

TRUSTEES OF THE PUBLIC LIBRARY OF THE CITY OF BOSTON

Meeting of the Trustees Governance and Development Committee
Thursday, February 4, 2021 at 8:00 a.m.
Via Zoom: <https://boston-public-library.zoom.us/j/81531056467>

AGENDA

- I. **Welcome and Roll Call**
John Hailer, Committee Chair
- II. **Approval of Meeting Minutes of November 5, 2020**
John Hailer, Committee Chair
- III. **Review of Nominations of Trustees/Officers of the Board**
John Hailer Committee Chair & David Leonard, President
- IV. **Update of Pending Memorandums of Understanding (“MOU”)**
David Leonard, President
- V. **Update BPL Fund Named Giving Policy**
Paula Sakey, Executive Director Boston Public Library Fund
- VI. **New Business**
- VII. **Public Comment**
**Please note: Public may sign up day of meeting via Chat feature on the Zoom Call; comments will be recorded into the minutes of the meeting. Participants are limited to 2 minutes.*
- VIII. **Adjournment**

Trustees Governance and Development Committee Members

John Hailer, Chair;

Members: Ben Bradlee, Jr., Cheryl Cronin, Linda Dorcena Forry and David Leonard

Clerk of the Board, Pamela Carver

This is an open meeting; the public is welcome to attend, for information: www.bpl.org

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TRUSTEES OF THE PUBLIC LIBRARY OF THE CITY OF BOSTON

Meeting of the Trustees Governance and Development Committee Tuesday, November 5, 2020 at 8:30 a.m. Held via Zoom Conference DRAFT MINUTES

A meeting of the Boston Public Library (“BPL”) Trustees Governance and Development Committee (“Committee”) was held on Tuesday, November 5, 2020 held virtually via a Zoom conference call.

All Committee members were present at the meeting: John Hailer, Committee Chair, Ben Bradlee, Cheryl Cronin, Linda Dorcena Forry, and David Leonard.

Also present was Robert Gallery, Chair of the Board (via phone) and Pamela Carver, Clerk of the Board, along with members of the public.

Mr. John Hailer presided and called the meeting to order at 8:35 a.m. Roll call was taken and determined that there was a quorum. He addressed the review and approval of the Minutes of the May 26, 2020 committee meeting. With no comments or edits suggested, upon a motion made and duly seconded, the meeting minutes of May 26, 2020 were approved.

Mr. Gallery was invited to review the current Trustees terms and vacancies, specifically the nomination of Joseph Berman to the BPL Board of Trustees. By way of background, Mr. Gallery explained that the restructuring of the Board to increase its membership to fifteen members was raised with Mayor Walsh over four and a half years ago. The goal was to try to strengthen the alignment with the BPL’s three main affiliates (The Associates of the BPL, the Leventhal Map and Education Center (“LMEC”), and the BPL Fund (“BPLF” and “The Fund”). Since then, the BPL has entered into Memorandums of Understanding (“MOUs”) with each of these organizations. One reason to increase from 9 to 15 trustees was subsequent to these conversations, to invite each of these three organizations to have a trustee representation on the BPL Board.

Mr. Gallery continued that The Associates reached out a few months ago to revisit this proposal to have an Associates Board member represented on the BPL Board. They proposed to have Mr. Joseph Berman serve as a Trustee just as The Fund’s Board is represented by Jeff Hawkins. Mr. Gallery added that The Associates had also put forward a proposal to fund \$1 million for programs/projects in coming year that line up with the BPL’s priorities. Mr. Gallery clarified, Mr. Berman was currently on a term-limit hiatus from The Associates Board, but had long history with them. Also, emphasized that his conversations with Mr. Berman had been broader than just interests of The Associates. He is the current chair of the Anti-Defamation League Board; he is extremely committed to access and social justice. His values were consistent with all of the Trustees’ membership and the Board’s priorities. With that, Mr. Gallery proposed to move forward with Mr. Berman’s nomination for appointment to the BPL Board of Trustees and approval from Mayor Walsh.

The Committee discussed the nomination and the prospect of the LMEC having a representative serve on the BPL Board in the future. Mr. Leonard explained that procedurally the next step would be to take the approved nomination vote of the Governance and Development Committee to the Mayor’s office as the Mayor technically approves all appointments of Trustees).

Mr. Hailer made a motion for approval for the recommendation of nomination of Joseph Berman. With no questions and comments, he made a motion that was duly made and seconded, and,

VOTED: “That, the Trustees Governance and Development Committee recommend the Trustees of the Public Library of the City of Boston approve the nomination Joseph Berman for the Board of Trustees of the Public Library of the City of Boston.”

Mr. Leonard introduced the next topic by giving a brief background on the new Executive Director of the BPL Fund, Paula Sakey. He noted she was replacing Mary Myers who had to take a leave from the workforce for personal reasons. They were thrilled to go through the original recruiting firm to interview with a series of well-qualified candidates to ultimately offer Ms. Sakey the position who had been an amazing addition to the BPL team. In addition to Executive Director of the BPL Fund, she holds the title of “BPL VP of Development” but remains an employee of the Fund.

Ms. Sakey gave a brief background of her professional fundraiser experience over the last 30 years. Ms. Sakey took a moment to thank her predecessors, including Mary Myers and the strong messaging of the BPL Fund for beginning that work for her. She thanked the Trustees for their support and guidance along the way as they move forward to the BPLF’s Chapter 2.

Ms. Sakey began her presentation by noting the primary focus was on building the infrastructure of the Fund and what they were doing to inform, involve, and inspire people to move them to investment in the BPL Fund/BPL. She reviewed the structure of her team of seven full-time employees. They focused mainly around four functional areas: finance and operations, corporate & foundation relations, communications, and individual giving.

Ms. Sakey reviewed some of the Fund’s programmatic accomplishments. The Fund had sent out some enhanced communications and most important launched a broad based, multi –channel annual giving, donor acquisition program. To date, they acquired 600 new donors and a new \$100,000 matching challenge. It was a great incentive for individuals that wanted to give a donation, to have an incentive to match their donation. They were currently at 55% of that goal of \$100,000. Ms. Sakey added that through their annual appeal, they had already surpassed the total amount of donations raised the previous year. They were well over \$500,000.

Ms. Sakey explained they developed a leadership annual giving program called “Patrons of the Courtyard” program that recognizes larger donors of \$2,500 or more. The staff were, honing in on operations, developing policies, procedures, and processes that would provide infrastructure, continuity, and consistency in the work The Fund was doing which will ultimately help create donor confidence.

The Fund had worked on growing, expanding, and professionalized communications. Their website was newly developed with new branding which had shown lots of areas of connectivity and created an exciting monthly newsletter.

Ms. Sakey noted the creation of the “1848 Society” which recognizes donors who bequeath the BPLF and/or BPL in their estate plans. She also explained that they established a major gift pipeline and were building a responsive corporate and foundation giving program.

Lastly, they were focused on growing the BPLF board which was currently comprised of ten members, but strategically looking to expand its membership with a focus on diversity of areas of expertise, skills, and demographics of the community we serve.

Ms. Sakey explained the three priority restricted focus areas they were committed to fundraise around included youth, workforce, and equity. They had a \$1.1 million goal and were 33% there. She highlighted some of the successes they had accomplished, i.e. funding the homework help program and

extended Wi-Fi access/hotspots. She listed some notable donors whose generous donations ranged from \$20,000 to \$100,000 helped support that work.

She acknowledged they were initially in Start-up mode but were moving away from capacity building support to sustainability and how the BPL Board of Trustees could help. She explained the importance of transparency and continuity of communication with having two BPLF Board members represented on the BPL Board of Trustees.

Ms. Sakey explained the “Name Giving Policy”. She shared that it was based in best practice to clarify name giving to not only physical spaces but also naming endowment levels. The policy would help manage gifts with naming rights in a transparent way in accordance to the established guidelines. It would allow donors equitable and consistent appropriate recognition for their generous support. The policy outlines what types of gifts may carry naming rights with donation limits to determine baseline levels. Mr. Leonard explained that there are aspects of the BPLF’s Name Giving Policy that will need vote approval. It will be reviewed and brought back for their review at a later meeting.

The Committee praised Ms. Sakey and her team for all their efforts and accomplishment in such a short and challenging time. They discussed some ideas of establishing a President’s Fund to use for programming/discussions regarding topics of racial equity, civic education, and civic discourse more broadly on matters of the day and the political environment.

Next, Mr. Leonard explained the MOUs are documents that formally govern the responsibilities and commitments of the different affiliates to each other. This work stems from the conversation from four years ago, of aligning the affiliates and clarifying our collaborative goals. Formalizing some aspects of the relationship of BPL, as its own 501c3 and the City of Boston itself, would be helpful. He named the slate of four MOUs that the Library has included: BPL and the City of Boston, BPL and the BPL Fund, BPL and The Associates, and BPL and LMEC. A few of them were in their final draft stages, and a couple were already initiated.

Mr. Hailer moved to new business and public comment for which there was none. With no further discussion the meeting was adjourned at 9:38 a.m.

Respectfully submitted,

Pamela R. Carver, Clerk of the Board

MEMORANDUM OF UNDERSTANDING
BETWEEN THE TRUSTEES OF THE BOSTON PUBLIC LIBRARY
AND
THE CITY OF BOSTON

This Memorandum of Understanding is made and entered into this 2nd day of February, 2021, between the City of Boston (the “City”), City Hall Plaza, Boston, MA 02110 and the Trustees of the Boston Public Library (the “Trustees”), 700 Boylston Street, Boston, MA 02109.

WITNESSETH

Whereas, the Trustees have the general care and control of and the financial responsibility for the Central Library and its branches, the buildings and the Collections in their entirety, which are collectively known as the Boston Public Library; and,

Whereas, City of Boston provides public funding for the majority of the Boston Public Library’s operating budget; and,

Whereas, the Trustees of the Boston Public Library have renewed their partnership with the Boston Public Library Foundation, newly relaunched and renamed as the Boston Public Library Fund (the “Fund”); and,

Whereas, the Fund anticipates increasing private philanthropic contributions to the Library; and,

Whereas, such development activities are intended to supplement, not displace current budget lines; and,

Whereas, the Trustees wish to continue to nominate for appointment by the Mayor new members of the board of the Library (the “Board”), which has recently been increased, who reflect the diversity of the City of Boston and the Commonwealth of Massachusetts and who represent a broad spectrum of professional backgrounds and interests.

Now, therefore, in consideration of the mutual covenants and agreements herein, the Parties hereby agree as follows:

1. Responsibilities of the Parties.
 - a. Trustees.
 - i. Trustees shall provide the City through its Collector Treasurer or its designee, with an annual accounting of any and all sums received from the Fund, or if as requested periodically more often. Such reports shall include descriptions of all programs, services and other items underwritten by the Fund.
 - ii. The Trustees, through their working relationship with the Fund and its staff, shall maintain their commitment to transparency. Such commitment includes



Boston Public Library Fund
Named Giving Policy
September 2020

1.0 Named Giving Policy

The Boston Public Library Fund (BPLF) and the Boston Public Library (BPL) are formalizing the practice of recognizing gifts and pledge commitments that may be connected to or have the potential to include formal naming recognition on facilities, programs, positions or endowed funds.

Naming opportunities can recognize donors or those they wish to honor or memorialize. All naming opportunities are to be reviewed and approved by the Executive Director of the BPLF who will make recommendations to the President of the BPL for approval and if necessary, submission to the BPLF/BPL Board of Directors and Board of Trustees for approval. Naming opportunities are typically offered only for outright gifts, pledges of no more than five years in duration, or for planned or deferred gifts when the gift amount is accessible, (defined as ‘cash in hand’ or realized, etc.); or irrevocable.

Nothing in this policy, prevents or abrogates the existing authority of the Trustees to accept gifts or to name buildings or spaces for reasons other than those related to philanthropy. Further, community interest, avoidance of corporatization, maintenance of public trust, support for the unfettered pursuit of knowledge and personal improvement, preservation of the understood neutrality and objectivity of libraries and the avoidance of conflicts of interest, are acknowledged to be of paramount concern in the evaluation of any public naming opportunities, but especially those for key spaces or leadership positions.

The following list provides general guidelines for various named giving opportunities:

- 1.1** *Entire Building (New)*. Newly constructed buildings and facilities may be named for donor contributions that equal or exceed 50% of the fundraising goal associated with the project (with the recommendation that a facility should not be named for less than 25% of the estimated project cost). Funding arrangements that best serve the interests of the BPLF/BPL can be negotiated by the President and Executive Director, subject to approval by the BPLF/BPL Boards.
- 1.2** *Building Addition or Renovation*. The amount must be at least 50% of the project cost.
- 1.3** *Portions of Buildings*. The amount required to name individual rooms or wings in new or existing buildings such as auditoriums, lecture halls, reading rooms, lobbies, etc. shall be considered on a case-by-case basis. The amounts will depend in part upon type of usage, visibility and traffic flow.
- 1.4** *Unnamed Existing Building*. Unnamed buildings may be named by the establishment of an endowment equivalent to 25% of the replacement cost of the building.
- 1.5** *Relocation or Replacement*. Naming is generally granted for the useful life of the entity unless otherwise specified in the gift agreement (and subject to the terms of revocation as set

forth in this Policy). The name on a facility, wing, or room to be demolished will not be transferred to a new facility except in such cases as when a useful facility is relocated to serve the greater interests of the BPL.

- 1.6** *Program.* Associating a name with a program acknowledges great commitment on the part of the donor. Funding arrangements that best serve the interests of BPLF/BPL can be negotiated by the President and Executive Director, subject to approval by the BPLF/BPL Boards, where required.
- 1.7** *Named Endowed Funds.* An Endowed Fund is a donation of money or property which the BPLF invests and uses the resulting investment income for a specific purpose designated by the donor.

An endowment is a permanent gift, “a gift that keeps growing.” Distribution from an endowment supports the area for which it was established. The principal remains intact and only a percentage of the earned income is used annually. Donors may make a single gift or build an endowed fund over time.

Donors can establish endowments to support a collection in a specific subject or service area, or to support BPLF funding priorities. Endowments can be named for the donors themselves or the ones they wish to honor.

To aid in the appropriate funding level for naming, the following suggested levels should be considered guidelines to minimum funding:

Minimum Endowment Amount: \$50,000+
Restricted Named Endowment
Opportunities:
Boston Public Library Presidency: \$5,000,000
Senior Librarians: \$1,500,000+
Archivists, Curators:
\$1,000,000+ Fellows:
\$500,000+
Lecture Series: \$250,000-\$500,000+

For further information on endowed fund opportunities, contact the BPLF.

- 1.8** *Current Fund Gifts.* Current fund gifts/pledge commitments can also name lectures, and other institutional priorities for a specified period of time. Current fund gifts/pledge commitments must cover a minimum period of five years and for naming purposes will be reviewed on a case- by-case basis.

Minimum Gift Amount: \$100,000 payable over a maximum of five years

- 1.9** *Expendable Gifts in support of Departments, Centers or Programs.* Upon the recommendation of the President, the BPLF/BPL Boards will have final approval in any decision to name a department, center or program. In considering the naming of one of these important, socially valuable areas, it is critical that BPLF/BPL proceeds with extreme sensitivity considering a number of factors in addition to the level of gift. Therefore, in consideration of such naming, the following conditions must be satisfied:

If naming is in recognition of a gift, the scale, nature, and designated use of the gift must enable transformational change to occur at the BPL. This criterion implies that the gift will allow BPL to undertake a well-defined series of strategic program improvements that will significantly materially strengthen its community standing. Ideally, these improvements will elevate the BPL within a distinguished group of peers, consisting of the top public libraries, museums or service organizations.

Any particular proposal for naming is clearly and broadly supported as being consonant with the reputation and aspirations of the BPL. The background, character, reputation, and other qualities of the person for whom the department, center, or program is to be named are consistent with the reputation of the BPL.

- 1.10** *Permanence of Naming.* The naming of Physical Space (buildings, facilities and grounds, or portions thereof) is intended to be in place for the life of the specific Physical Space. The naming of endowed funds is intended to be in perpetuity. If, in the determination of the BPLF/BPL Boards, circumstances change so that the purpose for which the Physical Space was established is significantly altered or if the Physical Space is no longer needed or habitable, the BPLF/BPL Boards, in consultation with appropriate administrative leadership and the donor(s), if possible, will determine an appropriate way to recognize the donor's named gift for an agreed upon period such as the useful life of the entity named or as specified in the gift agreement, but rarely if ever. in perpetuity. If the BPLF and the donor(s) previously established a Gift Agreement or contract that provides a practicable course of action, then that action shall be followed.

Naming opportunities affiliated with expendable gifts are in place for the time period outlined in the gift agreement.

- 1.11** *Removal of a Name.* BPLF/BPL naming opportunities shall bear only the name of individuals or entities that exemplify the attributes of integrity, character and leadership consistent with the highest values of the BPLF/BPL. If, in the sole determination of the BPLF and BPL Boards, those attributes are not maintained, the Boards reserve the right to remove the donor's/honoree's name from a Physical Space, Branch, Department, Center, or Program at any time. The BPLF additionally may revoke a naming if any of the following conditions occurs: The pledge obligation is unfulfilled and/or written off (if partial funding was received that is sufficient for an alternative naming opportunity, the terms of this Policy shall govern any renegotiation for a suitable naming); or if a change in family or organizational circumstances causes the donor or other affected individual(s)/organization(s) to request a name change or revocation.
- 1.12** *Declining a Naming Opportunity.* If, after consideration of a potential naming gift, the BPLF/BPL Boards, President or Executive Director determine that a gift, or a relationship with a particular donor, could be damaging to the BPLF/BPL, or its mission and values, the BPLF/BPL retains the right to decline either the gift or the naming opportunity related to that gift.
- 1.13** *Exceptions.* The BPLF/BPL Boards and the President or his/her Cabinet-level designee(s) shall have the latitude to approve the establishment of named funds in amounts less than those stated above, or to determine minimum levels for naming of positions, programs, or facilities not outlined in this document. For instance, if a donor provides a gift for a building that is already funded through other means or already constructed, lower minimum gifts

might be appropriate.

2.0 Miscellaneous

- 2.1** *Naming Rights.* In serving the best interests of BPLF/BPL, and following the authority given above, the Boards and the President retain the right to approve or disapprove any naming opportunities.
- 2.2** *Permanent Naming Consideration for a Pledge.* If a naming will be the result of a total gift pledged to be paid over a period of years, the timing of the official naming must be clearly articulated in a formal Gift Agreement. Two options are: 1) Subject to approval by the Executive Director of the BPLF, naming will go into effect immediately with a clear and documented understanding that the naming will be altered or removed if the full pledge is not paid in a mutually agreed upon timeframe; or 2) naming will go into effect after the pledge is fulfilled and the required total amount has been received by BPLF.

If the pledge is not fulfilled, but the naming has been authorized by the Boards, then this change must be reported to the Boards—through the appropriate committee—so that it can be reflected in the official minutes. If only partial funding is received that is less than the required naming threshold, yet sufficient for an alternative naming opportunity, the above procedures will govern any renegotiation.

- 2.3** *Permanent Naming Consideration for a Deferred Gift (e.g. bequest, charitable trust, charitable gift annuity, retirement fund provision).* Notwithstanding the exceptions, deferred gifts qualify for a naming opportunity only when the gift funds are realized. Any exceptions to this policy must be reviewed by the Executive Director of the BPLF, with all final decisions being made at the discretion of the Executive Director, in consultation with the President.

If a donor provides a fully signed, documented irrevocable bequest or other planned gift to ultimately create an endowed position, the naming can be put into effect at the time of the receipt of the signed document, provided that the donor signs a gift agreement to give annually, in perpetuity until the bequest or planned gift is realized, a gift that is the equivalent of the annual spendable income that would be generated from the minimum endowment amount based upon the endowment payout rate at the time the current fund gifts are made.

- 2.4** *Naming Consideration for Honorary, Memorial, or Recognition Purposes.* If the naming to be considered is in honor or recognition, but does not carry with it a gift or a significant enough gift to meet naming policy thresholds, the request should be forwarded to the Executive Director of the BPLF, and upon his/her approval, to the President. Depending on the details of the naming request, the President will make the final decision or determine whether additional approval is needed through the BPLF/BPL Boards.

Previous Draft Approved by the BPLF Board of Directors 10.13.2020. Edited 2/2/21