



Girl Scouts.

Girl Scouts of Western Ohio
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BOARD OF DIRECTORS MEETING
Friday, November 13, 2009

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held in Dayton, 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
Margaret G. Beck, First Vice Chair
Sue Matz, Second Vice Chair
Jody Wainscott, Treasurer
Barbara J. Bonifas, CEO*
Kim Amrine
Jerry Brose
Marjorie Houck
Karen Huelsman
Catherine Ingram
Ellen Iobst
Wijdan Jreisat
Beth Keyes
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

GUESTS PRESENT

Guests present:
Sue Stratton, Governance Consultant

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Kathy McMullen

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: September Board Meeting

**MATERIALS
DISTRIBUTED**

Materials distributed:
Direct Inspection Task Group Report

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 8:15 p.m.

**APPROVAL OF
AGENDA
MOTION**

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

**APPROVAL OF
CONSENT AGENDA
MOTION**

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

- Approval of the September board meeting minutes.
- The following members were appointed to the CEO Performance Review Task Group:
 - Nancy Dawes,
 - Margaret Beck
 - Sue Matz
 - Jody Wainscott

INVESTMENT REPORT

Jody Wainscott, Treasurer, reported on the council's investments. The investment task group will be meeting with investment managers on November 16 and will report at the January board meeting. The move from four investment managers to two has been completed.

**DIRECT INSPECTION
TASK GROUP REPORT**

Ellen Iobst reported on the results of the direct inspection of the following policies: 2.4, 2.5, 2.6. Discussion followed.

MOTION

A motion was made to accept the direct inspection task group report for Board Policies 2.4, 2.5, and 2.6 as a reasonable interpretation and in compliance with board policies. Motion approved.

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. The decision to freeze the plan has been postponed until early 2010, due to requests from councils for additional time to understand the issues. Discussion followed. Barbara will continue to keep the board informed about this important issue.

AGENDA PLANNING

The following agenda items will be included in the January meeting which is scheduled on January 23 in Dayton:

- Investment Task Group report
- Report on the pension plan
- Board policy revisions
- Board calendar
- Succession planning

ANNOUNCEMENTS

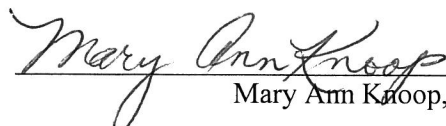
Barbara Bonifas shared a letter that was received by Cincinnati United Way concerning an increase in allocation and support for the Girl Scout program.

ADJOURNMENT

The business meeting adjourned at 8:45 p.m.

EXECUTIVE SESSION

The board entered into Executive Session.


Mary Ann Kroop, Interim Secretary

