

**THE WAGNALLS MEMORIAL  
BOARD OF DIRECTOR'S REGULAR MEETING  
MONDAY, AUGUST 28, 2006**

The Board of Directors held a regular meeting on Monday, August 28, 2006 at 7:00 p.m. with the following board members present: Mr. David L. Wynkoop, Mr. James L. Long, Mr. George M. Sheehan, Mr. John H. Rogers, Mr. Carl C. Heister, Ms. Deblin Jennings, and Mr. Stuart Payne. Mr. Russell A. Osborn was absent. Mr. Carl A. Spencer, Executive Director, and Mrs. Sandra Hall, Assistant Director, were also present.

Prior to this meeting, the Board held a reception to honor Mr. Spencer who was resigning as Executive Director effective 09/01/06. Many friends, community members and business associates attended to thank Mr. Spencer for his dedicated service. Chairman Wynkoop read a Proclamation from the Board to Mr. Spencer recognizing his service as Executive Director of The Wagnalls Memorial from June 2004 to August 2006, a copy of which has been made a permanent part of these minutes.

Chairman Wynkoop called the meeting to order at 7:20 p.m. while silent attendance was taken by Mrs. Hall.

**MINUTES AND FINANCIAL REPORTS:**

The Board reviewed the minutes for the July 24 public meeting. Ms. Jennings motioned, seconded by Mr. Rogers, to accept the minutes as presented. The motion passed.

The Board reviewed the minutes for the August 11 Action Without a Meeting to accept a settlement agreement concerning the LLGSF allocation. Mr. Payne motioned, seconded by Ms. Jennings, to accept the minutes as presented. The motion passed.

The Board then reviewed the July Financial Reports. After some discussion regarding the annuity payments and the cost of HVAC maintenance, Mr. Heister motioned, seconded by Mr. Sheehan, to approve the July Financial Reports. The motion passed.

The Board then reviewed the July Report of Gifts, Grants, and Contributions. Mr. Rogers motioned, seconded by Mr. Heister, to accept the Report of Gifts as presented. The motion passed.

**REPORTS/ACTION ITEMS:**

Mr. Spencer updated the Board on the status of United McGill leasing the Community Building and the necessity to make changes to the security system. The Board then discussed the two proposals that had been previously submitted to them for review. After this discussion, Mr. Rogers motioned, seconded by Mr. Payne, to enter into an agreement with EPS regarding security of the Community Building. The motion passed.

There was discussion regarding the purchasing authority to be given to the next Executive Director but no decision was made regarding this issue.

There was discussion regarding the need to make a decision on the rental property sale. After this discussion, Mr. Long motioned, seconded by Ms. Jennings, to authorize Mr. Rogers to start the paperwork on the annexation of the property into Lithopolis. The motion passed.

There was discussion regarding the resolution to enter into a lease agreement with the Village of Lithopolis for the use of the ravine behind the Wagnalls facility for a park space. After this discussion, Ms. Jennings motioned, seconded by Mr. Rogers, to accept the resolution to enter into this lease agreement with the Village. A copy of this resolution has been made a permanent part of these minutes. The motion passed. Chairman Wynkoop then signed the agreement.

**REPORTS/ACTION ITEMS: (continued)**

At 7:55 p.m., Chairman Wynkoop turned the meeting over to Mr. Long and left the room so that the Board could discuss a proposed settlement agreement with the Lithopolis Cemetery regarding the Mausoleum Loan. He felt that his position on the Cemetery Board conflicted with his ability to discuss this agreement. After this discussion, Mr. Rogers motioned, seconded by Mr. Heister, to accept the resolution to authorize Mr. Long and Mr. Sheehan to sign the settlement agreement with the Lithopolis Cemetery. A copy of this resolution has been made a permanent part of these minutes. The motion passed with 6 ayes.

Chairman Wynkoop then returned and took charge of the meeting at 8:00 p.m.

Mr. Spencer then presented an offer from the Village to purchase the office system that Wagnalls is no longer using in the Museum. Mr. Heister motioned, seconded by Mr. Sheehan, to accept the offer from the Village to purchase the office system for \$3,000 with the Village disassembling and removing the system. The motion passed.

There was discussion regarding the application submitted by Mr. Jared McGill to serve as a Board Member. After this discussion, Mr. Rogers motioned, seconded by Mr. Long, to accept Mr. Jared McGill as a Board Member. The motion passed with 6 ayes and one abstain by Mr. Payne, who had no prior knowledge of Mr. McGill, as he was only recently appointed to the Board himself.

There was discussion regarding an organizational chart that Mr. Spencer had revised and the necessity to contact Mr. Osborn regarding whether he intended to remain on the Board because he had been absent from many meetings.

There was a recommendation from the Library Board to appoint Stephanie Smoot to the Library Board. Mr. Long motioned, seconded by Mr. Sheehan, to accept the Library Board's recommendation. The motion passed.

At 8:15 p.m. the Board entered into Executive Session to interview M. Ellen Gruber for the Executive Director position. Mr. Spencer and Mrs. Hall left the meeting.

After this Executive Session, the Board took a brief recess and then reconvened at 9:20 p.m. and Mr. Spencer and Mrs. Hall re-joined the meeting. Mr. Long motioned, seconded by Mr. Payne, to offer M. Ellen Gruber the Executive Director position. The motion passed.

Ms. Jennings updated the Board on the list of things to be finished for the upcoming Golf for Scholarships.

Mr. Sheehan and Mr. Heister from the Finance Team stated that they would interview and narrow down the Bookkeeping applicants to make a recommendation to the full Board.

At this time, Chairman Wynkoop, on behalf of the Board of Directors, thanked Mr. Spencer for his dedicated service during his tenure as Executive Director. With that, the meeting was adjourned at 9:45 p.m.

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Sandra K. Hall, Recording Secretary

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David L. Wynkoop, Chairman

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George M. Sheehan, Secretary/Treasurer