

BOARD OF DIRECTORS MEETING
Saturday, June 11, 2011

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, 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
Barbara J. Bonifas, CEO*
Ann Hartmann
Marjorie Houck
Karen Huelsman
Catherine Ingram
Mary Ann Knoop
Dave Kylander
Kerry Roe
Cheryl Tyler-Folsom
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
Roni Luckenbill, Chief Operating Officer
Susan Osborn, Chief Strategy Officer
A.J. Office, Research and Development Director

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Ellen Iobst
Kathy McMullen
Simone Polk
Kandi Staples

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: April Board Meeting
Minutes: Annual Council Meeting
Memo: Audit Report
2010 Audit
2010 Management Letter
Memo: Property Report
2011 Property Report
Property Task Group Evaluation Summary
2010 Camper Days Report

Memo: Monitoring of Executive Limitations
Monitoring Report: Policies 2.1, 2.2, 2.3
Board Monitoring Memo
Monitoring Report Form
Investment Update
Memo: National Council Proposals

HANDOUTS

Materials distributed:
Board Scorecard
Fund Development Materials: 100th Anniversary

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. Motion approved.

**APPROVAL OF
CONSENT AGENDA
MOTION**

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

- February board meeting minutes
- Annual Meeting Minutes

AUDIT REPORT

Kerry Roe, Chair of the Audit Committee, presented the 2010 audit and management letter to the board. The council received a clean audit in 2010. Discussion followed.

MOTION

That the board accepts the 2010 Audit as presented.

Motion approved.

PROPERTY REPORT

Dave Kylander, Property Task Group Chair, presented the report of the Property Task Group. Discussion followed. Recommendations from the Property Task Group were the following:

1. Our camps should provide capacity to serve most girls with a Tier I camp experience within one hour of her community.
2. Our camps should provide capacity to support existing summer camp program opportunities.
3. Our camps should provide program resources and support to address the changing needs of volunteers and girls.
4. Our camps should provide consistent standards for safety, maintenance, cleanliness, and core resources.

Besides total capacity of each camp, the report analyzed Girl Scout usage and outside group usage at each property. The conclusion reached by the task group was that Girl Scouts of Western Ohio has significantly more camp space than is used. This conclusion is consistent with the national trends in Girl Scouts and overall in camps across the country.

Task Group Recommendations were the following:

Tier III camps will be sold or investigated for other options for ownership, management or use of camp based on surrounding conditions or restrictions on use/sale of property. Tier III camps are:

- Camp Ladigrau
- Camp Myeerah (conservation easement)
- Camp Greene (deed restriction)

Tier II camps will be monitored over the next 3-5 years for changes in camp use and other risk areas. Tier II camps are:

- Camp Butterworth
- Camp Rolling Hills
- Camp Woodhaven
- Little House (in Greenville)

Tier I camps will be maintained and improved. Girls should have access to Tier I camps experience within one hour of her community. Tier I camps are:

- Camp Libbey
- Camp Whip-Poor-Will
- Camp Stonybrook

The board is concerned that communication with the membership be carefully planned before any action on property recommendations takes place. Barbara described the work being currently carried out to prepare a group of volunteers to lead a discussion in each of the regions in the late summer or early fall. There was also concern expressed about what we will communicate on the council website regarding this work. Barbara will work with staff on this communication plan.

MOTION

A motion was made as follows:

That the board accepts the property task group recommendations to:

1. Market Camp Ladigrau for sale.
2. Investigate options for Camp Myeerah for collaborative agreement, sale, or donation which would ideally allow for some continued Girl Scout usage.
3. Investigate options for Camp Greene that include collaborative agreement which may allow some future Girl Scout usage.

Motion approved.

Barbara Bonifas reported on the status of the purchase of the Cornell Park property at a cost of \$825,000.

MONITORING OF EXECUTIVE

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 for Policies 2.1, 2.2, and 2.3 as reasonable interpretations and in compliance.

Motion approved.

**STRATEGIC
LEARNING**

Nancy Dawes and Barbara Bonifas reviewed strategic learning with the board. The plan, due to the changes taking place in leadership of Girl Scouts of Western Ohio, is to begin this strategic process in January, 2012.

FUND DEVELOPMENT

Roni Luckenbill, Chief Operating Officer, shared the board scorecard, to date and thanked the board for its fund development efforts. In addition, she distributed copies of the fund development materials being used as part of the 100th Anniversary Campaign and described the process being used to meet with prospective funders. An electronic copy of the handout will be placed on the board website.

EXECUTIVE SESSION

The board entered into Executive Session.

**CEO SELECTION
MOTION**

A motion was made to accept the CEO Selection process and timeline that was discussed in Executive Session.

Motion approved.

HOW DID WE WORK?

Karen Huelsman, 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.

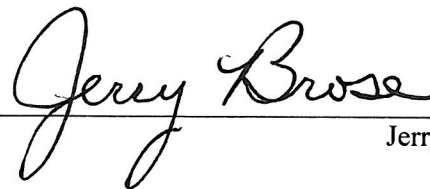
AGENDA PLANNING

The following agenda items will be included in the September meeting which is scheduled on Saturday, September 17 in Lima:

- Report from CEO Selection Committee
- Report of Executive Limitations 2.5-2.7
- Fund Development
- National Council Proposal Discussion
- Board Development Committee Report
- Report of the Direct Inspection Task Group, 2.1-2.3

ADJOURNMENT

The meeting adjourned at 12:30 p.m.



Jerry Brose, Secretary