

Library Boards and Proxies

Initial question from trustee: Can a library board use proxies?

Response from Bob Cooper, December 29, 2011:

The question of proxies came up from time to time. I never did find specific mention of proxy use in the law. However, MCA 7-1-201. Boards does state: "(11) A majority of members constitutes a quorum for the purposes of conducting business and exercising powers and responsibilities. Action may be taken by a majority vote of members present and voting unless the resolution creating the board, district, or commission specifies otherwise." Note the use of the word "present" in this section. That to me seems not to support the use of a proxy.

Other obvious issues with proxies is that the person assigning a proxy will not be privy to any public input received at the meeting at which the vote is taken, or any other discussion that may arise on the matter being considered. Thus, the proxy is a bit of a blind vote potentially. They are seldom written specifically enough to cover situations that may arise. I also worry that proxy use discourages some board members from making a serious effort to attend board meetings.

If you do decide to advise in the direction of proxy use, I would encourage that the process is thoroughly covered in the bylaws, and requires written documentation, timelines for submission to the chair, specific voting instructions with limits of authority, and official proxy acceptance and announcement by the chair in advance of any vote being taken at a meeting. The minutes should reflect the proxy use as well. Use might possibly be limited to medical or family emergencies or the like.