

**The Ohio Historical Society
Board of Trustees
Wednesday, June 1, 2005 – 10:00 a.m.
(Ohio Historical Center, Columbus, Ohio)**

Trustees Present: Grant L. Douglass (President), Nancy S. Dix (Vice-President), Elaine Hairston (Vice-President), Robert H. “Tad” Jeffrey (Treasurer), Richard D. Ruppert (Secretary), David Baker, Marnie C. Black, Joyce E. Brown, Cathy Crain, Patricia S. Eldredge, Jon T. Elsasser, Robert F. Goldberg, George P. Kulchytsky, Neil R. Mortine, Ted Prasse, Mac A. Stewart

Trustees Absent: Bill Block, Joe Leonard, Ann Lowder, Marian Vance

Ex Officio Trustees

Present: Jamie Abel (Communications Director - Board of Regents), Ese Akpafure (representing Senate Minority Leader), Rod Chu (Chancellor – Board of Regents), Abigail DeFrance (representing House Minority Leader), Mark Heppner (President, OAHSM), Michael Herschler (representing Ohio Academy of Science), Bill Muthig (representing Ohio Department of Education), Richard Simpson, Claudia Vecchio (representing Ohio Department of Development)

Others Present: Bill Laidlaw (Executive Director), Fritz Milligan (Legal Counsel), Rachel Tooker (Deputy Executive Director), Lucy M. Porter (Trustee Emeriti), Ron Bednar (Chief Financial Officer), Todd Kleismit (Director - Government Relations), Glenn Peters (Director – Museum Division), Scott Mueller (Director - Institutional Advancement), George Kane (Director - Facilities Management), Jim Strider (Director - Collections, Historic Preservation and Outreach Services), Melanie Nye (Director - Human Resources), and Brenda Jo Gore (Executive Assistant)

I. **Call to Order** - President Douglass called the meeting to order at 10:00 a.m.

Approval of March 3, 2005 Minutes: Tad Jeffrey made a motion to approve the minutes as submitted. Jon Elsasser seconded the motion and the motion passed unanimously.

President's Report – President Grant Douglass opened the meeting by welcoming Cathy Crain as a new trustee. Mrs. Crain lives in Cincinnati and serves on the Greater Cincinnati Foundation and the Worldwatch Institute Boards, and is founder of the Institute for Law and Justice/Innocence Project. President Douglass also welcomed Claudia Vecchio, State Tourism Director, representing the Ohio Department of Development.

Executive Director's Report - Executive Director Bill Laidlaw:

- Presented a recommendation to the OHS Board of Trustees to dedicate the June 1, 2005 meeting to Terry Jaworski, a thirty-year employee of the Society and Site Manager of Cedar Bogs since 1976, who passed away unexpectedly on March 28, 2005.
- Reported on the status of management's initiatives to rebuild the Society's infrastructure and processes; i.e. accounting, human resources, metrics reporting, exhibit development process, and policy development. Outlined goals for the coming year include strategic planning, and focus on opportunities and activities that will best assist the Society in achieving its goals.
- Expressed appreciation to Pat Eldredge for hosting a dinner at her home to introduce staff to past leaders and supporters of the Society and to Neil Mortine for hosting a meeting for several OHS senior staff members to begin developing a marketing strategic plan. In addition, Bill Laidlaw thanked members of his staff for their perseverance in developing plans for the FY 2006 budget and meeting materials as he introduced Brenda Gore, Executive Assistant, recently hired to support the Executive Director and the Board of Trustees.
- Noted scheduled dates where he would be speaking in various communities and encouraged board member participation at any of the meetings. Board members were also provided copies of recent newspaper articles, as well as a CD of a radio show on Newark Earthworks in which Glenn Peters, Director – Museum Division, represented OHS.

II. FY '06 and '07 Budget:

Management shared lessons learned from the 2005 budget process, as well as management's assumptions in developing the FY '06 and '07 budget, which includes strong goals for building attendance and membership at OHS

facilities, membership contributions, and other indicators of customers served. The staff also reported on the process for developing a master plan for revamping areas of the Center and revitalizing the Ohio Village.

Finance Committee – Ron Bednar and Rachel Tooker reported on the financial status through April 2005 and projections for the end of the 2005 fiscal year. Despite major variances in the budgeted revenue and expense accounts, OHS management and staff have been very successful in controlling expenses. Current projections are that the Society will be at a breakeven position by year-end.

Tad Jeffrey presented a new Investment policy statement for the Ohio Historical Society and the Ohio Historical Foundation. The policy includes endowment funds adopted by the Board in March 2002, and establishes an Investment Committee to approve the selection of mutual funds and/or investment managers in accordance with guidelines set forth by the Board in the Investment/Endowment policy.

Action: David Baker made a motion which was seconded by Cathy Crain to approve the Investment/Endowment Policy and the creation of the Investment Committee, which will work closely with management on investments for the Society and the Foundation. The motion was approved unanimously by the OHS Board.

Cathy Crain made a subsequent motion which was seconded by Marnie Black to amend the Foundation's Bylaws and appoint the Investment Committee members as ex-officio members of the OHS Foundation Board. The motion was approved unanimously by the OHS Board.

IV. Development Board – Rich Simpson, Chair of the Development Board, provided an update on development activity, which reflects a total of \$1.68m for the first ten months. This is compared with \$2.1m for the fiscal year of 2004, which included three large estate gifts and two bequests.

V. Physical Structures & Locations Committee – Dr. Richard Ruppert presented a revised draft of the Site Establishment and Transfer Policy reviewed by the Board at its March meeting. The PS&L Committee of the Board and the Executive Committee have reviewed the revised draft and are recommending approval by the Board. The policy outlines the criteria and process to be used by the Society to evaluate potential sites, as well as a method for evaluating the appropriateness of transferring sites to other owners.

Action: Patricia Eldredge made a motion which was seconded by Tad Jeffrey and unanimously approved by the Board to adopt the OHS Site Establishment and Transfer Policy for use by the Society Staff and Board.

George Kane reviewed the current capital implementation schedule and outlined the criteria and processes for sorting projects and proposed allocation of biennium projects.

Action: Tad Jeffrey made a motion which was seconded by David Baker and approved unanimously by the Board to accept the criteria and processes outlined by management for sorting projects and proposed allocation of biennium projects.

The Board will review the final prioritization schedule for FY '06/'07 at the October meeting.

Dr. Ruppert presented a proposal on behalf of the PS&L Committee for approval by the Board for management to accept a gift of property to be used to develop a parking lot and small maintenance building in association with the Dunbar State Memorial. Management's acceptance of the property will be contingent on the outcome of a preliminary environmental assessment to insure the property appropriateness for eventual transfer to the state and development of the site for parking.

Action: Jon Elsasser made a motion which was seconded by Elaine Hairston and unanimously approved by the Board to authorize management to accept a gift, contingent on obtaining a favorable outcome from the preliminary environmental assessment of property, to be used to develop a parking lot and small maintenance building in association with the Dunbar State Memorial for eventual transfer to the state and development of the site for parking for the Dunbar memorial.

- VI. Glendower Collection** – Jim Strider, Director – CHPSO, reported on the status of negotiations between OHS and the Warren County Historical Society regarding the Glendower Museum collections. Management has identified over 4,500 artifact collections totaling over 5,600 items associated with the Glendower Museum and the Warren County Historical Society. Management is recommending the deaccession and disposition of 4,500 collections and that 26 collections remain in the Society's collection due to their provenance, statewide significance and prior use in OHS exhibitions and programming. This does not include 35 collections bequeathed directly to the Society from Perle Riley. The recommendation regarding the deaccessioning of the 4,500

collections is contingent upon transfer of the real estate by the State of Ohio to the Warren County Historical Society.

Action: Pat Eldredge made a motion, which was seconded by Jon Elsasser that the OHS Board of Trustees approve the recommendation regarding the Glendower collections contingent upon transfer of the real estate to the Warren County Historical Society by the State of Ohio. The motion was approved unanimously.

Government Relations – Ted Prasse, Chair - Government Relations Committee, presented a proposed position paper on the Ohio Historical Society's support of legislation creating a state historic tax credit which was presented to the Executive Committee on May 10, 2005. The Government Relations Committee and the Executive Committee are recommending the approval of this policy in order to allow OHS to take positions in a timely manner on public policy and legislative issues that affect the Society.

Action: Ted Prasse made a motion which was seconded by Nancy Dix and approved by the Board, with one abstention by Grant Douglass, to formally endorse the creation of a state historic tax credit position paper.

VII. Human Resources Committee - Marnie Black, Chair – Human Resources Committee reported that the Human Resources Committee and the Executive Committee reviewed and approved in concept the Ohio Historical Society's Code of Ethics policy draft as a guideline for staff training.

Action: Elaine Hairston made a motion that was seconded by Cathy Crain and approved unanimously by the Board of Trustees to approve in concept the proposed Code of Ethics policy for staff training as recommended by the Human Resources Committee and the Executive Committee.

VIII. Nominating and Governance – Nancy Dix, Chair, Nominating and Governance Committee, reported that nominations are currently being sought to fill Board vacancies for terms ending at the annual meeting 2005.

IX. Consent Agenda - The Board approved the consent agenda item of cabinet appointments to the Ft. Meigs Cabinet as proposed by George Jones, Ft. Meigs Cabinet Chair.

Action: Rich Simpson made a motion which was seconded by Dick Ruppert and the OHS Board unanimously approved the list of cabinet appointments as proposed by the Ft. Meigs Cabinet Chair.

- X. Executive Session** – Before adjourning to the Executive Session, President Grant Douglass thanked all in attendance and commended Bill Laidlaw and management for the direction and initiatives of the OHS staff and employees. The next meeting is scheduled to coincide with the Annual meeting in October.
- XI. Adjournment** – Following the Executive Session the meeting was adjourned at 1:45 p.m.