

BOARD OF DIRECTORS

The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held via conference call. 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, 1st Vice Chair
Theresa Hirschauer, 2nd Vice Chair
Patrice Borders, Secretary
Zo Redman, Treasurer
Melissa Cutcher
Kim Fender
Sue Gantz Matz
Amanda Graven
Corinne Hemesath*
Ellen Iobst*
Roni Luckenbill, CEO*
Jenny Michael
La Costa Moore
Patti Robb
Bill Schretter
Pam Viscione
Kelly West
Carole Williams
*ex officio

**BOARD MEMBERS
ABSENT**

Board members absent:
Sophia Imundo*
Allison Ireys*
Anna Jones Monnett
Bleuzette Marshall
Laura Mitchell

**STAFF MEMBERS
PRESENT**

Staff members present:
Tinu Akintobi, Council Evaluation Manager
Marcia Dowds, Chief Development Officer
Cheryl Drinnen, Assistant to the CEO
Linda Odenbeck, Chief Financial Officer
Susan Osborn, Chief Operating Officer
Susan Redman-Rengstorf, Vice President of Special Campaigns

GUEST PRESENT

Guest present:
Jim Creeden, BKD
Jessica Haag, BKD

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
November 2019 Board Meeting Minutes

November 2019 Special Board Meeting Minutes
2019 Special Gifts List
Board Retreat Memo
Retreat Evaluation Questions Summary
Retreat Evaluation Summary Results
Audit Report Memo
2019 Audit
2019 Management Letter
2019 Year-End Report Memo
2019 Year-End Report
Monitoring Worksheet for Ends Policies
Board Monitoring Memo & Form
Investment Update
2020 Conflict of Interest Statement
2020 Meetings & Events
Girl Scout Cookie Championship – Food Network
Sophia Meadows – Thank You
Board Presentation

CALL TO ORDER

The meeting was called to order by Chair, Victoria Nilles, at 4:34 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 2019 Board Meeting
- Minutes of the November 2019 Special Board Meeting
- 2019 Special Gifts List
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2020-2021 requests for funding to United Ways within our jurisdiction
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2020 Girl Scouts of the USA volunteer recognitions
- Corporate resolution to authorize the CEO and CFO of Girl Scouts of Western to approve all troop bank account relationships in 2020-2021. 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

Victoria Nilles, Chair, reminded the board of the follow-up to the board retreat memo (attachment E) which included ways to implement some of the ideas from the evaluation questions during the retreat. She thanked members for their input.

**REPORT ON THE
2019 AUDIT**

Jessica Haag and Jim Creeden with BKD, presented the 2019 audit and management letter. They 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 2019 audit as presented.

Motion approved.

REPORT OF THE CEO

Roni Luckenbill, CEO, presented the 2019 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 Tinu Akintobi, Council Evaluation Manager, showing evidence of Ends achievement and compliance. 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, Task Group Chair, gave a brief report on the 2020 Board Leadership Campaign. To date, 14 pledges have been received for a total of \$23,825, and six members have met the give/get policy. The goal is 100% participation and \$42,000.

Carole Williams and Pam Viscione, Women of Distinction Co-chairs shared information on the event, which will be held on Tuesday, March 10 at the Queen City Club in Cincinnati. This is the 30th year for the event and the honorees are Suzy DeYoung, Kelley Downing, Megan Fischer, Chanda Monre-Williams, and Yvette Simpson. Invitations are slated to go out the first of February. They asked board members to consider attending the event.

**COMPREHENSIVE
CAMPAIGN REPORT**

Susan Redman-Rengstorf, Vice President of Special Campaigns, gave a brief update on the campaign. To date, \$2,187,320 has been raised from current and former board members and individuals; \$965,000 in pending asks; and \$1 million recommended for funding by Warren County through the Ohio State Capital Bill.

Susan Osborn, Chief Operating Officer, gave an update on the camp program development plan. The process for work with the design firm, Taylor Studios, will have three phases. Phase 1 – define the overall vision/concept drawings for each of the four camps – producing concept descriptions/drawings and preliminary specifications (November 2019 – July 2020). Phase 2 – develop detailed specifications (cost, timing, materials) for key program installations. Phase 3 – manufacture and install interactive program elements. To date, a walk-through of all four camps took place November 18-20, 2019; a master planning process was held on December 9-11, 2019; four focus groups (2 for girls and 2 for adults) were held on January 10 and 11, 2020; a volunteer survey was sent out on January 28, 2020; and a girl survey will go out February 15-17, 2020. Brief discussion followed.

HOW DID WE WORK?

Melissa Cutcher, 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 24, to complete the CEO performance review process.

REMINDERS

Roni Luckenbill, CEO, reminded the board to sign the 2020 Conflict of Interest Statement (Attachment P), and to complete the Monitoring Worksheet for Ends Policies (Attachment M) and to return both to Cheryl Drinnen. She also referred them to the 2020 Meetings & Events (Attachment Q) that list dates of key events such as the Gold Award reception on March 1 and encouraged members to attend.

ADJOURNMENT

The meeting adjourned at 6:13 pm.


Patrice Borders, Secretary

