

## **CONSENT AGENDA**

Girl Scouts of Nassau County, Inc.

### **Minutes Board of Directors Meeting November 14, 2007**

A regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on November 14, 2007 at the office of the Corporation, 110 Ring Road West, Garden City, New York.

#### **Attendance**

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

Ruth Bigman	Debra Ieraci	Domenique Moran
Andrea Borah	Deborah Johnson-Schiff	Diane McFarlane
Lisa Burke	Edward Kang	Adrienne O'Brien
Austin Cannon	Thomas Lawrence	Vilma Osborne
Donna Ceravolo	Pam Lennox	Brian Rothschild
Sandy Cutrone	Eileen Owen Masio	Diane White
Donna Geidel	William Mays	Sandra Echols Williams
Alison Gilbert		

##### **Absent:**

Sandra Ashby	Marianela Jordan	Eric Rogers
Steven Cruz	Allison Kasson	Bernardino Rosario
Mark Florio	Miriam Lopez	Dominick Tinelli
Geri Gregor	Carol Ransom	Paige J. Charles

##### **Staff:**

Deborah Goldsmith, Chief Operating Officer  
Fran Monahan, Associate Executive Director  
Luci Duckson-Bramble, Fund Development Officer  
Susan Caruso, Director, Human Resources  
Marilyn Stolz, Assistant Director, Finance  
Lori DiMaggio, Executive Coordinator

### **Opening**

The meeting was called to order at 7:40 p.m. by President, Sandra Echols Williams. Secretary of the Board Debra Ieraci recorded the minutes.

Sandra Williams welcomed everyone to the meeting.

### **Consent Agenda**

**Moved**, seconded (Adrienne O'Brien, Dominique Moran) and voted unanimously to accept the Consent Agenda, which comprised:

- Minutes, September 19, 2007 Board Meeting

### **President's Remarks**

Sandra Echols Williams, President stated that by February there will be some changes made to the format of the agenda. The changes will further engage the Board to participate and discuss how we can achieve our mission.

### **Treasurer's Report**

Dr. Pam Lennox, Treasurer, reported that income is up \$258,000 over last year for this period. Repairs to the roads at Blue Bay reflect the large increase in equipment expenditures, up \$139,000 over last year and the legal fees for the sale of Camp Tekakwitha (Camp Tek) and cleanup of the oil tank at Camp Tek account for the \$50,000 increase in professional services over last year.

In keeping with its fiduciary responsibility to steward the assets of Girl Scouts of Nassau County, Committee members review monthly brokerage statements of all accounts to ensure that investment target allocations are maintained in accordance with the profiles set by the Board.

On October 31<sup>st</sup> the committee met with the representatives from Smith Barney and Morgan Stanley to review the progress of our investment portfolio, which was our first scheduled quarterly review. Since its inception through September 30<sup>th</sup> the equities (stock) portfolio invested with Smith Barney grew \$53,000 and the fixed income (bond) portfolio grew \$59,000.

The assets invested with Morgan Stanley in U.S. equities, international equities and fixed income grew \$138,000 from inception through October 29<sup>th</sup>.

The Finance Committee will remain diligent to ensure that the investments are managed in a prudent manner as per the Board's guidance.

## **Finance Committee**

In the absence of Chair, Mark Florio, Dr. Pam Lennox presented the 2008 Proposed Budget. [Attached to the original file copy of these minutes.]

Some of the highlights of the budget include the following new expenses:

GSUSA National Convention and Girl Congress (one time expense)  
GSUSA Program Conference (one time expense)  
Girlfest (one time expense)  
Dream Teams  
Part Time Staff  
Bathrooms at Blue Bay (one time expense)

These expenditures are \$566,000 of the budget and comprise the majority of the increase over 2007's budget.

\$475,000 had been budgeted as a transfer from the New Directions fund to cover the cost of the bathrooms at Blue Bay as well as the Dream Teams and Outreach staff.

We anticipate the work of the Dream Teams to affect the bottom line for product sales, therefore we have budgeted a 10% increase in Cookie and a 7% increase in Fall Product revenue.

The Finance Committee has approved the 2008 Budget for presentation to the Board.

**The vote to accept the budget was unanimous.**

## **Discussion and Report of Board Planning Session**

Sandra Echols Williams thanked everyone for attending the Board Planning Session on Saturday, November 10, 2007. The turnout was good and so was the rapport although we did not have closure. The results of the session demonstrated that in order to meet our mission we must focus on:

- Fund development
- External image
- Board development

The February Board meeting will be restructured to address some of these questions.

## **Human Resources Committee**

Austin Cannon, Chair of the HR Committee presented the Board with three action items:

- Deleting specific language from the charge of the HR Committee
- Adding language to the HR Policies regarding employee background checks
- Minor word changes to the Emergency Leave section of the HR Policies

After a brief discussion the action items regarding changes to the HR Policies were sent back to the HR Committee for reconsideration.

**The vote to accept the change to the charge of the Human Resources Committee was unanimous.** [Attached to the original file copy of these minutes.]

## **Fund Development Committee**

Domenique Moran, Chair, reported to the Board that the Annual Luncheon held at the Garden City Hotel on October 30<sup>th</sup> was a great success. *The Juliette Low Award of Distinction* went to Leslie Segrete and the *Making a Difference for the Youth of Long Island* was presented to Winthrop University Hospital.

The net income was \$64,441 an increase of \$6,660 (10.3%) from 2006. Although there were fewer attendees this year the corporate sponsors were up and the expenses were down.

## **Nominating Committee**

In the Absence of Chair Paige Charles, Alison Gilbert updated the Board on the activities of the Nominating Committee. Paige Charles will be meeting with Sandra Williams and Donna Ceravolo to discuss developing a Board Development Committee and how it could be implemented at the Council. This year the committee is charged with identifying 13 Members-at-Large, 5 successors to the Nominating Committee and 13 National Delegates plus two alternates. Interviews with incumbents will be completed by December giving the committee ample time to interview referrals. The Board was asked to use their personal and professional networks to help identify referrals.

**Delegate  
Communications  
Committee**

Diane White, Chair, reported to the Board on the progress being made on the *Policies, Standards & Guidelines* of the Council. Any changes to this document must be approved by the Board because it directly impacts the work of our volunteers and is a complement to *Safety Wise*. Staff has prepared a first draft of revisions, followed by input from the Chair of Association Volunteers and Association Delegate Chairs. The Delegate Communication Committee (DCC) is in the process of putting together a final draft, which they expect to bring to the Board for a vote at the February meeting.

Diane also updated the Board on the process of revisions to the By-laws and governance system. Diane informed the Board that at this time the DCC does not have anything to present to the Board. It appears that they will not have a major proposal for the Board to review and endorse by the February Board meeting. The committee may present minor revisions to the By-laws and the governance system at the Board meeting in February.

**Executive  
Report**

**Management Report**

Donna Ceravolo, Executive Director/CEO, presented the September and October 2007 Management Report. [Attached to the original file copy of these minutes.]

Ms. Ceravolo stated that the Management Report gives everyone information on the operations of the Council. Donna said that GSUSA has begun to share some of the new Brand materials of Girl Scouts. "Run's House," a reality show on MTV, featuring the life of Rev Run, a.k.a. Joseph Simmons, and his family includes two daughters who are involved with Girl Scouts.

In February our Director of Marketing, Donna Rivera Downey will give a presentation about GSNC's marketing efforts.

**Adjournment**

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

**Moved**, seconded (Andrea Borah, William Mays) and voted unanimously to adjourn. The meeting adjourned at 9:20 p.m.

Respectfully Submitted,

Debra Ieraci  
Secretary