

# **TRUSTEES OF THE PUBLIC LIBRARY OF THE CITY OF BOSTON**

## **Meeting of the Trustees Governance and Development Committee**

**Monday, December 4, 2017 at 8:30 a.m.**

**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 Monday, December 4, 2017, 8:30 a.m. at Boston Public Library (“BPL”), Central Library in Copley Square.

All members were present including, Committee Chair John Hailer and Committee members: Representative Byron Rushing, Ben Bradlee, Jr., Cheryl Cronin, Paul LaCamera and President David Leonard. The Chairman of the Board of Trustees, Robert Gallery was also present.

Also present were Boston Public Library Clerk of the Board Pamela Carver and Senior Assistant Corporation Counsel Caroline Driscoll from the City of Boston along with members of the public.

Chair John Hailer presiding, called the meeting to order at 8:34 a.m. He welcomed and thanked everyone for attending.

Mr. Hailer began with the first matter of business, approval of the meeting minutes from the September 18, 2017 meeting. With no edits made, a motion was duly made, seconded and voted to approve the meeting minutes from the September 8, 2018 meeting.

Mr. Hailer called on President David Leonard to update the Committee on both the Board of Trustees expansion and the fundraising development and the work being done with the affiliates. Mr. Leonard directed the members to view a one page summary he prepared as a draft fundraising & development strategic plan outline. He explained it was a revision of documents presented earlier this year that articulates the BPL’s need for a new entity which would replace The Boston Public Library Foundation (“Foundation”). The proposed working title is the “The Boston Public Library Futures Fund”. It will be a 501(c)(3) organization that, after consulting various parties, would be created out of the shell of the existing Foundation and convert into this new entity. This will require approval of the current Foundation chair and remaining two officers. It will require three documents to be updated to make this a reality. First is a new Memorandum of Understanding (MOU) between the Library’s Board of Trustees and this new entity. Second are updated Articles of Incorporation for the new entity (which they would have to enact and file). Lastly, would be updated by-laws which govern their existing structure and would need to be geared towards what this future organization needs as by-laws. Dialogue has been started with Jeff Hawkins, Chair of the Foundation to commence such a transition process collaboratively.

Mr. Leonard proposed introducing a new steering committee of a small group of people to help bring about this new organization. He added the need for clarifying the new roles on the new entity’s board and the BPL Board of Trustees to ensure conflicts are avoided moving forward.

Last, they would need to update the Attorney General within the year as to the completion of the dissolution of the Foundation or introduce a new strategy. He explained he intends to formally update the Associates, The Map Center and the Friends on this new strategy and invite them to participate in development of a joint or unified strategy with the BPL. He explained that each of these organizations whether they fold in, stay separate or stay closer to how they are now, needs to have a new Memorandum of Understanding (MOU) governing any rules about outreach, donor development, fundraising and communications.

Ms. Cronin questioned how this is different from the existing Foundation. Mr. Leonard replied they will have an executive director and proposed that this person also serve as a member of the Library's leadership team and indirectly report to the President of the BPL. He added one proposed idea was that the Chair of the Governance and Development Committee, the Chair of the Board of Trustees, and the President of the Library would also serve on the board of the new entity to ensure synergy.

The Committee had some discussion over the statutory limitations they have as municipal employees or appointees with regard to fundraising as well as their obligations with respect to Freedom of Information Act requirements.

Mr. Bradlee expressed concern with the current proposed working title using the word "Futures" and suggested it be "Future" instead. Mr. Leonard explained it can be adjusted, and was looking for their input but needed to avoid the word "foundation" so to clarify it is a new entity. Mr. Leonard reviewed what the needs of the BPL are, which include: additional support for systemwide programming, collections support, capital campaign for the balance of the McKim building, and innovation and technology for them to consider when giving suggestions for the working title.

Mr. Hailer asked them to take this information under advisement and if they were comfortable with the conversation thus far with the direction they are heading. The members discussed the need for the new entity being more closely integrated with the BPL's priorities, Trustees, and President. The structure must be linked to the BPL but separate enough to allow independent fundraising activities. They discussed the need for a refined narrative with professional guidance. All members agreed that messaging is critical and really important to start with a fresh message. Mr. Leonard concluded his report by emphasizing the priority of hiring a new executive director for this new entity, whatever the name ultimately becomes, as one of the first key steps. This individual should be someone who has run a major campaign, understands different fundraising programs including grant funding, individual giving grassroots fundraising and corporate relations. The end goal in the new organization is likely to grow into a 5-7 FTE person team. As all of these items fall into place it will further inform the committee as to what type of individuals to consider as nominees to the open board seats.

Mr. Hailer thanked the members for their thorough and candid conversations to this matter. He added that the work they are doing will set the stage for future funding. It is an opportunity to really make a statement about David Leonard's leadership, the Trustees, and taking this Library into the next 100 years. .

Mr. Hailer asked Mr. Leonard to discuss the procedure on going forward with increasing the Board. Mr. Leonard said that the Governance and Development Committee will nominate the candidates and the Mayor will appoint them.

Mr. Hailer asked if there was any new business. Mr. Leonard stated there was one administrative item regarding approval of Executive Session minutes. These minutes have to be prepared and recorded. He explained the purpose of the executive session that morning was needed just to approve minutes as a matter of process, but going forward would like to allow the chair or another designee to approve the minutes. It was noted that any executive session would remain confidential subject to the applicable rules and conditions for executive sessions.

A motion was made that the Chair of the Committee and one member can approve the minutes from an executive session. It was duly made, seconded and

**VOTED, “That, the Trustees of the Governance and Development Committee for the Public Library of the City of Boston approve that the Chair of the Committee along with one other member(s) can approve the meeting minutes prepared for executive session.”**

Mr. Hailer asked for Public Comment. David Vieira, member of the City-Wide Friends stated that as a member of the general public, the proposed working title “Boston Public Library Futures Fund” doesn’t resonate with him. He explained the public cannot identify with it and suggested using “Endowment Fund” or “Development fund” which would seem more acceptable from a public perception. Mr. Vieira also stated that the open meeting law, does allow for a periodic review of executive committee minutes and a period of time when those minutes are made public with some exceptions.

A roll call of all members was taken by the Clerk. All members unanimously voted to go into executive session.

With no further business, the meeting was adjourned at 9:21 a.m.

Respectfully submitted,



Pamela Carver