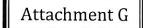


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BOARD OF DIRECTORS MEETING Tuesday, January 22, 2013

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. President, Jody Wainscott, was in the chair and Secretary, Jerry Brose, took the minutes.

BOARD MEMBERS PRESENT

Board members present:

Jody Wainscott, Chair

Ellen Iobst, First Vice Chair Sue Matz, Second Vice Chair

Jerry Brose, Secretary Karen Huelsman, Treasurer

Meredith Bailey* Nancy Dawes* Ann Hartmann Marjorie Houck Dave Kylander

Roni Luckenbill, CEO*

Kandi Staples Corrine Tipping* Christi West *ex officio

STAFF MEMBERS PRESENT

Staff members present:

A.J. Office, Director of Research & Evaluation

Cheryl Drinnen, Assistant to the CEO

Ginny Hizer, Director of Development & Marketing

Susan Osborn, Chief Strategy Officer

BOARD MEMBERS NOT PRESENT Board members not present:

Kim Amrine* Catherine Ingram Kathy McMullen Simone Polk

Cheryl Tyler-Folsom

PRE-MEETING MATERIALS

Materials mailed:

Agenda Board of Directors Meeting

 $Memo-Report\ on\ Ends$

2012 Year-End Report on Ends

2012 Year-End Operational Overview Monitoring Worksheet on Ends Policies Memo – Strategic Review of Ends Policies Memo – Confidential Camp Myeerah Offer

Letter of Intent

Camp Myeerah Comparison of Options

Consent Agenda Memo

Minutes - November Board Meeting

2012 Gift List

Board Monitoring Report Memo & Form

Investment Update

Conflict of Interest Statement

HANDOUTS

Materials distributed:

Important 2013 Dates

Individual Board Pledge Forms

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 4:32 p.m. The Girl

Scout Promise and Law was read by the board.

APPROVAL OF

AGENDA MOTION A motion was made to approve the agenda. Motion approved.

STRATEGIC REVIEW OF ENDS POLICIES Ellen Iobst, 1st Vice Chair facilitated a discussion on the following questions: Is there anything you worry about that is not clearly addressed in the existing Ends policy, and what policy language would you like to see to address this. It was noted that a conversation is needed on how do we best measure and report on the Ends. Task group members Ellen Iobst, Kandi Staples, and Cheryl Tyler-Folsom

recommended that no changes be made. The board concurred.

CEO REPORT

Roni Luckenbill, CEO, presented the 2012 Year-End Report of Ends and 2012 Year-End Operational Overview. After Roni reviewed her interpretation of the Ends, A.J. Office, Director of Research & Evaluation, summarized the evidence.

Discussion followed.

MOTION

A motion was made as follows:

That the board accepts the monitoring report for Policy 1.0, Global Ends, as reasonable interpretation and in compliance. Motion approved.

ANNUAL CAMPAIGN

Ann Hartmann and Christi West shared their stories about why they give to Girl Scouts of Western Ohio, and solicited the board for the 2013 Annual Campaign. Board members were provided with individualized requests and asked to return

their pledge by February 28, 2013.

PROPERTY DISCUSSION

Roni Luckenbill, CEO, presented an update regarding a new offer for Camp Myeerah. The Trust for Public Land proposes to acquire the property through a grant from the Clean Ohio Fund. The grant request will be submitted and requires the board to sign a non-binding letter of intent that Girl Scouts of Western Ohio will agree to the sale if the funds are allocated for the project. Jody Wainscott, Karen Huelsman, and Dave Kylander met with Roni Luckenbill and Susan Osborn to discuss the offer and its implications. After reviewing the options, they are recommending that the board accepts this offer. Discussion followed.

That the board accept the offer from the Trust for Public Land, as described in the non-binding letter of intent dated January 10, 2013. Motion approved.

BOARD DEVELOPMENT COMMITTEE REPORT

Ann Hartmann, Board Development Committee member, reported that an overwhelming number of referrals were submitted and the committee has a good pool of candidates for this year and for 2014. The potential slate will be finalized in February and sent to the board.

APPROVAL OF CONSENT AGENDA MOTION

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

- November 2012 Board Meeting minutes
- 2012 Gift List

HOW DID WE WORK?

Mary Ann Knoop, 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 is 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 Tuesday, April 23, at the Dayton office:

- Property update on Camp Myeerah
- Fund development
- Strategic review of governing policies
- Charter review task group appointment
- Welcome new members and recognize outgoing members
- Discussion on possible board retreat
- · Schedule for annual CEO review
- Appointment of girl board members

ADJOURNMENT

The meeting adjourned at 6:12 p.m.

Jerry Brose, Secretary