

BOARD OF DIRECTORS MEETING
Tuesday, January 22, 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*
Ann Hartmann
Marjorie Houck
Dave Kylander
Roni Luckenbill, CEO*
Kandi Staples
Corrine Tipping*
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
A.J. Office, Director of Research & Evaluation
Cheryl Drinnen, Assistant to the CEO
Ginny Hizer, Director of Development & Marketing
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Kim Amrine*
Catherine Ingram
Kathy McMullen
Simone Polk
Cheryl Tyler-Folsom

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Memo – Report on Ends
2012 Year-End Report on Ends
2012 Year-End Operational Overview
Monitoring Worksheet on Ends Policies
Memo – Strategic Review of Ends Policies
Memo – Confidential Camp Myeerah Offer
Letter of Intent
Camp Myeerah Comparison of Options

Consent Agenda Memo
Minutes – November Board Meeting
2012 Gift List
Board Monitoring Report Memo & Form
Investment Update
Conflict of Interest Statement

HANDOUTS

Materials distributed:
Important 2013 Dates
Individual Board Pledge Forms

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 4:32 p.m. The Girl Scout Promise and Law was read by the board.

**APPROVAL OF
AGENDA
MOTION**

A motion was made to approve the agenda. Motion approved.

**STRATEGIC REVIEW
OF ENDS POLICIES**

Ellen Iobst, 1st Vice Chair facilitated a discussion on the following questions: Is there anything you worry about that is not clearly addressed in the existing Ends policy, and what policy language would you like to see to address this. It was noted that a conversation is needed on how do we best measure and report on the Ends. Task group members Ellen Iobst, Kandi Staples, and Cheryl Tyler-Folsom recommended that no changes be made. The board concurred.

CEO REPORT

Roni Luckenbill, CEO, presented the 2012 Year-End Report of Ends and 2012 Year-End Operational Overview. After Roni reviewed her interpretation of the Ends, A.J. Office, Director of Research & Evaluation, summarized the evidence. Discussion followed.

MOTION

A motion was made as follows:

That the board accepts the monitoring report for Policy 1.0, Global Ends, as reasonable interpretation and in compliance. Motion approved.

ANNUAL CAMPAIGN

Ann Hartmann and Christi West shared their stories about why they give to Girl Scouts of Western Ohio, and solicited the board for the 2013 Annual Campaign. Board members were provided with individualized requests and asked to return their pledge by February 28, 2013.

PROPERTY DISCUSSION

Roni Luckenbill, CEO, presented an update regarding a new offer for Camp Myerah. The Trust for Public Land proposes to acquire the property through a grant from the Clean Ohio Fund. The grant request will be submitted and requires the board to sign a non-binding letter of intent that Girl Scouts of Western Ohio will agree to the sale if the funds are allocated for the project. Jody Wainscott, Karen Huelsman, and Dave Kylander met with Roni Luckenbill and Susan Osborn to discuss the offer and its implications. After reviewing the options, they are recommending that the board accepts this offer. Discussion followed.

MOTION

That the board accept the offer from the Trust for Public Land, as described in the non-binding letter of intent dated January 10, 2013. Motion approved.

BOARD DEVELOPMENT COMMITTEE REPORT

Ann Hartmann, Board Development Committee member, reported that an overwhelming number of referrals were submitted and the committee has a good pool of candidates for this year and for 2014. The potential slate will be finalized in February and sent to the board.

APPROVAL OF CONSENT AGENDA MOTION

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

- November 2012 Board Meeting minutes
- 2012 Gift List

HOW DID WE WORK?

Mary Ann Knoop, January 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 April meeting, which is scheduled on Tuesday, April 23, at the Dayton office:

- Property update on Camp Myeerah
- Fund development
- Strategic review of governing policies
- Charter review task group appointment
- Welcome new members and recognize outgoing members
- Discussion on possible board retreat
- Schedule for annual CEO review
- Appointment of girl board members

ADJOURNMENT

The meeting adjourned at 6:12 p.m.

Jerry Brose, Secretary