

**BOARD OF DIRECTORS MEETING**  
**Tuesday, January 26, 2016**

**BOARD OF DIRECTORS** The regular meeting of the Board of Directors of Girl Scouts of Western Ohio was held at the Girl Scout office 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  
Erinn Aulfinger\*  
Cassie Barlow  
Nancy Dawes\*  
Sue Gantz Matz  
Roni Luckenbill, CEO\*  
Pat Neal-Miller  
Zo Redman  
Susan Redman-Rengstorf  
Samantha Shultz\*  
Kandi Staples  
\*ex officio

**BOARD MEMBERS  
PRESENT BY PHONE**

Board members present by phone:  
Jeanne Bernish  
Bridget Doherty  
Angela Granata  
Theresa Hirschauer  
Barb Oostra

**BOARD MEMBERS  
ABSENT**

Board members absent:  
Patrice Borders

**STAFF MEMBERS  
PRESENT**

Staff members present:  
Marcia Dowds, Director of Development & Marketing  
Linda Odenbeck, Finance Director  
A.J. Office, Director of Research & Evaluation  
Susan Osborn, Chief Strategy Officer

**GUESTS PRESENT**

Guests present:  
Brian Grote, Audit Committee Chair  
Brian Todd, BKD

**PRE-MEETING  
MATERIALS**

Materials mailed:  
Agenda Board of Directors Meeting  
Audit Report Memo  
2015 Audit  
2015 Management Letter  
Memo for Report on Ends  
2015 Year-End Report on Ends

2015 Program Effectiveness Impact Report  
Monitoring Report Worksheet on Ends  
Consent Agenda Memo  
Outdoor Experience Task Group Memo  
Outdoor Experience Task Group Summary of Recommendations  
*More than S'mores*  
Consent Agenda  
November 2015 Board Meeting Minutes  
2015 Special Gifts List  
Board Monitoring Report Memo & Form  
Investment Update  
2016 Calendar of Meetings and Events  
2016 Conflict of Interest Statement

**HANDOUTS**

Materials distributed:  
Digital Cookie  
2016 Annual Campaign Ask

**CALL TO ORDER**

The meeting was called to order by Chair, Jody Wainscott, at 4:30 pm.

**APPROVAL OF  
AGENDA  
MOTION**

A motion was made to approve the agenda. Motion approved.

**REPORT ON THE  
2015 AUDIT**

Brian Todd with Clark Schaefer Hackett, presented the 2015 audit and management letter to the board. There were no significant concerns expressed for the council. Discussion followed.

**MOTION**

That the board accepts the 2015 audit as presented. Motion approved.

**REPORT OF THE CEO**

Roni Luckenbill, CEO, presented the 2015 Year-End Report on Ends. 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.

**FUND DEVELOPMENT  
TASK GROUP**

Theresa Hirschauer, Fund Development Task Group member, presented an update of the 2016 Annual Campaign solicitation, including completed tasks, remaining focus areas and the involvement of board members as “champions” of outreach to potential \$1000 donors.

**PUT GIRLS FIRST  
TASK GROUP**

Susan Redman-Rengstorf, Put Girls First Task Group Chair, asked board members to write notes, using provided talking points and stationery.

**OUTDOOR EXPERIENCE  
TASK GROUP**

Sue Matz, Outdoor Experience Task Group Chair, reviewed outdoor research and facilitated small-group discussion with board members about proposed recommendations for property decision-making. The task group will incorporate the board’s feedback in final decision-making criteria.

**BOARD DEVELOPMENT  
COMMITTEE**

Angela Granata, Board Development Committee Chair, reported that the slate was being finalized for elections in March. Opportunities for girl appointments are being promoted.

**APPROVAL OF  
CONSENT AGENDA  
MOTION**

The consent agenda was approved. The following agenda items were included on the consent agenda:

- Minutes of the November 2015 Board Meeting
- 2015 Special Gifts List
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2016-2017 requests for funding to United Ways within our jurisdiction
- Corporate resolution to authorize the CEO of Girl Scouts of Western Ohio to approve all 2016 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 2016-2017. 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 payment, transfer, 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?**

Victoria Nilles, January 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**

There will be an executive session board meeting by phone on Tuesday, March 22 at 4:30 pm to discuss the CEO performance review. The following agenda items will be included in the April meeting, which is scheduled on Tuesday, April 19, (in conjunction with the Annual Meeting) at the Dayton office:

- Fund Development Task Group Report
- Put Girls First Task Group Report
- Outdoor Experience Task Group Report
- Appointment of Task Groups and Chairs
- Thank you to retiring board members
- Welcome new members

**REMARKS**

Erinn Aulfinger (girl member) was congratulated for her recent Essay Award. All Board members were invited to contact girl board members to order cookies or to use the Digital Cookie flyer.

**ADJOURNMENT**

The meeting adjourned at 6:30 pm

  
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Kimber Fender, Secretary



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