

BOARD OF DIRECTORS MEETING
Tuesday, June 25, 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
Kelci Culp*
Nancy Dawes*
Kimber Fender
Angela Granata
Ann Hartmann
Marjorie Houck
Catherine Ingram
Dave Kylander
Roni Luckenbill, CEO*
Patricia Neal-Miller
Susan Redman-Rengstorf
Kayla Richer*
Kandi Staples
Cheryl Tyler-Folsom
Christi West
*ex officio

**BOARD MEMBERS
ABSENT**

Board members absent:
Barb Oostra

**STAFF MEMBERS
PRESENT**

Staff members present:
Cheryl Drinnen, Assistant to the CEO
Susan Osborn, Chief Strategy Officer
Chris Salley Davis, Director of Program Services

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Executive Limitations Monitoring Memo
Executive Limitations Monitoring Report From
Executive Limitations Monitoring Report Evaluation
Property Update Memo
Camp Greene Proposal
Revised Camp Myeerah Option Agreement Memo
Revised Camp Myeerah Option Agreement
GSUSA Charter Review Process Memo

GSUSA Charter Review Report
Consent Agenda Memo
April Board Meeting Minutes
2013 Annual Meeting Minutes
Gift Acceptance Policy
Board Monitoring Report Memo & Form
Investment Update

HANDOUTS

Materials distributed:
STEM Initiatives Materials

CALL TO ORDER

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

**APPROVAL OF
AGENDA
MOTION**

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

INTRODUCTIONS

The new girl board members, Kelci Culp and Kayla Richer, were introduced, and the Girl Scout Promise and Law were read.

**REPORT ON
EXECUTIVE
LIMITATIONS
MOTION**

Roni Luckenbill, CEO, presented the monitoring report on Executive Limitations 2.1, 2.2, and 2.3. Discussion followed. A motion was made as follows:

That the board accepts the monitoring report for Policies 2.1, 2.2, and 2.3 as reasonable interpretations and in compliance.

Motion approved.

PROPERTY UPDATE

Susan Osborn, Chief Strategy Officer presented information to update the board regarding the status of Camp Ladigrau, Camp Greene, and Camp Myeerah. She began the presentation with Camp Ladigrau, in which the real estate company is marketing the property in an auction format. Discussion followed. A motion was made as follows:

MOTION

That the board authorizes Roni Luckenbill, CEO, to accept a sale price for Camp Ladigrau at a minimum of \$300,000 through an auction. If the auction does not result in a sale, the property will be placed on the market at \$320,000.

Motion approved.

Next, Susan presented information regarding Camp Greene and a proposed option agreement from the Glen Helen Association. Discussion followed. A motion was made as follows:

MOTION

That the board accept the non-binding letter of intent agreement regarding Camp Greene, with the following changes: the option consideration payment be changed to \$2,000 and the option exercise date be changed to December 31, 2013.

Motion approved.

Third, Susan presented information regarding the revised Camp Myeerah option agreement with the Trust for Public Land - Ohio. Discussion followed. A motion was made as follows:

MOTION

That the board accepts the changes to the option agreement for Camp Myeerah as follows: 1) The purchase price has been changed to reflect the change in the amount granted by the Clean Ohio Fund to one million two hundred seventy five thousand dollars (\$1,275,000), subject to a final approved appraisal; 2) The fee paid to the Trust for Public Land - Ohio has been changed to 10% of the final sale price, rather than a specific dollar amount; 3) The cost of the title insurance /title commitment is being shifted to the Trust for Public Land - Ohio; 4) The representations and warranties use a "to the best of our knowledge" standard and reduce future risk to the Girl Scouts of Western Ohio; 5) Bellefontaine Recreation District has been named as the organization to which the Trust for Public Land - Ohio is working to convey the property. If this is agreed to by the Girl Scouts of Western Ohio board and the Bellefontaine Recreational District, the Girl Scouts agree to forego any special usage agreement for Girl Scouts; and 6) The timeline for closing has been extended to March 31, 2014, to allow additional time to address any issues that may arise during due diligence.

Motion approved.

FUND DEVELOPMENT

Christ West, board member, presented an update on fund development, which included that pledges have been received from all board members. Sue Matz shared her story about Girl Scouting and why she became a member of the Juliette Gordon Low Society. Board members were encouraged to designate a planned gift to Girl Scouts of Western Ohio.

REPORT OF THE CEO

Roni Luckenbill reported on the issues facing the Movement: membership declines, cookie sale decreases, pension liability, increased pressure from special interest groups, decreasing United Way funding, and Girl Scouts of the USA's financial position. She shared information about each of the issues and what we are doing about them.

Chris Salley Davis, Director of Program & Partnerships presented information on the council's efforts in the area of STEM.

GSUSA CHARTER

Catherine Ingram, Charter Review Task Group Chair, presented the charter review report that was completed with the Council Partnerships Consultant from GSUSA. Discussion followed.

MOTION

That the board accepts the charter report as presented. Motion approved.

**APPROVAL OF
CONSENT AGENDA**

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

- Minutes of the April 2013 Board Meeting
- Minutes of the 2013 Annual Meeting
- Gift Acceptance Policy

HOW DID WE WORK?

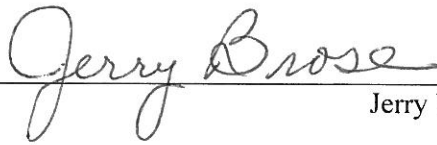
Marjorie Houck, Board Monitor, reported on her assessment of the board's performance during this board meeting. She used the monitoring evaluation and shared her assessment of the board's compliance. The evaluation form is used at each meeting and kept with board files.

AGENDA PLANNING

Due to timing, specific agenda items for the next meeting on October 4, during the board retreat were not discussed. Chair, Jody, asked members to contact her with any agenda items.

ADJOURNMENT

The meeting adjourned at 6:58 p.m.



Jerry Brose, Secretary