



Girl Scouts.

Girl Scouts of Western Ohio
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Attachment C

BOARD OF DIRECTORS MEETING
Saturday, January 24, 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*
Jerry Brose
Dale Goldberg
Marjorie Houck
Karen Huelsman
Ellen Iobst
Mary Ann Knoop
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, Buckeye Trails

VISITORS PRESENT

Visitors present:
Nancie Entenmann, Board Development Committee Member

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Debbie Watts Robinson, Second Vice Chair
Kim Amrine
Judy Barnard
Jan von der Embse
Catherine Ingram
Wijdan Jreisat

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: November Board Meeting
2008 Gift List
Draft Letter to GSUSA
GSUSA documents: survey and timeline for deliverables
Memo: Slate of Nominees
Memo: Communication Procedures
Communications Procedures
Memo: Board Monitoring
Board Compliance Monitoring Tools
Memo and Report: Direct Inspection Report
2008 Year End Report of Ends and Executive Limitations
Core and Enabling Processes Report
Memo: Camp Brookside
Investment Report
Memo: Dialogue with Parents
Conflict of Interest Statement
December 18, 2008 Conference Call Notes

**MATERIALS
DISTRIBUTED**

Materials distributed:

2009 Annual Campaign Pledge Letter
Board Participation Upcoming Events

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 10:05 a.m.

**APPROVAL OF
AGENDA
MOTION**

A motion was made to approve the agenda as revised to move the annual campaign report to an earlier time. 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 November board meeting minutes.
- Approval of the 2008 gift list

**FOLLOW UP:
NATIONAL COUNCIL
SESSION**

Nancy Dawes led a discussion on the draft letter to GSUSA to follow up on the concerns that Girl Scouts of Western Ohio has been addressing with GSUSA. After discussion, it was decided to send two letters: one would congratulate Connie Lindsay on her election and invite her to attend the annual meeting or a board meeting; the second would be sent directly to the board through Connie and would address the issues and ask for action. There was interest in ensuring that our desire for a partnership be shared.

**ANNUAL MEETING
REPORT**

Roni Luckenbill, Chief Operating Officer, reported on plans for the 2009 Annual Council Meeting, which will take place on Saturday, April 25 in Dayton. Election plans were shared with the board. The election will be open mid-February through March 30 and will be handled electronically (with accommodations for those requesting paper ballots). All board members will receive an email with the link to the ballot and are asked to make sure that they vote. A plan to check credentials and ensure that members vote only once is being developed. Agenda items for the meeting include a state of the council report, introduction of new board members, presentation of a plaque from GSUSA, a discussion topic, and Q&A session. Staff is still working on plans to videotape the meeting and post it on our website.

BOARD SLATE

Sue Matz, Board Development Committee Chair, presented the 2009 slate of officers, board members, and board development committee members. She asked board members to continue to refer names of potential candidates to the Board Development Committee for future use.

**COMMUNICATION
PROCEDURE**

Roni Luckenbill, Chief Operating Officer, presented the communication procedures. After discussion, it was decided that we will have an ongoing agenda item with any issues that are submitted by members for board consideration. A whistleblower policy will be added to the Volunteer Resource Guide.

Board members were directed to the handout and sign up sheet on upcoming events for board participation. All board members were encouraged to sign up for events and are welcome to update the list as time allows. The list will be distributed to all board members. Roni Luckenbill will provide the list to staff who are planning the activities and encourage them to include board members in the presentations, introductions, or speaking roles.

Ellen Iobst shared results of the 2008 board annual campaign and encouraged board members to give generously in 2009. Pledge letters were distributed. Board members are asked to return their completed pledge letter by the end of February.

BOARD MONITORING

Nancy Dawes led a discussion on monitoring with the board. A motion was made to revise Policy 2.9.2 as follows:

MOTION

“Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, including material variances of actual to budget performance, particularly changes in the assumptions upon which any board policy has previously been established.”

Motion approved.

Board members were asked to turn in copies of completed monitoring reports for Policies 3.6, 3.7, and 4.0. A brief discussion was held about each of these policies.

DIRECT INSPECTION

Dale Goldberg presented the report of the direct inspection that was carried out by members of the Audit Committee in December. She reported that the task group was impressed with the level of recordkeeping and the meticulous files that staff were maintaining. The direct inspection task group is confident that the policies are being managed as expected. Dale reported that this is an excellent way for board members to understand how staff have operationalized the board policies and encouraged all board members to volunteer for future direct inspections. She also recommended that a non-board member continue to be included on future direct inspection task groups.

MOTION

A motion was made to accept the direct inspection task group report for Board Policies 2.4 Financial Planning/Budgeting; 2.5 Financial Conditions and Activities; and 2.6 Asset Protection, as revised to include the names of the policies in the title and to add CPA after Lynne LaMacchia’s name. Motion approved.

CEO REPORT

Barbara Bonifas, CEO, presented the 2008 Year End Report of Ends and Executive Limitations. After reviewing her interpretation of the Ends, Barbara summarized the findings of our baseline data. In addition, she reminded the board that, in future years, they will not get the detailed report of activities delivered in the core and enabling processes, but she felt it important, in this first year, to provide the information. Barbara communicated that the membership is down over past years and she expects it to continue to be in a decline for the next few years.

MOTION

A motion was made to accept the monitoring report of the Ends.

Motion approved.

CAMP BROOKSIDE

Jane Krites, Executive Vice President, presented the report on Camp Brookside and submitted the recommendation as follows:

MOTION

1. Endorsement of the Property Management Criteria:
 - o To ensure the protection and safety of Girl Scouts.
 - o To support high quality Girl Scout program experiences.
 - o To promote environmental stewardship
 - o To maintain fiscal efficiency, maximizing program benefit for every council investment.
 - o To minimize liability to Girl Scouts of Western Ohio.
 - o To protect the property's future value and minimize future liabilities.
 - o To maximize access for members, including ensuring that members are given priority for camp

2. Girl Scouts of Western Ohio will focus its property investments in council-owned property and restrict any investment in non-owned property to normal rental or related fees or short-term, limited investments to meet a specific programmatic need.

3. Girl Scouts of Western Ohio will notify the Sidney Community Foundation that:
 - a) Girl Scouts will continue to use Camp Brookside as a camp facility.
 - b) The Girl Scouts can no longer afford to continue to maintain the property.
 - c) We would support and would like to encourage the foundation to consider options that would enable continued Girl Scout use of the property as a camp facility, as has been proposed by the Shelby County Park District.
 - d) The Girl Scouts will convene or participate in a task group made up of stakeholders, including Girl Scout volunteers to bring this situation to a positive resolution.

MOTION

Motion approved.

Barbara reported that she is suggesting that a study group, made up of various stakeholders, be charged with reviewing our council properties.

INVESTMENT REPORT

Jody Wainscott, Treasurer, reported that the investments of Girl Scouts of Western Ohio are down 26% in 2008, while the S&P, our benchmark, is down 37% for the same period. The investment task group has a meeting scheduled with each investment manager in late February.

AGENDA PLANNING

Nancy Dawes expects that the March board meeting will be held by conference call. Agenda items planned are:

- A report of the CEO Performance Review Task Group
- Annual meeting preparation
- Investment report
- Update on financial status of council

**BOARD SELF
EVALUATION**

The board assessed its performance in the meeting and reflected on its work. Small group discussion took place and no deficiencies were noted. It was recommended that the board consider appointing mentors for new board members. Nancy shared initial plans for new board orientation, which will take place prior to the annual meeting.

ANNOUNCEMENTS

The next board meeting will be by conference call on Saturday, March 21.

Board members were asked to turn in their conflict of interest statements and board compliance monitoring tools. These monitoring tools will be compiled into one report and provided to the board at a future meeting.

ADJOURNMENT

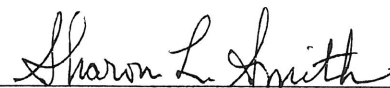
The business meeting adjourned at 12:25 p.m.

PARENT DISCUSSION

A discussion took place with parents from the Buckeye Trails region.

DEBRIEF

Jeanette Smith led the board in a discussion that debriefed what they had heard in the discussions with parents. A debrief form was completed and turned in by all board members participating in the discussions.



Sharon L. Smith, Secretary