

MONDAY, JANUARY 19, 2004
**THE WAGNALLS MEMORIAL FOUNDATION
BOARD OF DIRECTOR'S SPECIAL MEETING**

The Board of Directors held a special meeting on Monday, January 19, 2004, with the following board members present: Mr. Wisner, Mr. Wynkoop, Dr. Phillips, Dr. Jepsen and Mrs. Fisher. Other attendees were Ken Ellinger, Interim Director, Sandra Hall, Assistant Director, and Tim Young, Attorney.

Mr. Wisner opened the meeting at 8:25 p.m. and stated the purpose of the meeting was to discuss the agenda for the following Monday, January 26, 2004 public meeting and to decide procedures for the selection of prospective members to serve on the Board of Directors. He also reported that Traci Coffman from Lithopolis had accepted the appointment to the Board of Directors and would be sworn in at the January 26 meeting. Mr. Wynkoop motioned, and Nancy Fisher seconded, to accept the appointment of Traci Coffman as a new Board Director. Motion passed.

MINUTES AND FINANCIAL STATEMENTS:

The minutes for the December meeting and financial statements were reviewed. A motion was made by Mrs. Fisher to approve the minutes and financial statements, seconded by Mr. Wynkoop. There was discussion concerning the wording of the Clerk/Treasurer's salary as reported in the minutes. Sandra Hall, Recording Secretary, will correct and distribute the corrected minutes at the January 26 meeting. The motion passed.

Mr. Wisner recommended that prospective members to the Board of Directors should either fill out an application including two references or send a letter with a paragraph explaining why the person wants to serve on the Board along with two references. Mrs. Fisher suggested starting now to replace the two openings as of March 31, 2004 when Dr. Phillips and Mr. Wisner's terms end. She passed around the application that the Library Advisory Board uses to select new members.

LIBRARY REPORT:

Dr. Phillips noted that the two applications being passed around are the two newest members proposed by the Library Advisory Board. He reported that the preliminary Library Advisory Board Bylaws were ready and wondered if they should be reviewed by the Foundation lawyer? Tim Young recommended that John Sunderland look at the Bylaws in case it affected the LLGSF appeal. Dr. Phillips reported on the usage of the additional monies given by the Foundation, which was approved at the December meeting. As previously reported, the monies were used to increase Library hours and personnel wages. Mrs. Fisher read a rough draft of the Library Advisory Board mission statement. There was general discussion on the appointment of proposed candidates to the Library Advisory Board. Dr. Phillips made a motion to accept the recommendation of the Library Advisory Board to appoint Charles Wolcott and Terri Shehan as new members to the Library Advisory Board. Mr. Wynkoop seconded. Motion passed.

INTERIM DIRECTOR'S REPORT:

Mr. Ellinger reported on his meeting with the Smith Barney representatives earlier that morning. He spoke on their recommendation to add a fifth manager for a large cap growth fund. He reported on his meeting with Dominion Homes and projected income from them and other builders in the area. He briefly discussed the estimated cost to secure the Rockwell paintings, the price increases on the Room Rentals, and the need to purchase additional catering items for the Community Building, such as a warming tray, microwave oven, and room dividers. He commended Sandra Hall on her work for the Foundation and

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the Fire Dept. for their help in mailing the newsletter. Mr. Ellinger reported on the proposed YMCA low impact aerobics class. Dr. Phillips recommended obtaining a health release from each participant to protect the Foundation from liability. Tim Young recommended checking with the Foundation's insurance company on the liability issue.

INDIVIDUAL ITEMS:

There was general discussion concerning the agenda for the January 26 public meeting. Mr. Wisner recommended having a sign in sheet to identify name and address of persons wanting to speak, and allowing each person to speak for ninety seconds only. He also recommended not allowing taping or cell phones. Dr. Phillips recommended having a business plan that details income and expense. Tim Young recommended that financial questions not be a topic for this agenda and to anticipate questions by having a script. Mr. Wynkoop suggested if asked if the LLGSF funds are lost in appeal that the Library would reduce hours, and that staff and Scholarships would be cut. Other suggestions for the agenda included new Library hours, upcoming events, ratification of actions, Community Service, utilizing facilities, increasing monies to coffers, need for volunteers, and the implementation of a Fundraising campaign. There was discussion concerning how often the public meetings should be held and the general consensus was no more often than quarterly.

Mr. Wisner commended Dr. Jepsen and the Executive Search Committee for having over 100 applications for the Executive Director position.

With no further business to come before the Board, the Board thanked the guests for being present. A motion was made by Dr. Jepsen to adjourn the meeting, seconded by Mr. Wynkoop. The motion passed.

Sandra K. Hall
Recording Secretary

Edwin A. Wisner, Chairman

David L. Wynkoop, Secretary/Treasurer