



Girl Scouts of Western Ohio
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BOARD OF DIRECTORS MEETING
Saturday, November 8, 2008

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held. President, Nancy Dawes, was in the chair and Secretary, Sharon Smith, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Nancy C. Dawes, Chair
Margaret G. Beck, First Vice Chair
Jody Wainscott, Treasurer
Sharon L. Smith, Secretary
Barbara J. Bonifas, CEO*
Kim Amrine
Jerry Brose
Dale Goldberg
Marjorie Houck
Karen Huelsman
Ellen Iobst
Wijdan Jreisat
Mary Ann Knoop
Sue Matz
Carol Sanders
Christi West
Jan von der Embse
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
Susan Osborn, Chief Strategy Officer
A.J. Office, Research and Development Director
Cindy Wood, Regional Director
Jeanette Smith, Adult Development Manager

VISITORS PRESENT

Visitors present:
Sue Stratton, Consultant

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Debbie Watts Robinson, Second Vice Chair
Judy Barnard
Catherine Ingram
Kathy McMullen
Cheryl Tyler-Folsom

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: September Board Meeting
Memo: Corporate Resolution, Mutual of America
Memo: Budget Presentation
Compliance with Executive Limitations
Budgeted Cash Sources and Uses
Cost Center Budget
Line Item Budget
Capital Budget
Tactical Planning Process
Policy Governance Executive Limitations Evaluation
Memo: Dialogue with Parents

**MATERIALS
DISTRIBUTED**

Materials distributed:

Board Resolution: 403 (b) Plan Revision
Memo and Report: National Council Session
Executive Limitations Report
Monitoring Performance Powerpoint Presentation

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 9:40 a.m.

**NATIONAL COUNCIL
SESSION REPORT**

Nancy Dawes gave a report on the National Council Session. After discussion, next steps were considered. It was decided to send a letter to the national board early next year, expressing our thanks and encouragement for the response during the reports and to express interest in partnering with the national board to move in a positive direction. This item will be included on the January board agenda.

**APPROVAL OF
AGENDA
MOTION**

A motion was made to approve the agenda. Motion approved.

**APPROVAL OF
CONSENT AGENDA
MOTION**

A motion was made to approve the consent agenda. Motion approved.
The following agenda items were approved:

- Approval of the September board meeting minutes.
- Approval of a corporate resolution for Mutual of America
- Approval of signators on council documents:
 - Roni Luckenbill, Chief Operating Officer
 - Susan Osborn, Chief Strategy Officer

**INVESTMENT TASK
GROUP REPORT**

Jody Wainscott, Treasurer, reported on the status of the council's investments, as well as the work of the Investment Task Group. The overall market is down by 35% and our portfolio is down by 22%. Investments have dropped from \$12.7 million to \$9.9 million.

In addition, short term investments hold the funds that are set aside to cover operating expenses until the cookie money comes in, and to cover the cookie invoice. Funds that had been invested in Sigma are being moved to National City. Funds will continue to be invested throughout our geographic areas. The Investment Task Group will be meeting with Fifth Third Bank and National City Bank on November 17 to hear their report on our portfolio

CEO REPORT

Barbara Bonifas, CEO, presented the 2009 budget. The budget for 2009 is over \$800,000 lower than the 2008 budget. It is likely that the budget will be reduced further in response to the economic downturn. The board will be kept informed of this action.

BOARD MONITORING

Sue Stratton, Consultant, led a discussion on board monitoring. She shared a powerpoint on monitoring and used the Executive Limitations for budget development as examples. The board moved into small groups to discuss specific executive limitations policies. Input from each small group was shared with the board.

MOTION

After discussion, the following two motions were made:

That we accept the monitoring reports for policies 2.3 and 2.7 as reasonable interpretations and in compliance.

Motion approved.

MOTION

That we accept the monitoring reports for policies 2.4, 2.5, and 2.6 as reasonable interpretations and accept the justification for non-compliance as reasonable.

Motion approved.

BOARD SELF EVALUATION

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

ANNOUNCEMENTS

Jerry Brose and board members who attended the National Council Session thanked Cheryl Drinnen and Jamie Campbell for their assistance during the convention. Their support throughout the convention was appreciated.

The board agreed to change the location of the June board meeting. The 2009 board schedule is as follows:

January 24	Lima* or on the phone (weather dependent)
March 21	Lima* or on the phone
April 25	Dayton (includes annual meeting)
June 13	Cincinnati
September 19	Toledo
November 13/14	Board Retreat (location to be determined)

*Changed location after the board meeting to Dayton to accommodate consumer direct.

Ellen Iobst gave a report on the board's annual campaign results. To date, board members have given a total of \$31,450, with \$7,800 in increased contributions. We are still working on achievement of Kathy McMullen's pledge to the board to match all increased gifts, up to \$10,000. Board members are encouraged to consider additional gifts to meet this pledge.

PARENT DISCUSSION

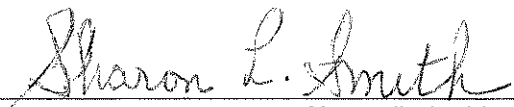
A discussion took place with parents from the Appleseed Ridge region.

DEBRIEF

Jeanette Smith led the board in a discussion that debriefed what they had heard in the discussions with parents. A debrief form will be sent to all board members.

ADJOURNMENT

The meeting adjourned at 4:00 p.m.

A handwritten signature in cursive script that reads "Sharon L. Smith". The signature is written in black ink and is positioned above a horizontal line.

Sharon L. Smith, Secretary