

THURSDAY, JUNE 10, 2004
**THE WAGNALLS MEMORIAL FOUNDATION
BOARD OF DIRECTOR'S SPECIAL MEETING**

The Board of Directors held a special meeting on Thursday, June 10, 2004, 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, and Mr. James L. Long. Other attendees were Mr. Kenneth E. Ellinger, Interim Director, Mr. Carl Spencer, Executive Director and Mrs. Sandra Hall, Assistant Director.

Mr. Wynkoop asked Mr. Ellinger to come forward and he read and presented a Proclamation from the Board recognizing his service as Volunteer Interim Director; a copy of which has been made a permanent part of these minutes. Mr. Wynkoop then asked Mrs. Hall to come forward and he read and presented a Certificate of Appreciation to her. Mr. Wynkoop then asked Mr. Ellinger to come forward again and he administered the Oath of Director to him, followed by comments from Mr. Ellinger. Following this process, he was welcomed as a new member of the Board of Directors. Mr. Wynkoop then called the meeting to order and the roll call was taken by Mrs. Hall. All members of the Board of Directors were present.

MINUTES AND FINANCIAL STATEMENTS:

The minutes for the May 24 meeting were reviewed.

{portion redacted to maintain confidentiality pertaining to personnel issues}

A motion was made by Mr. Long, seconded by Mrs. Fisher, to approve the minutes for the May 28 Special Action Without a Meeting. The motion passed. The May Bank Register was reviewed. Mr. Rogers questioned the amounts paid to South Central Power for electric. He wondered what part was for the Community Building. He requested that Mrs. Hall provide a report of all of the Community Building charges for the year to be presented to the Board at the next meeting. Following some additional comments by Mr. Ellinger regarding the Wenger and Modern Leasing payments, a motion was made by Mr. Ellinger to approve the Bank Register, seconded by Mr. Long. The motion passed.

DIRECTOR'S REPORT:

Mr. Ellinger reported on the Stone City 5K Race and his discussion with Mr. Dan Evans. Mrs. Coffman and Mr. Long said that they had heard all good comments from the public regarding the race. Mrs. Fisher said she heard only one complaint regarding the road closing. Mr. Wynkoop suggested next year having the police post on poles about the closing to give advance notice to the public. Mr. Rogers asked if Blocks Bagels had been thanked for their gift-in-kind contribution of bagels during the race. Mr. Spencer passed around a note card that he was sending to each race contributor. Mrs. Fisher volunteered to help deliver the extra T-shirts that needed to be ordered. Mr. Wynkoop asked Mr. Ellinger to write up a timeline on the race preparations for future reference and thanked him, on behalf of the Board, for making the race a success. Mr. Ellinger responded that it was a team effort.

There was discussion regarding the financials. Mr. Ellinger commented that the Board must work from a balanced budget and operate the Library within the LLGSF funds. He suggested consolidating debt to reduce

THE WAGNALLS MEMORIAL FOUNDATION

BOARD OF DIRECTOR'S SPECIAL MEETING

JUNE 10, 2004

PAGE 2

payments and have an all out campaign to raise funds. Mr. Spencer distributed a portfolio summary and 990PF summary to be reviewed by the Board and discussed at the next meeting. Mr. Rogers commented that he thinks the Board has to act now by selling off assets to keep the Library open. Mr. Long wondered if Mr. Rogers had talked to the Village regarding the Community Building and Mr. Rogers said that he had but that they had requested something in writing. Mr. Long offered that Mr. Rogers was getting at a sense of urgency and wondered if the Board could set a specific date for a decision. There was some additional discussion

regarding the sale of the Rockwells. Mr. Wynkoop would like to have a public meeting to inform the community of the Board's intent to sell the Rockwells and Community Building. Mr. Rogers commented that he agreed with the sale of the Rockwells but that he would rather sell the Community Building to the Village so that it could stay as a Community Center. Mr. Rogers offered to have some realtors walk through the Community Building to get an estimate of value. There was some discussion regarding having a public meeting in July. There was discussion regarding the need to evaluate the cost of management for the investments and the rate of return from the investments and Mr. Long commented that he would like representatives from SmithBarney to give a presentation.

Dr. Haynes reported that the Lithopolis Cemetery Board had decided to not contract with The Wagnalls Memorial to provide a manager but that the Cemetery would contract directly with Mr. Dragoo. Mr. Long then motioned to rescind the May 24 offer to Mr. Dragoo, seconded by Mr. Ellinger. Motion passed. Mrs. Hall asked for a clarification of benefits that Mr. Dragoo would be receiving. Mr. Wynkoop said that Mr. Dragoo would not stay on the Wagnalls benefits; that he would be getting his own insurance plan. Mrs. Hall said that she would offer COBRA benefits to him but that he would be responsible for the premiums.

Mr. Spencer presented to the Board a proposal to assemble a Financial Analysis Task Team and presented a list of suggested members for their approval. He asked if any of the Board Members would be interested in sitting on the team and Mr. Ellinger, Mr. Rogers, and Mr. Wynkoop agreed to participate. After some additional discussion regarding the Task Team, Mr. Ellinger motioned, seconded by Dr. Haynes, to approve the assembling of a Financial Analysis Task Team. Mr. Spencer also commented that he met with Russ Osborn on June 9 and that he would be meeting with Connie Cordrey and Joel Altschule from SmithBarney on June 11.

Mr. Spencer distributed a draft brochure to give to area groups and community people. He suggested having a Board Retreat on a Saturday in July of no more than six hours. It was decided to discuss what day during the June 28 meeting. He asked the Board Members to look at the Board contact information that Mrs. Hall had distributed to verify if the information was current and also to provide e-mail addresses, if possible, to facilitate communication.

Mr. Spencer distributed a report on various options for the 04/05 Scholarships. He commented that he had spoken with Mr. Lester and Mr. Neff and that at least one Mabel Wagnalls Jones Scholarship would have to be given. Mr. Wynkoop stated that he would like to present that only one scholarship would be given during the public meeting. After some additional discussion regarding the various options, Mr. Ellinger motioned to offer one Mabel Wagnalls Jones Scholarship of \$1,000.00 to a Lithopolis resident and that the Board would determine the selection criteria, seconded by Mr. Long. The motion passed unanimously. Dr. Haynes suggested that a Scholarship committee be selected and Mrs. Fisher suggested that the scholarship should be

**THE WAGNALLS MEMORIAL FOUNDATION
BOARD OF DIRECTOR'S SPECIAL MEETING
JUNE 10, 2004
PAGE 3**

awarded to a First Year student. Mr. Rogers wondered if someone could contact Mr. Weiser to see if he would waive his annuity and scholarship. This discussion was tabled by Mr. Wynkoop due to time constraints.

Mrs. Hall presented a proposal by the Aldus Society to borrow some Esperanto items, Mabel's books, and some poetry by Edwin Markham to display during their "Celebration of the Book" event on July 22 and July 23. Mr. Ellinger motioned, seconded by Mr. Long, to allow the Aldus Society to borrow the list of items that they had requested. After discussion regarding the necessity for someone to write a brief history of the items to be displayed, Dr. Haynes motioned to ask Mrs. Jo Riegel to provide such history, seconded by Mrs. Coffman. The motion passed unanimously.

Mr. Spencer commented on his meeting with Steve Wells and Ed Gurile from Fairfield National Bank and their proposal to collateralize the loan on the 1992 Library Addition. Mr. Rogers motioned, seconded by Mr. Long, to refuse such collateralization. Motion passed.

NEW BUSINESS:

Mr. Ellinger commented that Glen Ferrone would like to present to the Board a fundraiser involving a cruise and that Wagnalls could make \$50-75,000. It was decided that the Board would meet 15 minutes before the next Board Meeting at 6:45 p.m. on June 28 to listen to the presentation.

The discussion of appointing a new Board Member then took place. After some discussion regarding this matter, Mr. Ellinger motioned to appoint Mr. Nathan Kingery as the ninth Board Member, seconded by Mr. Rogers. After some additional discussion, the motion passed unanimously

Mr. Wynkoop then tabled the remaining items on the agenda for next month's meeting due to time constraints.

With no further business to come before the Board, Mrs. Fisher made a motion to adjourn the meeting, seconded by Mrs. Coffman. The motion passed.

Sandra K. Hall
Recording Secretary

Edwin A. Wisner, Chairman

David L. Wynkoop, Secretary/Treasurer