



BOARD OF DIRECTORS MEETING
Monday, February 22, 2010

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held by conference call. President, Nancy Dawes, was in the chair and Interim Secretary, Mary Ann Knoop, took the minutes.

**BOARD MEMBERS
PRESENT**

Board members present:
Nancy C. Dawes, Chair
Sue Matz, Second Vice Chair
Barbara J. Bonifas, CEO*
Kim Amrine
Jerry Brose
Karen Huelsman
Ellen Iobst
Wijdan Jreisat
Mary Ann Knoop
Dave Kylander
Kathy McMullen
Carol Sanders
Kim Turco
Cheryl Tyler-Folsom
Christi West
*ex officio

**STAFF MEMBERS
PRESENT**

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
Susan Osborn, Chief Strategy Officer

**BOARD MEMBERS
NOT PRESENT**

Board members not present:
Margaret G. Beck, First Vice Chair
Jody Wainscott, Treasurer
Marjorie Houck
Catherine Ingram
Beth Keyes

**PRE-MEETING
MATERIALS**

Materials mailed:
Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: January Board Meeting
2010 Slate of Nominees
Compensation Philosophy Memo
Executive Compensation in the Nonprofit
Executive Compensation PowerPoint
Draft Compensation Philosophy for Girl Scouts of Western Ohio
Monitoring Memo: 4.0, 4.1, 4.2, 4.3
Board Compliance Monitoring Report
Virtual Seating Chart

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 5:30 p.m. The roll was called.

**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:

- Approval of the January board meeting minutes.
- Approval of a corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2010 requests for funding to United Ways within our jurisdiction.
- Approval of a corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2010 GSUSA volunteer recognitions.

ANNUAL MEETING

Roni Luckenbill, Chief Operating Officer, provided an overview of the plans for the annual meeting on April 24, 2010 in Dayton. The meeting will include the opportunity for members to participate by webinar or in person. A survey will be included with the ballot, asking members to provide input for future annual meeting planning. Barbara Bonifas, CEO, announced that time will be provided during each Volunteer Recognition event for the state of the council to be presented and to allow for questions. The dates and times of each recognition event will be sent to board members.

**COMPENSATION
PHILOSOPHY**

Nancy Dawes presented an overview of the compensation philosophy which GSUSA is recommending that all councils adopt. Discussion followed.

MOTION

A motion was made as follows:

That the board of Girl Scouts of Western Ohio approves the compensation philosophy, principles, strategy, and process, as presented.

Motion approved.

ANNOUNCEMENT

Nancy Dawes announced that there will not be a March board meeting. The next board meeting is scheduled on Saturday, April 24 in Dayton, following the annual meeting.

ADJOURNMENT

The regular meeting adjourned at 5:45 p.m.

**EXECUTIVE
SESSION**

The board entered into Executive Session.


Mary Ann Knoop, Interim Secretary