

**Joint Meeting of the John D Barrow Trust and Skaneateles Library Boards  
May 14, 2024**

**Present:** Library President Dave Hempson, Vice President Erin McCormack, Treasurer Maura Molnar, Secretary Kathryn Carlson, Barrow President Amy Rolleri, Barrow Treasurer Betsy Carter

**Trustees:** Manny Arroyo, Karen Bedard, Ralph DeMasi, Kristin LaBeau, Bob Lotkowitz, Larry Palmieri, Meghann Sandak

**Staff:** Library Director Nickie Marquis, Assistant Director and Adult Services Librarian Andrea Snyder, Barrow Director Alexandra Perry, Barrow Assistant Director Katrina Zepp

**Absent:** Katie Armijo, Susanne Guske, Stephen McClintic, Steven Thomas

**Members of the Public:** Fran McCormack, Paula Conan

Call to Order at 6:30 PM

Library Board President Hempson provided the trustees and guests with a brief history. John Barrow had left all his paintings to the Library for public access and display. In 1979 the decision was made to make two separate associations, but with the same trustees. The Gallery owns the building it occupies but the Library owns the land and the rest of the structures.

About four and a half years ago, strategic plans for the Gallery and the Library called for the separation into two distinct Boards. All agreed. About three years ago committees of Library and Gallery representatives began discussing the working on terms for such a separation. Since then, the Task Forces have been working through the details of this proposed separation, including the sale of the building to the Barrow.

In the meantime, Gallery personnel have been thinking about and working on the necessary structure after the separation. They have been developing by-laws and contemplating the make-up of a separate Board. Director Perry has begun to develop plans for use of the entire building if and when it becomes available to them.

The sale of the building involves a purchase price of \$1.278 million when the Library is ready to move to the new building. Additional issues involved in the sale include the restriction that the building remain a place available to the public, and agreement on the various rights of first refusal for lease or sale of the building in the future. These issues have been worked out over a period of time and are in place in the separation agreement.

President Hempson then read in full the joint resolution approving the terms for separation, and opened the meeting for discussion. He stated that both organizations have flourished and there should be no issues of the agreement favoring one over the other. Several trustees spoke in favor of the resolution. A motion was made by Trustee Bedard to approve the resolution and Meghann Sandak seconded. The resolution as follows passed with unanimous approval:

WHEREAS in March 1979, John D. Barrow's 1905 trust instrument was modified by order of the New York State Supreme Court, Onondaga County to (among other things) establish the John D. Barrow Trust as a separate and distinct organization from the Skaneateles Library Association, while also directing that the trustees of the John D.

Barrow Trust “shall consist of the directors of the Skaneateles Library Association and their successors;” and

WHEREAS since approximately 2020, the strategic plans for both the Skaneateles Library Association (“the Library”) and the John D. Barrow Trust (a/k/a, among other things, the John D. Barrow Art Gallery) (“the Gallery”) have called for seeking and securing judicial authority for the creation of a separate and independent Board of Trustees to govern the Gallery and making such other organizational changes as may be related to and/or necessitated by such judicial authorization; and

WHEREAS beginning in late 2021, representatives of both the Library and the Gallery began to work on reaching an agreement-in-principle to serve as a blueprint for seeking such judicial authority, those two groups having since come to be referred to, respectively, as the Library Separation Task Force and the Gallery Separation Task Force; and

WHEREAS the Library and Gallery Separation Task Forces have now reached full concurrence on the terms of an agreement-in-principle, as now set out in a document entitled “Terms for the Separation of the John D. Barrow Art Gallery and the Skaneateles Library Association” (“Terms for Separation”), a copy of which has been provided to each member of the Library and Gallery Boards and is attached hereto; and

WHEREAS the members of both Separation Task Forces are unanimous in recommending to the Board of Trustees of their respective organizations that such Terms for the Separation be approved;

NOW, therefore, after full consideration by the Library and Gallery Boards, it is RESOLVED that the Terms for Separation of the John D. Barrow Art Gallery and the Skaneateles Library Association be and hereby are APPROVED, and IT IS FURTHER RESOLVED that the President of the Library Board and the President of the Gallery Board each be and hereby is authorized to: execute such Terms for Separation on behalf of the Library and the Gallery, respectively, and take all such other and further steps as may be needed to secure judicial authorization for the creation of a separate and independent Board of Trustees to govern the Gallery, and make such other organizational changes as may be necessitated by and related to such judicial authorization.

Presidents Hempson and Rollerl thanked the trustees. The next step involves the Garrow attorneys drafting a petition to the New York State attorney General for review and eventual submission to the court for approval. This is necessary since the current structure was established as a trust under New York State Trust rules. The petition will be previewed by the joint boards before being submitted.

There being no further business, the joint meeting was adjourned at 6:45 PM, and the Library Board was called to order.