

**THE WAGNALLS MEMORIAL FOUNDATION
BOARD OF DIRECTOR'S SPECIAL MEETING
WEDNESDAY, JULY 5, 2006**

The Board of Directors held a special meeting on Wednesday, July 5, 2006, at 8:00 p.m. with the following board members present: Mr. David L. Wynkoop, Mr. James L. Long, Mr. George M. Sheehan, Mr. John H. Rogers, Mr. Carl C. Heister, and Mr. Stuart Payne. Mr. Russell A. Osborn and Ms. Deblin Jennings were absent. Mr. Carl A. Spencer, Executive Director, and Mrs. Sandra Hall, Assistant Director, were also present. Mrs. Terri Sheehan, Wagnalls Program Coordinator, attended as a guest.

The purpose of this special meeting was to focus on transition planning due to the resignation of Mr. Spencer.

Chairman Wynkoop called the meeting to order at 8:00 p.m. and silent attendance was taken by Mrs. Hall.

There was discussion regarding the order and priority of the Agenda items.

Mr. Spencer distributed a Progress Monitor, Portfolio/Draw Analysis, and a list of accomplishments over the last two years. There was discussion regarding the cost of the McGill build out to date.

Chairman Wynkoop reviewed the options for replacement of the Director position. He then gave the floor to Mrs. Sheehan and she distributed the Foundation Staff's reorganization plan. After Mrs. Sheehan's presentation, Mrs. Hall addressed some additional items regarding this reorganization plan concerning having the Museum staffed on Wednesday evenings and Saturdays. Mrs. Sheehan was then thanked for being present and excused from the meeting.

After some further discussion, the Board voted to discuss further matters related to the Executive Director position in Executive Session. At this time the Board thanked Mr. Spencer and Mrs. Hall for attending and they were excused.

After the Board came out of Executive Session, no further business was conducted and the meeting was adjourned.

Sandra K. Hall, Recording Secretary

David L. Wynkoop, Chairman

George M. Sheehan, Secretary/Treasurer