

**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
  - Kerry Roe, Chair
  - Karen Huelsman, Treasurer
  - Catherine Ingram
  - Lynne LaMacchia
  - 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.

  
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Jerry Brose, Secretary