

**BOARD OF DIRECTORS MEETING**  
**Saturday, September 17, 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  
Ellen Iobst  
Mary Ann Knoop  
Dave Kylander  
Kathy McMullen  
Simone Polk  
Kandi Staples  
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:  
Karen Huelsman  
Catherine Ingram  
Kerry Roe

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: June Board Meeting  
Memo and Report – Direct Inspection Task Group: Policies 2.1-2.3  
Memo: Monitoring of Executive Limitations  
Monitoring Report – Policies 2.5-2.7  
Board Monitoring Memo  
Monitoring Report Form  
Investment Update  
Executive Limitations Evaluation Results 2.1-2.3

**HANDOUTS**

Materials distributed:

Executive Limitations Evaluation Form, Policies 2.5-2.7

**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. 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
- Appointment of Laura Ford-Harris to fill a vacancy as a National Council Delegate

**DIRECT INSPECTION  
TASK GROUP REPORT**

Margie Houck, Direct Inspection Task Group Chair, presented the report of the direct inspection task group, regarding Executive Limitations 2.1-2.3.

**MOTION**

A motion was made to accept the direct inspection task group report for Board Policies 2.1, 2.2, and 2.3 as a reasonable interpretation and in compliance with board policies. Motion approved.

**MONITORING REPORT  
EXECUTIVE  
LIMITATIONS**

Barbara Bonifas, CEO, presented the monitoring report of Executive Limitations, 2.5, 2.6, and 2.7. Discussion followed. A motion was made as follows:

**MOTION**

That the board accepts the monitoring report for Policies 2.5, 2.6, and 2.7 as reasonable interpretations and in compliance.

Motion approved.

Barbara Bonifas, CEO, also provided a brief operational report.

1. Girl Scouts of Western Ohio will end the 2010-2011 membership year with a 6% decrease in membership, or 3000 girls. The decrease is in "series" membership, not in troop membership.
2. Three special projects will inform our work going forward:
  - Xavier Consulting Group – interviews and focus groups with staff on gap areas
  - Coaching supervision training and coaching
  - GSUSA Special Audit with Deloitte and Touche – the Direct Inspection Task Group may also be able to take advantage of this work.
3. Jane Krites has been named Visionary Leader in Lima. The board commended Jane on this honor.

**BOARD DEVELOPMENT  
COMMITTEE REPORT**

Christ West, Board Development Committee Member, reported on the work of the Board Development Committee. Jody Wainscott's name will be placed on the slate of officers as Board Chair in April, 2012. Other officers are being placed. Current members of the board with terms expiring in 2012 are being interviewed to determine their willingness and interest in another term of office. Board members are encouraged to identify potential members for board and board development committee. The Board Development Committee will be considering 1-2 girls for placement on the board in 2012.

**PROPERTY UPDATE**

Dave Kylander reported on the status of the meeting with volunteers concerning the disposition of Camp Ladigrau. The meeting was well attended by approximately 15 volunteers and plans were made for a ceremonial closing event. Volunteers were able to understand the data presented and the decision to close the camp.

Barbara Bonifas shared the plans for meetings with volunteers in each region in October. Data packets are being developed to assist meeting participants in the identification of strengths, weaknesses, opportunities, and threats to Girl Scouts of Western Ohio. The dates of each meeting will be sent to board members.

**HOW DID WE WORK?**

Cheryl Tyler Folsom September 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 November meeting which is scheduled on Tuesday, November 29, by conference call:

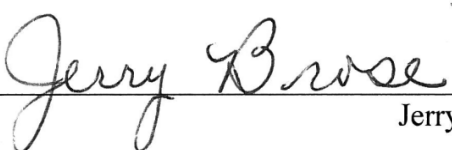
- 2012 Plan of Work and Budget Presentation
- Report from the National Council Session
- Report of the Direct Inspection Task Group, 2.5-2.7
- Fund Development
- Next steps in the Camp Ladigrau disposition.

**ADJOURNMENT**

The board meeting adjourned at 11:05 a.m.

**EXECUTIVE SESSION**

The board entered into Executive Session.

  
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Jerry Brose, Secretary