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Memorandum

Date: December 19, 2007To: Board of Directors

From: Nancy Dawes, Chair

Subject: CEO Offer Letter and Compensation Discussion

At our first board meeting on January 12, 2008, we will move into executive session to approve the offer letter and compensation for Ms. Bonifas to assume the position of CEO of Girl Scouts of Western Ohio. Given the personal nature of the offer, I am choosing to not attach the offer letter to the Board mailing, but will hand out copies in person for discussion and approval during our meeting.

However, I did want to provide some background on the process used by the Council Realignment Committee to select and compensate Ms. Bonifas. Ms. Margaret Beck, 1st Vice Chair of GSWO served as the chair of the search committee. An outside consultant was hired to lead the CRC through the hiring process. The CRC aligned on key job criteria and key personal attributes/skills prior to conducting any interviews. All four current CEO were offered the opportunity to interview, and three did. Each candidate was interviewed by the entire CRC and rated against key criteria/skill demonstration. All three candidates were well qualified; however, Ms. Bonifas had the CRC's unanimous support as the most qualified candidate to lead our Council into its future Transformation.

Ms. Bonifas' compensation was determined based on the following principles:

- 1. Compensation should reflect the competitive environment and be within comparative range of these positions, including both for-profit and non-profit.
- 2. Compensation should recognize and increase for a current CEO moving into a more complex position (2-3x budget, volunteers, and staff).
- 3. Compensation should reflect future flexibility for hiring a new CEO in ~3 years; while also taking into account that the required skill set to lead us through Transformation is a different one than one required to progress the Council through a more defined glidepath.

To these ends, comparative salaries were obtained from a) GSUSA recommendation; b) ERI Economic Research Institute; c) 2006 United Way of Greater Cincinnati Leadership Council of Human Services Executives Survey; and d) 2006 Executive Compensation Report from Employers Resources Report (Cincinnati region). I will share a synopsis of these finding with you when we present Ms. Bonifas' recommended compensation.

If you have questions prior to the January 12, 2008 meeting, please feel free to call me (H: 513-489-5567) and I'll be happy to answer any questions.