

Board of Trustees
Friend Room
2 Dale Avenue, Gloucester, MA 01930
Tuesday, November 19, 2019 5:30 pm

Attendance: Fran Aliberte, Peter Brau, John Brennan, Peter Feinstein, Joe Grella, Priscilla Malboeuf, Simon Paddock, James Pope, Mern Sibley, Marsha Sloane, Library Director Deborah Kelsey, and visitor JD MacEachern

Not Present: Anne-Marie Anderson, Fred Cowan, and Joann Riley

1. Call to order
2. Welcome and introductions. This meeting is being recorded.
 - a. John welcomed Peter Brau to his first meeting as a Trustee.
 - b. The Trustees thanked Fred Cowan for providing dinner for the group even on a day he could not attend the meeting.
3. Approval of the October 22, 2019 minutes. Joe moved to approve the minutes with suggested corrections from John. Priscilla seconded; James abstained and the minutes were approved.
4. Financial – Joe Grella
 - a. Financial Review
 - i. Joe presented budget versus actual for the month of October and for the fiscal year to date. He also presented budget versus actual for each committee.
 - ii. Investments are up about \$64,000 for the fiscal year so far.
 - b. Treasurer’s report
 - i. Joe requested an estimate of cash flow for the next six months from each committee chair.
 - ii. Mern moved to accept the Treasurer’s Report; Marsha seconded and the report was approved.
5. Discussion and Action
 - a. Foundation: Review of the Grant Agreement – John Brennan
 - i. Attorney Elizabeth Reinhardt prepared a memo detailing the grant from SFL to fund the Foundation (see attached).
 - ii. Priscilla moved to authorize John, as President of the Board, to sign the grant agreement between Sawyer Free Library and the Sawyer Library Foundation. Fran seconded. Peter B. abstained and the motion was approved.
 1. Paul McGeary, as Foundation President, has signed the agreement. Meredith Fine will need a copy of the signed document.

- iii. Once the agreement is signed the 501(c)3 documents will be submitted. Submission of the documents grants pending approval and the ability to fundraise.
 - b. Jason Brisbois, Trustee candidate – Fran Aliberte
 - i. Fran and Fred Cowan met with Jason to discuss Board needs and his interest. He is serving on the Corporate Communications Committee. Fran and Fred recommend him for the Board. Joe moved to accept Jason Brisbois to serve on the Board. Marsha seconded and the motion was approved.
 - c. Library Directors Report
 - i. Visitor count is up.
 - ii. Civic Hub immigration events have been well-received.
 - iii. Catherine Ryan update: winning artist, Bonnie Sylvester has hired an attorney who has requested a copy of the registered letter we sent to Catherine (which she refused to accept).
- 6. Updates
 - a. Building & Grounds -Deborah Kelsey
 - i. Bathroom renovations: The Committee is considering several plans and configurations. They will have each priced out.
 - ii. Furniture has been purchased for the Children’s Library; new carpeting has been chosen and will be installed early next year.
 - b. Capital Projects – Simon Paddock (see above)
 - c. Corporate Communications – Fran Aliberte
 - i. Annual appeal letters have gone one. We’d love 100% Board participation.
 - d. Friends – John Brennan
 - i. John met with the Friends to discuss public confusion between the Friends’ fall membership drive and the SFL annual appeal. He suggested they consider housing their bookstore in the Saunders House as part of the Building Program.
 - e. Governance – Priscilla Malboeuf
 - i. The Governance Committee reviewed proposed changes to the bylaws. Priscilla will incorporate their suggestions and bring the updated document for review at the next Governance Committee meeting. Trustees are welcome to attend. Please let Deborah know if you’d like a copy of the suggested revisions.
 - f. Lyceum – Marsha Sloane
 - i. Marsha attended the November 4th meeting of the Lyceum where they reviewed recent programs and planned for upcoming events.
 - g. Saunders House – Mern Sibley
 - i. The Committee will ask Bill Finch for an estimate on a paint analysis of the Byers-Davidson Room and adjoining hall.
 - ii. Timber framer, John Watson has examined a questionable sill – original to the building – and determined that nothing needs to be done at this time.
- 7. 6:32 Adjourn. There being no further business the meeting was adjourned.

8. Next meeting dates: Trustees – Tue, Dec 17, 5:30 pm
 - a. Friends – Wed, Nov 20, 3:00 pm
 - b. Library Closed: Thanksgiving Day– Thu, Nov 28
 - c. Library Closed: Friday after Thanksgiving – Fri, Nov 29
 - d. Lyceum – Mon, Dec 2, 4:00 pm
 - e. Executive & Governance – Wed, Dec 4, 8:30 am
 - f. Capital Projects – Thu, Dec 5, 8:30 am
 - g. Building & Grounds – Mon, Dec 9, 4:30 pm
 - h. Corporate Communications – Wed, Dec 11, 9:00 am
 - i. Saunders House – Mon, Dec 16, 10:30 am
 - j. Trustees – Tue, Dec 21, 5:30 pm
 - k. Capital Projects – Wed, Dec 18, 8:30 am
 - l. Friends – Wed, Dec 18, 3:00 pm

Respectfully submitted, Tracy Bowen

Motions Summary

Mern moved to accept the Treasurer’s Report; Marsha seconded and the report was approved.

Joe moved to accept Jason Brisbois to serve on the Board. Marsha seconded and the motion was approved.

Priscilla moved to authorize John, as President of the Board, to sign the grant agreement between Sawyer Free Library and the Sawyer Library Foundation. Fran seconded. Peter B. abstained and the motion was approved.

Actions Summary

Joe requested an estimate of cash flow for the next six months from each committee chair.

Meredith Fine will need a copy of the signed grant agreement between SFL and the Foundation.

Priscilla will incorporate Governance Committee suggestions and bring for review at the next meeting before presenting proposed changes to the Board.

Please let Deborah know if you’d like a copy of the suggested bylaws revisions.

October 29, 2019

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

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

Dear Mr. McGeary:

On behalf of Gloucester Lyceum and Sawyer Free Library, Inc. (“The Library”), the Grantor, to provide mission-related support to 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 Library. 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:** Upon written request by 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 Board of Trustees or any like, independent successor organization to it.

**Additional Terms
& Conditions:**

1. Contact Information:

For the Grantor:

John Brennan, President
Gloucester Lyceum and Sawyer Free Library, Inc.
2 Dale Avenue
Gloucester, MA 01930

For Grantee:

Paul McGeary, President
Sawyer Library Foundation, Inc.
2 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. Grantor acknowledges that Grantee is an independent, private, nonprofit corporation to which the Public Records Law and Open Meeting Law do not apply. Grantee shall have no obligation to disclose its confidential and proprietary corporate documents, including its list of donors, its marketing plans, or other non-public information to Grantor except as required by law.
8. This agreement shall be governed by Massachusetts Law.

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

**Acknowledged
and Accepted:** **Sawyer Library Foundation, Inc.**

Paul McGeary, President, duly authorized

**Acknowledged
and Accepted:** **Gloucester Lyceum and Sawyer Free Library, Inc.**

John Brennan, President, duly authorized