizen library board, while still clearly stating the SELCO Board should not include paid library staff. The original bylaws adopted on January 18, 1973 stated:

The Board of Directors after the first board provided for in the Articles of Incorporation charged with governing the corporation shall consist of one person from each member library, elected by the library board of such library, who shall not be an employee of said library. In cases where the City Manager acts as the Library Board, he would be the SELCO Director. When the City Manager is unable to serve, he may appoint anyone to take his place except a local councilman.

Language defining Board member qualifications was amended in 1976 to read:

Directors shall be natural persons of legal age.

No employees of a member library may be a Director except a city manager in those cases where he acts as the board or the manager of the member library.

A city manager may not appoint a member of his city council as Director.

A fourth membership qualification was added as an amendment to the bylaws in January 1985 which stated that “Directors need not be on the member library’s Board of Trustees.” Through subsequent review and adoption of new bylaws in 1990, 1994 and 1995, these four stipulations for membership on the SELCO Board continued without change.

In 2000, the current language was introduced which limits qualifications to the three simple statements and deleted the stipulation that a city manager may not appoint a member of the city council. As it was already common practice in consolidated regions to include a combination of citizen representatives and county commissioners as the governing authority, there appeared to be no legal reason to specifically exclude elected city officials. However, it must be noted that in recommendations from the League of Minnesota Cities when providing advice to local government this is highly discouraged as a potential for conflicts of interest and/or incompatible offices.

Similarly, many of the initiatives considered by the regional library board have the potential to result in a direct benefit to library staff or have an effect on working conditions and/or terms employment. Since Board Members cannot benefit from corporate decisions, it would be very difficult to define or segregate that which could create a conflict of interest. SELCO has a Conflict of Interest policy which Board Members are required to sign annually to minimize any impropriety.

(A list of all SELCO policies including the Conflict of Interest policy is online at:
<http://www.selco.info/about-us/policies.>)

Because SELCO and SELS share the same continuous boundaries, the SELCO Board of Directors serves in the dual role of governing the multicounty, multitype regional system. Specifics of that arrangement are defined in Minnesota Statutes *134.351, Multicounty, Multitype Library Systems. Subd. 4. Governance.*