

**Selectmen's Charge to the DeCordova Working Group
May 7, 2018**

Charge

The deCordova Working Group (the "Working Group") is being formed by the Board of Selectmen as a special purpose study committee to review a proposed corporate, management, and cooperative arrangement between the deCordova and Dana Museum and Park ("deCordova") and The Trustees of Reservations ("TTOR"), and to advise the Selectmen and the Town on options for protecting the Town's interests, including the specific Tasks stated below.

Background

In 1930, Julian de Cordova deeded approximately 20 acres of land and his residence to the Town of Lincoln (literally, "the Inhabitants of the Town of Lincoln, a municipal corporation"), along with certain "pictures" and other furnishings. He retained the right to live there until he died, which occurred in 1945.

The 1930 Deed states that the property was granted "to the use and behoof of the said Inhabitants of the Town of Lincoln, its successors and assigns, upon trust after my death to maintain said land as a public park for the benefit of the inhabitants of the Town of Lincoln in perpetuity, and the residence and art gallery, and any buildings erected in substitution and addition thereto, to maintain in perpetuity as a public museum under the name of 'The de Cordova and Dana Museum' in memory of myself and my wife for the benefit of the inhabitants of the Town of Lincoln". Mr. de Cordova's Will established two trust funds, the income of which was to be paid to the "Inhabitants of the Town of Lincoln for the upkeep, maintenance and improvement of the deCordova-Dana Museum and park".

In 1948, the Town petitioned the Supreme Judicial Court ("SJC") and received a Decree that authorized creation of a charitable corporation "to act as the agent and instrumentality of the Town in carrying out the trust imposed upon the Town" by the 1930 Deed, as well as to receive the income from the trust-funds. The Town retained ownership of the 20-acre parcel, as well as certain portions of the art collection and main building. The SJC also approved the specific provisions of the DeCordova corporation's governing documents, including the By-Laws. Any revisions must be approved by the Town's residents at a Town Meeting. During the 1980's and 1990's, the Town Meeting approved several By-Law revisions, giving rise to the current governance structure.

In September 2017, deCordova informed the Selectmen that it faces significant financial challenges, including unsustainable reliance on large annual contributions from a small group of donors to pay regular operating expenses, and that deCordova therefore planned to seek a relationship with another entity that could provide short-term financial assistance and enable long-term sustainability. In April 2018, DeCordova informed the Selectmen that it had entered into a non-binding exclusive agreement with TTOR to explore a relationship that will require significant changes to deCordova's By-Laws regarding the roles, authorities, and Board composition of DeCordova and TTOR. deCordova intends to seek approval of the By-Law changes at the March 2019 Annual Town Meeting. It is also anticipated that the revisions will require court approval.

Tasks

- ◆ Study and become familiar with the 1930 Deed, Mr. de Cordova's Will, the deCordova By-Laws, the SJC Decree, and other relevant documents.
- ◆ Identify the key Town interests and public policy questions that will need to be considered by the Selectmen, other Town officials as appropriate, and the voters of the Town, including, as appropriate, potential matters to be negotiated, and present its findings and recommendations in a written report to the Selectmen.
- ◆ Develop a critical-path planning timeline, with key milestones highlighted.
- ◆ Conduct its business in an open and participatory manner, providing multiple opportunities for input from a diversity of Town residents, as determined appropriate by the Working Group, which may include public meetings, workshops, other forums, surveys, and interviews.

Membership

The Working Group will have 7 members, comprised of the following:

- 1 member of the Board of Selectmen, designated by the Board of Selectmen.
- 1 member of the Planning Board, designated by the Planning Board.
- 1 member of the Finance Committee, designated by the Finance Committee
- 1 member of the Conservation Commission, designated by the Conservation Commission
- 3 At-Large Members, selected by the Board of Selectmen.

The Working Group shall elect its own Chair or Co-Chairs.

Supporting Resources

The Town Administrator, as well as other members of the Town's professional staff as appropriate, may serve as ex-officio members of the Working Group and/or attend meetings, as appropriate, and otherwise provide professional guidance and support. Although no specific appropriation has been made in support of the work of the Working Group, Town Counsel and/or outside counsel will be available to the Working Group throughout the course of its work.

Timetable

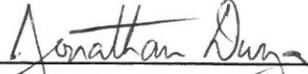
The Selectmen intend to appoint the Working Group in May 2018, with the hope of convening the Working Group later in May or early-June. The Working Group will be asked to present a status report to the Selectmen in October 2018, participate in a preliminary presentation and discussion at the State of the Town Meeting later in October 2018, present a Final Report to the Selectmen in January of 2019, and participate as requested by the Selectmen in their presentation to Town Meeting when the deCordova's proposed Bylaw changes are presented to Town Meeting for a vote in March 2019.

Open Meeting & Public Records Requirements

The Working Group, acting as an advisory special committee to the Board of Selectmen, is subject to the requirements of the Open Meeting Law. The Working Group shall conduct its affairs in an open and transparent manner, post notice of its meetings (including an agenda), keep minutes, and maintain its records in accordance with the provisions of the Open Meeting and Public Records laws. Since the Working Group's work is likely to include consideration of certain sensitive real estate matters, public discussion of which could compromise the Town's interests, it is contemplated that some of the Working Group's meetings may be held in executive session as provided by law.

Approved by the Board of Selectmen

Date: 05/07/18



Jonathan Dwyer, Chair



Jennifer Glass



James Craig