

Minutes of the Board of Management
The Literary Club
Meeting of April 10, 2017

Present: Franz, Pratt, Murphy, Kathman, Bennett, Lauf, Hunt, Dehner (as counsel, at beginning of meeting)

Absent: Strauss, Silberstein

The meeting opened with Counsel Dehner advising the Board of the need to enable robust debate within the Board, by having all members observe standard board protocols, including confidentiality of board communications.

1. Rick Kesterman presented a draft collection and use policy for the Library, which the Board approved for posting.
2. The Board voted to continue the practice of having sponsors present candidates to the Board.
3. Treasurer Bennett summarized the budget proposal to be presented to the members in the May business meeting.
4. The Erhardt writing sample was accepted. Rich Lauf presented the candidate.
5. The Comer writing sample was accepted.
6. President Franz's draft response to Steward Maxwell's correspondence was approved, with the change that a "majority" of the Board did not seek apologies.
7. Frank Mayfield's move to associate status was approved, to be effective 9/17.
8. The March minutes were approved.

Minutes of the Board of Management
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Meeting of March 13, 2017

Present: Franz, Murphy, Pratt, Silberstein, Strauss, Bennett, Lauf, Kathman, Hunt

Four candidates were approved and forwarded for member vote.

The Librarian's proposal for organizing Club's collection was reviewed and comments offered.

Discussion of guidelines to assist potential new members in the writing of their paper for BOM review. BOM members offered edits; final document will be reviewed during a later meeting.

One candidate's writing sample was reviewed and approved.

Treasurer Tom Bennett detailed a proposal for membership vote to close the gap in 2017-18 year budget.

Ted Silberstein discussed inventory of the Literary Club's artwork/furniture.

The February BOM minutes were unanimously approved.

Minutes of the Board of Management
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Meeting of February 13, 2017

Present: Murphy, Pratt, Strauss, Bennett, Lauf, Kathman, Hunt, Silberstein Franz on telephone

Two candidates were approved for forwarding for member vote. The Board cautioned one sponsor that his candidate may not be voted in.

Treasurer Tom Bennett reviewed our operating deficit, and the need for steps to address it.

The January BOM minutes were unanimously approved.

Minutes of the Board of Management
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Meeting of January 16, 2017

Present: Franz, Murphy, Pratt, Strauss, Bennett, Lauf, Kathman, Hunt, Silberstein

Membership proposals from Jim Adams and Ken Patel were unanimously approved.

Tom Bennett updated the BOM on the shortfall between income and expenses. Detail will be shared with the membership at the business meeting the first meeting in February.

Two writing samples were rejected and the applicants were given the opportunity to submit revised or other writing for consideration.

Jim Barone was elected to associate status.

The Minutes of the December meeting were unanimously approved with clarification as to the term “financials.”

Minutes of the Board of Management
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Meeting of December 12, 2016

Present: Franz, Murphy, Pratt, Bennett, Lauf, Kathman, Silberstein. Absent: Strauss, Hunt

The Minutes of the November meeting were unanimously approved.

Counsel Joe Dehner recommended that the Club establish a conflict of interest policy to meet IRS expectations in case of audit. He advised that Board members should yearly certify compliance with the policy. The Board unanimously adopted a policy based on the IRS's template. The Board members present signed acknowledgments of the policy certifying their compliance.

Treasurer Bennett updated Club financials, and stated he would have all information needed to present a capital budget to the Board in January of '17.

Mr. Bennett also reviewed past practice with the Steward's annual gift, and asked that the Board agree to a gift to be presented at the Holiday Observance in the amount the greater of: \$5,000, or the sum of member contributions to that date. That gift would be augmented by member contributions later received and totaling over \$5,000. The Board voted unanimously to accept the proposals for the Steward's gift.

The Board accepted the writing sample of Jim Adams by majority vote.

The Board voted unanimously to request a second writing sample from another proposed candidate

Minutes of the Board of Management
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Meeting of November 14, 2016

Present: Franz, Murphy, Pratt, Strauss, Bennett, Lauf, Kathman, Hunt. Absent: Silberstein

The Minutes of the July and October meetings were unanimously approved.

Tom Bennett provided the Treasurer's report; more detail as to the shortfall between dues and annual operating expenses was discussed. Aside from commendable investment results, there was a merging of line items that makes it hard to review specific expenses/funding in previous years. Tom will report further as the research and analysis continues. A couple items - such as mailing costs for monthly lineup - were considered as potential areas for savings.

Paul Franz provided an update to the scanning project. Jim Myers has done a laudable job in scanning and archiving papers from decades/centuries past. No further spending is planned. Further work will rely on volunteer time and capabilities; everyone is appreciative of the JM's work and results. Per Jim, the cost to date was under \$10,000. \$8,000 was contributed by members to support the project.

Paul Franz also updated the BOM that that Club's art project is complete (likewise related activities like interior painting, lighting, and cleaning) as the artwork has been rehung to unanimous positive reviews. The final costs are yet to be totaled, but it's clear the project will finish under the budget of \$15,000 for art rehanging/painting approved at the May, 2016 meeting. (The art was rehung so that wall repair and repainting was not needed.)

Paul Franz shared that the revised Gift Policy will be posted online.

Paul Franz and Rich Lauf led a discussion re: returning members, including Jim Myers, previous secretary and LC volunteer par excellence. There are other notable members who have left the Club in recent years (and who it was agreed were fine additions to the Club) that we would continue our efforts to re-engage/re-enlist.

The writing sample of Ken Patel was approved by majority vote.

Minutes of the Board of Management
The Literary Club
Meeting of October 10, 2016

Joe Dehner explained to the BOM updated 501c3 guidelines. Even though many of the changes brought to not-for-profit boards are designed to serve much larger, more prominent, and better capitalized groups, there are a few newer components for governance which we should review and consider. Under the auspices of better business control and adherence to standard practices if ever reviewed by IRS or other legal entities, the two areas for renewed consideration are a conflict of interest policy and having two signatures authorizing all checks. Overall, Joe will review a template of current 501c3 particulars and report to the BOM which elements carry the most application for our organization.

Rich Lauf, Tony Covatta, Gibby Carroll, and Ed Burdell will be leading a "How to Give a Paper" tutorial to new members, as well as members who have only presented one paper on 10.24.16 at 5:30 at the University Club. Aimed to reinforce the best practices and hard-won advice from veterans, it will be in essence a dramatic interpretation of the guidelines posted on the website, but also carries the benefit of questions and counsel.

The notion of increasing the role of sponsors in terms of providing a pre-check for a new member's first paper as well as a friendly post-mortem, won the full support of BOM.

Ted Silberstein reported that the Club Art Project, a three-year initiative projected to cost \$8.5K, is complete in phase one; it should be noted that members have praised the new arrangement of artwork unveiled at the start of the season. Ted said that phases two and three are in a holding pattern until budget allows the work to recommence. Additionally, Ted raised the prospect of "sponsors" underwriting specific improvements in the future.

The gift policy draft 4.0 was unanimously approved by the BOM, with a motion by Jerry Kathman and a second by Steve Strauss. The final version will be posted in the foyer for review by any member.

As a last agenda item, the Board discussed the situation of an infirm member and ways in which we might be in support.

Adjourned for the evening at 10:20 p.m.

Later during the week, the Board confirmed by email (8-0, no response from Ted) that the Motley application is accepted.

Minutes of the Board of Management
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Meeting of July 18, 2016

The Board met after breaking bread at 6:00 at the Season's 52 Restaurant
Present: Franz, Murphy, Silberstein, Kathman, Strauss, Bennett, Lauf, Hunt. Absent: Pratt
Paul Franz welcomed the new board, which agreed upon open discussion, and common support of final board actions. Mr. Franz also expressed his desire that the coming year's programs follow the historical format of read papers, rather than debates.

The Minutes of the May meeting were unanimously approved.

Tom Bennett provided the Treasurer's report, laying out the shortfall between dues and annual operating expenses. Tom reported he will take up that subject with the Finance Committee. The Board unanimously agreed to Counsel Joe Dehner's recommendation to seek property-tax exemption (ca. \$10,000/yr saving) in light of favorable changes in Ohio law.

The Board unanimously approved the attached slate of annual appointees.

Ted Silberstein shared for the Board's comments a revised membership process designed to reduce the time from first visit to membership vote. Ted also shared for Board comments the Trustees' proposed revisions to the Club's gift policy.

The Board voted unanimously to accept Mark Motley's writing sample.

Ted Silberstein summarized the progress of the project to rehang the Clubhouse artwork.

Rich Lauf summarized plans for a "How to Give a Paper" session for new members.

One-year appointments:

Conservator Mike Kremzar¹
Librarian Rick Kesterman
Counsel Joe Dehner
Historian Bob Vitz
Archivist Gene Rutz
Parliamentarian Tony Covatta
Photographer
Anderson Cobb

Standing Committees:

Preservation Committee

Mike Kremzar (Chair, ex officio)²
Paul Franz (ex officio)
Pete Strange (2018)
Ted Striker (2020)
Special advisors on art: Ted Silberstein, Stewart Maxwell

Finance Committee

Tom Bennett (ex officio)
Paul Franz (ex officio)

Terry Horan (2018)
Jim Friedman (2020)
Special advisor: Bill Sena

¹ On September 29, 2016, by email vote the Board approved Mark Schlachter to succeed Mike Kremzar.

² Succeeded by Mark Schlachter on Sept. 29, 2016