

BOARD OF DIRECTORS

The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held via conference call. President, Ellen Iobst, was in the chair and Kimber Fender, Secretary, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:

Ellen Iobst, Chair
Victoria Nilles, 1st Vice Chair
Ann Hartmann, 2nd Vice Chair
Kimber Fender, Secretary
Zo Redman, Treasurer
Cassie Barlow
Colleen Bell*
Alex Bielecki*
Patrice Borders
Sue Gantz Matz
Shannon Glass
Angela Granata
Theresa Hirschauer
Roni Luckenbill, CEO*
Jenny Michael
Barb Oostra
Susan Redman-Rengstorf
Bill Schretter
Jody Wainscott*
Rebecca Westlake
*ex officio

**BOARD MEMBERS
ABSENT**

Board members absent:

Michelle Krummen
La Costa Moore
Pat Neal-Miller

**STAFF MEMBERS
PRESENT**

Staff members present:

Marcia Dowds, Chief Development Officer
Cheryl Drinnen, Assistant to the CEO
Linda Odenbeck, Chief Financial Officer
A.J. Office, Director of Research & Evaluation
Susan Osborn, Chief Operating Officer

GUESTS PRESENT

Guests present:

Brian Grote, Audit Committee Chair
Brian Todd, Clark Schaefer Hackett

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
November 2016 Board Meeting Minutes
2016 Special Gifts List
Audit Report Memo

2016 Audit
2016 Management Letter
2016 Year-End Report on Ends Memo
2016 Year-End Report on Ends
2016 Program Effectiveness Impact Report
Monitoring Worksheet for Ends Policies
Fund Development Dashboard
Bylaws Review Memo
Bylaws
CEO Performance Review Process Memo
Process for Annual Review of CEO
Board Monitoring Memo & Form
Investment Update
2017 Conflict of Interest Statement

HANDOUTS

Materials distributed:
Board Meeting Presentation
Virtual Seating Chart

CALL TO ORDER

The meeting was called to order by Chair, Ellen Iobst, at 4:30 pm.

**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:

- Minutes of the November 2016 Board Meeting
- 2016 Special Gifts List
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2017-2018 requests for funding to United Ways within our jurisdiction
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2017 Girl Scouts of the USA volunteer recognitions
- Corporate resolution to authorize the CEO and CFO of Girl Scouts of Western Ohio to approve all troop bank account relationships in 2017-2018. This is being done to comply with bank requirements due to the Patriot Act.
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to execute and sign all documents necessary on contracts, checks, and orders for payment, transfer, receipt, or deposit of money and access to securities of the council, as described in the Bylaws, Article XII, Section 4.

BOARD CHAIR REPORT

Ellen Iobst, Chair, reminded the board about the new Girl Scout movement strategy that she reviewed at the November meeting and how Girl Scouts is in a unique position to fill the pipeline of women leaders with more caring, courageous, and competent women by leading like a G.I.R.L. This is an exciting time for our movement and she is looking forward to what this means for our girls and young women.

**REPORT ON THE
2016 AUDIT**

Brian Todd with Clark Schaefer Hackett, presented the 2016 audit and management letter. He reported that this was the first time in three years that we have comparative data since we moved from a calendar year to a fiscal year ending September 30. There were no significant concerns expressed for the council. Following discussion, a motion was made:

MOTION

That the board accepts the 2016 audit as presented. Motion approved.

REPORT OF THE CEO

Roni Luckenbill, CEO, presented the 2016 Year-End Report of Ends. She Reviewed her interpretation of the Ends, followed by a summary of the evidence of compliance by A.J. Office, Director of Research & Evaluation. Following discussion, a motion was made:

MOTION

That the board accepts the monitoring report for Policy 1.0 Global Ends as reasonable interpretation and in compliance. Motion approved.

**FUND DEVELOPMENT
TASK GROUP**

Theresa Hirschauer, Fund Development Task Group Chair, reported on the 2017 board leadership campaign. To date we are at 75% of the dollar goal of \$44,000 and that 12 board members have completed their pledge and there are 12 outstanding. All 12 that have pledged have committed to the ToGetHerThere Circle. Pledges are due by January 31. She also reported that the task group will be looking into whether or not other non-profits have a give/get policy and will present findings at the April board meeting. As a reminder, board members are encouraged to attend and invite a friend to the upcoming Women of Distinction celebration in Cincinnati on Tuesday, March 14 at The Queen City Club and the Gold Award event on Sunday, March 5, at the Ponitz Center at Sinclair College.

**OUTDOOR EXPERIENCE
& PROPERTY TASK GROUP**

Sue Matz, Outdoor Experience & Property Task Group Chair, presented an update on the status and timeline on the work of the administrative centers; and update on the camp plan; and how the task group will be working. She also provided an update on the sale of the Lake Pointe property next door to the Cincinnati office. Unfortunately, the deal with the hotel group that is building on the other side of the property fell through since they wanted six months to make a decision. We have signed an agreement with CBRE Realtors with an asking price of \$950,000. The board will be informed about any serious offers that are received.

**GOVERNANCE TASK
GROUP**

Victoria Nilles, Governance Task Group Chair, reported that the Bylaws were reviewed by the attorney and no revisions were needed. An update version of the Bylaws that now includes the review date were included in the mailing as Attachment M. She reported that the task group priority for 2017 is to provide board education on the terminology/language used in policy governance and to reinforce the existing board orientation training that is provided to new members. This will include members following up with new members after each meeting to make sure there are no questions, as well as looking at the board calendar and providing information regarding what will be presented, what the staff will do and what is expected of board members.

**CEO PERFORMANCE
REVIEW**

Ellen Iobst, Chair, presented an overview on the process used to review the performance of the CEO, which was included in the mailing as Attachment O and how the process ties to board Policy 4.4 – Monitoring CEO Performance and Policy 4.5 – CEO Compensation and Benefits. The task

group to conduct the performance is made up of the board officers, who will meet with the CEO on January 25 to hear her self-assessment toward meeting the Ends, compliance with executive limitations and monitoring reports, as well as reporting on achievements in the previous year. The task group will then meet in February to review what was presented and to develop recommendations, which will then be submitted to the board for approval during the executive session at the March 28th meeting.

HOW DID WE WORK?

Shannon Glass, January Board Monitor, reported on her assessment of the board's performance during the board meeting. She used the monitoring evaluation and shared her 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 March meeting, which is scheduled for Tuesday, March 28, 2017, 4:30 pm via conference call:

- Fund Development Task Group Report
- Governance Task Group Report
- Outdoor Experience and Property Task Group Report
- Appointment of task groups and chairs
- CEO Report on entrepreneurship opportunities for girls
- Executive Session to complete the CEO performance review process

ADJOURNMENT

The meeting adjourned at 6:00 pm.



Kimber Fender, Secretary

