

**BOARD OF DIRECTORS**

The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held via video conference. President, Victoria Nilles, was in the chair and Patrice Borders, Secretary, took the minutes.

**BOARD MEMBERS  
PRESENT**

Board members present:  
Victoria Nilles, Chair  
Cassie Barlow, 1<sup>st</sup> Vice Chair  
Kim Fender, 2<sup>nd</sup> Vice Chair  
Patrice Borders, Secretary  
Sue Gantz Matz, Treasurer  
Sheri Bogardus  
Angela Carter  
Melissa Cutcher  
Elizabeth Dreyer  
Gillian Heineman\*  
Corinne Hemesath  
Theresa Hirschauer  
Ellen Iobst\*  
Anna Jones Monnett  
Roni Luckenbill, CEO\*  
Bleuzette Marshall  
Jenny Michael  
Tierney Rasmussen\*  
Bill Schretter  
Melanie Towns  
Maria White  
Pam Viscione  
Carole Williams  
Vonda Willis  
\*ex officio

**BOARD MEMBERS  
ABSENT**

Board members absent:  
Amanda Graven  
Patti Robb

**STAFF MEMBERS  
PRESENT**

Staff members present:  
Marcia Dowds, Chief Development Officer  
Cheryl Drinnen, Assistant to the CEO  
Erin Horsley, Senior Director of Membership Support  
Linda Odenbeck, Chief Financial Officer  
Susan Osborn, Chief Operating Officer  
Susan Redman-Rengstorf, Vice President of Special Campaigns

**GUEST PRESENT**

Guest present:  
Jessica Haag, BKD

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Consent Agenda Memo  
November 2020 Board Meeting Minutes  
2020 Special Gifts List

CEO Report  
Audit Report Memo  
Management Letter  
2020 Audit  
Bylaws Revision Memo  
Draft Bylaws  
Year-End Report on Ends Memo  
2020 Year-End Report on Ends  
Monitoring Worksheet for Ends Policies  
Book Club Discussion Memo  
Book Club Discussion Study Guide  
Board Monitoring Memo & Form  
Investment Update  
2021 Conflict of Interest Statement  
*How to Be an Antiracist* Quotes & Discussion Prompts  
Board Presentation

**CALL TO ORDER**

The meeting was called to order by Chair, Victoria Nilles, at 4:32 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 2020 Board Meeting
- 2020 Special Gifts List
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2021-2022 requests for funding to United Ways within our jurisdiction
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2021 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 2021-2022. 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.
- CEO Report

**BOARD CHAIR REMARKS**

Victoria Nilles, Chair, reminded members to review the CEO Report that was included on the consent agenda as Attachment D, and if there are any questions, to contact Roni Luckenbill, CEO. She also reminded the board of the upcoming meeting with the membership to review the results of the National Council Session, which will take place on February 3, 7:00 pm via Zoom.

**REPORT ON THE  
2020 AUDIT**

Jessica Haag with BKD, presented the 2020 audit and management letter. She gave a brief review of both documents and reported an unmodified opinion on the financial statements, no audit adjustments, and no material weaknesses. Following discussion, a motion was made:

**MOTION**

That the board accepts the 2020 audit as presented.

Motion approved.

**BYLAWS REVISION**

Roni Luckenbill, CEO, presented the Bylaws that were revised based on action taken at the National Council Session in October 2020 and reviewed by our attorney. In addition to the change to comply with Proposal 5's requirement that National Council Delegates be elected in the second year of the triennium, other minor changes were made to include provisions for virtual meetings, delete the original merger provisions, and change the number of terms that officers can serve to three to bring consistency to all board positions. Following discussion, the board was in agreement with the revisions that will be voted on by the membership during the March election.

**REPORT OF THE CEO**

Roni Luckenbill, CEO, presented the 2020 Year-End Report on Ends. She reviewed her interpretation of the Ends, followed by a review of the data by Susan Osborn, Chief Operating Officer and Erin Horsley, Senior Director of Membership Support, showing evidence of Ends achievement and compliance. Members were reminded to complete Attachment L – Monitoring Worksheet for Ends Policies and return to Cheryl Drinnen by January 28. Discussion followed. A motion was made:

**MOTION**

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

Motion approved.


**FUND DEVELOPMENT  
TASK GROUP**

Theresa Hirschauer, Fund Development Task Group Chair, gave an update on the 2021 Board Leadership Campaign, reporting that \$27,280, over half of the goal, has been pledged by 12 members. She asked that remaining members please complete their pledge before the end of February. Marcia Dowds, Chief Development Officer, talked about the importance of thanking and informing donors, and one opportunity to build our culture of philanthropy is board member thank you calls to donors. The initial focus will be on first-time donors. Each board member is asked to select two months to make calls, which could include anywhere from 7-10 donors per month. All information will be provided, including a script and online form for easy reporting. Marcia will send an email to board members in the next few weeks with all the details and a link to a sign-up form to select their months.

**COMPREHENSIVE  
CAMPAIGN REPORT**

Susan Redman-Rengstorf, Vice President of Special Campaigns, gave a brief update on the campaign. To date, a little over \$2.5 million has been raised from individuals, corporations and foundations with 53 new donors and an additional \$625,000 in pending asks; \$400,000 is confirmed from the 2020 Ohio State Capital Bill; 5 virtual fundraisers were hosted in Cincinnati, Dayton and Toledo; and a new bi-monthly EMPOWER HER e-update was introduced.

- ANTI-RACISM ADVISORY** Maria White and Patrice Borders, Co-Chairs of the Antiracism Advisory Committee led the board in its second book club discussion on *How to Be an Antiracist*, by Ibram X. Kendi. An additional discussion will be held on February 9, 4:00-6:00 pm via Zoom.
- HOW DID WE WORK?** Sheri Bogardus, 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 on Tuesday, March 23, 2021, 4:30 pm. This will be an executive session meeting for the CEO performance review.
- ADJOURNMENT** The meeting adjourned at 6:31 pm.

  
Patrice Borders, Secretary