

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
Patrice Borders, Secretary
Zo Redman, Treasurer
Stephanie Cihon
Kim Fender
Sue Gantz Matz
Angela Granata
Theresa Hirschauer
Ellen Iobst*
Anna Jones Monnett
Roni Luckenbill, CEO*
Bleuzette Marshall
Jenny Michael
Paaras Parker
Bill Schretter
Justine Stenger
Pam Viscione
Kelly West
*ex officio

**BOARD MEMBERS
ABSENT**

Board members absent:
Cassie Barlow, 1st Vice Chair
Shannon Glass Fisher, 2nd Vice Chair
Grace Jackson*
Laura Mitchell
La Costa Moore

**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

GUESTS PRESENT

Guests present:
Tamara Johnson Avery, Clark Schaefer Hackett

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
November 2018 Board Meeting Minutes
2018 Special Gifts List
Audit Report Memo

2018 Audit
2017 Management Letter
2018 Year-End Report on Ends Memo
2018 Year-End Report on Ends
Monitoring Worksheet for Ends Policies
Gift Acceptance Policies Memo
Gift Acceptance Policies
Comprehensive Campaign Updates
Board Monitoring Memo & Form
Investment Update
2019 Conflict of Interest Statement

HANDOUTS

Materials distributed:
Board Meeting 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 2018 Board Meeting
- 2018 Special Gifts Memo
- Corporate Resolution to authorize the CEO of Girl Scouts of Western Ohio to approve 2019-2020 requests for funding to United Ways within our jurisdiction
- Corporate Resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2019 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 2019-2020. 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, shared her brief remarks and noted the items on the agenda to be discussed.

**REPORT ON THE
2018 AUDIT**

Tamara Johnson Avery with Clark Schaefer Hackett, presented the 2018 audit and management letter. She reported an unmodified opinion on the financial statements, no audit adjustments, and no material weaknesses. She briefly reviewed the data. Following discussion, a motion was made:

MOTION

That the board accepts the 2018 audit as presented.

Motion approved.

**REPORT THE CEO
LIMITATIONS**

Roni Luckenbill, CEO, presented the 2018 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 1.0 Global Ends as reasonable interpretation and in compliance.

Motion approved.

**FUND DEVELOPMENT
TASK GROUP**

Marcia Dowds, Chief Development Officer, presented the revised Gift Acceptance Policies that were reviewed by legal counsel and the auditors. A motion was made:

MOTION

That the board accept the Gift Acceptance Policies as presented.

Motion approved.

Theresa Hirschauer, Fund Development Task Group Chair reported on the 2018 Board Leadership Campaign. The goal of \$46,000 was exceeded, but only 22 of 24 members completed their pledge. She talked about the importance of 100% participation and that the board can meet that challenge in 2019. Theresa also shared that for the 2019 campaign, over half have submitted a pledge for a total of \$27,250.

**COMPREHENSIVE
CAMPAIGN REPORT**

Susan Redman-Rengstorf, Vice President of Special Campaigns, gave a brief update on the campaign, which included the goal and budget; messaging and naming opportunities; identifying and recruiting campaign leadership; and confirming campaign timeline; and next steps. Sue Gantz Matz, Board Member, shared key learnings from the visits to three other councils: Girl Scouts – Arizona Cactus-Pine in Phoenix; Girl Scouts of Northeast Texas in Dallas; and Girl Scouts – Western Oklahoma in Oklahoma City.

HOW DID WE WORK?

Jenny Michael, 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 26, to complete the CEO performance review process.

ADJOURNMENT

The meeting adjourned at 6:12 pm.

Patrice D Borders

Patrice Borders, Secretary

