

Meeting of the Jones Library, Inc., and the Town Libraries' Board of Trustees
October 3, 2022 5:00 p.m. meeting conducted via Zoom webinar

Members Present: Austin Sarat, Lee Edwards, Farah Ameen, Alex Lefebvre, Tamson Ely, Lee Edwards, and Bob Pam
Also Present: Sharon Sharry, Lewis Mainzer, and members of the public (7 attendees)

- I. Meeting called to order at 5:02 p.m. by Vice Chair Tamson Ely
- II. Changes/Additions to Agenda - None
- III. Approval of Minutes
 - A. 5:03 Austin Sarat joined the meeting and took over as Chair.
 - B. **MOTION:** To approve the minutes of August 11, 2022. *Approved as amended 6-0.*
 - C. **MOTION:** To approve the minutes of August 22, 2022. *Approved as amended 6-0.*
 - D. **MOTION:** To approve the minutes of September 12, 2022. *Approved as amended 6-0.*
- IV. Public Comment - None
- V. President's Report
 - A. Memorandum of Agreement Bridge Amendment - Met with Town Manager and Finance Director and continue to be in communication, unfortunately do not yet have a revised draft. Believe we should have shortly. Once we have the draft we will need to meet again.
 - B. Trustee Bylaws
 1. These should be reviewed annually to assure they comport with practices of the Town. There are a couple of places where they don't comport such as:
 2. Article V. Section 1. states that the annual meeting of the trustees shall be held in January following the month in which the Trustees of the Jones Library are elected. Suggest deleting "in the month" as it is now the practice of the town that we serve through and into January.
 3. Article VII of the bylaws states that the proposed action of amending or repealing the bylaws must be set forth in the meeting notice so do not believe any voting can occur today with respect to the bylaws. Any other comments on the bylaws"
 4. Appendix A – Duties of the President of the Board of Trustees – change reference to serving as ex officio member of Town Meeting
 5. Pointed to ARTICLE VI. Collective Authority of the Board of Trustees
 6. All decisions of the Board shall be made by vote of a quorum of the Board as a collective body. No individual member may make decisions, act, or speak for the Board unless specifically authorized to do so by vote of the membership of the Board.
 7. Elected Trustees so can speak for ourselves but need to be very careful about making sure when speaking that we cannot be construed as speaking for the Board. Make sure have authorization and authority of the Board before speaking on behalf of the Board.
 8. Want to be attentive to make sure not speaking for the Board.
 9. Question about appointment to BCG or JCPC means we are authorized by the Board to speak. Anything we produce on behalf of Board needs to be approved by the board. As members of committees, when appointed, authorized to speak on behalf of the Board for routine business.
 10. Additional comments to bylaws:
 - a. II.1 – amend 3-year terms to 2-year terms
 - b. II.3. – Select board reference rather than Town Council
 - c. IV.3 – Any payment in excess of \$250 must be approved by Treasurer (believe that in practice they do not come before the Treasurer they are just paid). Can either have practice conform to bylaw or change the bylaw to conform to practice. In fact, when the Treasurer or

Assistant Treasurer is signing the checks, they are approving them through their signature so actually all checks regardless of amount are being signed.

- d. IV.4. – Update to reflect practice with Charter
- e. V.4. – is written notice the same as email – do we need to amend?
- f. General agreement to review bylaws annually.

C. **MOTION:** To approve the Additional State Funding Initiative Resolution. *Approved as amended 6-0.*

1. Document to be sent to the legislature. \$87.7M assumes keeping the 38% funding percentage the same? No, Mindy and Jo advised to ask for the full amount for all of the libraries. Recently the MLBC met with legislators from all towns impacted across the state. Working on a spreadsheet to break out eligible versus ineligible costs and in so doing added 3 additional libraries. It is possible funding will be funneled through MBLC, so it is possible that what we would see would be eligible costs versus total cost escalation.
2. **MOTION:** To Amend the prior motion to add the following additional libraries. Melrose, Marlborough, and Greenfield. *Approved 6-0.*
3. Letter in the packet to send to other Trustees of impacted libraries. Chair read the letter aloud.
4. Unanimous consent to add 'at least' to the resolution.
5. Comment that Town Council has not met yet to approve. Should the letter include a reference TC approval since they don't meet until tonight? The actual sending of the letter can occur after the TC vote this evening. Question if \$87M is the appropriate amount to include in the letter with the addition of the 3 libraries. We don't have updated numbers with the 3 additional libraries and have been instructed to proceed with the number that we do have.
6. **MOTION:** To amend the letter to include 'at least' before \$87.7M. *Approved 6-0.*
7. Authorize Chair to sign the letter on behalf of the Board of Trustees.
8. Express gratitude to Library Director for the many tasks being handled simultaneously, coordinating with legislature, trustees, other libraries, etc. Also want to express gratitude for the dedication and dexterity of Capital Campaign Committee. New logo Hattie (wife of Samuel) and logo for fundraising. Fundraising brochure looks incredible.

D. Options for Meeting Financial Obligation to Town

1. Need to charge the budget committee for options for meeting our financial obligations to the town. When it comes time to pay for things, if we have to go beyond what the capital committee can raise, and need to provide library resources, need to think about what those would be and how it would be done. Discussions have occurred around the Endowment but would like to know and discuss full range of options.
2. Is this a general question regarding shortfall between funds in hand and funds needed or is this to determine what to do between now and the BID phase of the project? Up to Budget Committee to decide but imagine looking at two possibilities
3. Project does not go forward and have committed ~\$1.8M where will it come from, and
4. Imagine the project moves forward, what are the options
5. Does budget committee need to be thinking about possibility of repairs and budget or is the assumption that we would go to JCPC and would not need to be doing any budgeting in tandem with that process at this time.
6. Have a very substantial dependence on the size of the endowment – need to look at how much from the endowment before becomes problematic and other option is what is available other than endowment so believe this touches both the budget committee as well as investment committee. Will start with the budget committee to come up with a plan or options.

VI. Committee Reports/Question for Committees

A. *Library Building Committee*

1. Waiting for MOA to be finalized and then TM will sign permission for FAA to go to the next phase. Will involve a little time to revise SD, then DD and then BID. Value engineering was identified to create savings. Outreach and Design subcommittees are waiting for next steps to meet again. Next meeting is Thursday, will be a discussion about additional value engineering.
2. Expressed appreciation for work of committee, designer and OPM. Outreach effort was one of the best things happened in a very long time and enlisted a lot of support from quarters may not in the past have been as informed.

B. *Buildings and Facilities Committee*

1. **MOTION:** To approve the Community Preservation Act Grant Agreement with the Town of Amherst. (*Withdrawn* to approve at next meeting).
2. North Amherst Library is open in the new location.
3. Changed meeting times of B&F to 4 pm. Next meeting is tomorrow.
4. Requested a maintenance update at each meeting.
5. Bob Pam volunteered to be on any committee formed to think about repair options. Plan is for B&F to work on any options and Trustees can participate per the standard process of the Board. Concern expressed about the need to have additional people to assist with process in the way that what was done for the Sustainability Committee. Discussed that the need and charge for the Sustainability Committee were created by B&F and then recommended to the Board. The same process is being followed as is typical for our Board and Committees.
6. **MOTION:** To create a special committee be created for the alternative plan of renovating the existing building within its footprint if this becomes necessary. (*Not Approved 1-5, no -Ameen, Edwards, Ely, Lefebvre, Sarat*)
7. Believe this would be a good idea in the future but don't believe it should be set up right now. Believe energy needs to be focused on trying to go forward with the project. B&F is already having this conversation.
8. Draft amendment to MOA, town proposed quarterly reports be provided about thinking of plan B. For us to be ready in the event it is necessary in 12 months etc. would need to think about it sooner. If it is not possible to proceed with the major renovation and expansion, won't simply be talking about replacing systems but also thinking about space planning, etc.
9. Believe the thinking about who should be involved, and timing will come later once the B&F committee has had a chance to discuss next steps, options, etc.
10. Library Director – Town has been clear that they are not spending any money on space planning. Energy of the Trustees needs to be spent on meeting with donors and fundraising. If the project does not move forward, day 1 we would hire an architect to replace the HVAC systems.
11. Appreciation for NAL.

C. *Development*

1. **MOTION:** To approve Epsilon Associates, Inc.'s proposal dated June 23, 2022, to the Jones Library, Inc. regarding Historic Tax Credit Consulting Services in the amount of \$27,850. *Approved 6-0.*
2. Epsilon is one of the best in the business and we are lucky to have them on our team. Question regarding one of the requirements for getting a tax credit is that it be an income producing property. Want to make sure our building is eligible for this HTC. Discussed that Epsilon has been involved in getting credits for other non-profits and libraries. Has been very clear from the beginning that based on what we have been told, we are eligible. Request that the library director re-confirm our eligibility for the tax credits.

3. Annual Fund – will have more details next month but 5 college credit union was lead sponsor at golf event.
4. Friends Campaign update –monthly campaign report read aloud.
5. Comment that gift intentions be separated out from cash in hand for the next report.
6. Reports will have columns with total and what was added each month unless requested to do it a different way.
7. Question asked about the name of consultants for Friends.
8. Question if we could add a column for expected expenses.
9. Discussion about current report satisfying terms of the MOU and if additional information is being requested by a member of the Trustees, it is up to Friends to discuss any requested addition.

D. *Budget* - Nothing to report.

E. *Investment* - A year ago, the Endowment was approaching \$10M, As of 9/30, Endowment is \$7,594,445.12 and the Woodbury Fund is \$623,951.31. As of 9/30 it is the end of previous agreement on how fees will be charged. As of October 1, as discussed previously, the fees will be set with a minimum of \$30k per year, roughly \$5k more out of endowment for fees than in the past.

F. *Personnel, Planning, and Policy*

1. Making progress on Library Director Evaluation. Hope to have a draft at the October 18th PPP meeting and if approved will bring to the next Board meeting.
2. **MOTION:** To appoint Ginny Hamilton, Walter Lloyd, and Raphael Rogers to the PPP's Equity, Justice, and Inclusion Subcommittee. (*Motion Withdrawn*)
3. Procedurally these are appointed by the Chair but would appreciate any information about the candidates that PPP would like to share.
4. One other person applied but not a resident in Amherst. Rogers does DEI work at Clark, is a member of the community, and has brought their daughter to the Jones over the years. Seemed willing to Chair the committee. He commented that he thought our charge was very ambitious and is all about narrowing it down and doing a lot of outreach to the community.
5. Walter Lloyd – high school senior, worked with high school English teach on disability literature course, loves the library but spoke to us about accessibility issues, and discussing events to bring in more of the community.
6. Ginny Hamilton – has done a lot of work personally and professionally around DEI.
7. Question asked if procedurally on the Sustainability committee a Board member chaired that committee or if it was a community member? It is a community member, Lee Jennings.
8. Mia Cabana will be the staff member sitting on the committee. Mia is a liaison on the town equity committee and an active part of creating charge and work at the library.
9. Appreciation expressed around creation of committee and those willing to serve. Discussed importance of subcommittee work generally but hope to also have the committee looking at the building project as well.

VII. Friends of the Jones Library System Report – no report

VIII. Directors Report – nothing more to report

IX. Meeting adjourned at 6:40 p.m.

Respectfully submitted by Alex Lefebvre