

BOARD OF DIRECTORS MEETING
Saturday, November 13, 2010

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held at the Girl Scout office in Dayton, Ohio. President, Nancy Dawes, was in the chair and Secretary, Jerry Brose, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Nancy C. Dawes, Chair
Jody Wainscott, First Vice Chair
Sue Matz, Second Vice Chair
Jerry Brose, Secretary
Kim Turco, Treasurer
Barbara J. Bonifas, CEO*
Kim Amrine
Ann Hartmann
Cheryl Hill
Marjorie Houck
Karen Huelsman
Ellen Iobst
Catherine Ingram
Mary Ann Knoop
Kerry Roe
Carol Sanders
Cheryl Tyler Folsom
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
Susan Osborn, Chief Strategy Officer
Rhonda Curtis, Major Gifts Manager

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Dave Kylander
Kathy McMullen

GUESTS PRESENT

Guests present:
Raye Allen, United Way of Greater Cincinnati

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: September Board Meeting
Task Group Charges: CEO Performance Review Task Group
Memo: Plan of Work and Budget Review
Tactical Planning Process
2011 Sources and Uses Report
2011 Cost Center Budget
2011 Comparative Line Item Statement
Notes to Budget Report
2011 Capital Budget
Memo: Monitoring Report
Board Monitoring Report: Policy 2.4
Memo: Retirement Plan Update
Corporate Resolution: Mutual of America
Memo: Linkage to the Membership Task Group
Guiding Principles for Board Communication
Memo: Board Calendar
Memo: Relationship with the Catholic Church
Articles and Letter Received: Catholic Church
Question and Answers Concerning Girl Scouts
Girl Scouts in the Archdiocese of Cincinnati Position Statement
Memo: CEO Job Description
CEO Job Description Draft
Memo: Fund Development
Storytelling Template
Investment Update
Board Monitoring Memo
Monitoring Report Form

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 10:00 a.m.

**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:

- September board meeting minutes
- Appointment of the CEO Performance Review Task Group: Nancy Dawes, Jody Wainscott, Sue Matz, Jerry Brose
- Acceptance of the resignation of Cheryl Hill, member-at-large, effective November 14, 2010.

**2011 PLAN OF WORK
AND BUDGET**

Barbara J. Bonifas presented the 2011 budget. It was noted that six members of the board had previewed the budget and had the opportunity to provide input to the presentation. Those members were: Jody Wainscott, Sue Matz, Jerry Brose, Kim Turco, Kerry Roe, and Karen Huelsman. Discussion followed and questions were answered.

POLICY MONITORING

Barbara J. Bonifas presented the Monitoring Report for Board Policy 2.4, Financial Planning/Budgeting. She reported that Girl Scouts of Western Ohio is in compliance with all sub-policies, with the exception of 2.4.5, which requires an amount equal to the current year depreciation expense be allocated to the asset replacement fund. The 2011 budget projects that \$593,268 will be transferred to the asset replacement fund, instead of the policy-mandated amount of \$1,059,000. Discussion followed. The board discussed Policy 2.4.5 (asset replacement) and how to handle noncompliance going forward. It was decided to leave it as is and revisit the issue at a later date.

MOTION

That the board approves the Monitoring Report for Policy 2.4 as reasonable interpretation of compliance and with reasonable rationale and evidence for noncompliance.

Motion approved.

MOTION

That the board affirms that the 2011 plan of work and budget is in compliance with Executive Limitation Policy 2.4

Motion approved.

CHARTER UPDATE

Barbara Bonifas, CEO reported that Girl Scouts of Western Ohio has received a full charter (2 years).

PENSION UPDATE

Barbara Bonifas, CEO, presented the update on the GSUSA Pension Plan. Discussion followed. The board was asked to approve a corporate resolution to approve Mutual of America's 403(b) Plan documents. A motion was made as follows:

MOTION

That the board of Girl Scouts of Western Ohio approves the corporate resolution and amendments to the 403(b) Thrift Plan to provide retirement benefits for employees of the council.

Motion approved.

LINKAGE TO THE MEMBERSHIP

Sue Matz, Chair of the Linkage to the Membership, reported on the work of the task group to date. The guiding principles for communication were reviewed. Sue will report back to the board at the January meeting on plans for the annual meeting, as well as specific plans for communicating with the members. The board discussed possible topics for discussion with the membership. A plan for communication will be developed by the task group and shared with the board.

MOTION

A motion was made as follows:

That the board of Girl Scouts of Western Ohio accepts the principles of communication with the membership as presented and amended.

Motion approved.

2011 BOARD CALENDAR

Nancy Dawes led the board in a discussion about the board meeting schedule for 2011. Draft principles for decisions about board meetings were discussed. The following decisions were made:

1. Face to face board meetings will continue to take place on Saturdays; phone meetings may take place on a week night.
2. The board felt that 3-4 face to face meetings annually, including retreats, were necessary to maintain a “well-functioning board”; however, there was a range of individual response/points of view. Phone meetings in between were acceptable.
3. Face to face meetings should “alternate” between Lima and Dayton
4. The next board retreat should occur after the 2012 election, not prior – the general consensus was that a board retreat that included the new CEO and new/current board members would facilitate team building and working principles for the new administration.
5. The next board meeting will take place on Saturday, January 22 in Dayton. Nancy Dawes will develop the schedule of 2011 board meetings and will distribute it to board members. (To note: as mentioned in announcements, per survey filled out by board members during lunch, the annual meeting/board meeting for April will occur on April 16, 2011).

RELATIONSHIP WITH CATHOLIC CHURCH

Barbara Bonifas shared information about ongoing communication with the Catholic Church, specifically the Archdiocese of Cincinnati. The board was updated on a meeting with the National Federation of Catholic Youth Ministry that Barbara attended in Washington D.C. with members of the GSUSA staff. Discussion followed.

CEO SELECTION

Nancy Dawes reported on the work of the CEO Selection Committee. A job description was shared and discussion followed.

MOTION

A motion was made as follows:

That the board of Girl Scouts of Western Ohio accepts the CEO job description for use by the CEO selection committee.

Motion approved.

BOARD EDUCATION

Raye Allen, Director of Major Gifts, United Way of Greater Cincinnati, provided an overview of fund development for the board. Following her presentation, Rhonda Curtis, Major Gifts Manager for Girl Scouts of Western Ohio, shared specific information about our council’s fund development efforts and campaign results. The board then worked in small groups to practice storytelling. Following that activity, a draft scorecard was shared. Board members are asked to provide feedback, via email, on the scorecard. The board scorecard will be developed and presented at the January board meeting. It will be communicated monthly to board members to track activity and participation.

HOW DID WE WORK?

Christi West, November Board Monitor, reported on her assessment of the board's performance during this board meeting. She used the monitoring evaluation and shared her assessment of the board's compliance. The evaluation form will be used at each meeting and kept with board files.

AGENDA PLANNING

The following agenda items will be included in the January meeting which is scheduled on Saturday, January 22 in Dayton:

- Report from Linkage to the Membership task group
- Year End Management Report
- 2011 Annual Campaign Solicitation

ANNOUNCEMENTS

Nancy Dawes reported that the board consensus was that the Annual Meeting should take place on April 16. More information will be distributed as it becomes available.

Ann Hartmann was presented with the Juliette Gordon Low Society membership plaque for her enrollment in our planned giving society. Thank you, Ann.

ADJOURNMENT

The meeting adjourned at 2:25 p.m.



Jerry Brose, Secretary