

**The Ohio Historical Society  
Board of Trustees  
Friday, February 27, 2009 – 10:00 a.m.  
Ohio Historical Center – Classrooms 1 & 2**

**Trustees Present:** Richard T. Prasse (President), Jon Elsasser (Vice President), David Baker (Vice President), Glenda Greenwood (Treasurer), Rich Simpson (Secretary), Randy Buchman, Cynthia Chester, Jan Devereaux, Grant Douglass, Bob Goldberg, Tom Johnson, Joe Leonard, Joe Nava, Dick Ruppert, Rod Willcox and Emeritae trustees Pat Eldredge and Lucy Porter

**Via Teleconference:** Tom Adkins, George Jones & Linda Litter

**Regrets:** Priscilla Mead & Neil Mortine

**Ex Officio's**

**Present:** Andrew Bremer (representing House Minority Leader Bill Batchelder), Lynn Elfner (representing Ohio Academy of Science), Amir Eylon (representing Ohio Department of Development), Beth Cortolillo (representing Eric Fingerhut, Board of Regents), John Douglass (representing Ohio Academy of History), Bob Lucas (Chair, Development Board), Betsy McLean (representing Otterbein/Ohio Academy of History), Vanessa McMahon (representing Senate President Bill Harris), William Muthig via teleconference (representing Ohio Department of Education) and Greg Myers (representing OAHSM)

**Staff Present:** Bill Laidlaw, Rachel Tooker, Connie Bodner, Sharon Dean, George Kane, Melanie Nye, Kim Schuette, Jim Strider, Susan Tsen, Jeff Ward, Janet Hawxhurst and Fritz Milligan (Legal Counsel)

**Others Present:** Nancy Recchie, Dwight Hasse and Paula Ross (University of Toledo Public Value Study representatives)

**I. CALL TO ORDER:**

**President's Report** – President Prasse called the meeting to order at 10:05 a.m. Mr. Prasse welcomed trustees and new exofficio representatives Andrew Bremer and Beth Cortollo.

Prasse noted that items reported in the Consent Agenda should be read by trustees prior to the meeting. He stated that if there are any questions, trustees may ask that an agenda item be pulled from the consent agenda for further discussion. Otherwise, the President reported his intent is to seek action on the entire consent package.

The President urged the board to sign up for participation in Ohio Statehood Day on March 3 at the Statehouse.

**Executive Director's Report** – Executive Director Bill Laidlaw welcomed new OHS staff Sharon Dean, Director of Collections and Jeff Ward, Chief Financial Officer. Laidlaw reported Tom Barry would be starting March 15 at the new Chief Development Officer. He noted his two-page Executive Summary highlights were placed at their seat at the beginning of the meeting in order to save time for important discussion and action on the proposed new "*OHS Future: Short Term Pruning for Long Term Growth*" Document (outlined in the board packet).

Laidlaw reported he will testify in front of the House Subcommittee on March 5. Laidlaw noted the March board meeting was moved up one month earlier to implement changes in the fourth quarter to reduce the Society's deficit caused by the combination of the second FY09 rescission and the 20% cut for fiscal years 2010 & 2011, compared to the beginning 2009 allocation. He noted the plan and budget being presented will reinvent the organization and bring it into the 21<sup>st</sup> Century and that the plan is exciting; its' statewide and even broader than that. He urged the board to look at the entire organization and make decisions that will place OHS in a competitive position for the next decade or more.

## **II. CONSENT AGENDA:**

President Prasse declared approval of the consent agenda by acclamation. Consent Agenda Items Approved in One Motion:

### **Approval of August 20, 2008 Minutes**

Motion approved to approve minutes of the November 14, 2008 Board meeting as distributed in Board packet.

### **Employee Information Manual (EIM) 2009 Update**

Motion approved revisions made to the following Statements of Policy: 1) EEO/General Hiring Practices, 2) Open Communication/Dispute Resolution, 3) Miscellaneous Benefits and 4) Business Interruption: and approve revisions to the Society's Code of Ethics.

## **III. COMMITTEE REPORTS**

**Collections Committee** – Sharon Dean, Director of Collections reviewed the Society's past NAGPRA (Native American Graves and Repatriation Act of 1990) Policy in regard to research, exhibition and resources relating Ohio Native American peoples' human remains from burial sites in Ohio.. The Society staff developed a draft Policy Governing Human Remains, Funerary Objects, Sacred Objects and Objects of Cultural Patrimony. The Collections Committee has reviewed the policy twice and recommended forwarding the policy to the full Board of Trustees for approval. Prasse declared the motions so moved and seconded. Joe Leonard recommended in the policy that a singular term be used for Executive Director and CEO to Executive Director. The policy was approved.

**Planning & Assessment** – Jan Devereaux, Chair, reported this is the third time the Society has had to reinvent itself in the past six years. The staff has developed a new business model for the future called the "*OHS Future: Short Term Pruning for Long Term Growth*" Document and stands solidly behind this document. This document includes a model for the future which includes three core functions and proposes strategic cuts to our current service offering—preserving the core functions that are essential to safeguarding the state's heritage while introducing essential initiatives designed to better serve our key audience segments of the future. These core functions outlined in this document are:

- Collections and Sites Preservation  
(focusing on collections and building a strong archives)
- Outreach and Field Services  
(focusing on partner relationships throughout the state)
- Access for Research and Education  
(focusing on visible exhibit space and seeking collaborative partnerships at sites)

There was considerable discussion and questions asked of staff in regards to the implementation and timelines of document. Laidlaw noted business plans are being developed but final plans cannot be put into place until we hear final budget numbers from the State. David Baker moved to adopt the operating plan for FY09-10 and FY10-11 as summarized in the "*OHS Future*" Document. Jan Devereaux seconded. The motion was approved.

#### **IV. CEO SEARCH TASK FORCE**

Pat Eldredge, Chair reported a task force has been formed consisting of herself, Grant Douglass (Vice Chair) and trustees Bob Goldberg, Glenda Greenwood, Dick Ruppert and former trustee Tom Huenefeld. Eldredge reported a number of interviews have been held with important stakeholders and SC Consultants, the Search Firm that has produced the draft announcement and job description.

#### **V. FINANCE**

Jeff Ward, CFO, addressed the board on his concerns about the Society's Operating Cash Flow and that he and his staff are working on how to address the decline and the reasons for it. Ward reported through the first half of FY09 the Society had a total operating income of \$739K on total revenues of \$10.6 mil and total expenses of \$9.85 mil. He noted although total revenue is down by nearly \$1.2 mil, expenses are lower than budgeted by \$1.84 mil due to a savings in wages/fringe costs as well as construction (capital) costs. He noted the full effect of the state rescissions (including the 5.75% rescission announced in December 2008) will be felt during the second half of FY09. Based on the Forecast Summary, the Society is looking at a Total Operating Loss for FY09 of \$736K.

Ward reported the Society's annual financial audit statements are available for distribution.

#### **VI. GOVERNMENT RELATIONS**

Nancy Recchie, one of the consultants on the project gave an overview in a PowerPoint presentation on the findings of the Public Value Study "Exploring the Public Value of Ohio's History. A copy of the Executive Summary has been distributed to the board.

Dr. Laidlaw reported 200 people signed up for Statehood Day with 45 appointments set up.

## VII. FINANCE

Dr. Laidlaw reported the Society submitted its FY2010 & 2011 Biennial Budget to the State Office of Budget and Management (OBM) on September 16 with a 10% (\$1.34 million) appropriation reduction based on OBM's direction. On January 12, 2009 OHS received its preliminary budget recommendations from OBM based on a 20% annual reduction (\$2.84 mil) rather than the 10% reduction OHS submitted. Most line items were reduced an additional 10% except in the case of Archives, where OBM established a separate Line 510 for State Archives with \$910,459 drawn from other line items as well as \$600,600 for Historical Grants (Line 508) which is traditionally used for pass-through funds to other private historical institutions. The Society appealed and on January 16, 2009 OBM responded positively to our appeal and agreed to put the \$910,459 originally listed in Line 510 (Archives) to Line 501 and change the name to Education and Historical Collections. The Historical Grants line will be funded at the \$600,600, but without any earmarks and OBM says these funds could be used at OHS discretion. Laidlaw reported it will take concerted effort during the legislative session to retain these funds for OHS as opposed to pass-through institutions. Laidlaw reported staff built its FY2010 & 2011 budget based on the three core functions allocating administrative costs and balancing the state funds to zero. However, staff is currently projecting a deficit of \$481.5K for 2010 which does not include the \$600K mentioned earlier in the Historical Grants Line (Line 508).

The board moved into Executive Session. After the discussions ended at the Executive Session the Board moved to approve the budget as outlined in the FY2010 Budget Planning Document including spending \$300K for Greenhouse Funds and up to \$300K out of reserves if needed to be used for transitioning sites to management agreements. Motion carried.

## VIII. NEW BUSINESS

Corporate Resolution— with the hiring of Jeff Ward as the new CFO and the departure of Rachel Tooker as COO, it has been determined a new Corporate Resolution needs to be completed. The resolution requires board action and signatures of officers. The Board of Trustees approved the following resolution proposed by Richard Simpson, Secretary and attested by Richard T. Prasse, President:

**BE IT RESOLVED**, that the Chief Executive Officer, William K. Laidlaw, and/or the Chief Financial Officer, Jeffrey K. Ward, of the Ohio Historical Society, Inc. is hereby authorized to open, close and modify accounts and certificates of deposit at banks and other financial institutions in the name of the Ohio Historical Society, to disburse and authorize the disbursement of funds by check and electronic means from checking and other accounts in the name of the Ohio Historical Society, to purchase and sell, assign and transfer stocks, bonds, mutual funds, and other investments in the name of the Ohio Historical Society.

The meeting adjourned at 12:20 p.m.

Respectfully submitted by Janet Hawxhurst CPS/CAP.