

**Hingham Public Library  
Board of Trustees  
May 18, 2022, 7:00 p.m.**

**Minutes**

**In attendance:**

**Trustees:** Lucy Hancock (chair), Charles Abbott, Aylene Calnan, Thomas Carey, Arthur Garrity, Eric Haskell, Meredith Hollander, Alyson Molloy Hussey, Mirela Izmirliric, David Mehegan, JoAnn Mitchell, Jeremy Parker (treasurer), Mona Pohl, William Ramsey  
Elizabeth Fetsko

**Call to Order**

A quorum being present, the meeting was called to order at 7:02 PM, remotely, via Zoom videoconference.

**Approval of Minutes from Board Meeting of March 16, 2022**

On the motion of Mr. Abbott, seconded by Mr. Mehegan, the Board unanimously VOTED to approve without modification the draft minutes of the meeting of March 16, 2022, with Ms. Hollander, Ms. Mitchell, Mr. Ramsey, and Mr. Garrity abstaining, as they had not been present at the meeting.

**Director's Report**

Ms. Harper reported that the Town of Hingham has adopted its FY23 budget, including the appropriation for the HPL. Ms. Harper described an active shooter training recently offered to members of the HPL staff. Ms. Harper also acknowledged and thanked those HPL staff members who supported the Beyond the Books event on May 6. Ms. Harper acknowledged the continued presence of coronavirus infections in the community. Ms. Harper also acknowledged and thanked Ms. Allen in anticipation of Ms. Allen's upcoming retirement.

**Beyond the Books Summary**

Ms. Hancock and Ms. Allen summarized the May 6 "Beyond the Books" fundraising event, acknowledging and thanking Ms. Harper, event planner Sara Abbott, and the members of the Beyond the Books Committee for their many contributions to the event's success. Ms. Allen stated that 115 tickets were sold to sponsors, as well as 84 tickets to non-sponsors. Ms. Allen described sponsors as the driver of the event's revenue, accounting for approximately \$34,000 of \$55,000 in receipts. In view of the event's estimated expenses of \$40,000, Ms. Allen estimated its net income at \$15,000. Ms. Hancock noted that members of the Beyond the Books Committee planned to hold a "debriefing" conversation on May 31, and expressed optimism that the Board could hold a similar event next year.

**Finance Committee Report**

Mr. Parker presented the Finance Committee's recommendation that the Board eliminate user fees for museum passes offered by the HPL. Mr. Parker noted that collection of fees for the museum passes is difficult to administer and collects an average revenue of only \$700 - \$800 each year.

On the motion of Ms. Calnan, seconded by Mr. Mehegan, the Board unanimously VOTED to approve the elimination of museum pass user fees.

Mr. Parker then presented the Finance Committee's recommendation that the Board of Trustees adopt a budget for FY23 of \$270,868. Mr. Parker noted that the proposed budget, which is driven by expenses related to books and materials, is basically level with that of FY22. Mr. Parker noted that the revenues for the Board of Trustees budget come from distributions and appreciations in the Board of Trustees' investment portfolio. In response to a question from Ms. Hollander, Mr. Parker observed that the Board of Trustees' investment portfolio, which consists of approximately 80% equities, has declined by approximately 20% year to date. Mr. Parker expressed belief that the endowment could sustain the projected net loss of approximately \$62,000 to be generated by the proposed FY23 budget, but noted that the Board would need to focus in coming years on sources of revenue above and beyond the annual fund.

On the motion of Mr. Carey, seconded by Ms. Calnan, the Board unanimously VOTED to approve a budget of \$270,868 for FY23.

### **Treasurer's Report**

Mr. Parker discussed the effects of recent market activity on the Board of Trustees' investment portfolio, which, as noted, has declined by approximately 20% year to date. Mr. Parker described how Middleton & Co., the Board's investment advisor, had informed him that they might continue to see volatility in the near term, and had modified their previous concentrated positions in technology, reinvesting instead in floating rate securities, bond funds, and cash. In response to a question from Mr. Mehegan, Mr. Parker observed that the Board of Trustees' current policy permits its investment portfolio to consist of up to 85% equities, as compared to its current composition of 78% equities.

### **Governance Committee Report**

Mr. Haskell presented the recommendation of the Governance Committee that the Board adopt the proposed changes to the By-laws set forth in Attachment A to these minutes.

Mr. Haskell first made a presentation using the slides attached to these minutes as Attachment B. Mr. Haskell reminded the Board that the Committee had been asked to consider and propose amendments to the By-laws in light of the Town's decision to make town government titles, and other official documents, gender-neutral. While that was the main impetus for the committee's work, he said, the mandate from the Chairman of the Board was to give a thoughtful review to the By-laws as a whole and propose any enhancements. As background, Mr. Haskell characterized the By-laws as a significant legal document, in that the Library is a corporation created by the Legislature in 1872, and has the same authority to establish By-laws as other corporations, including businesses. In the mid-1960s, the 1872 legislative charter was revised, creating the special relationship existing between the Board of Trustees and the Town. Under the law, the corporation holds the Library property in trust for the benefit of the inhabitants of Hingham.

The first change is to the gender words. The present Chairman would be designated Chair and the Vice-Chairman would be Vice-Chair, and the language of the By-laws would reflect that change throughout.

Part of the proposed additional substantive revision, he explained, is organizational: to put all matters regarding the Trustees in Article 2, regarding Officers in Article 3, regarding Committees in Article 4, etc. Beyond those changes, there are clarifications of terms of office,

proposed amendments to titles and roles of officers, and amendments to the mandates of standing Committees.

Regarding terms of office, Mr. Haskell noted that while the existing By-laws specify that appointive Trustees hold office for three years, the beginning and end dates are not specified; likewise the terms of Officers. It is proposed therefore that the By-laws provide that all terms begin July 1 and end June 30, consistent with the fiscal year used by the Library and the Town.

Mr. Haskell said that the Governance Committee had consulted the Officers and the Chairs of standing committees as to their views of how closely the existing By-law descriptions match the actual work performed. With regard to financial management, it was concluded that the Treasurer and Chief Financial Officer roles had in recent times been held by one person, and that many of the specified duties were in fact carried out by the staff. Therefore, the Committee proposed that the office of Chief Financial Officer be eliminated, and the office of Assistant Treasurer be created. There currently is no provision for execution of financial duties in case of absence or disability of the Treasurer, and the election of an Assistant Treasurer, Mr. Haskell said, would provide that “financial operations are insured against that risk.”

Next, the proposed amendments would change the eligibility of the office of Vice-Chair. It has long been a provision of the By-laws, through several previous revisions, to require that the Chair alone be a member of the corporation. Since the Vice-Chair has always been empowered to act in the absence of the Chair in all respects, it was considered logical for the Vice-Chair also to be a member.

Turning to functional changes, Mr. Haskell said the committee had perceived a need to include a wider range of citizens of the Town in the work of the Board, and therefore proposed to allow non-Trustees to be members of standing committees, with the proviso that votes would still be limited to Trustees. Besides giving the Board the benefit of public input from voices in the community, this practice, he pointed out, would also serve as a kind of practice ground for potential future Trustees.

Addressing next the specific mandates of committees, Mr. Haskell first noted that the Long-Range Planning Committee had historically concerned itself almost exclusively with writing the five-year plan required for eligibility for certain kinds of grants, without special duties betweentimes. Therefore it was proposed, first, to change the title to Strategic Planning Committee, and second, to give it authority to carry out wide-ranging planning in the intervening years. “We see it as a tool in the toolbox of the Chair,” Mr. Haskell said. “If an issue comes along that the Library should address, this would be the opportunity to hand it over to this Committee.” He noted, however, that the work of this Committee, like all others, would still be subject to ratification of the full Board.

Mr. Haskell noted that while there had been a Governance Committee at least as long ago as 2005, and the Committee had never been officially disbanded, in fact it was not included in the By-laws as a standing committee. The proposal would make it a standing committee, and give it responsibility beyond the function of By-law revision to include internal development and improvement of the practices and functions of the Board. For example, the Committee might note that the Board is light on certain skills – financial, for example – and might encourage the appointment of Trustees with the requisite skills.

The proposal would beef up the work of the Development committee. Pointing out that the ability to raise funds is one of the valuable features of a Board such as ours, which has a legislative charter, Mr. Haskell outlined a more specific mandate than contained in previous By-law editions: that the Committee would be responsible for the planning, enhancement, and

active enhancement of the Corporation's fund-raising. Further, that the Committee would annually prepare a fund-raising plan for the library in consultation with the Chair, the Treasurer, and the Library Director, to include an estimate of the revenues to be raised.

The last committee description to be changed is the Human Resources Committee. It had not originally been on the list of necessary changes, he said, but it was felt wise to take the very long first sentence and break it into two sentences for the sake of readability and clarity. Second, a sentence was added to clarify the Committee's role in defining the responsibilities of the Director, who is the chief of the Library staff. Mr. Haskell told the meeting that he had today heard from a member of the Board who has a concern that these amendments would change the relationship of the Human Resources Committee to the Town Personnel Board.

Chair Hancock asked for discussion. Mr. Carey responded that he had called Mr. Haskell a few hours before the meeting. He complimented Mr. Haskell and the members of the Governance Committee for their work, although he wished to express concerns with three sections of the revisions.

First, he pointed to Section 3.8, "Treasurer," in particular the fourth sentence: "The Treasurer shall also be responsible for the hiring of a financial advisor to guide the Board of Trustees in the investment and reinvestment of the funds of the Corporation." Mr. Carey said that the Board of Trustees is responsible for the management of the endowment, and that it would be unfair to the Treasurer to put the burden of hiring an investment advisor or funds manager on that Officer, as well inappropriate to delegate that power.

Mr. Parker said that the point was well taken, but that the intention was not to relieve the Board of the decision, since the Board's Investment Policy explicitly says that the Board shall hire the investment advisor. Rather, the intention was for the Treasurer to administer the process, and to bring prospective advisors to the Board through the Finance Committee. It was envisioned that the Finance Committee would receive presentations from the Treasurer and come to the Board with a recommendation. It was never suggested that the Treasurer would independently select the advisor.

Ms. Calnan, member of the Governance Committee, added that the reason for the new language was that under the existing By-laws, there is no provision under which the Treasurer can even talk to an outside advisor. Clarifying the Board's overall decision-making role, she said, would be an easy fix.

Mr. Mehegan confirmed that the process had in the past worked just as Treasurer Parker had said. He recalled that several years ago, the Trustees had considered whether to hire a new financial advisor. He noted that under the existing By-laws, the Treasurer is the Chair of the Finance Committee, and that former Treasurer Siegfried, acting as Chair, had solicited and received proposals from several investment advisors who appeared before the Committee. After that process, the Committee had voted to recommend that the Board continue retaining the services of the Middleton Company. After further discussion, it was agreed to modify the language to make clear that the Treasurer's role would be, in consultation with the Finance Committee, to "recommend" the hiring of an advisor to the full Board, which in turn would make the decision.

Mr. Carey's second point of concern with the draft By-laws was with Section 3.3, "Term of Office," specifically the first sentence: "The Chair and Vice-Chair of the Board each shall hold office for one year, commencing on July 1 and continuing through June 30 of the following year, provided that each continues to be a Member of the corporation during the period of incumbency." Mr. Carey noted the law provides that the Board of Trustees shall manage the

affairs of the corporation and the library, but makes no distinction, as to powers, between Trustees who are members and those who are not. He suggested that “it seems inappropriate to be drawing artificial distinctions regarding which Trustees can serve as Vice-Chair based on whether they happen to be a member of the Corporation or not.... We should be choosing the Chair from among all of the Trustees, based on who is the most appropriate person for the job.” Mr. Carey also said that he would favor eliminating the requirement for the office of Chair as well.

In the discussion, Mr. Ramsey said that Town Counsel John Coughlin had advised him that, in addition to Mr. Carey’s concern, Mr. Coughlin had the additional concern that this provision might jeopardize the Library’s tax exempt status.

Mr. Abbott, past President of the Board and past Chair of the Governance Committee which had drafted the existing By-laws, noted that it is reasonable for the eligibility provision for the Vice-Chair be the same as for the Chair. That is the rule for the Vice President of the United States. He added that if the Board wanted to elect a non-member to the position of Vice-Chair, it would be a simple matter to simultaneously elect her or him to the Corporation, so that the membership eligibility provision would be no obstacle to a person who enjoys the support of the Board. Ms. Hussey, a present member of the Governance Committee, said that she had not considered the matter in the light raised by Mr. Carey, and added that a nominee for Chair might not want to be a member of the corporation, and therefore she agreed with Mr. Carey.

Mr. Haskell pointed out that Chapter 249 of the Acts of 1965, which had amended the Corporation’s original 1872 charter, provides that “the entire control and management of said Corporation and all of its powers, including the power to amend its By-laws and to elect its officers and agents, shall be vested in the Board of Trustees.” Mr. Haskell noted that the membership provision for the office of Chair “was written into previous By-laws, and had been customary going back as far as anyone could remember.” Therefore, he said “I am a little leery of tinkering with that which does not need tinkering. Aligning the office of Vice-Chair with the office of Chair would be less disruptive.”

After further discussion, it was agreed to remove from the draft the proposed membership provision for the office of Vice-Chair, but to leave the existing provision for the Chair as is.

Mr. Carey’s third concern was twofold, the proposed change to the language in Section 4.7 “Human Resources Committee.” He argued, first, that breaking the existing long opening sentence into two is inappropriate in that the phrase “in conjunction with the Town Personnel Board” is now confined to the first sentence, ending in a period, while the second sentence does not refer to the Personnel Board. This, he said, might give the impression that the Board of Trustees was trying to cut the Town Personnel Board out of the making of personnel policy for the Library, as well as out of negotiation of issues arising out of the collective bargaining process, both matters to which the second sentence refers.

Second, the now-third (and new) sentence, referring to the process of definition of the job responsibilities of the Library Director, makes reference to “consultation with the Personnel Board.” In his view, the word “consultation” rather than “conjunction” could be seen as an attempt to “elbow the Personnel Board out of the picture.” He said, “As a former member of the Personnel Board, the notion that someone is going to consult me and say, ‘Go to hell, I’m going to do what I want to do,’ does not sit well.” Further, he said, “The notion that you would be independently defining responsibilities irrespective of the way the Town operates is highly inappropriate.” He also informed the Board that he had called the Chair of the Town Personnel

Board earlier that afternoon to inform him of these provisions, and “he told me that this is the first he had heard about this.”

Discussion followed. Vice-Chair Mehegan said, “If in Tom’s view putting a period after that present first section, and making what follows a separate sentence, has the effect of erasing the idea of working in conjunction with the Personnel Board in the new sentence that follows, perhaps we could add the word “conjunction” back in. We could certainly make clear that we do not intend to abolish, overturn, and erase the role of the Personnel Board, which of course did not enter anyone’s mind.” As for the new third sentence about the definition of the responsibilities of the Director, Mr. Mehegan said, “Members of the Governance Committee should best address why they saw a need to have this sentence, but it seems to me that the Board has always defined the responsibilities of the Director, that it is the job of the Trustees to determine what the Director is supposed to do, to hire or (God forbid) fire her, and to supervise and define her work.”

As for the possible inference of an attempt to undercut or disrespect the Personnel Board, as in saying “Go to hell,” Mr. Mehegan noted that the Board of Trustees and the Personnel Board “historically have always had an amicable and harmonious relationship. When Ed Boylan was a Trustee and Vice-Chair of this Board, and a longtime member of the Personnel Board, and when the great Nelson Ross was a Trustee and also a member of the Personnel Board for forty years – in all those years the Board of the Trustees and the Personnel Board worked together very well in conjunction *and* in consultation.” He added, “I don’t see that there is quite the reason for alarm about this change, which is not to say that it could not be improved. Perhaps it should go back to the Committee for further discussion.”

Mr. Carey said that his concerns would be answered by taking out the period and leaving the existing first sentence as it is. Second, he would argue that the new third sentence is redundant is that the first sentence already says that the Human Resources Committee “has general responsibility for all matters involving the management and staff of the Library,” which implicitly covers the Director.

Ms. Hollander, member of the Governance Committee, clarified the purpose of the new sentence on the responsibilities of the Director. “Later on in the By-laws [existing Article 6, “Library Director,” Section 6.2, “Powers”], she said, “there is an extensive section detailing the duties of the Director.” Missing, however, is language “on how those responsibilities are to be defined. That is why we felt that we should be very clear on having one of the Committees responsible for helping to develop that definition, and we felt that there was a gap there.” Mr. Carey replied that this should not be necessary, that the job is already defined in the personnel by-law.

Mr. Haskell then explained to the Board that “The Governance Committee viewed the proposed changes to this section as geared toward readability. It was not our intention to make any changes to the scope and mission of the Human Resources Committee. I’m not sure that I agree that this section did accidentally make changes, but if there is any question, my preference would be to go back to the language in the existing By-laws and not make any changes at this time. If these proposed changes are viewed as engaging topics that are too delicate, then my fallback preference would be to make no changes to this by-law.”

On the motion of Mr. Haskell, seconded by Ms. Calnan, the Board unanimously VOTED to adopt the proposed amendments to the Bylaws of the Board of Trustees of the Hingham Public Library, with the following changes: (1) in Section 3.3, “Term of Office,” the reference to the Vice-Chair in the first sentence be deleted and transposed to the second sentence, which would

then read, “The Vice-Chair, the Treasurer, Assistant Treasurer, and the Secretary shall each hold office for one year, commencing on July 1 and continuing through June 30 of the following year”; (2) in Section 3.8, “Treasurer,” the word “recommending” be inserted after the words “responsible for,” i.e., that the Treasurer “shall also be responsible for recommending the hiring” etc.; and (3) that the proposed amendments to Section 4.7, “Human Resources Committee,” not be adopted. A copy of the Bylaws as amended by this vote is attached to these minutes as Attachment C.

### **Nominating Committee Report**

Ms. Calnan presented the Nominating Committee’s recommendation that the Board of Trustees elect officers for 2022-23 as follows: (1) for Chair, David Mehegan; (2) for Vice Chair, Aylene Calnan; (3) for Treasurer, Jeremy Parker; and (4) for Secretary, Eric Haskell.

Ms. Hancock solicited other nominations from the floor; none were made.

On the motion of Mr. Abbott, seconded by Ms. Mitchell, the Board VOTED to elect David Mehegan to serve as Chair for 2022-23, with Trustees Abbott, Calnan, Garrity, Hancock, Haskell, Hollander, Hussey, Izmirlic, Mitchell, Parker, Pohl, and Ramsey voting in favor, and Trustees Carey and Mehegan abstaining.

On the motion of Mr. Parker, seconded by Mr. Haskell, the Board VOTED to elect Aylene Calnan to serve as Vice Chair for 2022-23, with Trustees Abbott, Carey, Garrity, Hancock, Haskell, Hollander, Hussey, Izmirlic, Mitchell, Parker, Pohl, and Ramsey voting in favor, and Ms. Calnan abstaining.

On the motion of Mr. Abbott, seconded by Ms. Izmirlic, the Board VOTED to elect Jeremy Parker to serve as Treasurer for 2022-23, with Trustees Abbott, Calnan, Carey, Garrity, Hancock, Haskell, Hollander, Hussey, Izmirlic, Mitchell, Pohl, and Ramsey voting in favor, and Mr. Parker abstaining.

On the motion of Ms. Izmirlic, seconded by Mr. Ramsey, the Board VOTED to elect Eric Haskell to serve as Secretary for 2022-23, with Trustees Abbott, Calnan, Carey, Garrity, Hancock, Hollander, Hussey, Izmirlic, Mitchell, Parker, Pohl, and Ramsey voting in favor, and Mr. Haskell abstaining.

### **Housekeeping Items**

On the motion of Mr. Haskell, seconded by Ms. Calnan, the Board unanimously VOTED to authorize the Chair to make appointments to Board committees for 2022-23.

Ms. Hancock, Mr. Mehegan, and Mr. Abbott each congratulated Joan Allen on her upcoming retirement, reflected on her many contributions to the HPL over 15 years of distinguished service, and wished her well. A copy of Mr. Mehegan’s remarks on this topic are attached to these minutes as Attachment D.

Mr. Mehegan congratulated Ms. Hancock on her departure from the Board, noting that she had followed in the footsteps of her mother, the late Joan Newell. Mr. Mehegan commended Ms. Hancock’s stewardship of the Board for her fine intelligence, collegial nature, tremendous appetite for work, and assured understanding of the HPL’s importance to the community, and described Ms. Hancock as one of the finest chairs the Board of Trustees has ever had. A copy of Mr. Mehegan’s remarks on this topic are attached to these minutes as Attachment E.

On behalf of herself and the HPL staff, Ms. Harper congratulated Ms. Hancock on her departure from the Board.

### **Adjournment**

On the motion of Mr. Abbott, seconded by Mr. Mehegan, the Board unanimously VOTED to adjourn at 9:41 P.M.

Respectfully submitted,

Eric Haskell  
Secretary of the Board

- Attachment A: Text of proposed revised Board of Trustees By-laws.
- Attachment B: Slide presentation detailing proposed revisions to By-laws.
- Attachment C: Text of By-laws as revised and voted.
- Attachment D: Remarks of thanks to Joan Allen.
- Attachment E: Remarks of thanks to Lucy Hancock.