

**Board of Trustees**  
**Friend Room**  
**2 Dale Avenue, Gloucester, MA 01930**  
**Tuesday, December 18, 2018, 5:30pm**

**Attendance:** Fran Aliberte, Anne-Marie Anderson, Barbara Braver, John Brennan, Fred Cowan, Joe Grella, Priscilla Malboeuf, Simon Paddock, Mern Sibley, Library Director Deborah Kelsey, Assistant Library Director Beth Pocock, and guest Meredith Fine

**Not Present:** Peter Feinstein, James Pope

1. Call to order
2. Welcome and introductions. This meeting is being recorded.
3. Approval of the November 27, 2018 minutes. Mern moved to approve the minutes with one correction from John; Priscilla seconded. Barbara and Anne-Marie abstained from voting and the minutes were approved.
4. Foundation establishment with Meredith Fine – see attached  
Meredith, representing the Foundation, has been working with Elizabeth (Liz) Reinhardt, representing SFL, to iron out the details of the arrangement. She gave an overview of the process and some specifics of this foundation.
  - a. A state and a federal process
    - i. State: Foundation is created as a non-profit corporation with the Secretary of State. This requires articles of incorporation and bylaws. These are ready to be filed.
    - ii. Federal: We need to file a Form 1023 with federal government in order to receive 501(c)3 status and collect donations. Meredith opined that the form is a useful process to help in understanding the foundation. Once the form is filed the waiting begins: 6 to 12 months.
      - 1) In the meantime, in order to begin fundraising, we will establish a fiscal sponsorship agreement with SFL. Meredith and Liz have worked out an agreement.
  - b. The Board reviewed and discussed the Foundation documents.
    - i. Structuring the seed money the SFL Corporation will give to the foundation. Will there be a reporting schedule from the Foundation to SFL? Scheduling transfers to the Foundation from SFL. These decisions will be up to the SFL Board.
    - ii. Need to determine if we can use the same accountants to prepare the Form 990 for both entities.
  - c. Next steps:
    - i. Give the Board time to review the by-laws.

- ii. Ask Liz, as SFL's attorney, to draft a motion to approve formation of the Foundation for a vote at the January 15<sup>th</sup> meeting.
- iii. Pass questions to Simon to pass on to Meredith. Meredith with share SFL Articles of Incorporation with Deborah; these describe the Foundation's charitable purpose.

5. Financial – Joe Grella

- a. Treasurer's report –
  - i. We sent a check to the Friends, clearing our books of the Art Auction money.
  - ii. Annual appeal donations are up to ~\$15,000.
  - iii. We are tracking committee expenses against budget. We will start working on the FY20 budget in January. Please send committee requests to Joe.
- b. Fred moved to accept the Treasurer's Report. Mern seconded and the report was approved.

6. Discussion and Action

- a. Board Membership – Fran Aliberte
  - i. Wendy Quinones is moving out of town and has submitted a resignation from the Board. Fred moved to accept her resignation. Barbara seconded and her resignation was accepted. We will offer a thanks at the Annual Meeting.
  - ii. Joan Riley is proposed for the Board. Fran and Simon met with her to gauge her interest. She is a retired teacher. We will have her attend committee meetings to determine where she wants to contribute. Fred moved to accept her application to serve. Simon seconded. Joe abstained and her application to join the Board was approved.
  - iii. Fran recommends seeking out some teens to serve on the Board.
- b. Fundraising – Simon Paddock
  - i. The Feasibility Study is starting in January. Peter Pearson of Library Strategies will attend the January Board meeting. The study should take about three months. Mr. Pearson will be back to conduct local interviews in February.
  - ii. Annual appeal: We need 100% Board participation.
- c. Library Director's Report – see attached
  - i. Eliminating barriers to use of the library: Deborah proposed removal of printing fees and overdue fines on all but the express collections. She also proposes increasing the number of times materials can be renewed. Priscilla moved to remove fines and printing costs charged to library users for a limited period, to be reviewed following the end of the current fiscal year. We will leave the operational details to the staff. Fred seconded and the motion was approved.
  - ii. Library use is down since the drug arrest in October. The SafeGuard Blue contract has been finalized and is ready to sign. They will be in place early in January.

- iii. Fire Suppression System: There is a long history of problems with the system including multiple leaks. Fred and Deborah are working with the Fire Department to hire a new company to inspect the system and suggest improvements. They have tested the “dry heads” (aka sprinklers) and found a 50% fail rate. This means the dry heads need to be replaced eventually.
    - d. Items not reasonably anticipated by the chair 48 hours in advance of the meeting
7. Updates
- a. Saunders House – Mern Sibley
    - i. Some gutter repairs are needed; the Committee is researching materials.
    - ii. They met with the Fundraising Committee to discuss how to work together.
    - iii. The final revised Saunders House report by SS&V is out.
  - b. Building & Grounds – Fred Cowan
    - i. Fred encouraged Board members to read the minutes.
    - ii. Fred is currently the only Board member on the committee. He would encourage another board member to join for succession.
  - c. Corporate Communications – Fran Aliberte
    - i. They are working on plans to improve public image:
      - 1) Christine is meeting with other local groups to see how we can work together.
      - 2) She is interviewing public relations candidates to work with the Committee.
      - 3) Quarterly newsletter: think about things to contribute to the next edition. We might want to publish a Board edition.
      - 4) We will aim for monthly publication in the GDT.
  - d. Friends – Simon Paddock
    - i. Deborah will attend the December meeting.
  - e. Library Building – Deborah Kelsey
    - i. The working group (Simon, Peter, Mern, Deborah) met with Dore & Whittier (D&W) to follow-up on the recent community meeting.
    - ii. Discussion re: whether we will sub-contract green engineers for the design. We have received a proposal which will come before the Board for a vote at a future meeting.
      - 1) There is an incentive grant from the state to do green building.
  - f. Board communications: Deborah is hoping to have the City create a portal/intranet for Board use for sharing information.
  - g. John commended the Board on progress made over the past year.
8. Concerns of Board Members
9. 7:22 Adjourn. There being no further business, the meeting was adjourned.
10. Next meeting dates: January 15, 2019, 5:30 pm – monthly board meeting

Respectfully submitted, Tracy Bowen

### **Motions Summary**

Fred moved to accept the Treasurer's Report. Mern seconded and the report was approved.

Board make-up: Fred moved to accept Wendy Quinones' resignation from the Board. Barbara seconded and her resignation was accepted. Fred moved to accept Joan Riley's application to serve on the Board. Simon seconded. Joe abstained and her application to join the Board was approved.

Priscilla moved to approve Deborah's suggestion to remove overdue fines and printing costs charged to library users for a limited period, to be reviewed following the end of the current fiscal year. We will leave the operational details to the staff. Fred seconded and the motion was approved.

### **Actions Summary**

Ask Liz, as SFL's attorney, to draft a motion to approve formation of the Foundation for a vote at the January 15<sup>th</sup> meeting.

Meredith with share SFL Articles of Incorporation with Deborah;

Joe will start working on the FY20 budget in January. Please send committee requests to him.