

CONSENT AGENDA

Girl Scouts of Nassau County, Inc.

Minutes Board of Directors Meeting April 18, 2007

The regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on April 18, 2007 at the office of the Corporation, 110 Ring Road West, Garden City, New York.

Attendance

Officers and Directors in attendance constituting a quorum:

Sandra Ashby	Mark Florio	Pam Lennox
Jackie Beder	Alison Gilbert	William Mays
Ruth Bigman	Geri Gregor	Carolyn Mazzenga
Sarah Brewster	Debra Ieraci	Christine Rio
Lisa Burke	Marianela Jordan	Eric Rogers
Donna Ceravolo	Allison Kasson	Diane White
Sandy Cutrone		Sandra Echols Williams

Absent:

Austin Cannon	Diane McFarlane	Carol Ransom
Steven Cruz	Adrienne O'Brien	Bernardino Rosario
Barbara DeMatteo	Vilma Osborne	Dominick Tinelli
Edward Kang		

Staff:

Deborah Goldsmith, Chief Operating Officer
Susan Caruso, Director, Human Resources
Marie Rauch, Director Program Services
Chris Ferry, Director Member Service
Marilyn Stolz, Assistant Director, Finance
Lori DiMaggio, Executive Coordinator

Guests:

Paige J. Charles, Council Nominating Committee
Auditors, Michael Nawrocki and Elena Lotten from Callaghan Nawrocki,
LLP
Paula Davies

Opening

The meeting was called to order at 7:45 p.m. by President, Tina Rio. Secretary of the Board Debra Ieraci recorded the minutes.

Tina Rio welcomed everyone to the meeting and promised to conclude her final meeting as President without tears.

**Consent
Agenda**

Moved, seconded (Allison Kasson, Sandra Ashby) and voted unanimously to accept the Consent Agenda, which comprised:

- Minutes, February 7, 2007
- 2007-2008 Board Meeting Dates
- Board Committee Appointment
- November Management Report

**Auditors
Report**

Michael Nawrocki and Elena Lotten of Callaghan Nawrocki, LLP, Certified Public Accountants, presented the 2006 audit. Michael thanked the staff, the Finance Department, and particularly Deborah Goldsmith and Marilyn Stolz for their excellent cooperation, professionalism and time management. The overall observations of the Audit are:

- Audit of financial statements of GSNC as of 12/31/06
- Timeliness of accounting closing and audit “readiness”
- Excellent cooperation and professionalism of staff
- Sale of Camp Tekakwitha for \$16.5 million (disclosed in financial statement)
- Recently issued accounting pronouncements – “FIN 47” recognized obligation to perform asset retirement activity
- Meeting with Finance Committee on March 28, 2007

The Statement of Financial Position reflects an excellent liquidity and working capital with a significant investment in fixed assets as well as a strong net asset position.

GSNC ended the fiscal year with a decrease in total public support and revenues of \$172,000, due to a decrease in public support of approximately \$26,000 and a decrease in program service fees of \$210,000. The investment income increased by \$32,000 net, and total expenses decreased by \$355,000, or 7%. The ratio of program services to supporting services expense ratio was 80% to 20% in 2006 compared to 78% to 22% in 2005. For every dollar received/spent, 80 cents goes to the girls/programs, which is above the national average. These figures do not represent the intangible value of volunteers.

Concerning the considerations in the Management Letter, there were no current year findings.

Follow up to prior year findings:

- Documentation of internal controls – formal program has commenced
- Reporting of inappropriate activities – has been implemented (whistleblower policy)

The presentation concluded with thanks again to the Finance Department for their cooperation and preparedness during the annual audit.

Moved, seconded (Eric Rogers, Bill Mays) and voted unanimously to accept the 2006 Year-End Audit, as presented.

Treasurer's Report

Dr. Pam Lennox, Treasurer, reported that Girl Scouts of Nassau County continues to maintain an excellent relationship of expenditures for Program Services to Supporting Services - at 80% to 20% - (see audit)

Revenue from the 2005 Latina Conference does not appear in 2006. This contributed to a decrease in income of \$175,000, also due to a significant decline in summer camp enrollment, a decrease in Shop sales, reductions in funding from foundations, fund and chests, and a drop in revenue from the Girl Scout Cookie Program. In light of the decrease in revenue, it was imperative that expenses be held or reduced. As a result, expenses were decreased 7.6% and we were able to reduce the budgeted deficit by over \$200,000. Staff is to be commended for their quick action in cutting expenses at all levels, and the Board recognizes that annual merit increases to staff were forfeited for six months.

Girl Scouts of Nassau County maintained a strong market position with our investments, and investment income helped our bottom line. Unrealized gains in our portfolio are reflected in the audit. Fundraising income from events and the Family Campaign showed positive growth in 2006 of 59% and 28% respectively.

While the year ended with an overall loss, cash reserves from those years where we made money enabled us to continue to maintain quality services to our girls. We are proud of our track record of sound financial management that allows us to weather the less successful years and ensure the continuity of service and programs.

Human Resource Committee

In the absence of Chair Carol Ransom, Susan Caruso, Director, Human Resources, addressed the Board asking to remove specific language from the GSNC Human Resource Policies regarding the wording under the Workers' Compensation portion of the HR policies. The change in the wording was presented to the Board for approval. [Attached to the original file copy of these minutes.]

There being no further discussion, a motion was made (Diane White) to remove the wording that pertains to Workers' Compensation in the Human Resource Policies.

Motion carried.

Year End

Committee Reports

The year end reports from the Community Relations, Delegate Communications, Finance, Fund Development and Human Resource Committees were sent to the Board of Directors in the Annual Meeting packet and presented to the Board at this meeting. [Attached to the original file copy of these minutes.]

Executive Report

Management Report

Donna Ceravolo, Executive Director/CEO, presented the January through March 2007 Management Report for approval. [Attached to the original file copy of these minutes.]

Ms. Ceravolo stated that there were changes to the last page of the Management Report, the Membership numbers are 207 girls not 413 and 68 adults not 94, as previously reported.

The closing of Camp Tekakwitha (Camp Tek) was slightly delayed in order to remove an old oil tank that had not been used for 30 years but presented environmental concerns, and the cost of the removal was \$9000. Joe Megil, the ranger at Camp Tek, was offered a job at Camp Blue Bay but has turned it down. The Council will be placing ads to hire a second Camp Ranger for Blue Bay.

The Council Performance Index, previously the Council Performance Assessment, has been completed on our end and the final meeting with staff from GSUSA is scheduled for this coming week.

We have hired a new graphic designer for *Girlfriends* which will be out this week.

The staff will be brainstorming on ways to leverage the interest from the money of the sale of Camp Tek to best serve the girls of Nassau County. Staff will develop some budget ideas and come back to the Finance Committee.

Moved, seconded (Marianela Jordan, Mark Florio) and voted to unanimously accept the Management Report.

**Council
Nominating
Committee
Final Report**

Alison Gilbert, Chair, of the Council Nominating Committee stated that the Nominating Committee is responsible for identifying and selecting the people needed to provide continuity and leadership for Girl Scouts of Nassau County's Officers, Board of Directors and the successive year's Nominating Committee. Every third year the Nominating Committee also slates a group of National Delegates to represent Girl Scouts of Nassau County at GSUSA's National Council Meeting and Convention. The Nominating Committee takes its charge very seriously.

This year the NomCom's task was to slate a new President, Board Officers, Members-at-Large of the Board Directors, and our successors on the NomCom for 2007 -2009.

We are pleased to present the following slate which brings together three new officers, five returning incumbent Members-at-Large of the Board Directors along with nine new candidates. In addition, our slate for the successive Nominating Committee includes a mix of seasoned Girl Scout volunteers and community leaders. They are:

President

Sandra Echols-Williams

Continuing as Officers

Diane McFarlane

Edward Kang

Debra Ieraci

**For their First Term as
Officers**

Diane White

Bill Mays

Pamela Lenox

**Continuing as Members-At-
Large**

Lisa Burke

Austin Cannon

Mark Florio

Carol Ransom

Marianela Jordan

**For their First Term as
Members-At-Large**

Brian Rothschild

Andrea Borah

Miriam Lopez

Deborah Johnson

Nancy Sweet

Domenique Camacho Moran

Eileen Massio

Donna Geidel

Thomas Lawrence

**Nominating Committee for
the Term 2007 -2009**

Linda Wargo

Jacqueline Beder

Thomas Lawrence

Sarah Lansdale

New Business

Tina Rio announced that the Camp Tekakwitha property closing is scheduled for May 1, 2007.

Adjournment

There being no further business, the President called for a motion to adjourn.

Moved, seconded (Sandy Cutrone, Pam Lennox) and voted unanimously to adjourn. The meeting adjourned at 9:20 p.m.

Respectfully Submitted,

Debra Ieraci
Secretary