

BOARD OF DIRECTORS MEETING
Tuesday, November 27, 2012

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held by telephone conference call. 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
Nancy Dawes*
Ann Hartmann
Marjorie Houck
Roni Luckenbill, CEO*
Meredith Bailey*
Kathy McMullen
Kandi Staples
Corrine Tipping*
Cheryl Tyler-Folsom
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
Linda Odenbeck, Finance Director
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Kim Amrine*
Catherine Ingram
Mary Ann Knoop
Simone Polk

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes – September Board Meeting
Minutes – Executive Session Minutes
Memo & 2013 Budget Packet
Memo & Monitoring Report: Policy 2.4
Investment Update
Virtual Seating Chart

CALL TO ORDER

The meeting was called to order by Chair, Jody Wainscott, at 4:33 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:

- September 2012 Board Meeting minutes
- September Executive Session minutes

**BUDGET
PRESENTATION**

Roni Luckenbill, CEO, presented the 2013 Plan of Work and Budget. It was noted that four members of the board had previewed the budget and had an opportunity to provide input to the presentation. Those members were Karen Huelsman, Sue Matz, Mary Ann Knoop, and Cheryl Tyler-Folsom. Discussion followed and questions were answered.

**MONITORING REPORT
EXECUTIVE
LIMITATIONS**

Roni Luckenbill, presented the monitoring report of Executive Limitations, 2.4. She reported that Girl Scouts of Western Ohio is in compliance with all sub-policies, with the exception of 2.4.5, which requires an amount equal to the current year depreciation be allocated to the asset replacement fund. Discussion followed. It was recommended that a task group be formed to review the wording on the asset replacement fund policy. A motion was made as follows:

MOTION

That the board accepts the monitoring report for Policies 2.4 as reasonable interpretation and with reasonable rationale and evidence for noncompliance of Policy 2.4.5.

Motion approved.

BOARD DASHBOARD

Jody Wainscott indicated that she did not have anything new to report at this time. She will be attending new board chair training at Girl Scouts of the USA on Thursday, and plans on discussing with others what they use and how they use it. She asked for additional help in assisting on this task group. Ellen Iobst agreed to help.

PROPERTY UPDATE

Susan Osborn, Chief Strategy Officer, provided an update on the land trust that the Audubon Society is working with the Trust for Public Land of Ohio on obtaining funding. They plan on submitting a skeleton offer by the end of the year with a formal offer by March 15 after receiving word on the funding. Karen Huelsman has been working on a list of appraisals and putting together a profile of comparisons to conduct a soft sell to target audiences.

AGENDA PLANNING

The following agenda items will be included in the January meeting, which is scheduled on Tuesday, January 22, at the Dayton office:

- 2012 year-end management report
- Board kick-off of annual campaign
- Strategic review of Ends
- Property update
- Board dashboard
- Pipeline of potential board members
- Annual schedule for CEO review

ADJOURNMENT

The meeting adjourned at 5:26 p.m.

Jerry Brose, Secretary