

**BOARD OF DIRECTORS MEETING**  
**Saturday, January 28, 2012**

**BOARD OF DIRECTORS** The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held at the Girl Scout office in Dayton, Ohio. President, Nancy Dawes, was in the chair and Secretary, Jerry Brose, took the minutes.

**BOARD MEMBERS  
PRESENT**

Board members present:  
Nancy C. Dawes, Chair  
Jody Wainscott, First Vice Chair  
Sue Matz, Second Vice Chair  
Jerry Brose, Secretary  
Karen Huelsman, Treasurer  
Barbara J. Bonifas, CEO\*  
Ann Hartmann  
Marjorie Houck  
Catherine Ingram  
Ellen Iobst  
Mary Ann Knoop  
Simone Polk  
Kerry Roe  
Kandi Staples  
\*ex officio

**STAFF MEMBERS  
PRESENT**

Staff members present:  
Roni Luckenbill, Chief Operating Officer  
A.J. Office, Research and Development Director

**BOARD MEMBERS  
NOT PRESENT**

Board members not present:  
Dave Kylander  
Kathy McMullen  
Cheryl Tyler-Folsom  
Christi West

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: November 2011 Board Meeting  
2011 Gift List  
Memo: Report on Ends  
2011 Year-End Management Report  
Monitoring Report of Ends  
Direct Inspection Task Group Report  
Board Monitoring Memo & Report Form  
Investment Update  
2012 Conflict of Interest Statement

**HANDOUTS**

Materials distributed:

Board Compliance Monitoring Results - Policies 3.0, 3.2-3.8  
2011 Year-End Operational Overview  
Individual Board Pledge Forms

**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**

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

- November 2011 board meeting minutes
- 2011 Gift List
- Approval of corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2012-2013 requests for funding to United Ways within our jurisdiction.
- Approval of corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2012 Girl Scouts of the USA volunteer recognitions.
- Approval of corporate resolution to authorize the CEO and Finance Director of Girl Scouts of Western Ohio to approve all troop bank account relationships in 2012-2013.
- Approval of corporate resolution to authorize the CEO and Finance Director of Girl Scouts of Western Ohio to act on behalf of Girl Scouts of Western Ohio for the Niels A. Lungard Trust of Piqua.

**CEO REPORT**

Barbara Bonifas, CEO, presented the 2011 Year-End Report of Ends. After reviewing her interpretation of the Ends, Barbara summarized the findings of our research. There was discussion regarding membership. Nancy Dawes suggested that the board may want to conduct a direct inspection of the Ends policy.

**MOTION**

A motion was made as follows:

That the board accept the monitoring report for Policy 1.0 Global Ends as reasonable interpretations and in compliance. Motion approved.

**ANNUAL CAMPAIGN**

Ann Hartmann led the board in a discussion about why donors should give to Girl Scouts of Western Ohio.

Jody Wainscott solicited the board for the 2012 Annual Campaign. Board members were provided with individualized requests and asked to return their pledge prior to the next board meeting.

**DIRECT INSPECTION  
TASK GROUP REPORT**

Jody Wainscott, Direct Inspection Task Group Chair, presented the report of the direct inspection task group, regarding Executive Limitations 2.4, 2.5, 2.6, 2.7.

**MOTION**

A motion was made to accept the direct inspection task group report for Board Policies 2.4, 2.5, 2.6, and 2.7 as a reasonable interpretation and in compliance with board policies. Motion approved.

**EXECUTIVE SESSION**

The board entered into Executive Session.

**BOARD DEVELOPMENT  
COMMITTEE REPORT**

Catherine Ingram, Board Development Committee Member, reported on the work of the Board Development Committee. The timeline and election process was shared with the board. The two girl members to be elected will attend their first board meeting in June.

**HOW DID WE WORK?**

Simone Polk, January Board Monitor, reported on her assessment of the board's performance during this board meeting. She used the monitoring evaluation and shared her assessment of the board's compliance. The evaluation form will be used at each meeting and kept with board files.

**AGENDA PLANNING**

The following agenda items will be included in the April meeting which is scheduled on Saturday, April 21, 2012, at the Cincinnati office:

- Recommendation to appoint two girl members to the board
- Discussion on actively involving girl members
- Thank you to retiring board and board development committee members

The Annual Council Meeting will also take place on April 21.

**ANNOUNCEMENTS**

The following upcoming dates were announced:

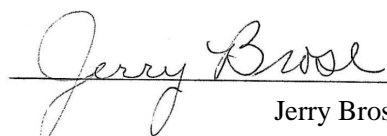
- Thursday, April 19, 2012 – Retirement Party for Barbara Bonifas, CEO
- Tuesday, June 26, 2012 – Board Meeting in Dayton
- Tuesday, September 25, 2012 – Board Meeting in Dayton
- Tuesday, November 27, 2012 – Board Meeting Conference Call

A list of upcoming meetings and events will be distributed to the board.

Board members were reminded to turn in their fund development commitment forms and conflict of interest statements.

**ADJOURNMENT**

The meeting adjourned at 11:55 a.m.

  
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Jerry Brose, Secretary