

Gloucester Lyceum & Sawyer Free Library
Board of Directors - Meeting Minutes
Wednesday, April 26, 2017

Gloucester Lyceum & Sawyer Free Library Board of Directors
Meeting Agenda Wednesday, April 26, 2017

Attendance:

Board Members

Barbara Braver, Vice-President, Fred Cowan, President, Bill Fonvielle, Kecia German, Emily Glover, Clerk (left at 7:50), Simon Paddock, Wendy Quinones, Mern Sibley

Invitees

Deborah Kelsey, Ex Officio

Katherine Prum, potential Board member

1. 6:00 Call to order.
2. Board Membership: Katherine Prum and Fred left the room for this discussion and vote. Barbara Braver nominated Katherine Prum to fill the unexpired term of Meredith Fine, touting Katherine's devotion to community involvement. Bill seconded and the motion was approved unanimously.
3. Welcome and introductions. This meeting is being recorded. The group took a few minutes to introduce themselves to Katherine. Deborah will follow up with a brief write-up for the website.
4. Approval of the February 22nd minutes: Wendy moved to approve the minutes as presented; Kecia seconded and the minutes were approved unanimously.
Approval of the March 22, 2017 minutes: Deborah suggested some wording changes to paragraph 13. Mern moved to approve the minutes with those changes; Bill seconded. Wendy abstained from voting because she was not at the meeting; all others voted in favor and the motion was approved.
5. Treasurer's Report:
Fred would like to establish a sub-committee to the Finance Committee to draft an RFP to find experts to design a usable bookkeeping method that is in step with the City's system. He asked new Board members to serve on the sub-committee as a way to understand finances and to offer their expertise, as well as learn from the City's model of tracking finances. He wants to design a bookkeeping system to track finances to Deborah's satisfaction including donor management and volunteer management. Deborah recommended tasking the existing committee with that instead of a sub-committee. We also need a committee to address development (see Discussion #10 below). Simon and Katherine volunteered. The Board agreed that instead of forming a sub-committee, the work Fred proposes would be a function of the Finance Committee.
6. Approval of revised Bylaws – Barbara Braver
 - a. History: By-laws were partially revised in 2015. More changes have been proposed to meet the way we conduct business.

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- b. Proposed Changes:
 - i. Bill noted that the semi-colon in the title of Article I should be replaced with a comma.
 - ii. Restructure the Governance and Finance Committees to broaden the scope of who may serve on the Committees. Also, the Vice-President of the Board will serve on, but is no longer obligated to Chair, the Governance Committee.
 - iii. Community Public Relations Committee is now being called the Corporate Communications Committee.
 - iv. Meeting conduct: Board meetings will follow the “spirit of” Roberts Rules of Order.
 - v. Open Meeting Law and remote participation: Under changes to the law use of a telephone to include off-site participants is no longer enough and must be supplemented with video contact.
 - c. Approval of the proposed changes: Bill moved to approve the By-laws as amended, Kecia seconded and the changes were approved unanimously.
 - d. The amended By-laws will go before the Corporators at the Annual Meeting for acceptance.
7. Nominations for Vice President and Treasurer – Fred Cowan
- a. The positions are unfilled for the coming year. Fred requested Board members consider holding one of the positions for a term of one year. Fred would like the Vice President to work closely with him.
 - i. See job descriptions in the by-laws
8. Approval of Engagement Letter re: Saunders House Stewardship – Mern Sibley
- a. We are starting an initiative to form a separate 501(c)3 for the Saunders House. We need to define a mission and create by-laws in order to establish a non-profit. Meredith will provide legal counsel; David Rhineland and Jane Mead will help. The group will prepare something to present at the Annual Meeting in June.
9. Ad Hoc Committee Reports
- a. Corporators – Wendy Quinones
 - i. History and *status quo*:
 - 1. Nominees for Corporators are generated from the Board, with a list of nominees presented for voting at the Annual Meeting; names are also accepted from the floor at the Annual Meeting.
 - 2. Goal is to get the list manageable, not limit to a certain number and stagger terms by roughly one-third every year.
 - 3. Last year’s by law revision updated Corporator section, but didn’t list term.
 - a. Suggested By-laws limit it to a six-year term.
 - 4. In attempt to winnow down the list of Corporators the Corporate Communications Committee proposes sending a letter to known Corporators inviting them to attend the Annual Meeting. The invitation would include an RSVP response card asking for updated contact info and asking if they want to continue as a Corporator.

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- ii. Discussion re: the best way to approach/update the list and inform people of the process in order to enact rules to maintain the list moving forward:
 - 1. How to treat letters returned as undeliverable? How to treat people we have no contact info for?
 - 2. Committee talked about making phone calls for people who don't respond.
 - 3. Kecia recommends Board members review the list and reach out to people they know.
 - 4. We will email non-responders.
 - 5. Katherine suggests using Facebook in addition to other methods of outreach.
 - 6. Barbara suggested the letter explain what a Corporator is and what the responsibilities are; give a little history.
 - 7. After discussion, Wendy moved to table the discussion for the June Board meeting; Bill seconded and the motion was approved unanimously.
10. Ongoing Fundraising
- a. Fred proposed this be an additional task of the Finance Committee. Fred suggests drafting an RFP for a professional development firm to focus on grants, philanthropy, etc and to develop a permanent revenue stream for operating funds with a goal of \$500,000 annually to cover the current spending gap. This would be an on-going process with a renewable one-year contract. The Finance Committee would define the role of the work in the RFP, detailing clear expectations.
 - b. We would plan not to compete with the Capital Campaign for the new building.
 - c. They would ask Mary Jane McGlennon for strategic advice and/or hire her as consultant for the RFP process.
 - d. Consensus was to move forward with the RFP. The Finance Committee will draft it and bring it to the Board for review before posting it.
11. Next steps: New Library Building
- a. The Board is stepping back on the Building Program.
 - i. Fred informed the OPM, but asked him to stay on and re-define his role; he intends to continue on in an as-needed basis.
 - ii. Fred told the architects that things were on hold and that we are considering working with the Monell Building; they understood and offered to continue on with the Monell if we'd like. As for now, we owe them no money.
 - b. The reviewing architect for MBLC toured the building today to review unusable space from an ADA perspective.
 - c. Wednesday, May 3rd at 4:00 the Building Committee is meeting to discuss what's next. How do we move forward to deliver library services? What will the space look like?
12. Saunders House mold
- a. New archivist (Katelynn Vance) has been assessing our collection. In reviewing items currently stored in the Saunders House basement she discovered what she suspected was mold. She reached out to the state's preservation specialist who recommended a firm called

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Polygon, located in North Andover. Polygon confirmed a white mold bloom. They can provide cleaning of the historical newspaper collection that shows the worst contamination and offer advice on removal and re-storage of materials; they do not clean buildings.

- b. Additional concerns are the open stairway from the basement into the Wellspring area and contamination of the heating system in the Saunders House that blows air into the Children's Library and the Friend Room.
 - c. We can apply to the state for environmental hazard money to help with this process.
 - d. The Building & Grounds Committee is tackling this issue.
13. Suggested tasks for Matt Theken should go through Deborah.
14. Retired reference librarian, Judy Oski's husband recently died. Deborah will send her address to Board members for people who want to send a card.
15. From the City's Managers' Meeting: Jim Destino requested a statistical analysis of "Like Communities" to Gloucester. This was 21 communities and lots of interesting statistics. Of greatest interest to us was that Gloucester tends to under-fund the Library (and other human service/quality of life functions).
16. Concerns of Board Members
- a. Meeting times:
 - i. After brief discussion the Board agreed to begin meeting at 5:30pm on the third Tuesday of the month. To be truly open the meeting will be held on the Mezzanine at the big table. Fred will inform absent board members.
17. Other
- a. Kecia asked about receiving an updated Board contact list. Deborah will update that and distribute it to the Board.
18. 9. Next meeting dates:
- a. Lyceum: Mon, May 1, 4:30pm
 - b. Staff Training: Tue, May 2, 8:30-11:30am
 - c. Communications Working Group: Wed, May 3, 10am
 - d. Website Redesign Working Group: Wed, May 3, 11am
 - e. Building & Grounds: Mon, May 8, 4:30pm
 - f. Community Public Relations: Tue, May 9, 10am
 - g. Website Redesign Working Group: Tue, May 9, 11am
 - h. Executive: Wed, May 10, 8:30am
 - i. Friends: Wed, May 10, 4 pm
 - j. Board of Directors: Wed, May 24, 5:30 pm
 - k. Lyceum: Mon, June 5, 4:30pm
 - l. Building & Grounds: Mon, June 12, 4:30pm
 - m. Annual Meeting: Mon, June 12, 7pm
 - n. Executive: Wed, June 14, 8:30am

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- o. Friends: Wed, June 21, 4 pm
- p. Board of Trustees: Tues, June 20, 5:30 pm

19. 10. 8:00 There being no further business the meeting was adjourned.

Respectfully submitted, Tracy Bowen.

Motions Summary

Barbara Braver nominated Katherine Prum to fill Meredith Fine's unexpired term. Bill seconded and the motion was approved unanimously.

Bill moved to approve the By-laws as amended, Kecia seconded and the changes were approved unanimously.

Wendy moved to table the Corporator discussion for the June Board meeting; Bill seconded and the motion was approved unanimously.

Actions Summary

Deborah will provide brief Board bios for the website.

The amended By-laws will go before the Corporators at the Annual Meeting for acceptance.

Mern will prepare a report re: Saunders House Stewardship to present at the Annual Meeting in June.

The Finance Committee will draft an RFP, for review by the Board, for hiring a development coordinator.

Retired reference librarian, Judy Oski's husband recently died. Deborah will send her address to Board members for people who want to send a card.

Fred will inform absent board members that the Board meeting time and location has changed. Beginning next month the Board agreed to begin meeting at 5:30pm on the third Tuesday of the month. The meeting will be held at the big table on the Mezzanine.

Deborah will update the Board contact list and distribute it to the Board.