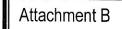


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BOARD OF DIRECTORS MEETING Tuesday, June 26, 2012

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, Jody Wainscott, was in the chair and Secretary, Jerry Brose, took the minutes. Two members were present by conference call.

BOARD MEMBERS PRESENT

Board members present:

Jody Wainscott, Chair

Ellen Iobst, First Vice Chair Sue Matz, Second Vice Chair

Jerry Brose, Secretary Meredith Bailey* Ann Hartmann Marjorie Houck Catherine Ingram Mary Ann Knoop Dave Kylander

Roni Luckenbill, CEO*

Simone Polk Kandi Staples Corrine Tipping* Cheryl Tyler-Folsom

Christi West *ex officio

STAFF MEMBERS PRESENT Staff members present:

Cheryl Drinnen, Assistant to the CEO

Ginny Hizer, Director of Development & Marketing

Linda Odenbeck, Finance Director Susan Osborn, Chief Strategy Officer

GUEST PRESENT

Guest present:

Jim Creeden, BKD

BOARD MEMBERS NOT PRESENT Board members not present:

Kim Amrine*
Nancy Dawes*

Karen Huelsman, Treasurer

Kathy McMullen

PRE-MEETING MATERIALS

Materials mailed:

Agenda Board of Directors Meeting

Consent Agenda Memo

Minutes: April 2012 Board Meeting Minutes: 2012 Annual Meeting Minutes

Memo: 2011 Audit Report

2011 Audit

2011 Management Letter

Camp Myeerah Memo & Proposal

Charter Review Process Memo & Report

Memo: Issue of Fracking

Board Fund Raising Task Group Charges Board Monitoring Memo & Report Form

Investment Update

MATERIALS DISTRIBUTED Materials distributed:

2011 Audit Results - Board Summary

Property Communications Task Group Charges

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 4:30 p.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:

- April 2012 Board Meeting minutes
- 2012 Annual Council Meeting minutes
- Audit Committee appointments
 - o Kerry Roe, Chair
 - o Karen Huelsman, Treasurer
 - o Catherine Ingram
 - o Lynne LaMacchia
 - o Kim Turco
- Appointment of Kim Amrine as Board Development Committee Chair

AUDIT REPORT

Jim Creeden, Senior Manager with BKD, LLP, presented the 2011 audit and management letter to the board. He provided a board summary of the audit results, which included a brief overview of the process. The council received a clean audit in 2011. Discussion followed.

MOTION

That the board accepts the 2011 Audit as presented.

Motion approved.

PROPERTY PROPOSAL

Dave Kylander, Property Task Group Chair, presented the unsolicited offer to purchase Camp Myeerah and the recommendation to establish a Property Communications Task Group. Discussion followed. It was decided that the playground that was built as a memorial to Christi West's daughter be excluded from purchase and noted so in the purchase agreement.

MOTION

That the board consider the offer made on Camp Myeerah and that the CEO report back to the board on the findings of the Property Communications Task Group report at the September board meeting. Motion approved.

BOARD DEVELOPMENT COMMITTEE UPDATE

Jody Wainscott asked the board to start thinking of ways to build a pipeline of potential candidates to be used by the Board Development Committee. Discussion followed. It was decided that a short-term task group be created to develop an action plan and present to the board at the next meeting in September.

GSUSA CHARTER

Catherine Ingram, member of the Charter Review Task Group, presented the charter review report "Criteria and Standards for an Effective Girl Scout Council – Benchmarks, Expectations, Measures and Checklists" that was completed with the Council Partnerships Consultant from Girl Scouts of the USA. Discussion followed.

MOTION

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

INVESTMENT UPDATE

Jody Wainscott led the board in a discussion around the issue of investing with companies that engage in fracking. It was decided that an impact study be completed by the investment managers and the results be presented to the board at the next meeting in September.

BOARD FUND RAISING AND FOLLOW-UP

Ginny Hizer, Director of Development & Marketing presented the Board Fund Development Task Group charges and reported that Ann Hartmann has agreed to serve on the group. Anyone interested in serving on the group should contact Ginny. Jody Wainscott encouraged members to serve on the group. Discussion followed.

CEO REPORT

Roni Luckenbill, CEO, shared her priorities with the board. She reported on five key areas that are a priority: 1) community engagement; 2) providing a better leadership experience for girls; 3) membership – we continue to struggle with membership and are working hard to get back to last year's numbers; 4) staff and volunteer development – a task group to create a volunteer structure is being developed; 5) shared culture – we recently completed an employee satisfaction survey. Roni also reported on three key challenges: 1) Catholic Church; 2) United Way funding; and 3) membership.

HOW DID WE WORK?

Christi West, 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 Tuesday, September 25, in Dayton:

- Report from Property Communications Task Group on Camp Myeerah
- Report from Board Development Committee
- Report from Board Fund Raising Task Group
- Update on Catholic Church
- Impact study on investing with companies that engage in fracking
- Discussion on scorecard or dashboard report to capture items important as a board to measure
- Discussion on performance expectations for new CEO

ADJOURNMENT

The meeting adjourned at 6:36 p.m.

Jerry Brose, Secretary