

**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<sup>st</sup> Vice Chair  
Ann Hartmann, 2<sup>nd</sup> 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 Report
- Report 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.

  
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Kimber Fender, Secretary