

BOARD OF DIRECTORS MEETING
Friday, October 4, 2013

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, Jerry Brose, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Jody Wainscott, Chair
Ellen Iobst, First Vice Chair
Sue Matz, Second Vice Chair
Jerry Brose, Secretary
Karen Huelsman, Treasurer
Nancy Dawes*
Angela Granata
Ann Hartmann
Catherine Ingram
Dave Kylander
Roni Luckenbill, CEO*
Patricia Neal-Miller
Kandi Staples
Cheryl Tyler-Folsom
Christi West
*ex officio

**BOARD MEMBERS
ABSENT**

Board members absent:
Kelci Culp*
Kimber Fender
Marjorie Houck
Barb Oostra
Susan Redman-Rengstorf
Kayla Richer*

**STAFF MEMBERS
PRESENT**

Staff members present:
Marcia Dowds, Director of Development & Marketing
Cheryl Drinnen, Assistant to the CEO
A.J. Office, Director of Research & Evaluation
Susan Osborn, Chief Strategy Officer

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Executive Limitations Monitoring Memo
Executive Limitations Monitoring Report
Executive Limitations Monitoring Report Evaluation
Property Memo
Camp Greene Option Agreement

National Council Proposal Memo
National Council Proposals
Consent Agenda Memo
June Board Meeting Minutes
Board Monitoring Report Memo & Form
Investment Update

HANDOUTS

Materials distributed:

National Council Delegate Interest Form
Referral for Board of Directors and Board Development Committee

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 7:02 pm.

**APPROVAL OF
AGENDA
MOTION**

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

**REPORT ON
EXECUTIVE
LIMITATIONS
MOTION**

Roni Luckenbill, CEO, presented the monitoring report on Executive Limitations 2.5, 2.6, and 2.7. Discussion followed and it was agreed to include whether or not there was anything meaningful or different from the previous year to future reports. A motion was made as follows:

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

Motion approved.

**PROPERTY UPDATE
MOTION**

Roni Luckenbill, CEO, reviewed the information reported in the update memo which included that the sale of Camp Ladigrau is complete; Camp Myeerah is in the final due diligence stage and expected to close on December 1; and the Glen Helen Association submitted an option agreement based on the recommendations made by the board in June. Discussion followed. A motion was made as follows:

That the board approves the Option Agreement with the Glen Helen Association to continue their due diligence and pursuit of funding.

Motion approved.

**BOARD DEVELOPMENT
COMMITTEE**

Dave Kylander, Board Development Committee member, reported that the committee held its first meeting to discuss the upcoming positions to fill which includes five officers, six member-at-large, two girl member-at-large, three board development committee members, and approximately twenty-four national council delegates. Last year the committee started developing a good pool of potential candidates and would like to continue this work and is asking each board member to submit names using the referral form that was distributed. Any board member interested in serving as a national council delegate should complete interest form distributed and return to Cheryl Drinnen by October 31.

NATIONAL COUNCIL PROPOSALS

Nancy Dawes led the discussion on the four proposals that the council has been asked to support putting on the National Council Session agenda. The pros and cons of each proposal were discussed and the following motions were made:

MOTIONS

That the board not support placement on the National Council Agenda the proposal from Girl Scouts of Utah – Amendment to Mandate Girl Delegate Positions.

Motion approved.

That the board not support placement on the National Council Agenda the proposal from Girl Scouts of North East Ohio – National Board of Directors, Girl Members-at-Large.

Motion approved.

That the board not support placement on the National Council Agenda the proposal from Girl Scouts of North East Ohio – Girl Scout Membership Level for Pre-K (age 4 years and older) Girls.

Motion approved.

That the board not support placement on the National Council Agenda the proposal from Girl Scouts Western Pennsylvania – Precious Metals Recognition.

Motion approved.

For the membership level proposal the board asked that a response be sent indicating that the council is not supporting it as an agenda item, but feel that Girl Scouts of the USA should research it and then bring it to the National Council Session by the national board. The board also asked that a response be sent to Girl Scouts of Western Pennsylvania regarding the precious metals proposal to indicate that it is an operational item for Girl Scouts of the USA.

FUND DEVELOPMENT

Marcia Dowds was introduced as the new Director of Development & Marketing. Christi West, member of the board fund development task group reported that we have 100% pledges from the board. A new funding club for \$5,000-\$10,000 donors called the Promise Circle will be rolled out soon.

APPROVAL OF CONSENT AGENDA

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

- Minutes of the June 2013 Board Meeting

HOW DID WE WORK?

Angela Granata, 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 November meeting, which is scheduled for November 26 via conference call:

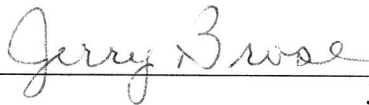
- 2014 Plan of Work and Budget

ADJOURNMENT

The meeting adjourned at 8:15 pm.

EXECUTIVE SESSION

The board entered into executive session



Jerry Brose, Secretary