



Girl Scouts.

Girl Scouts of Western Ohio  
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**BOARD OF DIRECTORS MEETING**  
**Saturday, June 12, 2010**

**BOARD OF DIRECTORS** The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held 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  
Kim Turco, Treasurer  
Barbara J. Bonifas, CEO\*  
Ann Hartmann  
Cheryl Hill  
Marjorie Houck  
Karen Huelsman  
Ellen Iobst  
Mary Ann Knoop  
Dave Kylander  
Kerry Roe  
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 and Development Director  
Susan Osborn, Chief Strategy Officer

**GUESTS PRESENT**

Guests present:  
Julie Bauke, Congruity Career Consulting  
Bev Prueter, United Way of Greater Lima

**BOARD MEMBERS NOT PRESENT**

Board members not present:  
Kim Amrine  
Catherine Ingram  
Kathy McMullen  
Carol Sanders

**PRE-MEETING  
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting  
Consent Agenda Memo  
Minutes: April Board Meeting  
Minutes: Annual Meeting  
Corporate Resolution  
Task Group Charges: Linkage to the Membership  
Audit Report Memo  
Audit Graphs  
2009 Audit  
2009 Management Letter  
Monitoring Memo and Reports  
Property Task Group Memo  
Property Task Group Summary of Recommendations  
Property Task Group Report  
*A Shift for Survival* Article  
Memo and National Council Proposal: New Jersey  
Draft Job Description – CEO  
Memo: Telling the Girl Scout Story  
Investment Update  
Board Monitoring Memo  
Chapter 9: *The On Target Board Member*  
Monitoring Report Form

**MATERIALS  
DISTRIBUTED**

Materials distributed:

Executive Limitations Evaluation Form: 2.1, 2.2, 2.3  
National Council Proposal: Oklahoma  
United Way of Greater Lima Documents

**CALL TO ORDER**

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

**APPROVAL OF  
AGENDA  
MOTION**

A motion was made to approve the agenda as revised. Motion approved.  
The agenda was revised to accommodate the schedule of Bev Prueter,  
CEO of United Way of Greater Lima.

**APPROVAL OF  
CONSENT AGENDA  
MOTION**

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

- April board meeting minutes
- Annual Meeting minutes
- Corporate Resolution from Mutual of America
- Task group charges: Linkage to the Membership

The following appointments were made:

- Amy Menke, Linkage to the Membership Chair

**UNITED WAY  
KEY PRIORITIES**

Beverly Prueter, CEO of United Way of Greater Lima, shared priorities of United Way. Discussion followed.

**AUDIT REPORT**

Kerry Roe, Chair of the Audit Committee, presented the 2009 audit to the board and management letter. The supporting graphs were discussed. The council received a clean audit in 2009 with no material weaknesses or significant deficiencies notes. Discussion followed.

**MOTION**

A motion was made as follows:

That the board accepts the 2009 Audit as presented.

Motion approved.

**MONITORING OF  
EXECUTIVE  
LIMITATIONS**

Barbara Bonifas, CEO, presented the monitoring report of Executive Limitations, 2.1, 2.2, and 2.3. Discussion followed. A motion was made as follows:

**MOTION**

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

Motion approved. Revisions were to delete the words "external" and "annually" from compliance bullets #1 and #2 for Policies 2.1 and 2.2.

**PROPERTY TASK  
GROUP REPORT**

Dave Kylander, Task Group Member, presented the report of the Property Task Group. Discussion followed. A motion was made as follows:

**MOTION**

That the board approves the 2010 Property Task Group Report and recommendations, as revised.

Motion approved. The approved values, principles, and criteria for decision-making are attached to the minutes.

**PENSION UPDATE**

Barbara Bonifas, CEO, presented the update on the GSUSA Pension Plan freeze by using GSUSA's automated PowerPoint presentation. Discussion followed. She will continue to keep the board informed of next steps and action needed.

**NATIONAL COUNCIL  
PROPOSALS**

Barbara Bonifas presented copies of the national council proposals that have been submitted by councils. Discussion followed. It was decided that there is interest in discussing these proposals in September. Any additional proposals will be forwarded to board members as received.

## CEO SUCCESSION

Julie Bauke, Consultant, presented a draft of the CEO job description. In addition, she identified the members of the Selection Task Group who have been appointed:

Sue Matz	Kathy McMullen
Kim Amrine	Mary Ann Knoop
Jody Wainscott	Margie Houck
Nancy Dawes	Barbara Bonifas

Major Responsibilities/ Objectives of the task group are as follows:

1. Finalize the job description and process timeline with Board input
2. Conduct interviews with interested candidates and gather other pertinent info on candidates as necessary
3. Oversee consultant activity and recommend best processes and procedures to ensure consistency with Girl Scouts of Western Ohio operating principles and values
4. Make final recommendations to full board of final candidate to be offered the position by date to be determined.

Discussion followed. A motion was made as follows:

## MOTION

To accept the selection committee charges as presented.

Motion approved.

## BOARD EDUCATION

Julie Bauke, Consultant, facilitated a session with the board on "Telling the Girl Scout Story." Board members made commitments which they will carry out and report back on at the September board meeting. A copy of the three "messages" that were developed by small groups will be forwarded to board members.

## HOW DID WE WORK?

Sue Matz, June 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 September meeting which is scheduled on Saturday, September 18:

- Pension plan updates
- CEO succession
- Next steps on our journey through storytelling/fund raising
- National council proposal discussion

## ADJOURNMENT

The meeting adjourned at 3:00 p.m.

  
Jerry Brose, Secretary

## **Property Task Group Recommendations to Board June 12, 2010**

### **Values Statement on Camp Program Sites**

Girl Scout council outdoor program sites provide opportunities for girls to discover, connect, and take action out-of-doors in ways that build courage, confidence, and character. Experiences in the outdoors help develop girls' understanding and curiosity about the natural world, including greater environmental understanding, and develop girl leaders with the ability to truly make a difference for themselves and the world around them.

### **Guiding Principles for Decision-Making on Property**

“Girl Scouts of Western Ohio property will be managed to:

- Support high quality Girl Scout program experiences;
- Ensure the protection and safety of Girl Scouts;
- Promote environmental stewardship;
- Maintain fiscal efficiency, maximizing program benefit for every council investment;
- Minimize liability to Girl Scouts of Western Ohio;
- Protect the property's future value and minimize future liability;
- Maximize access for members, including ensuring that members are given priority for camp.

### **Property Criteria for Decision-Making**

Property planning decisions will be made based on balancing:

- Our commitment to providing a safe, high quality program experience for girls that delivers on the council Ends;
- Consideration of the unique contribution of program experiences in the outdoors;
- Investment in activities that attract a sufficient number of girls, including providing progression for girls for whom this is a specialized interest;
- The long-term and annual investment of capital and operating funds required to offer this program experience.