

BOARD OF DIRECTORS MEETING
Tuesday, September 23, 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, 1st Vice Chair
Ann Hartmann, 2nd Vice Chair
Kimber Fender, Secretary
Victoria Nilles, Treasurer
Nancy Dawes*
Bridget Doherty
Sue Gantz Matz
Dave Kylander
Roni Luckenbill, CEO*
Barb Oostra
Zo Redman
Kandi Staples
Alex Stelter*
*ex officio

**BOARD MEMBERS
PRESENT BY PHONE**

Board members present by phone:
Iris Juergens
Pat Neal-Miller

**BOARD MEMBERS
ABSENT**

Board members absent:
Susan Redman-Rengstorf
Theresa Hirschauer

**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

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Budget Packet
Monitoring Report – 2.4
Direct Inspection Memo, 2.5 – 2.7
Direct Inspection Memo, 2.1 – 2.3
Ends Monitoring Task Group Report

Fund Development Memo
National Council Proposals Discussion
Consent Agenda Memo
June Board Meeting Minutes
CEO Performance Review Task Group Charges
Board Monitoring Report Memo & Form
Investment Update
Board Monitoring Report Evaluation Results 2.1-2.3 & 2.5-2.7
2015 Board Calendar

HANDOUTS

Materials distributed:
Girl Scout Outcomes Strategy By Pathway
Girl Scout Brownie Survey – Spring 2014
Referral Form for Board of Directors & Board Development Committee

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 4:31 pm.

**APPROVAL OF
AGENDA
MOTION**

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

**BUDGET
PRESENTATION**

Roni Luckenbill, CEO, presented the 2015 Plan of Work and Budget. It was noted that four members of the board had previewed the budget and had an opportunity to provide input to the presentation. Those members were Victoria Nilles, Barb Oostra, Jeanne Bernish, and Bridget Doherty. Discussion followed and questions were answered.

**REPORT ON
EXECUTIVE
LIMITATIONS
MOTION**

Roni Luckenbill, CEO, presented the monitoring report on Executive Limitations, Policy 2.4. Discussion followed. A motion was made as follows:

That the board accepts the monitoring report for Policy 2.4 as reasonable interpretation and in compliance.

Motion approved.

**DIRECT INSPECTION
TASK GROUP REPORT
MOTION**

Sue Matz, Direct Inspection Task Group Chair presented the report of the Direct Inspection Task Group for Policies 2.1, 2.2, and 2.3. Discussion followed. A motion was made as follows:

That the board accept the Direct Inspection Task Group report for policies 2.1, 2.2, and 2.3 as reasonable interpretation and in compliance. Motion approved.

Sue Matz, also chaired the Direct Inspection Task Group for Policies 2.5, 2.6, and 2.7, and presented the report. Discussion followed. A motion was made as follows:

MOTION

That the board accept the Direct Inspection Task Group report for policies 2.5, 2.6, and 2.7 as reasonable interpretation and in compliance. Motion approved.

ENDS MONITORING TASKS GROUP REPORT

Roni Luckenbill, CEO, provided an overview of the work of the Ends Monitoring Task Group and their proposed new wording for the Ends. Discussion followed. A motion was made as follows:

MOTION

That the global End remains the same and the Ends statements be revised as follows:

Girls demonstrate courage, confidence, and character, and make the world a better place.

- A. Girls understand themselves and their values and use their knowledge and skills to explore the world.
- B. Girls care about, inspire, and team with others locally and globally.
- C. Girls act to make the world a better place.

These Ends will be achieved at a cost that balances time, resources, and results.

Motion approved.

FUND DEVELOPMENT

Ann Hartmann led the board in a discussion regarding the role of the board in building relationships within the community that will help support the Girl Scout mission. Ann reminded the board to look at the sponsorship books that were mailed to each member and to identify potential sponsors in their community.

NATIONAL COUNCIL SESSION PROPOSALS

Ellen Iobst led a discussion regarding the three proposals that will be presented for debate and action at the 2014 Girl Scout National Council Session. The three proposals discussed were: 1) Flexibility of Dues and Registration Practice; 2) Reporting Relationship of the Chief Financial Officer; and 3) Role of the Past President.

BOARD DEVELOPMENT

Kandi Staples, Board Development Committee Chair provided an update on the positions that will need to be filled. Dave Kylander is the only board member that is not eligible to serve another term, so there will be at least one additional board member needed. Board members were asked to recommend candidates and a copy of the "Referral Form for Board of Directors and Board Development Committee" was provided in each member's folder.

PROPERTY

Susan Osborn, Chief Strategy Officer, provided a brief property update. The Glen Helen Association received authorization from the Ohio Public Works to expend funds on the property due diligence investigation at Camp Greene and have contracted with a title agency. The closing is currently projected for November. The improvement work at Woodhaven has begun. The roof at Duffy lodge has been replaced and exterior water damage has been repaired or replaced. Regarding the Administrative Facility Task Group, members are currently being identified and data packets for each facility are being developed.

**APPROVAL OF
CONSENT AGENDA
MOTION**

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

- Minutes of the June 2014 Board Meeting
- Appointment of the CEO Performance Review Task Group: Jody Wainscott, Ellen Iobst, Ann Hartmann, Kimber Fender, and Victoria Nilles.

HOW DID WE WORK?

Bridget Doherty, 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 is used at each meeting and kept with board files.

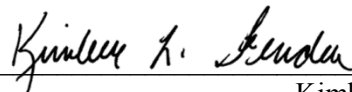
AGENDA PLANNING

The following agenda items will be included in the November meeting, which is scheduled on Tuesday, November 18, by conference call:

- National Council report
- Property update
- Board Development Committee report
- Fund Development report
- February Board Retreat

ADJOURNMENT

The meeting adjourned at 6:18 pm



Kimber Fender, Secretary