

TRUSTEES OF THE PUBLIC LIBRARY OF THE CITY OF BOSTON

**Meeting of the Trustees Governance and Development Committee
Friday, July 28, 2017
Kirstein Business Center Exchange, Central Library
700 Boylston Street, Boston, MA 02116**

MINUTES

A meeting of the Boston Public Library Trustees Governance and Development Committee (“Committee”) was held on Friday, July 27, 2017 at Boston Public Library (“BPL”), Central Library in Copley Square.

Present at the meeting were Committee Chair John Hailer and Committee members: Representative Byron Rushing, Ben Bradlee, Jr., Paul LaCamera and President, David Leonard. The Chairman of the Board of Trustees, Robert Gallery and Clerk of the Board, Pamela Carver were also present. Committee member Cheryl Cronin was not present.

Chair John Hailer presiding, called the meeting to order with a welcome and thanked everyone for attending. Mr. Hailer called for a review of the meeting minutes of June 27, 2017. Upon motion duly made and seconded, the minutes of the June 27, 2017 were approved.

Mr. Hailer called on Mr. Leonard to give an update on the home rule petition regarding the expansion of the Board. Mr. Leonard explained that he attended and testified at the Government Operations Committee of the Boston City Council on July 10, 2017. This committee is chaired by Councilor Michael Flaherty and the only question he asked was in regards to the term of new trustees (confirmed it will be same term of five years). The City Council Committee of the whole met on July 12, 2017 and they voted favorably to move the petition forward. The next step is for Mayor Walsh to sign it before it can move to the General Court. Representative Rushing added that it will be assigned to the Municipalities and Regional Government Committee first and then be scheduled for discussion and vote in an informal session. The Committee discussed their role will be to offer guidance around the new rules for appointment of these trustees. Currently, trustees are appointed by the Mayor in consultation with the President of the Library and the Chair of the Board as appropriate. The Committee went on to state they hope to have a more formal role in the nominations. Mr. Leonard drafted language which he shared with the Committee which articulated the corollary process which essentially nominates in consultation with Mayor rather than the other way around. The Committee expressed their hope to meet with the Mayor to discuss the nomination of future trustees prior to any future appointments.

The Committee discussed the new trustees should have representation from the neighborhoods, those who can assist with raising money, and others may possibly be representatives from the existing affiliates. Mr. Leonard added that they do not want to lose what the existing structure brings, which is an ability to be representative of the community or the community’s interests but to also provide the right level of strategic oversight and governance to the operations of the Library. Mr. Hailer stated that the two go hand in hand: the Board expansion and the new Development direction and they cannot determine what they should do until they get the development piece and foundation piece down first. The Board discussed the need for a strong story as we come out of the block on the expansion of the Board and the development piece.

The Committee members presented what some of the fundraising challenges for the BPL have been in the past. The current structure is dysfunctional and prevents people getting engaged in the Library as much as they should be. The BPL’s “story” is not out there. Mr. LaCamera stated since it is a public entity it runs into roadblocks because some expect that their tax dollars already pay for the Library. Gallery agreed and stated that is why they need to try to strengthen the mechanisms that show that there needs to

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be more private support to do things over a period of time. He also added the further complications of having four different 501(c) (3)s, all doing their own fundraising efforts and the need for a more coordinated message about why.

Before moving onto the next item on the agenda, Mr. Hailer thanked the Committee for taking the time to go through matters so thoroughly and that their efforts could potentially affect the Library for fifty years to come and emphasized the importance of doing things correctly.

Continuing with the agenda, Mr. Leonard pointed to the attachment “BPL Extract of Key actionable Recommendation from the KublerWirka Report” This document shows what the Library needs, what their options are, and the context.

The Committee moved onto discuss the 4 main areas of the BPL needs which will be the skeleton for the case statements, the messaging work about why city funding with meager state funding isn’t enough; why a 43 million dollar operating budget does not meet the obligations and potential of the library.

These four areas are:

1. Enhanced Programming and Outreach
This is traditionally where the library foundation funds have gone (example, the children’s and adult programming across all the branches) this is funding above and beyond city funding.
2. Digital and Technological Innovation
This is a huge cost area and although the Library is current, we are not at the leading edge of the current landscape in regards to libraries and technology.
3. Collections Development
The team has made a lot of progress on the prints inventory, some digitization but it takes an enormous amount of time to fully catalog collections and to make them accessible in an exhibition. This is traditionally the area where Associates funding has helped.
4. Historic Nature of BPL Buildings.
Following the Johnson Renovation we are staring at an incredibly strong Capital commitment over next five to seven years. However, none of these projects address the unfinished McKim restoration, which includes the 3rd Floor where the arts and music departments have been located. It is decrepit and no longer appropriate for the public or staff. These functions have been temporarily moved to the Washington and Boylston rooms. City dollars are unlikely to fund such a renovation and certainly not in its entirety.

Mr. Leonard elaborated that we have what amounts to a 110 to 120 million investment over the next five years, mostly in branches and the rare books area in particular, but the balance for project “McKim II C/D” they never got to in the late 1990’s- early 2000’s. Representative Rushing asked how much of the McKim is not done. Leonard explained it is majority of the third floor, collections and back of house spaces and some ancillary areas such as the Commonwealth Salon that are still not done. They discussed how this restoration was proposed in multiple phases and what is needed next is a master plan that updates the original proposals. They all agreed that this renovation needs to be completed.

Mr. Gallery explained that this is why proposed consulting work that they have looked at with the Full trustees is essential, once the messaging is pulled together. The goal will be to pick a target and have the

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Mayor help pull support. One of these targets may be to finish McKim along with the other key areas of need.

The Committee continued their discussions and the need to have a program campaign to raise money as well as a capital campaign.

They discussed the need to have an enhanced board along with appropriate staff to support it to focus in addition on the digital and technological needs, as well as programs to address the social services aspect of the library's mission. Separate will be the Capital Campaign to turn the efforts toward the McKim restorations. LaCamera added they would need the assistance from organizations such as the Barr Foundation, the Yawkey Foundation, and Fidelity.

Moving along, the Committee turned to the Draft Request for Proposal ("RFP"). Mr. Leonard explained it is the next iteration of what they are doing. First they had the KublerWirka report, the substance of the recommendations have largely been accepted as correct. He presented them with a three page document which articulates what the needs are in terms of assistance to get the ball rolling to the next phase.

Mr. Leonard broke the document down by stating what the first five items are that are needed (using the COMPASS principles as guidance for their strategic goals):

The need for an externally oriented articulation of the funding priorities, along with the strategic and funding plans.

Discussions have gone back and forth as to whether the library could spin up a department to do this or if we need a new 501(c)(3) that may indeed incorporate the existing shell, but more closely aligned and overseen by the Library. He stated in order to be fully compliant with constraints around conflict of interest regulations, constraints and guidance around fundraising for employees, and potential Freedom of Information ("FOIA") requirements, some of this work is best done by a separate 501(c)(3) entity. However, one that is more tightly aligned with the Library than has been the case in the past. The Committee members discussed the importance of finding the right staff but that the number of staff members needed is still to be determined. Regarding organizations privacy, they discussed they are aware that FOIA requirements can hinder the fundraising efforts on companies that don't want their publications published for example.

Mr. Leonard discussed the BPL Foundation's current status as on hiatus and will dissolve if necessary. There are three officers maintaining oversight. They could adapt their own by-laws, and could become the new shell for the future Foundation entity if needed or wanted. It was recommended that members of this group should sit on that entity's board to ensure a tighter integration as well as the possibility of renaming the Foundation or reviewing the pros and cons of the existing name.

Mr. Gallery stated he wanted to discuss why the Foundation shut down in first place - because they never felt they could achieve more than a relatively low revenue number due to a lack of cohesion and lack of clear linkage to the Library's priorities. Leonard added that it was also because of frustration that the Library was not speaking with one voice given the multiple 501(c)(3) organizations.

Mr. LaCamera affirmed this is a discussion regarding staffing needs more than it is of volunteers. A volunteer board will only be able to do so much but this has to be a staff driven function. The other members agreed and added the importance to hire an experienced Development Director and support staff.

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The Committee asked what was needed next, to which Mr. Leonard replied they needed to secure funds to help get this in plan in place, to be done with external consulting expertise. He explained that the Barr Foundation funded Phase 1 which resulted in the KublerWirka report. They are willing to help with the next phase, however, but want other organizations also involved in funding and supporting this.

Mr. Leonard was having a meeting with the KublerWirka consultants to get a better estimation of the cost for Phase 2. Without this information he gave his best estimation to range anywhere from \$50,000 to \$75,000 to the upper end of \$350,000 to \$500,000 depending on capacity needs, duration and a staggered phasing approach. The hope is to include some feasibility testing of actual development activity by talking to corporate and community foundations, starting within the next three to six months.

Representative Rushing asked if current Foundation funding could be used and was explained that it is currently supporting library programming. Mr. Leonard explained that KublerWirka was a Massachusetts based consulting firm made up of two principles, Mary Jane Kubler and Karl Wirka. Their focus is on strategic planning, governance and fundraising for nonprofit organizations

Mr. Hailer moved the discussion to the next agenda item. Mr. Leonard presented the draft memo to potential Phase 2 funders. It was the messaging they would bring to the five funders they hope to come to the table along with the Library as well. Mr. Gallery agreed and stated the Foundation's metamorphosis is a critical part of this transition. Mr. LaCamera suggested that the Boston Foundation has a fund specific for this and is something they should look into. The other committee members agreed.

Mr. Leonard stated he would like to see the Barr Foundation, the Boston Foundation as well as the BPL support this.

Mr. Gallery stated it is obvious that Mr. Leonard has made this a huge priority. He commended him on all his hard work and efforts.

Mr. Leonard thanked him and continued. Phase 1 was the actual KublerWirka report, Phase 2 will be hiring consulting firm to two things. 1) Do the planning work with the Library to get the messaging and structure right. To the extent we want a new Foundation that is not like the old one, but rather one that is a hybrid of best practices from Los Angeles, Philadelphia for example as well as Boston and 2) working out what that means operationally (figuring out such details as how many board seats should they have, what role does the President of the Library play, what are the expectations of the Trustees, what is the right type of advisory committee needed, budget, etc..).

LaCamera stated that was exactly what the Development Guild in Brookline was hired for WBUR to do. WBUR did exactly what their recommendations were, and they were right on the money. Perhaps they should sit and discuss this with them for ideas.

The next document speaks to the very specific steps to make this work. He pointed the group to the Philanthropic/Governance and Oversight Strategy Development Draft Roadmap and stated he was asking the committee to take two votes, so that various organizations will know where the Trustees stand on this matter.

The Committee discussed the importance of making sure they get this correct because they were aware of the reactions that may result. Mr. Hailer asked Mr. Leonard if the BPL had consulted with anyone from a public relations standpoint to ensure there is a media response. Mr. Leonard explained the Communications team is prepared with a response. They discussed the language of the votes and the need to have conversations with the Map Center and The Associates in next three months. The Committee agreed they wanted at a minimum to have MOUs with each of these entities on the coordinating on

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fundraising and the priorities of the Library. Mr. Gallery stated currently Mr. Leonard is doing it, but conceptually it should be the Director of Development handling this matter. The Committee agreed they wanted any entity using their name to have an MOU with the Library moving forward. They hope to try not to leave anyone behind and there is absolutely room for groups who care deeply about the special collections and want to bring funders to this mission. There is a role for that but all agreed the structure has to be different to achieve that. All agreed to have the MOUs drafted and start the conversations.

Mr. Leonard explained the first vote is for a unified philanthropic strategy, for the BPL and the affiliates and the second is to support formation of a new department or organization, as appropriate, to bring about that strategy. The Committee members suggested to add “with outside counsel and funding” as well as remove the word “new” in the second vote.

Mr. Hailer called for the Committee to vote. Upon motion made and duly seconded the committee:

VOTED: “that, the Governance and Development Committee recommend the Trustees of the Public Library of the City of Boston endorse the development of a unified philanthropic strategy for the Boston Public Library and affiliates under the direction of the office of the President and the Library Board of Trustees.”

VOTED: “that, the Governance and Development Committee recommend the Trustees of the Public Library of the City of Boston support the formation of a department or organization as appropriate, to implement the unified fundraising strategy serving the library’s mission and priorities with the support of outside counsel and funding”.

The Committee members commended Mr. Leonard on his hard work on all of this.

Item VII on the agenda is an update by Attorney Caroline Driscoll who is currently working on it and they will have more clarity at next meeting. She will give some guidance on municipal employees and special municipal employees at the next meeting.

In closing the Committee members added if Mayor Walsh is on board, they hope for his assistance with solid names to help expedite this plan.

Committee members suggested Mr. Leonard should meet with the Boston Foundation in the coming months to begin the discussion for potential grant opportunities as well as sponsoring Phase 2 of the strategic plan. They mentioned that former Foundation Chair and Boston Foundation board member, Ron O’Hanley was the Gala chair recently that raised over a million dollars for the Library and the Map Center that honored Peter Lynch. Mr. LaCamera expressed his desire to having an annual Gala again to get attention and simply bring people to the Library again.

The Committee agreed they needed to meet the week before the next Board of Trustees meeting. The Clerk was asked to send out prospective dates to the Committee for the week of September 18, 2017.

With no further business or public comment the meeting was adjourned at 9:50 a.m.

Respectfully submitted,

Pamela R. Carver, Clerk of the Board