



Girl Scouts of Western Ohio
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BOARD OF DIRECTORS MEETING
Saturday, April 24, 2010

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 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
Barbara J. Bonifas, CEO*
Kim Amrine
Ann Hartmann
Cheryl Hill
Marjorie Houck
Karen Huelsman
Catherine Ingram
Ellen Iobst
Mary Ann Knoop
Dave Kylander
Kathy McMullen
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
A.J. Office, Research and Development Director
Susan Osborn, Chief Strategy Officer

GUESTS PRESENT

Guests present:
Julie Bauke, Congruity Career Consulting
Jim Lay, J.F. Lay & Associates LLC

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Kim Turco, Treasurer

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: February Board Meeting
Monitoring Memo and Summary Reports
Memo: Policy Discussion on Membership
Memo: CEO Perspective on Membership
Memo: 2009 Projections
Memo: Revision to Board Monitoring Schedule
Annual Meeting Survey Summary
Memo: Board Chair/CEO Report
Memo: Julie Bauke
Investment Update

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 10:50 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:

- Approval of the February board meeting minutes.

The following appointments were made:

- Ellen Iobst, Board Development Committee Chair
- Kerry Roe, Audit Committee Chair
- Jody Wainscott, Investment Task Group Chair

POLICY MONITORING

Nancy Dawes led a discussion on the following policies: 3.4, 3.5, 3.6, 3.7, and 3.8. In addition, a follow up discussion was held with policies monitored in February, 4.0, 4.1, 4.2, and 4.3. As a new CEO is hired, the board will consider whether policies need to be changed or further definition is needed concerning expectations of the new CEO

Nancy will check with Sue Stratton concerning the language of 4.3.

The board discussed the issue of membership and whether it should be included as a board policy. An operational membership report was provided by Barbara Bonifas and Susan Osborn. After further discussion, it was determined that the board does not believe that there is a need to provide further definition in the Executive Limitations. The board will look to the CEO to provide her reasonable interpretation on compliance with the GSUSA chartering process.

MOTION

Nancy Dawes asked if there were any objections to moving the board discussion of Policy 2.4, Financial Planning, to the fourth quarter. This was requested by the staff as a way to more accurately project revenues and expenses. A motion was made as follows:

To approve the revisions of the Board Monitoring Schedule to shift monitoring of Policy 2.4 to the fourth quarter of the year.

The Annual Meeting survey results were briefly discussed. Nancy announced that a task group is being charged with looking at communication between the board and our membership. The board will be kept informed.

BOARD CHAIR/CEO REPORT

Nancy Dawes and Barbara Bonifas presented an update on national issues:

- Girl Scout pension plan
- Enhanced role of national council delegates
- 100th Anniversary fund raising campaign
- New Girl Scout brand campaign – a video was shown

BOARD VISIONING

Jim Lay, Consultant, led the board in a discussion about the criteria needed by the new CEO for Girl Scouts of Western Ohio.

EXECUTIVE SESSION

The board entered in Executive Session.

BOARD SELF EVALUATION

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

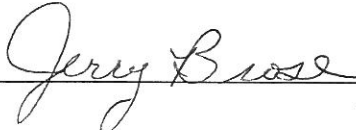
AGENDA PLANNING

The following agenda items will be included in the June meeting which is scheduled on Saturday, June 12 (location to be announced):

- Report of the 2009 audit
- Pension report
- Property task group report
- Approval of charges to “Communication with the Membership” task group
- Internal report of policies

ADJOURNMENT

The meeting adjourned at 3:15 p.m.


Jerry Brose, Secretary