

BOARD OF DIRECTORS MEETING
Tuesday, April 23, 2013

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. President, Jody Wainscott, was in the chair and Secretary, Jerry Brose, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Jody Wainscott, Chair
Ellen Iobst, First Vice Chair
Sue Matz, Second Vice Chair
Jerry Brose, Secretary
Karen Huelsman, Treasurer
Meredith Bailey*
Nancy Dawes*
Kimber Fender
Angela Granata
Ann Hartmann
Marjorie Houck
Catherine Ingram
Dave Kylander
Roni Luckenbill, CEO*
Patricia Neal-Miller
Barbara Oostra
Susan Redman-Rengstorf
Kandi Staples
Corrine Tipping*
Cheryl Tyler-Folsom
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
A.J. Office, Director of Research & Evaluation
Ginny Hizer, Director of Development & Marketing
Linda Odenbeck, Finance Director
Susan Osborn, Chief Strategy Officer

GUESTS PRESENT

Guests present:
Jessica Haag, BKD
Marcie Kinney, Board Development Committee Member
Mary Ann Knoop, former Board Member
Tony Perazzo, BKD

PRE-MEETING MATERIALS

Materials mailed:

Agenda Board of Directors Meeting
Audit Report Memo
2012 Audit
2012 Management Letter
Strategic Review of Governing Policies Memo
Board Compliance Monitoring Results
Consent Agenda Memo
January Board Meeting Minutes
Girl Member-at-Large Biographical Information
Board Monitoring Report Memo & Form
Investment Update

HANDOUTS

Materials distributed:

CEO Performance Review Task Group Appointment Memo

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 5:06 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:

- Minutes of the January 2013 Board Meeting
- Appointment of Kelci Culp and Kayla Richer as girl members-at-large on the Board of Directors for a term of one year
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2013-2014 requests for funding to United Ways within our jurisdiction
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2013 Girl Scouts of the USA volunteer recognitions
- Corporate resolution to authorize the CEO and the Finance Director of Girl Scouts of Western Ohio to approve all troop bank account relationships in 2013-2014.
- Appointment of Margaret Beck as Chair of the Board Development Committee
- Appointment of Kerry Roe as Chair of the Audit Committee
- Appointment of Catherine Ingram as Chair of the 2013 Council Chartering Process

INTRODUCTIONS

Introductions were made, and the Girl Scout Promise and Law were read.

MISSION MOMENT

Outgoing girl board members, Corinne Tipping and Meredith Bailey shared highlights from their experiences as a Girl Scout.

**RERPORT OF THE
2012 AUDIT**

Tony Perrazo, Partner with BKD, LLP, along with Jessica Hagg, presented the 2012 audit and management letter to the board. There were no significant concerns expressed for the council. Discussion followed.

MOTION

That the board accepts the 2012 Audit as presented. Motion approved.

**STRATEGIC REVIEW
OF GOVERNING
POLICIES**

Sue Matz, 2nd Vice Chair facilitated a discussion on the council's governing policies, presenting questions that arose from the review. She noted that the board is in compliance with most of the policies. Regarding Section 3.4 Agenda Planning, it was noted that the board is not in compliance due to the CEO evaluation not taking place in the first quarter. Chair, Jody Wainscott has scheduled the review. Discussion followed

PROPERTY UPDATE

Roni Luckenbill, CEO, updated the board on camp properties, including Camp Myeerah and the revision to the dollar amount of the sale resulting from the State of Ohio having already funded the conservation area. She reported that Glen Helen representatives are very interested in pursuing the purchase of Camp Greene and would like to do a proposal similar to the land trust purchase of Camp Myeerah. More information will be presented to the board as the Glen Helen group proceeds. There are four proposals from real estate agents related to Camp Ladigrau. More information on these proposals will be shared with the board at a later date and there may be a need to have a special board meeting regarding sale of the property.

FUND DEVELOPMENT

Christi West provided an update on the board annual giving campaign. All but two board member gifts and pledges have been received, and all incoming board members have been asked for a gift. Karen Huelsman shared information on ways to fund raise, which included sharing your personal story and how to make the ask.

BOARD CHAIR REPORT

Chair, Jody Wainscott, asked members to share any recommendations they may have for the dashboard, noting that board attendance at council meetings and other community events could be tracked. The Board Retreat will be held Friday and Saturday, October 4 & 5 at the Dayton office, replacing the September board meeting. Topics will include: fund development, camp properties, and agenda planning. Jody thanked and recognized the outgoing board members, presenting each one with a certificate of appreciation.

HOW DID WE WORK?

Cheryl Tyler-Folsom, April 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 is used at each meeting and kept with board files.

AGENDA PLANNING

The following agenda items will be included in the June meeting, which is scheduled on Tuesday, June 25, at the Dayton office:

- Charter review process and report
- Property report, with possible updates on Glen Helen proposal
- Fund development
- Monitoring of Policies 2.1, 2.2, 2.3

OTHER BUSINESS

Roni Luckenbill presented Christi West with her Juliette Gordon Low Society member plaque.

ADJOURNMENT

The meeting adjourned at 6:35 p.m.

EXECUTIVE SESSION

The board then convened into Executive Session.

Jerry Brose, Secretary