



Girl Scouts.

Girl Scouts of Western Ohio
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BOARD OF DIRECTORS MEETING
Saturday, June 13, 2009

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held. President, Nancy Dawes, was in the chair and Interim Secretary, Mary Ann Knoop, took the minutes.

BOARD MEMBERS PRESENT

Board members present:
Nancy C. Dawes, Chair
Margaret G. Beck, First Vice Chair
Sue Matz, Second Vice Chair
Jody Wainscott, Treasurer
Barbara J. Bonifas, CEO*
Kim Amrine
Jerry Brose
Marjorie Houck
Karen Huelsman
Catherine Ingram
Ellen Iobst
Wijdan Jreisat
Beth Keyes
Mary Ann Knoop
Dave Kylander
Kathy McMullen
Carol Sanders
Kim Turco
Cheryl Tyler-Folsom
Christi West
*ex officio

STAFF MEMBERS PRESENT

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
A.J. Office, Research, Development & Evaluation Director
Susan Osborn, Chief Strategy Officer
Laura Ford Harris, Regional Director
Erin Horsley, Service Delivery Manager

GUESTS PRESENT

Guests present:
Connie Lindsey, National President, GSUSA
Lynn Cothren, Director of Administration, GSUSA

BOARD MEMBERS NOT PRESENT PRE-MEETING

Board members not present:
Sharon L. Smith, Secretary
Materials mailed:

MATERIALS

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: April Board Meeting
Minutes: 2009 Annual Council Meeting
Memo: Audit Report
2008 Management Letter
2008 Audit
Memo: Audit Committee Recommendation
Memo: Investment Task Group Report
Memo: CEO Monitoring Report
CEO Monitoring Report
Memo and Monitoring Form
Memo: Pension Plan
Governance Overview
Biographical Sketch: Connie Lindsey

**MATERIALS
DISTRIBUTED**

Materials distributed:
Financial Audit Supporting Document
Membership Campaign Flyer

CALL TO ORDER

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

**APPROVAL OF
AGENDA
MOTION**

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

**APPROVAL OF
CONSENT AGENDA**

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

- Approval of the April board meeting minutes.
- Approval of the 2009 Annual Council Meeting minutes.

AUDIT REPORT

Rick Berge, BKD, LLP, reported on the 2008 audit and management letter. A copy of supporting graphs was distributed. The council received a clean audit in 2008 with no material weaknesses or significant deficiencies noted. Discussion followed.

2009 AUDITOR

Jody Wainscott, Treasurer, reported on the recommendation for the 2009 Auditor and shared the process used by the audit committee in developing its recommendation. A motion was made as follows:

MOTION

That the Board of Directors of Girl Scouts of Western Ohio retain the services of BKD, LLP to perform audit and tax services for the 2009 year at a cost of no more than \$33,700.

Discussion followed. Motion approved.

INVESTMENT REPORT

Jody Wainscott, Treasurer, reported on the actions taken, to date, by the Investment Task Group and provided an overview of actions taken since last year.

1. Seeking information from each of the four investment managers.
2. Reviewing the information from investment managers and discussion about the council's asset allocation approach.
3. Repositioning of the investment time horizon from five years to two years and revision of the asset allocation to 30% equities, 70% fixed income.
4. Sending out an RFP to solicit a fixed income manager.

The following action will be taken on our long-term investment program:

1. Decrease the number of investment managers to take advantage of the fee structure and reduce unnecessary duplication.
2. Selection of a fixed income manager.
3. Move long term investment, currently at Fifth Third Bank and National City Bank, to the new fixed income manager.
4. Determine the feasibility and cost effectiveness of continuing with the two remaining investment managers.

Discussion followed.

Barbara Bonifas, CEO, shared plans for additional cost-savings measures. They include:

- Ensuring that revenues cover expenses in 2009
- Management of efficiencies:
 - revenues are being reviewed and adjustments are being made if needed
 - we are combining back room operations for some business services
 - staff have been directed to make a profit on council shops or we will need to take further action to reduce their costs
 - identification of other efficiencies by staff are ongoing

CEO REPORT

Barbara Bonifas reported on the following Executive Limitations: 2.1, 2.2, and 2.3. All sub-policies are in compliance with executive limitations, with the exception of 2.3.5, which deals with obligations beyond one year. The Girl Scout defined benefit plan is a long-term obligation. Discussion followed.

MOTION

After discussion, the following motion was made:

That we accept the monitoring report for policies 2.1 and 2.2 as reasonable interpretations and in compliance and that we accept the monitoring report for policy 2.3 as reasonable interpretations and accept the justification for non-compliance as reasonable.

Motion approved.

Nancy Dawes asked that all executive limitations evaluations be turned in by the end of the meeting.

**DEFINED BENEFIT
PLAN REPORT**

Barbara Bonifas reported on the status of the defined benefit plan. Discussion followed.

FUND DEVELOPMENT

Roni Luckenbill, Chief Operating Officer, provided a report on fund development. Ideas on how board members can be involved were shared. Board members will receive names of donors and will be asked to make a personal contact to thank the donor for their gift. Ongoing discussions will take place on ways that board members can talk about Girl Scouting and the impact our program is having on girls and the community.

**REVIEW OF POLICY
GOVERNANCE**

Nancy Dawes presented an overview of policy governance.

**PRESENTATION BY
CONNIE LINDSEY,
NATIONAL BOARD
CHAIR**

Connie Lindsey, National Board Chair, presented brief remarks. Board members asked questions concerning branding and the role of council board members and national board members.

CEO REPORT

Barbara Bonifas shared information about a membership campaign that has been initiated by staff for the upcoming membership year. Information was distributed and the plans shared.

AGENDA PLANNING

The following agenda items will be included in the September board meeting which is scheduled for Saturday, September 19 in Toledo:

- 2010 plan of work and budget presentation
- Investment report
- Report of the direct inspection task group for policies 2.1, 2.2, and 2.3
- Preparation for the November board retreat

**BOARD SELF
EVALUATION**

The board assessed its performance in the meeting and reflected on its work. Discussion followed. Board members felt the room set up (including the U-shaped table set-up) was conducive to good discussion. The board appreciates the hard work of the investment task group through these economically challenging times.

ADJOURNMENT

The business meeting adjourned at 11:55 a.m.


Mary Ann Knoop, Interim Secretary