

BOARD OF DIRECTORS

The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held via conference call. President, Ellen Iobst, was in the chair and Kimber Fender, Secretary, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Ellen Iobst, Chair
Victoria Nilles, 1st Vice Chair
Kimber Fender, Secretary
Zo Redman, Treasurer
Cassie Barlow
Stephanie Cihon
Kathryn Cordeiro*
Angela Granata
Theresa Hirschauer
Anna Jones Monnett
Michelle Krummen
Roni Luckenbill, CEO*
Jenny Michael
La Costa Moore
Susan Redman-Rengstorf
Jody Wainscott*
Whitney Weiss*
*ex officio

**BOARD MEMBERS
ABSENT**

Board members absent:
Ann Hartmann, 2nd Vice Chair
Patrice Borders
Sue Gantz Matz
Shannon Glass Fisher
Bill Schretter

**STAFF MEMBERS
PRESENT**

Staff members present:
Marcia Dowds, Chief Development Officer
Cheryl Drinnen, Assistant to the CEO
Linda Odenbeck, Chief Financial Officer
Susan Osborn, Chief Operating Officer

GUESTS PRESENT

Guests present:
Brian Todd, Clark Schaefer Hackett

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
November 2017 Board Meeting Minutes
2017 Special Gifts List
Audit Report Memo
2017 Audit
2017 Management Letter
2017 Year-End Report on Ends Memo

2017 Year-End Report on Ends
Monitoring Worksheet for Ends Policies
Governance Task Group Board Policy Change Memo
Fund Development Task Group Policy Change Memo
Board Monitoring Memo & Form
Investment Update
2018 Conflict of Interest Statement
Air Camp Flyer

HANDOUTS

Materials distributed:
Board Meeting Presentation
Additional Information for Governance Discussion Memo

CALL TO ORDER

The meeting was called to order by Chair, Ellen Iobst, at 4:30 pm.

**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:

- Minutes of the November 2017 Board Meeting
- 2017 Special Gifts Memo
- Corporate Resolution to authorize the CEO of Girl Scouts of Western Ohio to approve 2018-2019 requests for funding to United Ways within our jurisdiction
- Corporate Resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2018 Girl Scouts of the USA volunteer recognitions
- Corporate Resolution to authorize the CEO and CFO of Girl Scouts of Western Ohio to approve all troop bank account relationships in 2018-2019. This is being done to comply with bank requirements due to the Patriot Act.
- Corporate Resolution to authorize the CEO of Girl Scouts of Western Ohio to execute and sign all documents necessary on contracts, checks, and orders for payment, transfer, receipt, or deposit of money and access to securities of the council, as described in the Bylaws, Article XII, Section 4

BOARD CHAIR REPORT

Ellen Iobst, Chair, thanked board members for participating and serving Girl Scouts of Western Ohio. With the new year, it's a good time to think about the great work that we are doing and reminded members of the email that Roni shared about the Girl Scout troop participating in the First Lego League's Robot Tournament, where they never gave up and kept persevering; Camille Borders, who is now a Rhodes Scholar; and our first ever Air Camp that will be held this summer.

**REPORT ON THE
2017 AUDIT**

Brian Todd with Clark Schaefer Hackett, presented the 2017 adult and management letter. He reported an unmodified opinion on the financial statements, no audit adjustments, and no material weaknesses. He briefly reviewed comparison data for the past three years. Following discussion, a motion was made:

MOTION

That the board accepts the 2017 audit as presented.

Motion approved.

**REPORT THE CEO
LIMITATIONS**

Roni Luckenbill, CEO, presented the 2017 Year-End Report on Ends. She reviewed her interpretation of the Ends, followed by a summary of the evidence of Ends achievement and compliance. Discussion followed. A motion was made:

MOTION

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

Motion approved.

**GOVERNANCE TASK
GROUP**

Victoria Nilles, Governance Task Group Chair, reminded the board that at the September 2017 board meeting, it was noted that we were out of compliance with Policy 2.4.5 (Asset Replacement Funding) and the task group was asked to review the policy. After reviewing the history of the policy, the purpose of the asset replacement fund, and looking at past performances and spending patterns to project that annual capital expenses of approximately \$500,000 per year can be anticipated, the task group recommended a change in the wording. After sending the proposed change in the board mailing, some concern was expressed. Additional discussions took place and an additional proposed wording was then sent to the board. Following discussion, the following motion was made:

MOTION

That the board approve a change to Policy 2.4.5 as “Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board’s Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not plan an asset replacement fund that is less than \$4 million. This policy shall be evaluated any time that the fund is projected to fall below \$4 million or at least biennially to determine if the funding is adequate, but not excessive to meet its stated purpose in relationship to current Ends priorities.”

Motion approved.

**FUND DEVELOPMENT
TASK GROUP**

Theresa Hirschauer, Fund Development Task Group Chair reported that for the 2018 Board Leadership Campaign, 9 members have submitted their pledge for a total of \$16,770. She thanked those that have submitted their pledge and reminded others that the deadline for submission is January 31. She then shared the group’s recommendation to add a new policy, “Policy 3.9 – Board Member Contributions” to the Board Policy Manual. Following discussion, a motion was made:

MOTION

That the board revise the Board Policy Manual to insert Policy 3.9 – Board Member Contributions, worded as presented in the memo dated January 12, 2018.

Motion approved.

**OUTDOOR EXPERIENCE
& PROPERTY TASK GROUP**

Susan Osborn, Chief Operating Officer, gave a brief update of the task group’s work, which includes pre-work in preparation of the capital campaign. There is a small sub-group of volunteers that is looking at the overall experience of a volunteer going to camp to see what resources they need with the least amount of time to have a great camp experience. Roni Luckenbill, CEO, shared that proposals for capital campaign consulting services were received and that two of the firms will be interviewed on January 30, beginning at 3:30 pm, and asked if any member is interested in participating to please contact her. The interviews will be at the Cincinnati office or by phone.

HOW DID WE WORK?

Stephanie Cihon, January Board Monitor, reported on her assessment of the board’s performance during the 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 next meeting of the board will be an Executive Session conference call on Tuesday, March 20, to complete the CEO performance review process. For the next in-person meeting on April 24, it was requested that, in light of the Boy Scouts’ decision, the board would like information regarding our strategies for recruitment

ADJOURNMENT

The meeting adjourned at 5:40 pm.



Kimber Fender, Secretary

