

**BOARD OF DIRECTORS MEETING**  
**Saturday, April 16, 2011**

**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 Lima, 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\*  
Ann Hartmann  
Marjorie Houck  
Karen Huelsman  
Ellen Iobst  
Dave Kylander  
Kathy McMullen  
Simone Polk  
Cheryl Tyler-Folsom  
Christi West  
\*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  
Kerry Roe  
Kandi Staples

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: January Board Meeting  
Minutes: February Board Meeting  
Memo: Direct Inspection Task Group Charges  
Charges: Direct Inspection Task Groups  
Memo: National Girl Scout Retirement Plan Option  
Documents: National Girl Scout Retirement Plan  
Memo: National Council Session  
Memo: Report from Linkage to the Membership Task Group  
Communication Plan: Linkage to the Membership  
Memo: Monitoring Report Summary

Memo: GSUSA Governance Report  
GSUSA Governance Report  
Board Monitoring Memo  
Monitoring Report Form  
Investment Update  
Monitoring Report for Ends

**HANDOUTS**

Materials distributed:  
Board Scorecard  
Prospect Form  
Property Proposal  
Core Business Strategy Continuum

**CALL TO ORDER**

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

**APPROVAL OF  
AGENDA  
MOTION**

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

**INTRODUCTIONS**

Introductions were made.

**APPROVAL OF  
CONSENT  
AGENDA  
MOTION**

The consent agenda was approved after pulling the February board meeting minutes for revision. The following agenda items were included on the consent agenda:

- January board meeting minutes
- Motion to approve suspending the execution of Policy 4.4 (CEO annual performance review) due to the planned retirement of the CEO.

**APPROVAL OF  
EXECUTIVE  
SESSION MINUTES  
MOTION**

The board approved the minutes of the February Executive Session, as revised. Motion approved.

**DIRECT INSPECTION  
TASK GROUPS**

The board was asked to approve a motion to approve the charges to direct inspection task groups as follows:

**MOTION**

That the board approves the charges to the direct inspection task groups

Motion approved.

The following board members have been appointed to the direct inspection task groups:

Treatment of Girls, Volunteers, and Staff (Policies 2.1-2.3)

Margie Houck, Team Leader  
Mary Ann Knoop

Cheryl Tyler-Folsom  
Christi West

Financial Policies (Policies 2.4-2.7)

Jody Wainscott, Team Leader

Karen Huelsman

Catherine Ingram

Kerry Roe

Ann Hartmann

**RETIREMENT PLAN**

Barbara J. Bonifas, CEO, reviewed the history of the issue and presented the option to withdraw from the National Girl Scout Council Retirement Plan. She then presented a recommendation that the board not withdraw from the Plan. The board was asked to formalize the decision, to make it clear to future boards that a decision was made.

**MOTION**

That the board of directors of Girl Scouts of Western Ohio rejects the current option to withdraw from the National Girl Scout Council Retirement Plan, but is willing to consider future withdrawal options, should they become available.

Motion approved.

**PROPERTY**

Barbara J. Bonifas, CEO, and Dave Kylander, Board Member, presented an opportunity to consider the purchase of the property adjacent to the Administrative Center in Cincinnati. A handout was distributed that summarized the proposal and costs. Discussion followed.

**MOTION**

A motion was made to authorize the CEO to negotiate with the owners of the Lake Point Office Park to purchase the property, negotiating to a maximum offer of \$875,000, financed from the asset replacement fund. Discussion followed.

**MOTION**

A motion was made to amend the motion to the following:

to authorize the CEO to negotiate with the owners of the Lake Point Office Park to purchase the property, negotiating to a maximum offer of \$750,000, financed from the asset replacement fund.

Discussion followed.

**WITHDRAW MOTION**

The maker of the motion and the second both agreed to withdraw their amendment.

Motion approved as follows:

To authorize the CEO to negotiate with the owners of the Lake Point Office Park to purchase the property, negotiating to a maximum offer of \$875,000, financed from the asset replacement fund.

**STRATEGY REFRESH**

Barbara J. Bonifas, CEO, presented a PowerPoint presentation on GSUSA's strategy refresh. Discussion followed.

**NATIONAL COUNCIL  
SESSION**

Nancy Dawes, Chair, presented an update on the GSUSA National Council Session.

**OUTGOING BOARD  
APPRECIATION**

Roni Luckenbill, COO, announced that cards had been placed in each folder to write thank you notes to Kim Amrine, Carol Sanders, and Kim Turco. Board members are asked to complete the thank you notes during lunch and drop them in the envelope for each individual to thank them for their tenure on the board.

**LINKAGE TO THE  
MEMBERSHIP TASK  
GROUP**

Sue Matz, Chair of the Linkage to the Membership task group, presented the final report. The task group has recommended that the board consider communication in five categories: ongoing status and action on regular business issues facing the council, state of the council report to the membership, annual council meeting, important issues facing girls, and critical issues facing the council. A document was presented to describe the purpose, frequency, and method of communication for each type. In addition, a recommended timeline was presented. The board discussed the bi-annual meetings that will be alternate between the north and south and agreed that this was an appropriate schedule.

**FUND DEVELOPMENT**

Roni Luckenbill, Chief Operating Officer, shared the board scorecard, to date. Discussion followed. Individual scorecards will be sent to each board member for review and to update our records.

**BOARD MONITORING**

Nancy Dawes reminded the board about the monitoring report summary for policies 3.0 – 3.8. Discussion followed. Nancy asked board members to break into small groups to discuss the GSUSA Governance Report. The small groups were then asked to share with the larger group the discussion and how it relates to the Girl Scouts of Western Ohio board.

**HOW DID WE WORK?**

Ann Hartmann, April 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.

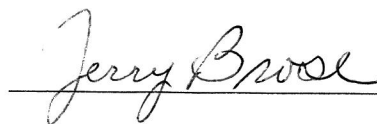
**AGENDA PLANNING**

The following agenda items will be included in the June meeting which is scheduled on Saturday, June 11 by phone:

- Property Report
- Audit Report
- Report of Executive Limitations 2.1-2.3

**ADJOURNMENT**

The meeting adjourned at 2:05 p.m.



Jerry Brose, Secretary