

**BOARD OF DIRECTORS MEETING**  
**Tuesday, November 29, 2011**

**BOARD OF DIRECTORS** The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held by telephone conference call. 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  
Karen Huelsman  
Barbara J. Bonifas, CEO\*  
Ann Hartmann  
Marjorie Houck  
Ellen Iobst  
Dave Kylander  
Kathy McMullen  
Kerry Roe  
Simone Polk  
Cheryl Tyler-Folsom  
\*ex officio

**STAFF MEMBERS  
PRESENT**

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

**BOARD MEMBERS  
NOT PRESENT**

Board members not present:  
Catherine Ingram  
Mary Ann Knoop  
Kandi Staples  
Christi West

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: September Board Meeting  
Corporate Resolution: PNC Bank  
Memo: 2012 Budget Presentation  
Budget Packet  
Memo and Monitoring Report – Policies 2.4  
SWOT Analysis Fact Sheet  
Investment Update  
Executive Limitations Evaluation Results 2.5-2.7  
Board Fund Development Scorecard

**CALL TO ORDER**

The meeting was called to order by Chair, Nancy Dawes, at 6:00 p.m. The virtual roll call was taken.

**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
- September executive session meeting minutes (mailed separately), approved as amended
- PNC Bank Resolution

**BUDGET  
PRESENTATION**

Barbara Bonifas and Roni Luckenbill presented the 2012 Plan of Work and Budget. It was noted that three members of the board had previewed the budget and had an opportunity to provide input to the presentation. Those members were Ann Hartmann, Simone Polk, and Kandi Staples. Discussion followed and questions were answered.

**MONITORING REPORT  
EXECUTIVE  
LIMITATIONS**

Barbara Bonifas, CEO, presented the monitoring report of Executive Limitations, 2.4. 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 be allocated to the asset replacement fund. Discussion followed. It was suggested that a task group be formed to study the asset replacement fund policy, as well as how to handle all reserve funds. A motion was made as follows:

**MOTION**

That the board accepts the monitoring report for Policies 2.4 as reasonable interpretation and with reasonable rationale and evidence for noncompliance of Policy 2.4.5.

Motion approved.

**OWNERSHIP LINKAGE**

Barbara Bonifas, CEO, reported on recent meetings that have taken place with members of the council in each region. Discussion followed. It was suggested that the "fact sheet" be placed on the website to provide access to all members and that the information be incorporated into the annual meeting communication.

Nancy Dawes, Chair, reported on the National Council Session, held in Houston, Texas, in early November. She reported on the outcome of the three proposals and asked board members to share highlights.

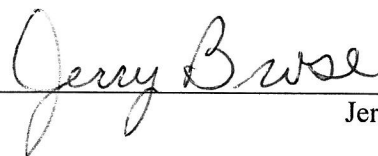
**AGENDA PLANNING**

The following agenda items will be included in the January meeting which is scheduled on Saturday, January 28 in Dayton:

- 2011 Year End Management Report
- Fund Development: Kickoff to the 2012 Annual Campaign
- Report of the Direct Inspection Task Group, 2.4-2.7

**ADJOURNMENT**

The board meeting adjourned at 6:45 p.m.



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Jerry Brose, Secretary