

Jacob Edwards Library Trustees'
August 26, 2004

A meeting of the Trustees was held on August 26, 2004, in the Southbridge Room of the Jacob Edwards Library. In attendance were Trustees: Whitney, Dacoles, Lachapelle, Gaine. Also in attendance were Gary Bridgman, Paul Mormino, Town Councillor Dale Ferron; Harold Gushue, Worcester Telegram & Gazette, and Ruth Urell, Library Director, Recording. Chairman Lachapelle called the meeting to order at 3:05 p.m.

Mr. Lachapelle introduced for discussion an agreement drafted by Mr. Bridgman on behalf of the Trustees between the Trustees and the Town. After short discussion, Mr. Gaine moved to accept the agreement. Voted and Approved.

Mr. Gaine moved to appoint Ms. Dacoles, Mr. Lachapelle, and Mr. Bridgman to represent the Trustees in a meeting with Mr. Carlisle and to bring changes in the proposal to the full Board of Trustees for final vote. Voted and Approved.

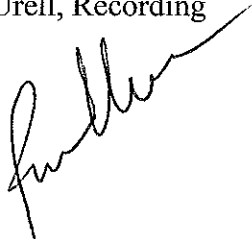
Mr. Lachapelle asked if there was any further discussion. No further discussion.

Next meeting of Trustees is 11:30 a.m. Wednesday, September 1.

Ms. Urell asked for a vote on a revised Study room policy, initially proposed in July. Action tabled till September 1. Copies of the revision were distributed to Trustees again.

Ms. Dacoles motioned to adjourn at 3:25 p.m.

Ruth Urell, Recording

A handwritten signature in black ink, appearing to read 'Ruth Urell', is written over the typed name.

Jacob Edwards Library Trustees'
September 1, 2004

A meeting of the Trustees was held on September 1, 2004, in the Southbridge Room of the Jacob Edwards Library. In attendance were Trustees: Whitney, Dacoles, Lachapelle, Gaine. Also in attendance were Gary Bridgman, Paul Mormino, and Ruth Urell, Recording. Chairman Lachapelle called the meeting to order at 11:30 a.m.

Minutes of July 15, 2004: Ms. Dacoles moved to correct the minutes of July 15, 2004, under "Old Business" to read: "Mr. Mills moved to correct minutes from August 2003 to: 'It was unanimously decided that the library would not post notice at the library of any future meetings.'" Mr. Lachapelle seconded motion. Motion approved.

Minutes of August 5th, 2004: Ms. Dacoles moved to request corrections to form of names being used throughout so that all names are recorded consistently using surnames. Mr. Whitney corrected paragraph two on third page to read: "Mr Whitney questioned the Trustees as to whether they believe they are a public board." Ms. Dacoles moved to accept minutes with corrections; Mr. Gaine seconded. Motion approved.

Minutes of August 26th, 2004: Mr. Gaine moved to approve; Mr. Whitney seconded. Approved.

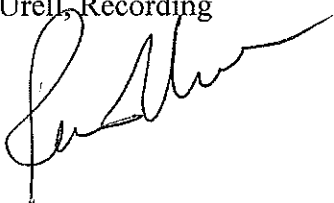
Study Room Policy: Mr. Gaine moved to accept revised policy herewith attached. Mr. Whitney seconded. Approved.

Mr. Bridgman summarized a recent meeting with the Town Manager, Town Councilors, Trustees, and legal representatives regarding trust income reports and audit. Mr. Bridgman reported that the Secretary of State has been asked to rule on the question of whether the Jacob Edwards Library Board of Trustees is a town board or not. After discussion and requests for clarification, Mr. Gaine made a motion to wait on an audit for the Secretary of State's response and inform Mr. Carlisle of the decision. Ms. Dacoles, Mr. Lachapelle, and Mr. Gaine voted to approve motion; Mr. Whitney opposed.

Ms. Urell asked the Trustees for a public explanation for the delay of an audit in response to questions from the public addressed to her and other members of the library staff. The Trustees asked Mr. Bridgman to draft a letter to the newspaper.

At 12:05 p.m. the meeting was to be continued at Vienna Restaurant where some of the Trustees were meeting with Mr. Maxwell and bank representatives of the Trusts.

Ruth Urell, Recording

A handwritten signature in black ink, appearing to read 'Ruth Urell', is written over the typed name.

Study Rooms

Study Rooms are for the general use by the public for quiet study and tutoring.

To use a Study Room, please sign in at the circulation desk. You'll need a current identification. A room may be used for up to three hours per session. You are responsible for returning the key to the circulation desk when you leave the room.

Study Rooms are available on a first-come first-served basis. Advance bookings or reservations are not available.

Adopted, Jacob Edwards Library, Board of Trustees

September 1, 2004

Jacob Edwards Library Trustees'
September 16, 2004

A meeting of the Trustees was held on September 16, 2004, in the Southbridge Room of the Jacob Edwards Library. In attendance were Trustees: Whitney, Dacoles, Lachapelle, Gaine and Mills. Also in attendance were Gary Bridgman and Ruth Urell, Recording. Chairman Lachapelle called the meeting to order at 3:05 p.m..

Mr. Gaine made a motion to accept the minutes of September 1st with insertion of the designation "Special Meeting." After discussion, Mr. Gaine moved to approve the minutes of September 1st as presented. Ms. Dacoles seconded. Approved.

Treasurer's Report: Ms. Dacoles is working on a year end report.

Trustees' Invoices: Invoices approved for payment for: Harvard Art; Vandermark Consulting; Urell expenses; Big Bunny; Morrissey scholarship.

Mr. Whitney requested a monthly written report from the Treasurer. Ms. Dacoles will provide a report next month for the year ending 6/30/04. Mr. Whitney asked for a general summary at the next meeting of Trustees' funds. Mr. Gaine asked Ms. Dacoles to give a summary at next meeting.

Librarian's Report: Ms. Urell reported on the following matters: Part-time Circulation assistant search; Library employees' union contract status; the Long Range Planning Process; Elinor Lipman's author evening; Walking Weekend plans; and Literacy Volunteers director search. Ms. Urell asked the Trustees if they would be interested in sponsoring a spring forum on a topical subject. Trustees agreed to provide support tba.

Mr. Bridgman reported that he had drafted a letter regarding Trustees' funds. Mr. Bridgman reported that the Secretary of State plans to issue a letter to the Trustees this week regarding their status and obligations. Trustees decided to wait for the Secretary of state's determination before taking further action or making a public statement.

Ms. Dacoles moved to remove former Trustees' Chairman Carol Muschler from the Bond Insurance and to add John Lachapelle to it. Approved.

Ms. Dacoles wants to begin the nominating process for Trustee vacancies. Mr. Lachapelle will write to the Town Manager recommending Terri Colognesi for Trustee. Mr. Mills seconded. Approved.

Mr. Whitney discussed the current library/town website and offered assistance in setting up a new library site, with a link to the Town website. Trustees voted to approve \$100 in start up costs. Mr. Mills motioned, Mr. Lachapelle seconded. Approved.

Mr. Whitney discussed posting notice at the library of Trustees' meetings. Mr. Mills proposed that "Henceforth the library will post meeting notices at the Town Hall as it has in the past, consistent with Town Hall policy." Approved.

Mr. Whitney asked about the Trustees' bonding and, if the Secretary of State determines that the Trustees are not a Town Board, what are the liabilities of the Trustees as Trustees? Mr. Bridgman responded that there is some liability as a member of a Board. Mr. Bridgman asked if it is the policy of the trustees to insure themselves? Mr. Bridgman discussed liability issues such as financial impropriety, property issues, and personal criminal activity. Mr. Bridgman asked if the Trustees have a Directors and Officers insurance policy? Ms. Dacoles will inquire with insurance company and report at next meeting.

Motion to adjourn at 4:32, Mr. Mills, Mr. Whitney.


Ruth Urell, Recording

Jacob Edwards Library Trustees
October 21, 2004

A meeting of the Trustees was held on October 21, 2004, in the Southbridge Room of the Jacob Edwards Library. In attendance were Trustees: Whitney, Dacoles, Lachapelle, and Mills. Ruth Urell, Recording.

Chairman Lachapelle called the meeting to order at 3:10 p.m.

Chairman's Report: Mr. Lachapelle read a letter he received from the Administrator of Central Mass. Regional Library System thanking the Board and the Town for Ms. Urell's service on the CMRLS Executive Board for the past three years. Mr. Lachapelle complimented Ms. Urell on her work and will pass the letter on to the Town Manager. Mr. Lachapelle commended Ms. Urell on the completed Long Range Plan. Mr. Lachapelle also reported favorably on the library's participation in the Walking Weekend for the Quinebaug Shetucket Heritage Corridor. Mr. Whitney added that he had enjoyed the musical evening of Tony Vacca and World Rhythms at the library October 14th.

Ms. Dacoles recommends the firm of Bisceglia, Steinman, Fudeman, LLP, in Worcester, to do the Trustees' audit. The firm specializes in private entity audits. They have audited the American Optical Co. Mr. Bridgman has written a request for proposal for the Trustees, specifying the type of audit required, a ~~GAAP~~ ^{Foundation} audit, for a fee of \$4000 for the audit and tax filing. Mr. Mills made a motion to approve expending Trust funds of \$4000 for audit. Mr. Whitney seconded. Motion approved. The audit must be completed by November 15. Ms. Dacoles and Mr. Bridgman intend to meet with the auditors October 25th.

Ms. Dacoles made a motion to approve payment of an invoice to Gary Bridgman for \$500 for IRS filing fee and \$19.75 to Big Bunny to pay for refreshments for the Long Term Planning Meeting. Mr. Whitney seconded. Approved.

Mr. Lachapelle reported that Mr. Bridgman had spoken with the District Attorney regarding the recent designation of the Trustees as a non-profit group as it pertains to the Open Meeting Law complaint.

Minutes: Mr. Whitney made a motion to approve the minutes of the September meeting; seconded and approved.

Treasurer's Report: Ms. Dacoles reported orally on the status of funds held locally. Mr. Whitney requested a written Treasurer's report. Ms. Dacoles declined. Mr. Mills moved to request Mr. Bridgman to report on the Trustees' responsibilities about funds. Trustees' budget and use of Trustees' Town contribution and state aid were reviewed. Mr. Mills moved to accept Treasurer's verbal report. Approved.

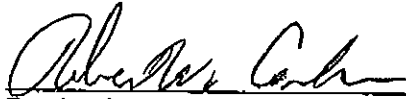
Long Range Plan: Mr. Whitney reported favorably on the final draft of the report, particularly the conclusion and mission statement, and the last planning session which he attended. Ms. Dacoles remarked that the library's plan would be a help to the Town in preparing its Long Range Plan. Mr. Mills moved to accept the Long Range Plan, with compliments on its successful completion.

EDWARDS MEMORIAL LIBRARY**TRUSTEE APPOINTMENT**

Bank of America, successor Trustee to The New England Trust Company, as surviving co-trustee named under ARTICLE TWENTY-FIFTH of the Will of Grace M. Edwards dated June 7, 1916, hereby exercises its power of appointment to appoint:

Paula DaColes

as a trustee of the Jacob Edwards Memorial Library.



Bank of America, by its duly authorized officer
Robert W. Carlson, Vice President

Dated: *December 15, 2004*

Acceptance: I *Paula DaColes*, accept appointment as a trustee of the
Jacob Edwards Memorial Library this 16th day of December, 2004.

Approved. Ms. Urell will send the Plan to the Board of Library Commissioners as required and she will ask to be placed on the Town Council agenda for presentation to Councilors.

Committee Reports:

Website: Mr. Whitney has begun a trial website for the library: ^{library} jacobedwards.org to establish a basis to begin redesign of the library site. Trustees are interested in maintaining close working relationship with town site and town's webmaster.

Nominating: Mr. Mills reported that efforts are underway to fill vacancies on Board. Mr. Bridgman has been proposed for an Edwards Trustee, and Trustees are awaiting word on his appointment from Fleet Bank Trust Administrator. Mr. Mills stated that the candidates were selected based on their local involvement, business background, and interest in education. Ms. Urell urged the Trustees to consider candidates who could represent the interests of young and school-age children, an important group in the library's program and long range plan. Ms. Dacoles made a motion to appoint Gary Bridgman and Terri Colognesi for Edwards Trustees. Approved.

Librarian's Report:

Legislative Breakfast: Ms. Urell circulated a request for financial support from the CMRLS Friends for the spring Legislative Breakfasts. Mr. Whitney moved to expend \$50 to support the events and hoped that the JEL Friends would match that amount; Mr. Mills seconded. Approved.

Computer virus: A virus was introduced to all the computers in the library through the network on October 12. Several days' of staff time and public computing service were lost as a result. New virus protection and an upgraded firewall have been added at the network and local levels to try to prevent future problems.

Old Business: Ms. Dacoles made a motion to confirm that the following appointments have been made to the Board of Trustees:

John Lachapelle, Chairman August 5, 2004

Paula Dacoles, Treasurer July 15, 2004

Vice-Chairman Tabled August 5, 2004

Motion was seconded by Mr. Whitney and approved.

New Business: Mr. Whitney and Ms. Urell reported that the musical evening with Tony Vacca and World Rhythm was a successful event and brought new guests to the library for the first time. It was funded by a gift from Wal-Mart Foundation and the Friends of the Library.

Ms. Urell distributed copies of the Trustees' bylaws for review and suggested that the Trustees consider revising and updating their bylaws that were last revised in 1989.

Meeting adjourned at 4:33.

Ruth Urell, Recording

Correctives: GAAP audit Gary Bridgman
American Optical Co. Foundation " "
jacobedwardslibrary.org Dick Whitney.

Jacob Edwards Library Trustees
November 18th, 2004

A meeting of the Trustees was held on November 18th, 2004, in the Southbridge Room of the Jacob Edwards Library. In attendance were Trustees: Whitney, Dacoles, Lachapelle, and Mills. Also attending: Mr. Bridgman, and Ruth Urell, Recording.

Chairman Lachapelle called the meeting to order at 3:10 p.m.

Chairman's Report: Mr. Lachapelle reported on a State association meeting he attended. He learned about different types of governance of library boards. Some boards are elected, some appointed, some self-perpetuating.

Treasurer's Report: Ms. Dacoles reported that Mr. Harry Hough of Bisceglia, Steinman, Fudeman, CPAs, LLP, in Worcester, is conducting the Trustees' audit. He has been in touch with Ms. Dacoles and Mr. Bridgman with questions. The Trustees currently expect to receive the audit by November 30th. Mr. Bridgman ^{forwarded} wrote a letter of engagement to Town Councillor Ron Chernisky to report on the audit and the anticipated completion date.

Mr. Mills made a motion to pass the Auditor's report of Trustees funds to the Town as soon as Trustees Lachapelle and Dacoles and Mr. Bridgman have had a chance to review it, with copies to all Trustees, Town Council ~~for~~ Ron Chernisky, the Town Auditor, and the Town Manager. Motion seconded Ms. Dacoles; Approved.

Ms. Dacoles has papers from Sovereign Bank to add Mr. Lachapelle's name to signatories of bank documents, with minutes of October 21, 2004, that confirmed the appointment of Ms. Dacoles as Treasurer and Mr. Lachapelle as Chairman. Ms. Dacoles asked Ms. Urell, as Clerk, to sign a letter verifying Ms. Dacoles appointment to the Board and as Treasurer. Ms. Urell would not sign the letter since it predates her knowledge of the Board and officers.

Ms. Dacoles has asked Bouvier Insurance to add Mr. Lachapelle and delete Ms. Muschler from Trustee bonding.

Minutes: Mr. Mills made a motion to approve the minutes of the October meeting with corrections; seconded and approved.

Nominating Committee: Mr. Mills reported that the committee proposes Nancy Coderre for Town vacancy and Terri Colognesi for Edwards Trust vacancy; with Dewey Tilberri as an alternate, Approved unanimously. *for the Town, ru*

Mr. Bridgman reported on Trustees responsibilities and the legal status and requirements of a 501(c)(3) Organization. Mr. Whitney proposed looking at the Trustees' bylaws to determine if they need revision. *support for*

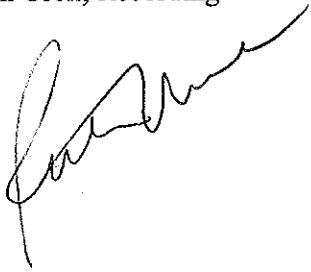
Librarian's Report: Ms. Urell asked for ~~approval~~ ^{support for} of closing one day for an in-service training, as a follow up to some of the Long Range Plan activities. The focus of the training would be computer updates and interlibrary loan. After discussion, the Board voted to close for a half-day, date to be

determined, for staff development. Mr. Lachapelle made a motion for the Trustees to provide up to \$50 for pizza for lunch for the staff. Seconded and approved.

Ms. Dacoles asked for a motion to approve payment of the remainder of the fee for the Long Range Planning Consultant. Mr. Whitney seconded; approved.

Meeting adjourned at 4:20.

Ruth Urell, Recording

A handwritten signature in black ink, appearing to read 'Ruth Urell', written in a cursive style.

EDWARDS MEMORIAL LIBRARY

TRUSTEE APPOINTMENT

Bank of America, successor Trustee to The New England Trust Company, as surviving co-trustee named under ARTICLE TWENTY-FIFTH of the Will of Grace M. Edwards dated June 7, 1916, hereby exercises its power of appointment to appoint:

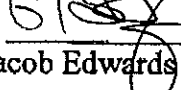
Gary Bridgman

as a trustee of the Jacob Edwards Memorial Library.



Bank of America, by its duly authorized officer
Robert W. Carlson, Vice President

Dated: December 15, 2004

Acceptance: I  accept appointment as a trustee of the
Jacob Edwards Memorial Library this 16th day of December, 2004.

Jacob Edwards Library Trustees
December 16th, 2004

A meeting of the Trustees was held on December 16th, 2004, in the Southbridge Room of the Jacob Edwards Library. In attendance were Trustees: Whitney, Dacoles, Lachapelle, and Bridgman. Absent: Mills. Also in attendance were Paul Mormino, Town project manager, Danielle Williamson, Southbridge Evening News, and Ruth Urell, Recording.

Chairman Lachapelle called the meeting to order at 3:08 p.m.

Chairman's Report: Mr. Lachapelle introduced Harry Hough, CPA, of Bisceglia, Steinman, Fudeman, CPAs, LLP, in Worcester, who presented the Trustees' audited statement of assets, liabilities, and net assets as of June 30, 2004, dated November 22, 2004. Mr. Hough described the type of audit as cash basis accounting, the procedure of the audit, and his findings.

Mr. Hough reported that the Grace, Robert, and Hannah Edwards Trusts are not included in the financial statements because the Trustees do not own the principal from these bequests. Mr. Hough stated that the Commonwealth requires an audit when receipts are over \$100,000. Mr. Hough recommended that the Trustees do a compilation or review on an annual basis and that a reviewed financial statement is required annually if there is more than \$25,000 in gross receipts. Mr. Hough responded to a question about tax filing and reporting requirements. Mr. Hough concluded his remarks by distributing a Management Letter outlining his recommendations to the Trustees. Mr. Hough suggested: 1) That there be a segregation of duties so that a second trustee, in addition to the Treasurer, would be responsible for Trustees' accounts; and 2) That the Board develop a donation letter to give to donors for tax purposes.

Treasurer's Report: Given verbally. Trustees discussed annual income, account balances, and expenditures. Ms. Dacoles reported that Trustees' expenditures might exceed income in FY05. Trustees discussed terms of Ryan bequest and Mr. Hough clarified that the bequest is not specifically restricted and that the intent is for it to be used for the library. Further clarification of the terms would have to be given by Mike Morrill, attorney for the Ryan estate.

Invoices Approved: Big Bunny \$34.04; Downtown Partnership \$15.00; Mr. Bridgman; Mr. Whitney

Minutes: Ms. Dacoles made a motion to approve the minutes of the November meeting with corrections; seconded and approved.

Nominating Committee: Mr. Bridgman has been appointed an Edwards Trustee by Robert W. Carlson of the Bank of America, effective December 16, 2004.

Trustees' Plaque: Mr. Lachapelle volunteered to take the wooden plaque with brass name plates honoring Trustees' service to inquire about bringing it up to date. When it is completed, it will be hung in the Southbridge Room where the Trustees meet monthly.

New Business: Mr. Whitney asked the Board to provide Directors and Officers insurance coverage for all Trustees. Ms. Dacoles disagreed with the proposal and would like to wait until vacancies on the Board have been filled. Mr. Bridgman offered to invite two insurance companies to submit

estimates for coverage. Mr. Whitney asked how the revised audit would be distributed. There was agreement that the corrected audit will be sent to the parties identified last month when it is available from the auditing firm.

Meeting adjourned at 4:25.

Ruth Urell, Recording