

BOARD OF DIRECTORS MEETING
Saturday, September 18, 2010

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held by conference call. 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
Kim Turco, Treasurer
Barbara J. Bonifas, CEO*
Ann Hartmann
Ellen Iobst
Mary Ann Knoop
Dave Kylander
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
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Kim Amrine
Cheryl Hill
Marjorie Houck
Karen Huelsman
Catherine Ingram
Kathy McMullen

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: June Board Meeting
Task Group Charges: Linkage to the Membership
Memo: Policy Revision
Memo: Council Performance Indicator

Council Performance Indicator Dashboard
Council Chartering Measures Reference Form
Council Performance Indicator Documentation Reference
Council Performance Indicator Checklist
GSUSA Council 5-Year Analysis
Memo: Defined Contribution Plan
Memo: National Council Proposals
Memo: Telling the Girl Scout Story
Success Stories
Girl Scouts – Partners in Educational, Personal, and Leadership Success
Memo: CEO Selection Committee Report
Investment Update
Board Monitoring Memo
Monitoring Report Form
Policy Monitoring Evaluation Summary
Virtual Seating Chart

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 10:00 a.m.

**APPROVAL OF
AGENDA
MOTION**

A motion was made to approve the agenda as revised, to include discussion of Attachment K. Motion approved.

**APPROVAL OF
CONSENT AGENDA
MOTION**

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

- June board meeting minutes
- Corporate Resolution from MetLife Insurance Company of Connecticut approving the signature of Barbara J. Bonifas, CEO, as official signator to receive, on behalf of Girl Scouts of Western Ohio, an annuity from the trust of Wilma Hessberger.

**POLICY
MONITORING**

Nancy Dawes led the board in a discussion about a revision in wording for Policy 4.3.3. Motion was made as follows:

MOTION

As long as the CEO uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities.

Motion approved.

Nancy Dawes asked board members for input on the feedback received concerning the Monitoring Report for Policies 2.5, 2.6, and 2.7. Discussion followed. Barbara Bonifas clarified the question about cash flow. Nancy suggested that a board task group be charged with determining what compliance would look like for these policies. At a future date the board will look at the language around Policy 2.5.1. A motion was made as follows:

MOTION

That the board approve the Monitoring Report for Policies 2.5, 2.6, and 2.7 as reasonable interpretations of compliance.

Motion approved.

**COUNCIL
PERFORMANCE
INDICATOR**

Barbara Bonifas, CEO, reported on the council chartering process. This report was submitted to the GSUSA Board of Directors in August. To date, no notification has been made about the council's charter. Discussion followed.

PENSION UPDATE

Barbara Bonifas, CEO, presented the update on the GSUSA Pension Plan. She is recommending that the council provide a defined contribution plan to replace the frozen defined benefit plan. Discussion followed. A motion was made as follows:

MOTION

That Girl Scouts of Western Ohio elect to participate in a defined contribution plan. Further, the council will pay 3% of payroll as a base contribution and provide a 2% match (up to a specific dollar amount).

Motion approved.

**NATIONAL COUNCIL
PROPOSALS**

Barbara Bonifas reviewed the two proposals that have been submitted by Girl Scout councils. Discussion followed. A motion was made to support the submission of the proposal from Oklahoma:

MOTION

That Girl Scouts of Western Ohio support the placement of the proposal from Girl Scouts of Western Oklahoma on the national council agenda.

Motion approved.

**BOARD
DEVELOPMENT
COMMITTEE
REPORT**

Ellen Iobst, Board Development Committee Chair, reported on the work of the Board Development Committee to date. The committee will be in touch with all board members who have terms expiring in 2011 to determine interest in returning for another term. Any board member who is considering not completing their term should contact Ellen immediately. Two board members are needed to be placed on the slate for Board Development Committee beginning in May 2011. All board members are encouraged to submit prospective board member names by using the prospect form, which is located on the board website. Board members are encouraged to consider becoming a National Council Delegate for the 2011 National Council Meeting in Houston, Texas, November 10-13. Board members should notify Ellen of their interest in this position.

**TELLING THE GIRL
SCOUT STORY**

Susan Osborn briefly reviewed the success stories which had been included in the board packet. Discussion followed about next steps. The board was asked to review the success stories, quotes from camp evaluations, and case to use in talking about Girl Scouts. The discussion will continue at the January board meeting with a possible panel discussion by girls and parents. Fund development staff may be invited to the meeting to provide additional support for next steps.

CEO SELECTION

Nancy Dawes reported on the work of the CEO Selection Committee. A decision was made to postpone activating the process until summer 2011 when the posting and interviewing of internal candidates will occur, with a recommendation to the Board in the September 2011 board meeting. A job description will be brought to the board in November. Discussion followed.

HOW DID WE WORK?

Dave Kylander, September 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 will be used at each meeting and kept with board files.

AGENDA PLANNING

The following agenda items will be included in the November meeting which is scheduled on Saturday, November 13 in Dayton:

- Pension plan updates
- CEO succession – job description
- Appointment of the CEO Performance Review Task Group
- Report from Linkage to the Membership task group
- Proposed schedule for 2011 board meetings (The date of the January 2011 meeting will be sent to the board as soon as possible)

ADJOURNMENT

The meeting adjourned at 11:45 a.m.



Jerry Brose, Secretary