



Girl Scouts of Western Ohio
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BOARD OF DIRECTORS MEETING
Saturday, September 13, 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.

**BOARD MEMBERS
PRESENT**

Board members present:
Nancy C. Dawes, Chair
Margaret G. Beck, First Vice Chair
Sharon L. Smith, Secretary
Barbara J. Bonifas, CEO*
Kim Amrine
Jerry Brose
Marjorie Houck
Karen Huelsman
Catherine Ingram
Ellen Iobst
Wijdan Jreisat
Sue Matz
Carol Sanders
Cheryl Tyler-Folsom
Jody Wainscott
Christi West
Jan von der Embse
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
Susan Osborn, Chief Strategy Officer
A.J. Office, Research and Development Director
Kellee Chancellor, Regional Director
Jeanette Smith, Adult Development Manager

VISITORS PRESENT

Visitors present:
Nancie Entenmann, Board Development Committee Member
Kathy Schroeder, Board Development Committee Member

**BOARD MEMBERS
EXCUSED**

Board members excused:
Debbie M. Watts, Second Vice Chair
Judy Barnard
Mary Ann Knoop
Kathy McMullen

**BOARD MEMBERS
ABSENT**

Board members absent:
Dale Goldberg

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: June Board Meeting
Memo Audit Committee
Memo: CEO Report
Core and Enabling Process Chart
Memo: Annual Meeting Task Group
Memo: Board Calendar
Board Calendar
Memo: Board Development Committee Report
Memo: Preparation for National Council Session
Memo: Call For Action
White Paper
Memo: Parent Direct Summary
Memo: Annual Giving Campaign
Memo: Invitation to Margaret Beck's Board Gathering
Memo: National Council Session Meeting Reminder
Listener Notes: Parent Direct

**MATERIALS
DISTRIBUTED**

Materials distributed:
Governance Policies Evaluation

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.. 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 June board meeting minutes.
- Approval of a corporate resolution for Chase Bank
- Approval of three additional alternate national council delegates: Carolyn Antoszewski, Marian May, Beverly Miner
- Approval of change in monitoring calendar
- Approval of audit committee completing direct inspection of financial policies

AUDIT COMMITTEE REPORT

Jan von der Embse gave the report of the Audit Committee. A motion was made as follows:

MOTION

That the board of directors engage the services of BKD, LLP to complete the 2008 audit for Girl Scouts of Western Ohio at a cost of no more than \$40,000.

Motion approved

CEO REPORT

Barbara Bonifas, CEO, presented a report in three areas: ongoing work on operational processes, Girl Scout Leadership Development Model update, and challenges impacting the 2009 budget.

An update of the progress to date on the core and enabling processes was presented and notebooks of sample documents were distributed for review by the board. Discussion followed.

Barbara presented a summary of the Girl Scout Leadership Development Model as it was presented to volunteers at fall kickoff events. Discussion followed.

There are several issues that are impacting the development of the 2009 budget, which will be presented to the board later this year. Issues include:

- The state of the economy and how it is affecting funders, as well as its anticipated impact on our product sales and fundraising
- The challenge of bringing four councils together and the continuing struggle for staff and volunteers to understand the need to operate in new ways that move beyond how the work was accomplished in the former councils.
- The need to control expenses by consolidating backroom operations, which will affect staffing
- The number of properties owned and operated by Girl Scouts of Western Ohio and the consideration being given to closing down some properties that are not used extensively. Jane Krites reported that she and a group of volunteers had met with city officials of Sidney to discuss the Camp Brookside property. The board will be kept informed of talks with the city on the future of that property that is owned by the foundation.

In addition, Barbara notified that board that she is planning to spend up to \$30,000 on finance software from the realignment fund. Efforts to work with GSUSA on the software rollout has been challenging and it has become apparent that continuing to try to make this work is not productive and will keep us from moving forward. A motion was made as follows:

MOTION

That the board of directors of Girl Scouts of Western Ohio supports the CEO's plan to use up to \$30,000 to purchase a financial software package, using the council realignment fund.

Motion approved

**2009 ANNUAL MEETING
TASK GROUP REPORT**

Roni Luckenbill and Christi West presented the report of the Annual Meeting Task Group. The task group is recommending that the Annual Meeting be held in Dayton on the same day as a regularly scheduled board meeting. This will ensure that 75% of the membership is within one hour's drive of the meeting. The possibility of webcasting the meeting is being explored. An election will take place prior to the meeting and the results will be announced at the annual meeting. New board and board development committee members will take office following the meeting. Discussion followed.

MOTION

A motion was made as follows:

That the board of directors accepts the recommendation of the Annual Meeting Task Group to hold the 2009 annual meeting in Dayton on the same day as a board meeting.

Motion approved.

2009 BOARD CALENDAR

Nancy Dawes presented the draft board agenda and discussed how it was developed. Discussion followed. The March 2009 date will be changed to March 21, due to spring breaks.

2009 board meetings will be on the following schedule:

January 24 (Lima or on phone)
March 21 (Lima or on phone)
April 25 – includes Annual Meeting (Dayton)
June 13 (Toledo)
September 19 (Cincinnati)
November 13/14 (Board Retreat)

**BOARD DEVELOPMENT
COMMITTEE REPORT**

Sue Matz reported on the work of the Board Development Committee. She asked board members to nominate individuals using the prospect form found on the board website. In addition, she asked board members to carefully consider their ability to carry out their commitment in the coming year and to let the Board Development Committee know if they will not be able to complete their term.

**PREPARATION FOR
NATIONAL COUNCIL
SESSION**

Nancy Dawes presented the work to date on the board's concerns regarding GSUSA and the upcoming national council session. Discussion followed.

An informal poll was taken to determine the board members' readiness to vote to support the white paper and support communication. Four board members expressed the need for additional support so the discussion was postponed until later in the meeting.

BOARD EDUCATION

Sue Matz and Jeanette Smith, Adult Development Manager, reviewed the board's role in the consumer direct with parents. In addition, they discussed a summary of the information gathered at the parent direct in June. The six themes that were identified were as follows:

- The current image/public understanding of Girl Scouting in the community
- The gap in understanding of Girl Scout ends/outcomes by community, parents, leaders
- Leaders – lack of diversity, support needed, training needed
- Girl transformation due to Girl Scouting – outcomes/ends
- Girl retention – due to the view that Girl Scouting is a young girl organization and uncool
- The strong tradition and heritage of Girl scouting versus expanding the program to a more diverse audience

PARENT DISCUSSION

A discussion took place with parents from the Maumee Valley region.

DEBRIEF

Jeanette Smith led the board in a discussion that debriefed what they had heard in the discussions with parents. It was decided that the board will do a parent discussion at each region. The suggestion was made to start the meeting one half hour earlier to accommodate this discussion.

PREPARATION FOR

Nancy Dawes asked the board if it was ready for a vote on supporting the white paper and other documents. Discussion followed about changing the tone of the white paper by inserting an opening paragraph. Suggested phrases were captured. Nancy agreed to go back and insert some phrases to soften the message. It was then determined that the board was ready for the vote.

MOTION

A motion was made as follows:

That the board of directors of Girl Scouts of Western Ohio is in agreement with the information on the cover sheet, preamble and white paper and supports signing these documents.

Motion approved

MOTION

The following motion was made:

That the board of directors of Girl Scouts of Western Ohio is in agreement with communicating its viewpoint with the voting members of Girl Scouts of Western Ohio, as shared in the talk points.

Motion approved.

ANNOUNCEMENTS

Nancy Dawes reported on the board's annual campaign results to date and encouraged the board to reconsider their gift.

Nancy Dawes encouraged board members to stay for the meeting with our national council delegation.

ADJOURNMENT

The meeting adjourned at 3:15 p.m.



Sharon L. Smith, Secretary