

BOARD OF DIRECTORS MEETING
Tuesday, April 29, 2014

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. President, Jody Wainscott, was in the chair and Secretary, Kimber Fender, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Jody Wainscott, Chair
Ellen Iobst, First Vice Chair
Ann Hartmann, Second Vice Chair
Kimber Fender, Secretary
Victoria Nilles, Treasurer
Jeanne Bernish
Nancy Dawes*
Bridget Doherty
Sue Gantz Matz
Theresa Hirschauer
Iris Juergens
Dave Kylander
Roni Luckenbill, CEO*
Susan Redman-Rengstorf
Zo Redman
*ex officio

**BOARD MEMBERS
PRESENT BY PHONE**

Board members present by phone:
Angela Granata
Barbara Oostra
Kandi Staples

**BOARD MEMBERS
ABSENT**

Board members absent:
Pat Neal-Miller

**STAFF MEMBERS
PRESENT**

Staff members present:
Marcia Dowds, Director of Development & Marketing
Cheryl Drinnen, Assistant to the CEO
Linda Odenbeck, Finance Director
A.J. Office, Director of Research & Evaluation
Susan Osborn, Chief Strategy Officer

GUESTS PRESENT

Guests present:
Jim Creeden, BKD
Jessica Haag, BKD
Jerry Brose, former board member
Karen Hueslman, former board member

Marjorie Houck, former board member
Catherine Ingram, former board member
Cheryl Tyler-Folsom, former board member
Christi West, former board member

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Audit Report Memo
2013 Audit
2013 Management Letter
Executive Limitations Policy Revision Memo
Ends Monitoring Recommendation Memo
Ends Monitoring Task Group Charges
Consent Agenda Memo
January Board Meeting Minutes
Corporate Resolution
Board Monitoring Report Memo & Form
Investment Update
Monitoring Report for Governing Policies

HANDOUTS

Materials distributed:
ToGetHerTher Campaign Results Year 1, 2 & 3
Fund Development: Our Theory of Change

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 5:00 p.m.

INTRODUCTIONS

With newly elected members, introductions were made.

**APPROVAL OF
AGENDA
MOTION**

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

**REPORT OF THE
2013 AUDIT**

Jim Creeden, with BKD, LLP, along with Jessica Hagg, presented the 2013 audit and management letter to the board. There were no significant concerns expressed for the council. Discussion followed.

MOTION

That the board accepts the 2013 Audit as presented. Motion approved.

**EXECUTIVE
LIMITATIONS POLICY**

Roni Luckenbill reviewed the reasoning for revising Policy 2.4.5. Discussion followed. The following motion was made:

MOTION

That the board revises Policy 2.4.5 as follows: Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan. Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not plan an asset replacement fund that is less than 35% nor greater than 50% of accumulated depreciation. This fund shall be evaluated at least biennially to determine if the fund continues to be reasonably adequate, but not excessive, to meet its stated purpose.

Motion approved.

ENDS MONITORING

Nancy Dawes reported on Ends monitoring. She will chair the Task Group on Ends Monitoring to provide a process and template for reporting and monitoring that brings consistency between Girl Scouts of Western Ohio outcome data and Girl Scouts of the USA national program evaluation data to assist the board in assessing compliance with our Ends policies. Sue Matz, board member and A.J. Office, Director of Research & Evaluation will serve on the group. Anyone else interested in serving should contact Nancy or Roni.

PROPERTY UPDATE

Susan Osborn, Chief Strategy Officer, provided an update on the Camp Improvement Task Group. Next steps include recommending updates to the values statement on camp program sites and guiding principles for decision-making on property; visiting the four largest camps and make recommendations to provide consistent access to core outdoor experiences and based on established guidelines; prioritize camps for detailed recommendations and plans; and provide recommended plans and estimates for improvements at 1-2 camps.

FUND DEVELOPMENT

Ann Hartmann and Susan Redman-Rengstorf, members of the Fund Development Task Group provided an update on fund development. The goal of the board is to have 100% participation and contribute \$40,000. To date, there are two outstanding gifts and approximately \$33,000 raised. Information about corporate sponsorships was shared and members were asked to complete the form identifying potential sponsors. Members were also asked to review the prospect list of the top 10 companies identified to solicit and if they know anyone at one of the companies to contact Marcia Dowds.

APPROVAL OF CONSENT AGENDA MOTION

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

- Minutes of the January 2014 Board Meeting
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to act as signer on contracts, checks, and orders for the payment, receipt, or deposit of money and access to securities of the Council.
- Appointment of Kandi Staples as Chair of the Board Development Committee
- Minutes of the March 18 Executive Session Meeting

HOW DID WE WORK?

Dave Kylander, April Board Monitor, reported on his assessment of the board's performance during this board meeting. He used the monitoring evaluation and shared his assessment of the board's compliance. The evaluation form is 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 Tuesday, June 24, at the Dayton office:

- Charter process
- Appointment of girl members
- Property report

- Fund development report
- Monitoring of Policies 2.1, 2.2, 2.3
- Proposal on GSUSA volunteer systems project
- Board Retreat

ADJOURNMENT

The meeting adjourned at 6:50 p.m.



Kimber Fender, Secretary