



Girl Scouts of Western Ohio
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Attachment B

BOARD OF DIRECTORS MEETING
Saturday, April 25, 2009

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
Marjorie Houck
Karen Huelsman
Catherine Ingram
Ellen Iobst
Wijdan Jreisat
Beth Keyes
Mary Ann Knoop
Dave Kylander
Sue Matz
Kathy McMullen
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
A.J. Office, Research and Development Director
Susan Osborn, Chief Strategy Officer
Karen Wolford, Regional Director

GUESTS PRESENT

Guests present:
Amy Menke, Board Development Committee Member
Naomi Lippin, GSUSA Council Consultant

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Kim Turco

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: March Board Meeting
Charges: Direct Inspection Task Groups
Charges: Audit Committee
Girl Scout Program Model
Instructions: Webpage
April Meeting Schedule
Motion: Investments

**MATERIALS
DISTRIBUTED**

Materials distributed:
June 13 Schedule – Meetings with Connie Lindsey
Investment Policy Statement

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 12:45 p.m.

**APPROVAL OF
AGENDA**

The agenda was approved.

**APPROVAL OF
CONSENT AGENDA
MOTION**

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

- Approval of the March board meeting minutes.
- Approval of the appointment of Sue Matz as Second Vice Chair, to fill the unexpired term (2009-2010).
- Appointment of the following members to the Audit Committee:
 - Jody Wainscott
 - Catherine Ingram
 - Jill Brewer
 - Lynne LaMacchia
 - Kim Turco
- Appointment of the following members to the Direct Inspection Task Group for Treatment of Girls and Staff Policies:
 - Kim Amrine
 - Beth Keyes
 - Wijdan Jreisat
 - Kathy McMullen
 - Cheryl Tyler-Folsom
- Appointment of the following members to the Direct Inspection Task Group for Financial Policies:
 - Catherine Ingram
 - Ellen Iobst
 - Dave Kylander
 - Carol Sanders
 - Kim Turco.

**ANNUAL MEETING
FOLLOW UP**

Nancy Dawes led a discussion on follow up from the annual meeting. Next year's task group will look at options to get more members to participate in the annual meeting.

**GSUSA
COMMUNICATION**

Nancy Dawes shared plans for National President, Connie Lindsey's attendance at the June board meeting. She shared the topics that Nancy has requested that Connie address in her remarks to the board: core business strategies, issues the national board is facing, and the board's journey of learning.

In addition to meeting with the board during its meeting, the board will have lunch with Connie for a question and answer period. Following lunch, Connie will meet with older girls during their event and with members of the Juliette Gordon Low Society.

BOARD MONITORING

Nancy Dawes led a discussion on monitoring with the board. The responses received from board members for policies: 3.4, 3.8, 4.1, 4.2, and 4.3 were reviewed. At the board's retreat in November, the board may want to consider a change in the cycle of monitoring.

CEO REPORT

Barbara J. Bonifas, CEO, shared her report. The staff continues to keep a close watch on the council's finances. In 2008, we ended the year with revenues covering expenses. The expectation for 2009 is that we will ensure that there are revenues to meet expenses.

Girl Scouts of Western Ohio experienced a membership loss in 2008 and is expected to see another loss in 2009. This is in line with national trends. GSUSA staff are projecting that it will take 18 months to three years to turn around the membership decrease that the national organization is experiencing. For realigned councils, the average loss is 6.6%. Staff have developed a business plan to address the membership loss. It includes a fall membership campaign with defined goals for recruitment of new girls, re-registration of returning troops, and recruitment of volunteer recruiters. The plan and a critical path is being developed and will involve all staff.

Jody Wainscott, Treasurer, led a discussion on the status of the council's investments and the investment task group's efforts to be conservative and preserve capital. Jody presented a motion as follows:

MOTION

That the Investment Task Group be charged to request alternative investment strategies for Girl Scouts of Western Ohio's long-term investments from current investment managers and make necessary changes it deems prudent to preserve capita within the revised asset allocation ranges of:

Cash	0-20%
Fixed Income	25-70%
Equities	25-70%.

Motion approved. The investment task group will report back to the board in June on any changes made.

BOARD EDUCATION

Barbara Bonifas, CEO, reviewed the Girl Scout Leadership Development Experience model with the board and its relationship to the 21st century skills that youth will need.

Discussion focused on the need for GSUSA to address the issue of branding on a national level to support council efforts.

ANNUAL CAMPAIGN

Ellen Iobst reported on the results to date of the board's annual campaign. To date, 12 gifts have been received for a total of \$16,700. This number represents less than 50% participation from board members. Ellen reminded the board that 100% from the board is needed and urged board members to respond quickly. Board members who have not responded will be contacted.

**BOARD SELF
EVALUATION**

The board assessed its performance in the meeting and reflected on its work. Discussion followed. Board members felt that the discussion was good and included diverse viewpoints.

ADJOURNMENT

The business meeting adjourned at 2:20 p.m.



Sharon L. Smith, Secretary