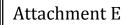


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BOARD OF DIRECTORS MEETING Friday, February 6, 2015

BOARD OF DIRECTORS	The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held at the Drury Inn & Suites North in Dayton. President, Jody Wainscott, was in the chair and Secretary, Kimber Fender, took the minutes.
BOARD MEMBERS PRESENT	Board members present: Jody Wainscott, Chair Ellen Iobst, 1 st Vice Chair Ann Hartmann, 2 nd Vice Chair Kimber Fender, Secretary Victoria Nilles, Treasurer Jeanne Bernish Nancy Dawes* Bridget Doherty Sue Gantz Matz Angela Granata Theresa Hirschauer Dave Kylander Roni Luckenbill, CEO* Pat Neal-Miller Kandi Staples *ex officio
BOARD MEMBERS ABSENT	Board members absent: Iris Juergens Barb Oostra
STAFF MEMBERS PRESENT	Staff members present: Marcia Dowds, Director of Development & Marketing Cheryl Drinnen, Assistant to the CEO Linda Odenbeck, Finance Director A.J. Office, Director of Research & Evaluation Susan Osborn, Chief Strategy Officer
GUESTS PRESENT	Guests present: Jim Creeden, BKD Jessica Haag, BKD Kathy DeLaura, Partners in Change
PRE-MEETING MATERIALS	Materials mailed: Agenda Board of Directors Meeting Audit Report Memo 2014 Audit 2014 Management Letter

	Memo for Report on Ends 2014 Year-End Report on Ends Monitoring Worksheet for Ends Policies Consent Agenda Memo November 2014 Board Meeting Minutes Board Monitoring Report Memo & Form Investment Update Conflict of Interest Statement
HANDOUTS	Materials distributed: 2015 Slate of Nominees Juliette Gordon Low Society Brochure A Look at Planned Giving Board Assessment Survey Results
CALL TO ORDER	The meeting was called to order by Chair, Jody Wainscott, at 6:30 pm.
APPROVAL OF AGENDA MOTION	A motion was made to approve the agenda. Motion approved.
REPORT ON THE 2014 AUDIT	Jim Creeden and Jessica Haag, with BKD, LLP, presented the 2014 audit and management letter to the board. There were no significant concerns expressed for the council. Discussion followed.
MOTION	That the board accepts the 2014 audit as presented. Motion approved.
FUND DEVELOPMENT	Ann Hartmann reminded board members to turn in their pledge commitment form for the 2015 annual campaign, which was mailed to all members. She presented information about planned giving and asked members to join the Juliette Gordon Low society. Angela Granata shared her story about giving to Girl Scouts of Western Ohio. A copy of "A Look at Planned Giving," along with the Juliette Gordon Low Society brochure was distributed.
REPORT OF THE CEO	Roni Luckenbill, CEO, presented the 2014 Year-End Report on Ends and thanked the task group members, Nancy Dawes, Sue Matz, Theresa Hirschauer and A.J. Office for their work on recommending the revised format of the report. She reviewed her interpretation of the Ends, followed by a summary of the evidence by A.J. Office, Director of Research & Evaluation. Discussion followed. A Motion was made as follows:
MOTION	That the board accepts the monitoring report for Policy 1.0 Global Ends as reasonable interpretation and in compliance. Motion approved.
BOARD DEVELOPMENT	Kandi Staples, Board Development Committee Chair, presented the 2015 slate of nominees, which was distributed to the board.

APPROVAL OF CONSENT AGENDA MOTION	The consent agenda was approved. The following agenda items were included on the consent agenda:
	Minutes of the November 2014 Board Meeting
	• 2014 Special Gifts List
	 Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2015-2016 requests for funding to United Ways within our jurisdiction
	• Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2015 Girl Scouts of the USA volunteer recognitions
	• Corporate resolution to authorize the CEO and Finance Director of Girl Scouts of Western Ohio to approve all troop bank account relationships in 2015-2016. This is being done to comply with bank requirements due to the Patriot Act
	 Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to execute and sign all documents necessary on contracts, checks, and orders for the payment, receipt, or deposit of money and access to
	securities of the council, as described in the Bylaws, Article XII, Section 4
HOW DID WE WORK?	Theresa Hirschauer, February 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 21, at the Dayton office:
	Fund Development ReportReport of Board Governing Policies
	 Appointment of Task Groups and Chairs
	 Welcome new members
ADJOURNMENT	The meeting adjourned at 7:55 pm
EXECUTIVE SESSION	The board then convened into Executive Session.

Kimber Fender, Secretary