

TRUSTEES OF THE PUBLIC LIBRARY OF THE CITY OF BOSTON

**Meeting of the Trustees Finance and Audit Committee
Thursday, January 8, 2015 / 8:00 a.m.
Commonwealth Salon
Central Library, 700 Boylston Street, Boston, MA 02116**

Notes of Meeting

A meeting of the Trustees Finance and Audit Committee was held on Thursday, January 8, 2015 at 8:00 a.m. at the Boston Public Library, Central Library, Commonwealth Salon, 700 Boylston Street, Boston, MA 02116.

Present at the meeting were Finance and Audit Committee Chair Evelyn Arana-Ortiz and Committee member Rep. Byron Rushing.

Absent from the meeting were Committee members Zamawa Arenas and John Hailer.

Boston Public Library Staff: President Amy Ryan, Director of Administration and Technology David Leonard, Chief Financial Officer Ellen Donaghey, Accounting Supervisor Sean Monahan, and Clerk of the Board Deborah Kirrane. Attending from City of Boston was Management Analyst Edward Pesce. Participating via telephone was David Auclair, Manager at CliftonLarsonAllen.

Ms. Arana-Ortiz, Chair of the Trustees Finance and Audit Committee (“Committee”) presiding.

Ms. Arana-Ortiz called the meeting to order at 8:15 a.m. and announced for the record that because a quorum did not exist for this meeting, the Committee would be unable to vote to approve the minutes from the October 16, 2014 and September 11, 2014 meetings of the Trustee Finance and Audit Committee.

The order of Agenda items was changed and the Committee first addressed Agenda item V, Draft Tax Returns (IRS Form 990).

CliftonLarsonAllen manager, David Auclair addressed the Committee via telephone. He explained that there were currently two open items on the draft IRS Form 990s as presented to the Committee: (1) the net assets of the Boston Public Library Associates which are to be reported on the Massachusetts state tax form; and (2) the exact proceeds and costs of investments sold during the year that resulted in the \$4.6 million net gain. Mr. Auclair reminded the Committee of February 15, 2015 filing deadline. (See Form 990, page 9, part 8, lines 7a through 7d.)

Mr. Monahan advised that the outstanding information was expected from Mellon in time for the Trustee meeting scheduled for Tuesday, January 13, 2015. The information from Mellon would be added to the gross receipts (page 1, line G of Form 990.) Ms. Ryan asked that the Massachusetts state tax form be brought to the Trustee meeting on January 13, 2015.

Mr. Monahan explained that the only Trustee reporting concern was Trustee Paul LaCamera’s membership on the board of directors for NStar. As Trustees do not pay NStar and, indeed payments for services to NStar are made directly from the City of Boston, this is not an issue.

Ms. Arana-Ortiz and Mr. Rushing insisted that all open items on the IRS Form 990 are to be completed prior to the Tuesday, January 13 Trustee meeting. Ms. Ryan confirmed that draft

copies of the IRS Form 990 had been distributed to the Board of Trustees and that final copies would be distributed once the open items were addressed. The Trustees would then be able to review the IRS Form 990 at the public meeting.

Mr. Auclair ended his participation via telephone, and Ms. Donaghey introduced the next Agenda topic: "Retail Partner – Johnson Building / Central Library: Decision Making Process. Page one of the handout was a draft of what the Advisory Committee would be asked to do, and page two was a draft list of potential Advisory Committee members including people from community, City of Boston, Trustees, and Library groups. Ms. Donaghey confirmed that meetings of the Advisory Committee will contain proprietary information and thus will not be public meetings.

Ms. Arana-Ortiz asked that Trustee Zamawa Arenas be placed on the Advisory Committee due to her marketing experience and expertise. Ms. Ryan will invite all Trustees to serve, but would particularly appreciate participation from Ms. Arana-Ortiz and Ms. Arenas.

Mr. Rushing asked that perhaps an individual from a group potentially opposed to the retail opportunity, be placed on the Advisory Committee. He suggested Brandon Abbs, the new Citywide Friends President, serve.

Ms. Ryan would prefer that the Advisory Committee not be too large; less than ten members. She stated that Trustees would be kept informed and be invited to meetings. Chris Gordon would serve as an advisor to the Committee. The Advisory Committee would make a recommendation to the Finance and Audit Committee which would then make a recommendation to the Trustees. Board of Trustee approval would then start contract negotiations. Mr. Leonard confirmed that this selection process is the same process that BPL follows with all capital projects.

The Committee discussed possible Advisory Committee members. Joyce Linehan is thinking about potential City of Boston representatives. Mr. Rushing indicated that perhaps Commonwealth of Massachusetts representatives be sought for their experience and expertise in securing retail partners for the Transportation Building. Perhaps someone with City of Boston experience with The Ferdinand Building in Dudley Square could be consulted.

Ms. Donaghey explained that the marketing advisor contract opens on January 15, 2015. This RFP includes marketing and advertising costs. She will adjust dates contingent with this RFP to allow for Trustee meetings.

The Committee discussed making the mission statement or charter for the Advisory Committee very clear. The BPL compatibility component also needs to be clearly defined.

Corporation Counsel is researching how Advisory Committee meetings will proceed under the requirements of the Open Meeting Law. Recommendations of the Advisory Committee need to be made pursuant schedules previously set forth for construction and design.

Ms. Donaghey next briefed the Committee on recommending to the Trustees the vote to award a contract to Capitol Museum Services for the construction of five (5) museum quality exhibition cases. She explained the bid and selection process and provided justification for selecting Capitol Museum from the two responsive bidders. Baxter money will be used to purchase the cases which are described as "mini Fort Knoxes" with appropriate security and climate control features. They will be used, in particular, by the Norman B. Leventhal Map Center for the

upcoming Revolutionary War exhibition and Map Center staff was consulted in selecting the vendor.

Ms. Donaghey reminded the Committee that the Finance and Audit Committee meeting scheduled March 5, 2015 will include an update from New England Pension Consultants, and the CliftonLarsonAllen contract extension would be discussed. The April 30, 2015 meeting will include a presentation on the DeFerrari Trust by US Trust.

With no additional or new business to be presented, the meeting was adjourned at 8:55 a.m.

Respectfully submitted,

Deborah A. Kirrane
Clerk of the Board