

**THE WAGNALLS MEMORIAL  
BOARD OF DIRECTOR'S REGULAR MEETING  
MONDAY, SEPTEMBER 25, 2006**

The Board of Directors held a regular meeting on Monday, September 25, 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, Mr. Stuart Payne, and Mr. Jared McGill. Ms. M. Ellen Gruber, Executive Director, and Mrs. Sandra Hall, Office Manager, were also present.

Chairman Wynkoop read a Thank You note to the Board from Mr. Spencer for the reception that had been held on his behalf recognizing his service as Executive Director of The Wagnalls Memorial from June 2004 to August 2006. Chairman Wynkoop then called the meeting to order at 7:00 p.m. while silent attendance was taken by Mrs. Hall.

Chairman Wynkoop then asked Mr. Jared McGill to come forward and he administered the Oath of Director. Following this process, Mr. McGill was welcomed as a new member of the Board of Directors.

**MINUTES AND FINANCIAL REPORTS:**

The Board reviewed the minutes for the August 28 meeting. Mr. Heister motioned, seconded by Mr. Rogers, to accept the minutes as presented. The motion passed.

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

The Board then reviewed the August Bank/Portfolio Report. After some discussion regarding the check register, Mr. Heister motioned, seconded by Mr. Rogers, to approve the August Bank/Portfolio Report. The motion passed.

**REPORTS/ACTION ITEMS:**

There was discussion regarding the appraisal report completed by Industrial Appraisal on the buildings, pipe organ, permanent fixtures, fine arts, furniture and equipment, effective June 27, 2006. This report was the result of an extensive yearlong appraisal by Industrial Appraisal.

Mr. Heister reported that the four final applicants for the Bookkeeping/Accounting contract position had been interviewed and that the interview committee, consisting of himself, Ms. Gruber, and Mrs. Hall, had prioritized the candidates from one to four for this position. He reported that a special action of the Directors of The Wagnalls Memorial was held on Wednesday, September 13, 2006. The purpose of the special action was to authorize Ellen Gruber, Executive Director, to offer the bookkeeping/accounting position to the top candidate and, if unsuccessful, make the same offer to the next candidate in line until an agreement was reached with one of the four final candidates. Due to conflicting schedules of the Board Directors, it was impossible for the Board to meet as a single body. It was determined that a vote would be taken and the Board Directors were asked to respond to the Executive Director, Ellen Gruber, with a yes or no on the above action. The Board Directors responded with six ayes so Ms. Gruber made an offer to Linda Case who accepted the position. Mr. Heister motioned, seconded by Mr. Sheehan, to ratify Linda Case as the Bookkeeper/ Accountant. The motion passed.

The 2005 Financial Statements from John Lester, CPA were distributed to the Board for review. Chairman Wynkoop asked the Board to let Ms. Gruber know of any questions they may have so she can obtain answers from Mr. Lester.

**EVENTS:**

Ms. Jennings reported on the "Golf for Scholarships" held on September 17. A report was distributed showing net profits from the event as of September 19 to be \$2, 861.91. There was discussion regarding recommendations for next year's event, to be held on Sunday, September 16, 2007.

Mr. Long reported on the Wagnalls Family Theatre's production of Man of La Mancha that was currently being performed. He reported that this production was not as well attended as the summer productions had been, but that the audience had been giving it rave reviews.

Mr. Sheehan reported on the Theatre Board meeting held on Tuesday. He reported that the Theatre Board had accomplished quite a bit of work on policies and procedures being put in place. After his report, there was some discussion regarding issues that had arisen regarding the operation of the Theatre.

**OLD BUSINESS:**

There was discussion regarding the agreement with the Cemetery to use equipment that Wagnalls had stored in the Cemetery Garage.

There was discussion regarding the allocation of the Cemetery settlement monies. Mr. Rogers motioned, seconded by Ms. Jennings, to allocate the Cemetery settlement, and any payments made prior or in the future on this settlement, to pay off the mortgage. The motion passed. The Finance Team will review how these monies should be invested.

Chairman Wynkoop read a resignation letter from Mr. Osborn dated September 16, 2006. In the letter, Mr. Osborn stated that due to work, family, and other community obligations, he felt that he could not contribute actively to the Wagnalls efforts, and therefore, must regretfully submit his official resignation from the Wagnalls Board of Directors. Mr. Heister motioned, seconded by Mr. Sheehan, to accept with regrets Mr. Osborn's letter of resignation. The motion passed. A copy of this letter has been made a permanent part of these minutes.

Due to the resignation of Mr. Osborn who served on the Finance Team, a motion was made by Mr. Rogers and seconded by Ms. Jennings, to appoint Mr. Payne to the Finance Team.

At this time, approximately 8:40 p.m., Mr. Long left the meeting due to a prior commitment.

The Board reviewed a letter from Mr. John Sunderland, Attorney at Law, who represented Wagnalls in the LLGSF appeal. He enclosed copies of orders from the Board of Tax Appeals officially dismissing the three years of appeals. He stated that this was the final step in the process, and the litigation was now terminated. He reported that he was closing his file, and that the Board could do likewise. Mr. Rogers motioned, seconded by Mr. McGill, to accept the letter from Mr. Sunderland dismissing the LLGSF appeal. The motion passed.

**NEW BUSINESS:**

Ms. Gruber reported that the Scholarship mailing list was being updated so that a Thanksgiving fundraising letter could be sent to prior scholarship recipients.

There was discussion regarding a New Year's Eve Gala being considered if enough sponsorship money could be raised. Mr. Rogers had already graciously offered to partially sponsor it.

**NEW BUSINESS (continued):**

Ms. Gruber presented a draft bonus structure that had been reviewed by the Finance Team. There was some discussion regarding the percentages. The Board requested that they be given a five-year average of donations received so that they could set a starting point for the bonus.

The Board reviewed a sign permit that had been submitted for their approval. This sign was to advertise classes currently being held at Wagnalls by a private instructor. The consensus of the Board was that such signs could only be displayed for special events, therefore, the request was denied. The Board set a policy that all signs, even special events, needed to be approved by them.

With that, the meeting was adjourned at 8:50 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