

Girl Scouts of Nassau County, Inc.

**Minutes**  
**Board of Directors Meeting**  
**April 14, 2010**

The regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on April 12, 2010 at The DeMatteis Center, Northern Blvd., Old Brookville, New York

**Attendance**

**Officers and Directors in attendance constituting a quorum:**

Ruth Bigman	Mark Florio	Cathy O'Reilly
Christine Bonczyk	Sandy Hoffer	Vilma Osborne
Lisa Burke	Deborah Johnson-Schiff	Christopher Pendergast
Donna Ceravolo	William Mays	Eric Rogers
Paige J. Charles	Diane McFarlane	Diane White
Melissa Connolly	Betty Monroe	Priscilla Wong
Agnelo Dias	Domenique Moran	Margaret Yamamoto
Anthony Edelman		

**Absent:**

Sandra Ashby	Allison Kasson	Adrienne O'Brien
Andrea Borah	Thomas Lawrence	Brian Rothschild
Austin Cannon	Miriam Lopez	Leslie Segrete
Marianela Jordan	Eileen Owen Masio	

**Staff:**

Deborah Goldsmith, Chief Operating Officer  
Luci Duckson-Bramble, Fund Development Officer  
Joyce Wagner, Director Collaborative & Volunteer Services  
Susan Caruso, Director Human Resources  
Marilyn Stolz, Assistant Director Finance  
Carol Aksak, Volunteer Coordinator  
Lori DiMaggio, Executive Coordinator

**Guests:**

Denise Hibbert, Council Nominating Committee Member  
Michael Nawrocki, Partner – Nawrocki Smith LLP, Certified Public Accountants  
Douglas Varrichio, Associate - Nawrocki Smith LLP, Certified Public Accountants

### **Opening**

The meeting was called to order at 7:30 p.m. by President, Diane M. McFarlane, Esq. Secretary of the Board Mark Florio recorded the minutes.

Diane McFarlane welcomed everyone to the meeting and asked the guests in attendance to introduce themselves.

### **Consent Agenda**

**Moved**, seconded (Anthony Edelman, William Mays) and voted unanimously to accept the Consent Agenda, which comprised:

- Minutes, November 18, 2009
- Amendment to 403(b) Thrift Plan

### **Audit Report**

Michael Nawrocki and Douglas Varrichio of Nawrocki Smith, LLP, Certified Public Accountants, presented the 2009 audit. On behalf of his firm Mr. Nawrocki thanked the Board of Directors of the Girl Scouts of Nassau County for their continued confidence in the firm. Mr. Nawrocki also thanked the staff, the Finance Department, and particularly Deborah Goldsmith and Marilyn Stolz for their excellent cooperation, professionalism and time management. The presentation concluded with thanks again to the Finance Department for their cooperation and preparedness during the annual audit. The overall observations of the Audit were presented to the Board.

### **Treasurer's Report**

As of the end of February 2010 revenue is on budget, the cookie sale is flat and expenses are trending under budget.

There was a brief discussion of the effects that laws/legislation and the economy have had on the Girl Scout Pension Plan. The Board will be kept apprised as more information becomes available.

### **Human Resource Committee**

The Human Resources Committee presented a Social Media Policy. After a lengthy discussion on the importance of using social media to reach girls it was decided that the policy would be given back to the Human Resources Department and implemented as guidelines.

## **Year End Committee Reports**

### **Community Relations Committee**

Carol Ransom, Chair, and Donna Ceravolo are meeting with elected officials to ask for congressional support and to build greater awareness of our work on Critical Issues. The New York State Girl Scout Legislative Network will be meeting May 1, 2010. Work is being done to get support for legislation on bullying in schools. Diane McFarlane thanked the entire committee for their hard work.

### **Delegate Communications Committee**

Bill Mays, Co-chair of the DCC, briefly spoke about the Committee's work for the upcoming year. While the proposal to make girls members at the Association level passed last year, the Bylaws did not spell out that they could vote. A subsequent proposal has been submitted to align language and will be considered at the May 2010 Annual Meeting. Delegates and Delegate Chairs also re-examined the role of girls in our Council and again presented a proposal to give girls the opportunity to serve as Council Delegates, and will be presented for consideration by the voting Delegates at the Annual Meeting.

The DCC continues to seek and make improvements in the two-way communication between the membership and the Board of Directors. Delegates are taking the lead to reach out to Associations and offer support and information on the governance process hoping to increase representation at future GSNC Annual Meetings. Bill Mays thanked his Co-chair Tina Rio, the Committee and Joyce Wagner, staff support, for all their hard work and commitment to Girl Scouts of Nassau County.

### **Finance Committee**

The Committee reviewed and critically analyzed the Council's 2010 proposed annual budget presented by staff and recommended it for approval by the Board of Directors. The Committee met prior to each Board Meeting and reviewed the most current year-to-date internal unaudited financial statements. The Committee reported on the current financial condition of the Council to the Board, including investments, and functioned as the Audit Committee for the Council by reviewing the scope of the independent audit, their examination and their evaluation of the Council's internal controls. The Committee also reviewed the Council's insurance program. Chair Mark Florio thanked the committee for their dedication and hard work.

### **Fund Development Committee**

Domenique C. Moran, Co-chair of the Fund Development Committee reported that we have secured a great honoree for the Annual Luncheon this year, Constance Fratianni Wysota. Mrs. Wysota understands her role as honoree and has community and corporate support which should make for a very successful Annual Luncheon.

The Committee decided not to do a golf outing this year – getting an honoree was difficult and the cost benefit analysis makes the outing prohibitive without significant corporate sponsorship.

The “Girls Go the Distance” Walkathon set for April 25<sup>th</sup> should be amazing with over 600 participants signed up. Melissa Connolly, Allison Kasson and Sherry McGrath have done a fantastic job organizing this event.

In closing, Domenique Moran reminded everyone to please fill out their Board pledge forms. She also thanked Donna and Cathy for the email with pictures of the Cookies received by the soldiers overseas. She especially wanted to thank the Fund Development Committee for all their hard work.

### **Human Resources Committee**

In the absence of Chair Austin Cannon, Anthony Edelman spoke about the work of the Committee this year. This year the Committee successfully brought forward changes to the “Vacation Carryover” policy of the Human Resource Policies and the amendment to the 403(b) Thrift Plan. Diane McFarlane thanked the committee for a job well done.

### **Executive Report**

Executive Director Donna Ceravolo invited everyone to the Open House at Camp Blue Bay on Saturday and Sunday May 1<sup>st</sup> and 2<sup>nd</sup> from 10am to 3pm. Bathrooms in troop houses are completed. The Gold Award celebration will be at Adelphi on Sunday June 13<sup>th</sup> from 2pm – 4pm.

Cookies are flat for this year – we need to sell 72,000 more boxes of Cookies to reach our goal. We’ve extended the sale and we have a tactical plan in place. We will be making a big push on May 15<sup>th</sup>, Armed Forces Day to increase the Operation Cookie sale and get another shipment of cookies to our Troops. The average box of Cookies sold per girl is down from last year.

A management report will be sent to Board Members in a few weeks. Donna also spoke about the challenges of looking for space in this economy. There is very little to buy in Nassau County and leasing is not an option.

### **Nominating Committee**

Sandra Hoffer, Chair of the Nominating Committee thanked her committee for a very successful year and thanked Donna Ceravolo and Lori DiMaggio for their continued support.

### **Annual Council Meeting**

Diane McFarlane thanked everyone that attended last year's Annual Meeting and would like the Board to continue with that momentum – This year there will be a presentation from Girls, a presentation of the new Girl Scout Brand and we will hear

from our Council's National Delegates. The agenda will be mailed in a timely fashion according to our Bylaws.

### **Kudos and Recognitions**

Diane McFarlane thanked Sandy Ashby for her service to the Girl Scouts of Nassau County. Sandy Ashby has completed three consecutive terms.

### **New Business**

Diane McFarlane appealed to the Board to come out and support the "Girls Go the Distance" Walkathon on Sunday, April 25<sup>th</sup> and asked the Board to sign up to attend Association Award events. Board Members are well received at these events and it will help toward our efforts to bridge the gap between our volunteers and the Council. In these economic times we are losing sponsorships and corporate support, so please submit your pledges and support our events. Donna Ceravolo was happy to say that this Board has been the most active Board she has had the pleasure to work with in her ten years at GSNC.

### **Adjournment**

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

**Moved**, seconded (Vilma Osborne, Deborah Johnson-Schiff) and voted unanimously to adjourn. The meeting adjourned at 9:06 p.m.

Respectfully Submitted,

Mark Florio  
Secretary