



Girl Scouts of Western Ohio  
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[www.girlscoutsofwesternohio.org](http://www.girlscoutsofwesternohio.org)

**BOARD OF DIRECTORS MEETING**  
**Saturday, March 8, 2008**

**BOARD OF DIRECTORS** The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held. President, Nancy Dawes, was in the chair and Secretary, Sharon Smith, took the minutes. The meeting was held by conference call due to inclement weather.

**BOARD MEMBERS  
PRESENT**

Board members present:  
Nancy C. Dawes, Chair  
Margaret G. Beck, First Vice Chair  
Debbie M. Watts, Second Vice Chair  
Sharon L. Smith, Secretary  
Barbara J. Bonifas, CEO\*  
Kimberly Amrine  
Judith Barnard  
Jerry Brose  
Marjorie Houck  
Ellen Iobst  
Wijdan Jreisat  
Mary Ann Knoop  
Sue Matz  
Kathy McMullen  
Carol Sanders  
Cheryl Tyler-Folsom  
Jan von der Embse  
Jody Wainscott  
Christi West  
\*ex officio

**STAFF MEMBERS  
PRESENT**

Staff members present:  
Jane Krites, Executive Vice President  
Roni Luckenbill, Chief Operating Officer  
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS  
EXCUSED**

Board members excused:  
Dale Goldberg

**BOARD MEMBERS  
ABSENT**

Board members absent:  
Karen Huelsman  
Catherine Ingram

**PRE-MEETING  
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: January Board Meeting  
CEO Task Group Charges  
Memo and Charges: Audit Committee  
Memo and Slate: National Council Delegates  
Memo: Goals  
Memo and Budget Packet: 2008 Plan of Work and Budget  
Memo: Great Rivers Region Building Addition  
Memo: Executive Session  
Memo: Board Education  
Memo: Principles for Annual Meeting  
Memo: Update on Annual Campaign  
Executive Limitations Evaluation Summary Report

**MATERIALS  
DISTRIBUTED**

Materials distributed:

Revised Agenda  
Virtual Seating Chart  
Budget Memo  
Powerpoint presentation: building addition  
Executive Limitations Evaluation Form

**CALL TO ORDER**

The meeting was called to order by Chair, Nancy Dawes, at 10:00 a.m.

**APPROVAL OF  
AGENDA  
MOTION**

A motion was made to approve the agenda as revised. Motion approved.

**APPROVAL OF  
CONSENT AGENDA  
MOTION**

A motion was made to approve the consent agenda. Motion approved.  
The following agenda items were approved:

- Approval of the January board meeting minutes.
- Approval of the following corporate resolutions for financial institutions:
  - Bartlett and Co.
  - Citizen's National Bank
  - Key Bank
  - National City Bank
  - Peoples Bank
  - Sigma Financial Corporation
  - Superior Credit Union
- Approval of corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2008 requests for funding to United Ways within our jurisdiction.

- Approval of a corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2008 Girl Scouts of the USA volunteer recognitions.
- Approval of the CEO Review Task Group charges

Nancy Dawes announced that the following members had been appointed to the CEO Review Task Group:

- Nancy Dawes
- Margaret Beck
- Debbie Watts Robinson
- Sharon Smith

**AUDIT COMMITTEE  
MOTION**

Nancy Dawes reviewed the Audit Committee charges. Discussion followed. A motion was made to approve the Audit Committee charges. Motion approved.

Nancy Dawes announced that the following members had been appointed to the Audit Committee:

- Jody Wainscott
- Jan von der Embse
- Dale Goldberg
- Catherine Ingram
- Jill Brewer

**ELECTION OF  
NATIONAL COUNCIL  
DELEGATES  
MOTION**

Nancy Dawes recognized and thanked the Board Development Committee for its quick action in preparing the slate of national council delegates and alternate council delegates. Sue Matz, Board Development Committee Chair shared the committee's process used to solicit and select members. Discussion followed. A motion was made to approve the slate. Motion approved. The slate was elected as follows:

National Council Delegates, Three Year Term: 2008-2011

Brittany Bader  
Barbara J. Bonifas  
Ruth Howell  
Amanda Brannan  
Teri Brickles  
Jerry Brose  
Tiffany Carnicom  
Kellee Chancellor  
Nancy Dawes  
Victoria Evans  
Christina Fiore  
Megan Gardam  
Shirley Green

Amie Hathaway  
Marjorie Houck  
Catherine Ingram  
Ruth Jones  
Katherine Kleffner  
Mary Ann Knoop  
Jane Krites  
Marissa Kruthaup  
Cynthia Lear  
Roni Luckenbill  
Sue Matz  
Kristin McCullough  
Lydia McMillen  
Kathy McMullen  
Susan Osborn  
Angel Sampson  
Betty Sanders  
Bambi Saxe  
Sharon Smith  
Kim Staton  
Deb Stark  
Jody Wainscott  
Debbie Watts Robinson  
Barbara Weisiger  
Christi West  
Julia Wiley

National Council Alternates: Three Year Term: 2008-2011

Holly Bader  
Veronica Brown  
Joyce Chan  
Angela Tennaro  
Kiersten Jean Dutenhaver  
Chelsea Ahting

**LEADERSHIP  
DAYTON  
MOTION**

Barbara Bonifas presented a request from Leadership Dayton to provide the opportunity for a Leadership Dayton class member to serve on the board of Girl Scouts of Western Ohio for the next year. Discussion followed. A motion was made to invite a member of Leadership Dayton to sit on the board of Girl Scouts of Western Ohio ex officio, without vote, for the 2008 year. Motion approved.

**EXECUTIVE  
LIMITATIONS**

Barbara Bonifas, CEO, presented the 2008 plan of work and budget and reviewed the program effectiveness survey and council goals, as described in Attachment F. Nancy Dawes reminded the board that, according to our schedule for monitoring policies, the financial policies are not due at this time and thanked Barbara and the staff for their thorough presentation of the information. She also reminded the board of their role in the budget discussion – to ensure that the budget and plan is in compliance with the executive limitations. Discussion followed

**MOTION**

A motion was made to affirm that the 2008 plan of work and budget is in compliance with the Executive Limitations of the board policies, except as noted. Motion approved.

Nancy Dawes suggested that members record any concerns about the wording of the specific Executive Limitations on the evaluation form that will be sent following the board meeting.

#### **MOTION**

Barbara Bonifas and Susan Osborn, Chief Strategy Officer, presented a proposal and background information for a building addition on the Great Rivers Region office. Discussion followed. A motion was made to designate \$1.6 million from the asset replacement fund to the Great Rivers Region Girl Scout Center building project. Motion approved.

#### **BOARD EDUCATION**

Nancy Dawes reviewed the board agenda and master guide and explained the work to date. Since the parent consumer direct session was cancelled due to the inclement weather, it will be rescheduled at the June board meeting. It was agreed that the June 14<sup>th</sup> board meeting will take place in Cincinnati, at the Great Rivers office. Similar sessions will take place at other regional offices throughout the year to gather data from parents.

#### **ANNUAL CAMPAIGN UPDATE**

Ellen Iobst provided an overview of the board's giving to the Annual Campaign and encouraged those board members who had not yet pledged, to do so. Board members were reminded of the board challenge and asked to consider this challenge as they made their gifts. Kathy and Rodney McMullen were thanked for making the challenge to the board.

#### **PRINCIPLES FOR ANNUAL MEETINGS**

Nancy Dawes asked board members to provide input on what should be considered as we begin planning for the 2009 Annual Meeting. Each member was polled for input. Common comments were as follows:

- To encourage as much participation from members as possible
- To use technology, such as video conferencing, to facilitate linkage among regions, with the actual meeting
- To find ways to help all members feel a sense of ownership
- To have the board together, as a sign of unity, with members participating from all regions at one central location, as well as satellite locations
- To ensure there is a mechanism for two-way communication
- To consider scheduling the meeting on Saturday, since that seems to be the most practical day for a meeting
- To ensure that there is a mechanism for dialogue between the board and members
- To separate recognition events from the annual meeting
- To consider carefully how the vote will take place

Nancy Dawes informed the board that charges for a task group will be brought to the June board meeting.

## AGENDA PLANNING

Nancy Dawes reviewed the draft agenda for the June 14 board meeting. It will include the following:

- Approve charges for the Annual Meeting Planning task group
- Approve charges for the Investment task group
- Discuss the annual meeting
- Discuss the role that board members will play in regional activities
- Enter into Executive Session to approve the January minutes of the Executive Session
- Participate in a consumer direct discussion with parents of girl members.


Board members were asked to submit any potential agenda items to Nancy Dawes one month prior to each meeting.

The April 17 and May 5 conference call meetings were cancelled. The June 14<sup>th</sup> board meeting will take place in Cincinnati from 10:00 a.m. to 4:00 p.m.

Board members will be sent an Executive Limitations evaluation form following the meeting.

## ADJOURNMENT

The meeting adjourned at 12:05 p.m.



Sharon L. Smith, Secretary