

MONDAY, MAY 24, 2004
**THE WAGNALLS MEMORIAL FOUNDATION
BOARD OF DIRECTOR'S MEETING**

The Board of Directors held a regular meeting on Monday, May 24, 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 Ken Ellinger, Interim Director, and Sandra Hall, Assistant Director. Guests attending were Mr. Carl Spencer, Mr. Chris Ralston, and Mr. Nathan Kingery.

Mr. Wynkoop opened the meeting at 7:00 p.m. and announced an addition to the Agenda. He opened the floor to discussion concerning appointing recently retired Director, Mr. Ed Wisner, to the position of "Director Emeritus". Following discussion concerning Mr. Wisner's 18 years on the Board of Directors including 6 ½ years as its Chairman, Dr. Haynes made a motion that the following resolution be adopted:

BE IT RESOLVED THAT

WHEREAS, Edwin A. Wisner was able to serve as Director of The Wagnalls Memorial Foundation for eighteen years, from September 2, 1986 to March 31, 2004, and

WHEREAS, this long tenure on the Board, including six and one half years, August 4, 1997 to February 23, 2004, as Chairman, brought a breadth of understanding and of service which is deemed worthy of a form of recognition that invites continued special attention to Board activities,

THEREFORE, by the authority vested in the Board of Directors of The Wagnalls Memorial Foundation, the position of "Director Emeritus" with all the rights and responsibilities attached thereto, is hereby conveyed upon Edwin A. Wisner.

Motion seconded by Mr. Long. Motion carried.

APPEARANCE OF GUESTS:

Mr. Wynkoop introduced Board Director Candidate, Mr. Nathan Kingery. Mr. Kingery commented on his background and qualifications. After answering questions from the Board, Mr. Kingery was excused at 7:40 p.m. Mr. Chris Ralston, Attorney, arrived at 7:45 p.m. to advise on personnel issues.

Mrs. Hall commented that Sandi Plinke, Library Clerk/Treasurer, did not have the 2005 Library Budget ready to be approved; therefore, Mrs. Plinke was not present at the meeting. The Foundation Board would probably need to do an Action Without a Meeting so that it could be approved by May 31, 2004.

Dr. Jepsen introduced Mr. Spencer, the Executive Director Search Committee's recommended candidate. Dr. Jepsen asked Mr. Spencer if he would like to make some comments to the Board since he has had a chance to review some of the materials regarding the Foundation. Mr. Spencer commented that Mr. Ellinger and Mrs. Hall have been very helpful in meeting with and providing information to him. He commented on the need to reconnect with the community, share the Wagnalls story, and develop a 5-year plan. After answering questions from the Board, Mr. Ellinger asked Mr. Spencer if he would wait in his office while the Board had a discussion.

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Mr. Ellinger stated that the Lithopolis Cemetery Association had terminated the Cemetery Management Agreement with Wagnalls. After some discussion regarding various proposals to changing the management terms, the Board decided to put that discussion on hold and continue with discussion regarding the hiring of Mr. Spencer as Executive Director.

Mr. Wynkoop stated that he would like to see an affirmative vote on whether the Board would offer Mr. Spencer a contract and then have a few Board Members negotiate the terms of the contract. After a lengthy discussion, Dr. Haynes motioned, seconded by Mrs. Coffman, to hire Mr. Carl Spencer as Executive Director effective June 1, 2004. After more discussion regarding the terms of the contract, Dr. Haynes amended the motion that Mr. Carl Spencer would be hired as Executive Director effective June 1, 2004 subject to the successful agreement of a compensation package. Mrs. Coffman again seconded on the amended motion. An open vote was taken by ballot with six ayes and one nay. Motion carried

Mr. Wynkoop then invited Mr. Spencer to return to the meeting and announced that the Board had voted to appoint him as the next Executive Director. Mr. Spencer thanked the Board. A meeting was set for Friday, May 28, 2004 at 9:00 a.m. with Mr. Wynkoop, Dr. Haynes, Mr. Long, and Mr. Spencer to negotiate the employment contract.

Mr. Spencer offered comments to the Board and commended Mr. Ellinger for his outstanding work as Interim Director. Mr. Long gave Mr. Ellinger a hip hip hooray and everyone present cheered and clapped. Mr. Spencer was then excused at 9:50 p.m.

{portion redacted to maintain confidentiality pertaining to personnel issues}

LIBRARY REPORT:

Mrs. Fisher briefly updated on the Library Board. She reported that the Library Board had not discussed the Fairfield County District Library tax levy issue at their meeting.

MINUTES AND FINANCIAL STATEMENTS:

The minutes for the April 26 meeting were approved as written. The April financial statements were reviewed. After some questions from the Board, a motion was made by Dr. Jepsen to approve the minutes and financial statements, seconded by Mrs. Fisher. The motion passed.

INTERIM DIRECTOR'S REPORT:

Mr. Ellinger spoke briefly on the Stone City 5K Race, the proposed use of Mary Ann Johnston funds to implement a Weight Watchers program at Wagnalls, the need for repair to the sump pump, and an 8-10 year old computer that is being replaced in the Administrative Assistant's office. He commented on the quote he had received on the library lighting and that at some point the Board would need to consider the suggested improvements. Mr. Wynkoop commented that they could possibly do fundraising to raise the funds to improve the lighting. There was some discussion regarding possible ways to improve the lighting and

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Mr. Long wondered when any action would be taken. Mr. Wynkoop suggested that the Board Members might want to go to the Library before the next month's meeting and look at the current lighting in the reading area by Circulation and in the Reference Library.

Mr. Rogers reported on his findings on an appraisal bid and Mrs. Hall reported that she had contacted Industrial Appraisal regarding the Board's decision to not have a full appraisal at this time.

After some discussion regarding the health insurance renewal, Mr. Long motioned, and Mrs. Fisher seconded, to accept the United Healthcare renewal with the revised quote from Grady Enterprises.

Mr. Wynkoop briefly mentioned the changes to the Scholarship program that should be decided upon by the end of June.

Dr. Haynes reported that the Farmer's Market was not going to charge Wagnalls for the table space per Mr. John Garrett. Mr. Ellinger commented on the need for volunteers to staff the table each Saturday morning.

Dr. Haynes reported that the Boy Scout Troop 142's sponsor did not want to continue sponsoring them and asked the Board's opinion if they would sponsor a merger between Troop 241 and 142 if the Troop number changed. The consensus of the Board was that they would continue to sponsor the merged troop only if they retained the Troop number 241.

The remaining items on the agenda were tabled for next month's meeting due to time constraints.

With no further business to come before the Board, Mr. Long made a motion to adjourn the meeting, seconded by all Board Members. The motion passed.

Sandra K. Hall
Recording Secretary

Edwin A. Wisner, Chairman

David L. Wynkoop, Secretary/Treasurer