



Girl Scouts of Western Ohio
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Attachment B

BOARD OF DIRECTORS MEETING
Saturday, March 21, 2009

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
Jody Wainscott, Treasurer
Sharon L. Smith, Secretary
Barbara J. Bonifas, CEO*
Kim Amrine
Jerry Brose
Marjorie Houck
Ellen Iobst
Wijdan Jreisat
Mary Ann Knoop
Sue Matz
Kathy McMullen
Carol Sanders
Cheryl Tyler-Folsom
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present (until the Executive Session portion of the meeting):
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
A.J. Office, Research and Development Director
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Debbie Watts Robinson, Second Vice Chair
Judy Barnard
Dale Goldberg
Karen Huelsman
Catherine Ingram
Jan von der Embse

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: January Board Meeting
Annual Meeting Memo and Attachment
Memo: Board Monitoring
Board Compliance Monitoring Summary Report
Memo: Executive Session
Board Participation List

CALL TO ORDER

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

**APPROVAL OF
CONSENT AGENDA
MOTION**

The consent agenda was approved. The following agenda items were included on the consent agenda:

- Approval of the January board meeting minutes.
- Approval of the resignations of Debbie Watts Robinson and Jan von der Embse.
- Approval of a corporate resolution to authorize the CEO to approve all 2009 United Way requests for funding.
- Approval of a corporate resolution to authorize the CEO to approve all 2009 GSUSA volunteer recognitions.

**GSUSA
COMMUNICATION**

Nancy Dawes shared communication that has been received from GSUSA concerning the board's request that Connie Lindsey, National President, attend the June board meeting. She will attend if there is a girl or community event attached to her visit. After discussion, it was decided that Nancy will work with the CEO and the board development committee to develop the plans for the day to include a girl event. The board meeting will be structured to take place in the morning, followed by a lunch with Connie. In the afternoon, a girl event will take place. The board will discuss the specifics of the plans at the April board meeting.

**ANNUAL MEETING
REPORT**

Roni Luckenbill, Chief Operating Officer, reported on plans for the 2009 Annual Council Meeting, which will take place on Saturday, April 25 in Dayton. The election opened mid-February and will be closed on March 30. Credentials will be checked at that time. To date, 150 votes have been cast and 15 non-board members have confirmed their attendance at the annual meeting. Agenda items include a state of the council report, a presentation by a GSUSA staff member, introduction of new board and board development committee members, and a discussion of unity and how that will look in Girl Scouts of Western Ohio. Board members will be asked to serve as table facilitators and note takers for the small group discussions.

BOARD MONITORING

Nancy Dawes led a discussion on monitoring with the board. The responses from the January board meeting were discussed.

INVESTMENT REPORT

Jody Wainscott, Treasurer, reported that the investments of Girl Scouts of Western Ohio are being monitored by the Investment Task Group. The task group met with all four investment managers. All four managers are recommending that the board make no changes to its investment policies at this time. They are all slightly out of compliance with regard to our overall asset allocation, holding a higher percentage of the portfolio in cash than the investment policy targets.

MOTION

A motion was made to acknowledge that our investment managers are currently out of compliance with our investment policy statement, but support the direction of holding a higher percent of cash temporarily during this economic climate.

Motion approved.

MOTION

A motion was made to allow the Investment Task Group to request proposals from investment managers that are located within and beyond our regional area, without regard for regional presence, and to make recommendations to the board on the investment managers who will most effectively serve the council.

Motion approved.

CEO REPORT

Barbara Bonifas, CEO reported on the status of the council's finances. A letter was sent to volunteers and posted on our website, explaining the actions taken to curtail spending in the last quarter of 2008 and into 2009. As projected, revenue sources are below budget. We ended 2008 with an excess of revenues over expenses and will use the excess 2008 funds in 2009. With very strong reorders, the cookie sale is down approximately 6%, which has improved significantly from initial orders, which were down 12.8%. Essential staff positions are being filled as they become vacant and managers are closely monitoring budgets. Two fund development positions are being advertised and will be filled in Cincinnati and Toledo, with the expectation that they also work in Dayton and Lima.

EXECUTIVE SESSION

The board entered into Executive Session. Staff members left the meeting by hanging up on the call.

MOTION

The CEO 2008 performance review and compensation recommendations were accepted, discussed, and approved. Detailed minutes and copies of the handouts are on file in the administrative office.

AGENDA PLANNING

Sue Matz reported that she has worked with consultant, Sue Stratton, to develop a training video for the purpose of orientation of new board members concerning policy governance. The training will take place prior to the Annual Meeting in Dayton.

A recommendation was made to assign a current board member as a mentor to each new board member. Sue Matz agreed to implement this recommendation and will be asking current board members for their help with this process.

Nancy Dawes announced that she is planning to charge direct inspection task groups for 2009. Her plan is to ensure that every board member is assigned to a task group in 2009.

ANNUAL CAMPAIGN

Ellen Iobst reported on the results to date of the board's annual campaign. To date, eight gifts have been received (seven from the board and one from board development). Ellen reminded that board that 100% from the board is needed and urged board members to respond quickly.

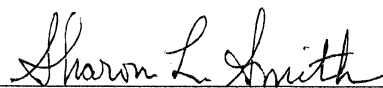
**BOARD SELF
EVALUATION**

The board assessed its performance in the meeting and reflected on its work. Discussion followed. Comments included appreciation for not traveling, but missing the face-to-face discussion; appreciation for timely handouts; and a request that the Chair poll each member for their opinions when using the phone for meetings.

Nancy Dawes ended the call by doing a roll call and asking for any additional comments on today's meeting. All comments were positive.

ADJOURNMENT

The business meeting adjourned at 11:45 a.m.



Sharon L. Smith, Secretary