



Girl Scouts of Western Ohio
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BOARD OF DIRECTORS MEETING **Saturday, January 23, 2010**

BOARD OF DIRECTORS The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held in Dayton, Ohio. 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
Margaret G. Beck, First Vice Chair
Sue Matz, Second Vice Chair
Jody Wainscott, Treasurer
Barbara J. Bonifas, CEO*
Kim Amrine
Karen Huelsman
Ellen Iobst
Wijdan Jreisat
Mary Ann Knoop
Kathy McMullen
Carol Sanders
Kim Turco
Christi West
*ex officio

STAFF MEMBERS PRESENT

Staff members present:
Jane Krites, Executive Vice President
Roni Luckenbill, Chief Operating Officer
A.J. Office, Research and Development Director
Susan Osborn, Chief Strategy Officer

GUESTS PRESENT

Guests present:
Julie Bauke, Congruity Career Consulting
Jim Lay, J.F. Lay & Associates LLC

BOARD MEMBERS NOT PRESENT

Board members not present:
Jerry Brose
Marjorie Houck
Catherine Ingram
Beth Keyes
Dave Kylander
Cheryl Tyler-Folsom

**PRE-MEETING
MATERIALS**

Materials mailed:

Agenda Board of Directors Meeting
Consent Agenda Memo
Minutes: November Board Meeting
2009 Gift List
Monitoring Memo: Revision to Board Policies
Memo and Proposal: Camp Myeerah
Memo: Year End Report on Ends
CEO's Interpretation of the Ends
Year-End Operational Overview
Core and Enabling Process Report
Monitoring Report on Ends
Environmental Scan
Board Calendar
Memo and Pre-reading – Visioning Session
Memo: Property Task Group Update
Investment Update and Memo
Conflict of Interest Statement

**MATERIALS
DISTRIBUTED**

Materials distributed:

Draft Monitoring Schedule
Annual Campaign Request
Policy Revision Memo
Visioning Process
Context for Vision Development
Environmental Scan Summary
Sponsorship Opportunities

CALL TO ORDER

The meeting was called to order by Chair, Nancy Dawes, at 10:10 a.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:

- Approval of the November board meeting minutes.
- Approval of the 2009 Gift List

POLICY MONITORING

Nancy Dawes led a discussion on the policies that had been revised at the board retreat in November. The following policies were discussed: 1.0, Global Ends, 2.4 Financial Planning/Budgeting, 2.5 Financial Condition and Activities, 2.7 Ends Focus of Grants Commitments or Contracts, 3.1 Governing Style, 3.2 Board Job Description, 3.3 Board Member Code of Conduct, 3.4 Agenda Planning, and 3.6 Board Committee Principles. In addition, the Monitoring Schedule was distributed and discussed.

After discussion, the following motions were made:

MOTION

To approve the revision to Policy 1.0 Global End to read as follows:
Girls demonstrate courage, confidence, and character, and make a difference.

- A. Girls understand themselves and their values.
- B. Girls use their knowledge and skills to explore the world.
- C. Girls care about, inspire, and team with others locally and globally.
- D. Girls act to make the world a better place.

These Ends will be achieved at a cost that balances time, resources, and results.

Motion approved.

MOTION

To approve the revision to Policy 3.4, Agenda Planning, in paragraph 1 and bullet four, as presented.

Motion approved.

MOTION

To approve the revisions to Policies 2.4 Financial Planning and Budgeting, 2.5 Financial Condition and Activities, 2.7 Ends Focus of Grants Commitments or Contracts, 3.1 Governing Style, 3.2 Board Job Description, 3.3 Board Member Code of Conduct, 3.6 Board Committee Principles, and the board monitoring schedule as presented.

Motion approved.

**CAMP MYEERAH
PROJECT
MOTION**

Jane Krites, Executive Vice President, presented a proposal on the eradication of invasive growth at Camp Myeerah. Discussion took place. A motion was made as follows:

To accept the proposal, which will not exceed \$20,000, from the U.S. Fish and Wildlife Services that would consist of eradicating invasive growth on almost 100 acres of land at Camp Myeerah in Bellefontaine Ohio. By accepting this proposal, we also accept the stipulation that mandates the Girl Scouts of Western Ohio maintain this acreage in a natural state for a period of 10 years and fully understand if we do not abide by this stipulation, we will be responsible for the repayment of the grant on a pro-rated basis.

Motion approved.

CEO REPORT

Barbara Bonifas, CEO, presented the 2009 Year End Report of Ends After reviewing her interpretation of the Ends, Barbara summarized the findings of our baseline data. Discussion followed.

MOTION

A motion was made as follows:

That the board accepts the monitoring report for Policy 1.0 Global End as reasonable interpretations and in compliance.

Motion approved.

Barbara reviewed the core and enabling process report and the environmental scan report. She also updated the board on the pension plan issues.

BOARD EVALUATION OF ENDS

Nancy Dawes reminded the board that the board evaluation of the Ends policy was included in their board packet and asked that they complete the evaluation and turn it in to her.

ANNUAL CAMPAIGN

Ellen Iobst solicited the board for the 2010 Annual Campaign. Board members were provided with individualized requests and asked to return their pledge prior to the next board meeting.

PROCESS FOR CEO SELECTION

Nancy Dawes and Julie Bauke presented the plan for CEO Selection. Discussion followed.

BOARD SELF EVALUATION

The board assessed its performance in the meeting and reflected on its work. Discussion followed.

AGENDA PLANNING

The following agenda items will be included in the February meeting which is scheduled as a conference call on Monday, February 22, 5:30 p.m.:


- Approval of a compensation policy for the council
- Report by the Board Development Committee on the 2010 slate
- Executive Session to discuss the CEO performance review and other items
- Monitoring of Policies 4.0, 4.1, 4.2, 4.3

VISIONING

The board entered into its visioning session with consultant, Jim Lay.

ADJOURNMENT

The meeting adjourned at 2:55 p.m.


Mary Ann Knoop, Interim Secretary