

Board of Trustees
Friend Room
2 Dale Avenue, Gloucester, MA 01930
Tuesday, September 24, 2019 5:30 pm

Attendance: Fran Aliberte, John Brennan, Fred Cowan, Peter Feinstein, Joe Grella (via audio conferencing), Priscilla Malboeuf, Simon Paddock, James Pope, Joann Riley, Mern Sibley, Marsha Sloane, Library Director Deborah Kelsey, and guest Gail Sarofeen

Not Present: Anne-Marie Anderson

1. 5:38 Call to order
2. Welcome and introductions. This meeting is being recorded.
 - a. Fran moved to invite Joe to the meeting. Fred seconded and the motion was approved.
 - b. John had invited North Shore YMCA's fundraiser to talk about their experience raising funds for the new building. She declined to attend, stating that they have worked through the national Y so far and haven't started local fundraising. They have fallen short on their goal to date and will have to modify their design plans.
3. Approval of the August 27, 2019 minutes. Priscilla moved to approve the minutes as presented. Mern seconded. Fred, John, and Peter abstained; the minutes were approved.
4. Financial
 - a. Treasurer's report. Joe presented Budget vs. Actuals for August and for the fiscal year to date, and Budget vs. Actuals for individual committees. The auditors have completed the audit and made their adjustments. Fran moved to accept the Treasurer's report. Peter second and the report was approved.
5. Discussion and Action
 - a. Foundation: Review of the grant agreement (see attached).
 - i. Simon sent the agreement to SFL's attorney, Elizabeth Reinhardt to review; she made some changes around the vehicle for moving money flowing from SFL to the Foundation and recommended funding the Foundation by grant and not by loan; she forwarded her proposed grant language to Foundation attorney Meredith Fine to review.
 - 1) The auditors also received a copy and have signed off on the form of funding being by grant.
 - ii. Priscilla raised some questions about the business considerations in deciding to fund by grant v. loan. Simon recommended a small working group, to include Priscilla and the two attorneys. Priscilla agreed and there was general consensus to this idea. Simon will coordinate the meeting.

6. Updates

- a. Building & Grounds – Fred Cowan
 - i. Fred and Simon had a phone conversation with Peter Pearson of Library Strategies (LS) about B&G's interest in renovating bathrooms. Mr. Pearson supported the plan and suggested moving forward based on the safety issues. He recommended first adding a unisex bathroom on the main floor.
 - ii. Fire suppression system: The system is now entirely operational. Dry heads have been replaced and the emergency circuit board is functional.
 - iii. Beech Tree: Staff member Linda Bosselman suggested we encourage the public to propagate the beech tree. Fred spoke with Matthew Natti of Cape Ann Tree (CAT) who is eager to help and will make the cuttings that can be propagated.
 - 1) Fran will bring this to the Corporate Communications Committee (CCC) to publicize.
 - 2) Fred secured the Adele Ervin commemorative plaque which will be installed by Matt Natti.
- b. Capital Projects – Simon Paddock
 - i. Feasibility Study: Letters have gone out inviting people to be interviewed. Mary-Kathryn will be scheduling interviews. CCC is creating a take-away for interviewees.
- c. Corporate Communications – Fran Aliberte
 - i. Fran thanked the staff for their help and participation in events.
 - ii. Events recap:
 - 1) We had a good response at to our presence at Maritime Heritage Day Labor Day weekend.
 - 2) The Civic Hub soccer game was well-received.
 - 3) The panel discussion on Income Inequality panel discussion was well-attended and well-received by attendees.
 - iii. Upcoming Events:
 - 1) Gloucester Stage Company: We are sponsoring the play, *Native Garden* which opens this weekend.
 - 2) We are co-sponsoring the City's Halloween celebration.
 - 3) Friends' Art Auction: Tracy Davis created an ad for GDT. The auction is on October 2nd. Fran encouraged people to attend.
 - iv. We are working on the Annual Appeal.
- d. Friends – Gail Sarofeen
 - i. Art Auction: Wednesday October 2nd. Gail invited everyone to attend.
- e. Governance – Priscilla Malboeuf
 - i. Bylaws: Priscilla is reviewing with help from Mern. She will have a draft by the next meeting.
 - ii. Board Recruitment:
 - 1) Fran is in discussion with a gentleman who expressed an interest.
 - 2) Grace Numerosi, the Mayor's sister: Deborah checked on nepotism concerns with SFL attorney who felt it was not an issue for SFL, but suggested the Mayor needs to check with the City's attorney. Serving on the Foundation Board should not be an issue.

- f. Lyceum – Marsha Sloane
 - i. Marsha attended the September 9th meeting. Jacklyn Linsky, Archivist, has scheduled public meetings on setting up archives for non-profits and grassroots organizations; this will be taped. Also coming up: a six-part lecture series on arts inside the community building; Finns on Cape Ann; various author talks.
 - g. Saunders House – Mern Sibley
 - i. A rotted gutter has been replaced on the Dale Avenue side of the building.
 - ii. Rotted sill: Committee member, Prudence Fish is reaching out to local experts for quotes.
7. Other:
- a. Simon and Mern have been invited, as Library representatives, to attend a TownGreen2025 event about climate crisis.
 - b. Report from Deborah:
 - i. While circulation numbers are down, programs are well-attended.
 - ii. Incidents around illegal drug use in the library:
 - 1. The Health Department will be training SFL custodial staff re: infection controls.
 - 2. Deborah has a meeting scheduled with Larry Ingersoll of SafeGuard Blue re: appropriate SFL staff response/role in these situations.
 - iii. We are fully staffed as of this week.
 - iv. There is a state hearing on the Mass. Board of Library Commissioners (MBLC) bond this Thursday at the State House. They love to hear from library Board members and Deborah encouraged Trustees to attend.
 - v. Cape Ann Reads: Curator Catherine Ryan has not responded to request from winning artists to return their original artwork. Trustees of the collaborating organizations have signed a letter asking her to return the originals. Deborah shared the letter with Mayor Romeo Theken who has agreed to support us and to reach out to Ms. Ryan if she does not return the artwork upon receipt of the letter.
8. 6:40 Adjourn. There being no further business the meeting was adjourned.
9. Next meeting dates: Trustees – Tuesday, October 22, 5:30 pm
- a. Capital Projects – Tuesday, September 25, 8:30 am
 - b. MBLC Construction Program Bond Bill Hearing – Thursday, September 26, 11:00-1:00, State House in Hearing Room A2
 - c. Executive & Governance – Wednesday, October 2, 8:30 am
 - d. Friends Art Auction – Wednesday, October 2, 7:00 pm
 - e. Lyceum – Monday, October 7, 4:30 pm
 - f. Corporate Communications – Wednesday, October 9, 9:00 am
 - g. Library Closed: Staff Development Day – Thursday, October 10, 8:30-4:00
 - h. Library Closed: Columbus Day – Monday, October 14
 - i. Friends – Wednesday, October 16, 3:00 pm
 - j. Saunders House – Monday, October 21. 10:30 am

- k. Building & Grounds – Monday, October 21, 4:30 pm
- l. Trustees – Tuesday, October 22, 5:30 pm
- m. Capital Projects – Wednesday, October 23, 8:30 am
- n. Feasibility Study – Monday-Wednesday, October 28-30, 31 if needed

Respectfully submitted, Tracy Bowen

Motions Summary

n/a

Actions Summary

Simon will coordinate formation of a small working group to discuss the Foundation funding mechanism. The group will include at least Simon, Priscilla, Elizabeth Reinhardt and Meredith Fine.

Fran will ask Tracy Davis and Christine Armstrong of the Corporate Communications Committee to publicize the beech tree public propagation plan.

September , 2019

Paul McGeary, President
The Sawyer Library Foundation, Inc.
Two Dale Avenue
Gloucester, MA 01930

**Grant Funding Agreement
Between
Gloucester Lyceum and Sawyer Free Library
And
The Sawyer Library Foundation, Inc.**

Dear Mr. McGeary:

On behalf of Gloucester Lyceum and Sawyer Free Library (“The Library”), the Grantor, to provide mission-related support to The Sawyer Library Foundation, Inc. (“The Foundation”), I am pleased to confirm funding under the following Grant terms and conditions:

- Grantee:** The Foundation is a Massachusetts nonprofit corporation having offices at Two Dale Avenue, Gloucester, Massachusetts and organized for the purpose of securing funding and providing financial support for the Sawyer Free Library of Gloucester. The Foundation is in the process of applying for tax exemption under Section 501(c)(3) of the Internal Revenue Code.
- Grant Amount:** Three hundred thousand dollars (\$300,000.00)
- Payment Terms:** As soon as practicable for the Foundation.
- Grant Purpose:** Grant funds are to be expended exclusively in furtherance of the Foundation’s exempt mission and primary goal of securing funding and providing financial support for the expansion, upgrade, enhancement, and maintenance of The Library’s

real property as well to maintaining and enriching the quality of The Library's services, materials, and programs, including start-up expenses.

In furtherance of grant purposes, The Foundation will continue to consult and collaborate with The Library [insert name of contacts or committee] or any like, independent successor organization to it.

**Additional Terms
& Conditions:**

1. Contact Information:

For the Grantor:

[Name]

[Address]

[Address]

For Grantee:

Paul McGeary, President
The Sawyer Library Foundation, Inc.
Two Dale Avenue
Gloucester, MA 01930

2. Funds granted by Grantor shall be applied solely for the exempt purposes specified in this Grant Funding Agreement. Grantee shall repay to Grantor any grant funds not used for these purposes. Any change in the purpose for which grant funds are applied must be approved in advance in writing by Grantor before expenditure.
3. If Grantee breaches this Grant Funding Agreement, or if Grantee's conduct under this Grant Funding Agreement jeopardizes Grantor's legal or tax status, Grantor reserves the right to withhold, withdraw, or demand immediate return of grant funds.
4. In administering grant funds, neither the Grantee nor any individual associated with the Grantee shall discriminate against person by reason of race, ethnicity, creed, color, religion, gender, marital status, sexual orientation, national origin, ancestry, age or disability.

5. Nothing in this Agreement shall constitute the naming of Grantor as an agent or legal representative of Grantee for any purpose. This Agreement shall not be deemed to create any relationship of agency, partnership, or joint venture between the parties hereto.
6. Grantee shall submit a written report to the Grantor within 4 ½ months after the close of Grantee's 2020 fiscal year (ending June 2020), together with copies of Grantee's most recently filed IRS Form 990 and Massachusetts Attorney General's Form PC (including all required attachments). The written report shall include an itemized accounting of all grant expenditures, shall describe the services provided and, as applicable, programs benefitted by grant funds, the manner in which the services were conducted, and actual outcomes achieved. Grantee shall also any written interim accounting or reports as may reasonably be requested by Grantor.
7. This agreement shall be governed by Massachusetts Law.

Please sign below to indicate your acceptance of this Grant Funding Agreement.

The Sawyer Library Foundation, Inc.

Paul McGeary, President, duly authorized

Acknowledged

and Accepted:

Gloucester Lyceum and Sawyer Free Library

, duly authorized