



**BOARD OF DIRECTORS MEETING**  
**Saturday, September 19, 2009**

**BOARD OF DIRECTORS** The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held in Lima, Ohio. President, Nancy Dawes, was in the chair and Interim Secretary, Mary Ann Knoop, took the minutes.

**BOARD MEMBERS  
PRESENT**

Board members present:  
Nancy C. Dawes, Chair  
Sue Matz, Second Vice Chair  
Barbara J. Bonifas, CEO\*  
Kim Amrine  
Jerry Brose  
Ellen Iobst  
Mary Ann Knoop  
Dave Kylander  
Carol Sanders  
Kim Turco  
Cheryl Tyler-Folsom  
Christi West  
\*ex officio

**STAFF MEMBERS  
PRESENT**

Staff members present:  
Jane Krites, Executive Vice President  
Roni Luckenbill, Chief Operating Officer  
A.J. Office, Research and Development Director  
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS  
NOT PRESENT**

Board members not present:  
Margaret G. Beck, First Vice Chair  
Jody Wainscott, Treasurer  
Marjorie Houck  
Karen Huelsman  
Catherine Ingram  
Wijdan Jreisat  
Beth Keyes  
Kathy McMullen

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: June Board Meeting  
Memo: CEO Monitoring Report  
CEO Monitoring Report

Memo and Monitoring Form  
Memo: 2010 Plan of Work and Budget  
2010 Budget Packet  
Memo: Investment Task Group  
Memo and Charges: Property Study Task Group  
Direct Inspection Task Group Report  
Memo: Parent Direct Session and Visioning  
Board Retreat Flyer

**MATERIALS  
DISTRIBUTED**

Materials distributed:  
Board Prospect Form  
Fund Development Packets

**CALL TO ORDER**

The meeting was called to order by Chair, Nancy Dawes, at 10:05 a.m.

**APPROVAL OF  
AGENDA  
MOTION**

A motion was made to approve the agenda as revised. Motion approved. Succession planning was moved to follow discussion on GSUSA pension plan.

**APPROVAL OF  
CONSENT AGENDA**

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

- Approval of the June board meeting minutes.
- Kim Turco was appointed by the Board Chair as Chair of the Audit Committee

**MOTION**

A motion was made to accept the resignation of Sharon Smith. Motion approved.

**CEO REPORT**

Barbara Bonifas reported on the following Executive Limitations: 2.4, 2.5, and 2.6. All sub-policies are in compliance with executive limitations. Discussion followed. During the board retreat, a discussion will be held concerning the timing of the monitoring reports to more closely align with the work of the board.

**MOTION**

After discussion, the following motion was made:

That we accept the monitoring report for policies 2.4 2.5, and 2.6 as reasonable interpretations and in compliance.

Motion approved.

Nancy Dawes collected all executive limitations evaluations.

**GSUSA PENSION PLAN**

Barbara Bonifas reported on the status of the GSUSA pension plan. Barbara is part of the ad hoc national committee to give input to the issues facing the organization concerning the pension plan. A white paper has been distributed by GSUSA.

**EXECUTIVE SESSION**

The board entered into Executive Session to continue the discussion on the GSUSA pension plan, as well as the agenda item on succession planning.

**2010 PLAN OF WORK  
AND BUDGET**

Barbara J. Bonifas presented the 2010 budget. It was noted that five members of the board had previewed the budget and provided input to the presentation. Those members were: Margaret Beck, Jody Wainscott, Kim Amrine, Dave Kylander, and Christi West. Discussion followed and questions were answered.

**INVESTMENT REPORT**

Jody Wainscott, Treasurer, sent a report on the actions taken by the Investment Task Group. The board was given the opportunity to ask questions. There were no questions.

**BOARD  
DEVELOPMENT  
COMMITTEE REPORT**

Sue Matz, Chair of the Board Development Committee shared the prospect form and requested that board members begin to refer names to the committee. This form is available as an electronic form on the board website. All board members will be interviewed by the committee during the upcoming board retreat and a questionnaire will be sent prior to the retreat to prepare board members for the interviews. Any board members who are not interested in being considered for another term on the board are asked to notify Sue Matz as soon as possible.

There was discussion about the size of the board and the option of decreasing the number of board members. This may be discussed at the board retreat.

**PROPERTY STUDY  
TASK GROUP**

Nancy Dawes revised the draft charges for a Property Study Task Group to be charged by the board with developing criteria for evaluation of council properties. The work of this task group will allow the board to begin to consider the status of our properties and may lead to the chartering of another task group to make property recommendations to the board. Discussion followed.

**MOTION**

The following motion was made

To approve the charges to the Property Study Task Group as presented.  
Motion approved.

**DIRECT INSPECTION  
TASK GROUP REPORT**

Cheryl Tyler-Folsom presented the report of the Direct Inspection Task Group for Executive Limitations policies 2.1, 2.2, and 2.3. The task group reviewed documents that supported the monitoring report and were satisfied that the policies were being carried out as designed.

**MOTION**

A motion was made to accept the direct inspection task group report for Board Polices 2.1, 2.2, and 2.3 as presented. Motion approved.

**BOARD LEARNING**

Sue Matz, Chair of the Board Development Committee, reviewed the information gathered during the parent direct sessions in each region over the past year and shared the process to be used to create a vision for the board.

The board met in two small groups to discuss vision statements and to develop a vision. Both vision statements were shared and discussed by the board. The two vision statements will be shared at the board retreat and further action taken.

#### **AGENDA PLANNING**

The following agenda items will be included in the November meeting which is scheduled during the board retreat:

- Report of the Direct Inspection Task Group for policies 2.4, 2.5, 2.6
- Investment Task Group report

#### **BOARD SELF EVALUATION**

The board assessed its performance in the meeting and reflected on its work. Discussion followed.

#### **ANNOUNCEMENTS**

Board members were reminded about the board retreat and asked to do everything possible to attend. Information about registering for the retreat is on the board website. A reminder email will be sent this week to all board members.

Each board member received a packet with 2-3 names and a script to be used to thank donors. Please try to make these calls as soon as possible and send back any new information to staff.

#### **ADJOURNMENT**

The business meeting adjourned at 2:25 p.m.

  
Mary Ann Knoep, Interim Secretary