

**THE WAGNALLS MEMORIAL FOUNDATION  
BOARD OF DIRECTOR'S MEETING  
WEDNESDAY, MARCH 23, 2005**

The Board of Directors held a regular meeting on Wednesday, March 23, 2005, at 7:00 p.m. with the following board members present: Mr. David L. Wynkoop, Dr. William M. Haynes, Dr. Robert O. Jepsen, Mrs. Nancy E. Fisher, Mr. James L. Long, Mr. Nathan A. Kingery, and Mr. Russell A. Osborn. Mr. John H. Rogers was absent. New board members present were Ms. Deblin Jennings, Mr. Darryl Meadows, and Mr. George Sheehan. Other attendees were Mr. Carl Spencer, Executive Director, and Mrs. Sandra Hall, Assistant Director.

Chairman Wynkoop called the meeting to order at 7:00 p.m. and silent attendance was taken by Mrs. Hall. There were no additions to the Agenda.

Chairman Wynkoop then asked Ms. Jennings to come forward and he administered the Oath of Director. He then administered the Oath of Director to Mr. Sheehan and then to Mr. Meadows. Following this process, they were all three welcomed as new members of the Board of Directors.

Chairman Wynkoop then asked Dr. Jepsen to come forward. Chairman Wynkoop read a Proclamation from the Board to Dr. Jepsen recognizing his service as a Director of The Wagnalls Memorial Foundation from August 1993 to March 2005, a copy of which has been made a permanent part of these minutes.

Chairman Wynkoop then asked Dr. Haynes to come forward. Chairman Wynkoop read a Proclamation from the Board to Dr. Haynes recognizing his service as a Director of The Wagnalls Memorial Foundation from June 1993 to March 2005, a copy of which has been made a permanent part of these minutes.

Dr. Haynes and Dr. Jepsen, in turn, thanked the Board for letting them serve and then the Board thanked them. Dr. Haynes also reported on the Boy Scouts Troop 241 and then Chairman Wynkoop called a short recess while the Board recognized Dr. Haynes and Dr. Jepsen with a cake.

Dr. Haynes and Dr. Jepsen were excused and the meeting reconvened at 7:20 p.m..

**MINUTES AND FINANCIAL STATEMENTS:**

There was some discussion regarding the minutes for the March 2 meeting. After this discussion, the Board asked Mr. Sheehan to research the matter and report his findings at the April 13 meeting. The approval of the minutes would be held until that meeting.

The Board then reviewed the February Bank/Portfolio Report. After a brief discussion, Mr. Long motioned, seconded by Mr. Osborn, to approve the Bank/Portfolio Report. The motion passed.

There was discussion regarding the upcoming Fairfield National Loan payment due 04/01/05. After this discussion, Mr. Long motioned to pay the regular loan payment on the Fairfield National Bond due 04/01/05 out of the remaining proceeds from the sale of the artwork, seconded by Ms. Jennings. The motion passed.

The Board then reviewed the draft version of the Financial Statement of Activities being presented in a format similar to that being used in the Annual Financial Statements provided by the Tax Accountant. It was decided to have the Finance Action Team review and make suggestions regarding the format of this report.

The Board then reviewed the February Contributions Report. After a brief discussion, Mr. Long motioned, seconded by Ms. Jennings, to accept the Report of Gifts and Contributions. The motion passed.

**PLANNING AND ORGANIZATIONAL STRUCTURE:**

The final Strategic Planning draft (handout #17) was distributed for review. After some discussion, Mrs. Fisher motioned to approve the recommendations from the Strategic Planning Team, seconded by Mr. Meadows. The motion passed.

Mr. Spencer distributed a Mini Board Self-Assessment Survey (handout #18) to be completed by each person present and returned to him at the end of the meeting.

Mr. Spencer briefly reviewed each Action Team description and then the Board considered the Action Team(s) where they would like to be involved. Pending final selection from all Board Members, the Action Team Board List will be presented at the next Board meeting.

Mr. Spencer briefly reviewed some calendar dates, including the Marketing & Development Team meeting on March 30, the Lithopolis Business Marketing meeting on April 7, the next regular Board Meeting on April 13, and the next public Board Meeting on April 25. He also asked the Board to review the Fundraising Checklist (handouts #27-29) for a discussion at another time.

**OTHER BUSINESS:**

Chairman Wynkoop then opened the floor to nominations for the office of Vice-Chairman. After some discussion, Ms. Jennings motioned to nominate Mr. Long as Vice-Chairman, seconded by Mr. Osborn. The motion passed.

With that, Mr. Kingery made a motion to adjourn the meeting. The motion passed. The meeting adjourned at 9:25 p.m.

---

Sandra K. Hall  
Recording Secretary

---

David L. Wynkoop, Chairman

---

Nathan A. Kingery, Secretary/Treasurer