

SATURDAY, JULY 17, 2004
**THE WAGNALLS MEMORIAL FOUNDATION
BOARD OF DIRECTOR'S SPECIAL MEETING**

The Board of Directors held a special work session/meeting on Saturday, July 17, 2004, at 1:00 p.m. with the following board members present: Mr. David L. Wynkoop, Dr. William M. Haynes, Dr. Robert O. Jepsen, Mrs. Nancy E. Fisher, Mrs. Traci L. Coffman, Mr. John H. Rogers, Mr. Kenneth E. Ellinger, and Mr. Nathan A. Kingery. Mr. James L. Long was absent. Other attendees were Mr. Carl Spencer, Executive Director, Mrs. Sandra Hall, Assistant Director, and Mr. Russ Osborn, Financial Analysis Task Team member.

MINUTES AND FINANCIAL STATEMENTS:

The minutes for the June 28 meeting were reviewed. A motion was made by Dr. Haynes to approve the minutes, seconded by Mrs. Coffman. The motion passed. The June Bank Register was reviewed. After some discussion regarding the transactions, especially the Library legal fees, the Board went to Mr. Spencer's office to hear a phone message left by Mr. Sunderland, Attorney for the LLGSF appeal. Mr. Spencer then reported on his meetings with Fairfield County Library Director, Barbara Pickell, and Dr. Leslie F. Brady, Superintendent of Bloom Carroll Schools. Mr. Spencer then distributed the YTD Budget Spreadsheet and the Investment portfolio balances report.

Mr. Ellinger reported on the Stone City 5K Race with suggestions for next year's race. Mr. Spencer and Mrs. Fisher reported that the Library Board had voted to repay the Foundation up to \$50,000 of overhead expenses pending verification of the bills being submitted by Mrs. Hall to Sandi Plinke, Library Clerk/Treasurer.

After some discussion regarding the financial reports and a request by Mr. Rogers to hold the YTD Budget Spreadsheet until later in the meeting, a motion was made by Mrs. Fisher to approve the June Bank Register and Investment portfolio balances report only, seconded by Dr. Haynes. The motion passed.

REPORTS/ACTION ITEMS:

The Guide for Board Members on Fiduciary Duties of Trustees and Directors was distributed for reading and review. Appraisal information for artwork from previous appraisals was distributed for review.

Mr. Ellinger reported on the Financial Analysis Task Team and explained to the Board why Mr. Osborn had been asked to attend this part of the meeting. Mr. Osborn was introduced to the Board and spoke briefly on his background. Mr. Osborn and Mr. Kingery presented information compiled by the Financial Analysis Task Team pertaining to the selection of an investment manager. After discussion regarding the recommendations presented, Mr. Rogers motioned to accept the recommendation of the Financial Analysis Task Team to appoint Manning & Napier Advisors as The Wagnalls Memorial Foundation's investment manager. Mr. Kingery seconded. Motion passed.

After some discussion regarding appointing an investment custodian, it was decided to obtain additional information from two custodians to get the best deal possible and present this information at the next meeting.

Mr. Spencer distributed and explained a report on various options of paying off the Community Building loan and options on investment planning. There was general discussion regarding the various options presented. Mr. Kingery explained information on Variable Rate Demand Notes that Mr. Spencer had distributed. After some discussion, it

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was decided that Mr. Kingery would get more information to present to the Board. The other options will need additional discussion and action as well.

Mr. Spencer reported on his meeting with the Friends of the Library regarding the possible relocation of the Owl's Nest Bookstore from the Community Building to the area by the tapes/DVDs with space allocation to be developed with the Library Staff.

Mr. Spencer presented the Board Member Involvement Outline for Board Member Involvement and Reporting. Various Board Members were assigned to a recommendation from the Financial Analysis Task Team to present at the public meeting. Mr. Spencer will present the 2004 Budget Summary – Planning Document. All Board Members will be involved in one or more areas.

Mrs. Coffman, Mr. Rogers, and Mrs. Fisher reported on the Carnival Cruise for Charity. After some discussion regarding the inability to have the Informational meeting in mid-July as initially presented, it was decided that Mrs. Coffman would meet with Mr. Ferrone to determine if it was still feasible to have the cruise.

Mrs. Coffman announced to the Board her intent to resign her seat on the Board due to time constraints. She doesn't feel that she can give the 100% that is needed but would still like to be available to assist with fundraising. She will submit a letter of resignation at the public meeting. Her replacement needs to be a Village of Lithopolis resident.

Mr. Spencer will email a proposed community survey for the Board to review that will be distributed at the public meeting. There was discussion regarding the setup of the room during the public meeting and a contingency plan if more people attend than the Community Building can hold. It was decided to move the meeting to the Auditorium if this happens.

With no further business to come before the Board, a motion was made by Mrs. Fisher to adjourn the meeting, seconded by Mr. Kingery. The motion passed. Meeting adjourned at 4:45 p.m.

Sandra K. Hall
Recording Secretary

David L. Wynkoop, Chairman

Traci L. Coffman, Secretary/Treasurer