

## CONSENT AGENDA

Girl Scouts of Nassau County, Inc.

### **Minutes Board of Directors Meeting September 13, 2006**

The regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on September 13, 2006 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	Diane McFarlane
Jackie Beder	Alison Gilbert	Adrienne O'Brien
Ruth Bigman	Geri Gregor	Vilma Osborne
Sarah Brewster	Edward Kang	Christine Rio
Lisa Burke	Allison Kasson	Diane White
Austin Cannon	William Mays	Sandra Echols Williams
Donna Ceravolo	Carolyn Mazzenga	
Steven Cruz		

##### Absent:

Sandy Cutrone	Marianela Jordan	Eric Rogers
Barbara DeMatteo	Mini Krishnan	Bernardino Rosario
Kathleen Eagan	Phyllis Marino	Dominick Tinelli
Debra Ieraci	Carol Ransom	

##### Staff:

Fran Monahan, Associate Executive Director  
Deborah Goldsmith, COO/Director, Finance  
Marilyn Stolz, Assistant Director Finance  
Donna Rivera-Downey, Director, Marketing  
Chris Ferry, Director, Member Services  
Joyce Wagner, Director Collaborative & Volunteer Services  
Luci Duckson-Bramble, Fund Development Officer  
Leigh Lynch, Adult Education Coordinator  
Lori DiMaggio, Executive Coordinator

### **Opening**

The meeting was called to order at 7:45 p.m. by President Tina Rio. Diane White, Member-at-Large, recorded the minutes in the absence of the Board Secretary, Debra Ieraci.

Tina Rio welcomed everyone and thanked the staff members present for attending the meeting.

### **Program**

Leigh Lynch, Adult Education Coordinator, announced the beginning of the Fall Product Sale and encouraged the Board members to participate. Fall Product packets were distributed. Ms. Lynch extended an invitation to the Board, welcoming them to attend GSNC's annual Oktoberfest the weekend of October 20, 2006.

### **Consent Agenda**

**Moved**, seconded (Geri Gregor, Bill Mays) and voted unanimously to accept the Consent Agenda, which comprised:

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### **Treasurers Report**

In the absence of the Board Treasurer, Mini Krishnan, Sandra Echols Williams, Executive Vice President, presented the Treasurer's report. Income to date for 2006 has decreased \$30,000 from 2005, discounting income of \$200,000 from the 2005 Latina Conference. Total expenses, excluding the Latina Conference, as of July 2006 are \$20,000 less than last year, down less than 1%. Annual giving has increased by 13% over 2005 and we anticipate netting almost \$20,000 more than budgeted from the golf outing. However, we still anticipate a deficit of approximately \$200,000 year end. This is based on Cookie Program falling short of budget and loss of revenue from Resident and Day Camp.

### **Finance Committee Report**

Sandra Echols Williams, Finance Committee Chair gave a brief summary of the information that was mailed to the Board [Attached to the original file copy of these minutes] regarding the history of the possible sale of Camp Tekakwitha (Camp Tek) which included camp usage statistics, copies of appraisals, the offer from The Nature Conservancy and a five year plan for upgrades to Camp Blue Bay and the establishment of Girl Space.

Ms. Williams asked, what is the pleasure of the Board regarding the property. Dr. Adrienne O'Brien asked if she was suggesting that the Board vote on accepting the offer from the Nature Conservancy and the Town of Southampton for the sale of Camp Tek.

Ms. Williams stated that we need to move forward, the Finance Committee as well as the Board have been discussing this for a long time. Our questions have been answered; we have enough information to make an informed decision. The sale of Camp Blue Bay or any of its parcels has been taken off the table. On the table is the offer from The Nature Conservancy and the Town of Southampton to purchase Camp Tek. Ms. Williams commended Deborah Goldsmith and the staff for their due diligence putting together a cohesive timeline of ways the money, from the sale of Camp Tek, would be used for the girls. She stated that the Finance Committee has not rushed into this and that the Board has had ample time to examine all the information they have been given. This is an opportunity that will not be available indefinitely.

A lengthy discussion followed, during which the question to vote on the sale of Camp Tekakwitha was raised, at which time Austin Cannon stated that this was not the time for a motion and if the Board is going to make a motion it should be done during New Business. The discussion is attached as appendix A. [Attached to the original file copy of these minutes.]

#### **Fund Development Committee Report**

Geri Gregor, Fund Development Committee Chair, reported that the 22<sup>nd</sup> *Annual Go for the Green Golf Classic*, held on August 14, 2006 at the Mill River Club, was a huge success. Diane Lazuta, Vice President and Regional Manager for Citibank North America was the honoree. 138 golfers attended and we had 150 guests for dinner. Citibank was the event sponsor and was instrumental in the success of the golf outing. Preliminary reports indicate a gross income of \$119,075 with a net of \$69,378, the highest it has ever been. This represents a 105% increase from the 2005 net. Commerce Bank is expected to be the 2007 honoree.

The 20<sup>th</sup> Annual Luncheon will take place on Tuesday, October 31, 2006 at the Garden City Hotel. Margaret Stacey will be the recipient of the *Juliette Low Award of Distinction* and News 12 will receive the *Making a Difference for the Youth of Long Island Award*.

Ms. Gregor urged the Board to help make this event as successful as the golf outing. There are sponsorships available, as well as journal ad space and available seating. (If anyone needs additional information they can contact Luci Duckson-Bramble at ext. 208 or Barbara Minutello at ext. 240.)

Ms. Gregor reminded the Board that our Board Giving goal for 2006 is \$30,000. Pledges to date are \$11,250 and the actual income to date is \$8,418. There was a brief discussion regarding which calendar the Board Giving goal followed. The \$30,000 goal is for January – December 2006, the Council's fiscal year.

## Executive Reports

### Management Report & Mid-Year Report

Donna Ceravolo, Executive Director/CEO, presented the Management Report & the Mid-Year Integrated Objectives Report for approval. [Attached to the original file copy of these minutes.]

Ms. Ceravolo, along with several staff members met earlier September 13 with Girl Scouts of Suffolk County (GSSC) and Girl Scouts of Greater New York (GSGNY) and their staff, for the first Tri-Council meeting. The meeting was very positive. A joint marketing effort of Camp programs was the first order of business. Sharing adult education and training, programming, and adult workshops were areas also discussed. GSNC has invited GSSC members to attend Oktoberfest this year.

**Moved**, seconded (Edward Kang, Diane McFarlane) and voted to unanimously accept the Management Report.

## New Business

Ms. Rio regretfully announced that Carol Ransom is undergoing chemotherapy and that some members have started a healing circle for Carol and her family. Anyone who would like to cook a meal and send it to Carol should contact Carole Aksak at ext. 254, to coordinate the delivery of the food to Carol.

Congratulations to Alison Gilbert. Alison was voted the new Chair of the Nominating Committee. All officers' terms are up this year and referrals for new officers will be accepted by the Nominating Committee until December 1, 2006. Member-at-Large referrals must be submitted to the committee by January 12, 2007. Referral forms are available on the Website and at the Council. Self referrals will be accepted.

Edward Kang, Vice President, asked the Board to mark their calendars for Saturday, May 19, 2007 for the second *CelebrAsian* event, which will be held at C.W. Post. The event is being organized by girls from the Council's Asian Task Force with help from adult volunteers. This event helps to expose girls in the Asian community to Girl Scouting. Last year 120 girls attended the event and the Council's Asian membership has increased by 15%.

Adrienne O'Brien made the following motion: **For Girl Scouts of Nassau County to accept the offer from The Nature Conservancy and the Town of Southampton to purchase the property known as Camp Tekakwitha.**

**Moved**, seconded (Adrienne O'Brien, Sandra Ashby)

Tina Rio asked the Board if it was their pleasure to vote on the motion made by Adrienne O'Brien. A discussion followed. (For the continuation of the discussion on the sale of Camp Tek see Appendix A, attached.) **Motion carried, 18 in favor, Dr. Sarah Brewster opposed.**

Tina Rio thanked everyone. She stated that she is confident the Board has made the right decision. This was a difficult decision made by the Board and we must present a unified front as a Board.

**Performance  
Review**

In a closed session, President Tina Rio shared with the Board the results of the Executive Director's performance review that she and Executive Vice President Sandra Echols Williams recently conducted.

**Adjournment**

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

**Moved**, seconded (Sara Brewster, Mark Florio) and voted unanimously to adjourn. The meeting adjourned at 9:15 p.m.

Respectfully Submitted,

Diane White  
Member-at-Large

**Appendix A -**

Summary of the discussion on the sale of Camp Tekakwitha to The Nature Conservancy and the Town of Southampton.

Dr. Sarah Brewster asked, "If the Council sells Camp Tek would GSNC have use of the property?"

Donna Ceravolo, Executive Director/CEO stated that the camp would be turned into a park for use by the Town and that we would clarify how our members could access the property.

Ms. Ceravolo stated that the Tri Council (GSNC, Girl Scouts of Suffolk County (GSSC) and Girl Scouts Greater of New York (GSGNY)) met early today and the agenda was sharing marketing costs, programs and camp space. All three Councils have underutilized camps. GSNC would have access to Camp Kaufman in Hamilton, New York, Camp Edey in Bayport, Long Island and Camp Sabago in Yaphank, Long Island. GSSC and GSGNY would have access to Camp Blue Bay.

Ms. Williams said that the resources we are using to maintain Camp Tek can be diverted to upgrade Camp Blue Bay, making the camp more appealing and possibly increasing the usage.

Dr. Brewster stated that she has agonized over this decision and looks at land as an indispensable asset and wanted to know if we have exhausted all possibilities.

Mark Florio stated that Camp Tek is an underutilized asset.

Dr. O'Brien understands the sadness of letting go of the land and wanted to know if the offer for the land is a fair price and is it in our interest to take this offer.

Mr. Florio stated that no developers are interested in the land and the price offered is higher than the appraised value we received.

Deborah Goldsmith, GSNC's Chief Operating Officer and CFO, addressed these questions by reiterating the information that was sent previously to all Board members.

Alison Gilbert stated that we have girls that we can affect; instead we are spending money on something we are not using. The sale is positive because we are selling it to The Nature Conservancy.

Lisa Burke thought the Girl Space was a great idea and wanted more information on the plans for the space.

Ms. Ceravolo stated that GSNC is one of the few Councils that does not have a designated place to bring girls, throughout the Council, together. The office space here is so crowded with staff and training and there is no neutral space to use for the girls. We use the space of other companies, churches, etc.; most Councils do not do this. They have space. We are always at the mercy of the organizations from which we can rent or borrow space. GSNC's charter is to maintain scouting in Nassau County. We are sitting on assets worth millions, but these assets are not benefiting girls.

Ms. Goldsmith addressed the question on Girl Space and said the Council would look for something centrally located to lease. While buying space is an option, a recommendation was made to rent for a year or two to make sure that the monies are being utilized in the best possible way.

Ms. Williams stated that delaying the sale of the property could be problematic - Town politicians could change and the offer could be rescinded.

Austin Cannon said there's been a philosophical change - in the past Scouting was about camping and the outdoors but that is not the reality now. Resources utilized for Camp Tek can be divided to update Camp Blue Bay and for other activities girls like to do. Girls today don't care about camping the way their predecessors did.

Dr. O'Brien asked if the new Board members were prepared enough to vote on a motion.

Ms. Rio explained that in addition to the documents recently mailed to all Board members from the Finance Committee, the new Board members were given past Board minutes as part of their Board training packets which contained information regarding the camp properties. [Note: No new Board member indicated they needed additional time or information.]

Dr. O'Brien – made a motion for Girl Scouts of Nassau County to accept the offer from The Nature Conservancy and the Town of Southampton to purchase the property known as Camp Tekakwitha.

Sandra Ashby – 2nd motion.

Ms. Gilbert stated that we are all very attached to the camp but we must keep our personal feelings out of this. The girls have new needs; Leaders aren't taking the girls camping. We have the possibility to do more for the girls – we must look forward.

Diane White stated that she attended the Finance Committee meeting and noted that the Committee did not make this recommendation. There have been great efforts made to improve the camps. She stated that she did not want the Board members to feel pressured, because once the land is gone, the land is gone. The Finance Committee had some reservations and concerns about how the sale of the land and the acquisition of the money from the sale would affect our membership and our corporate donations.

Ms. White said she would share the Board's discussion and decision with the Delegate Communications Committee and the Delegates at the next meeting. The fact that the land would be going to The Nature Conservancy would be positive PR. The price seems fair. Our resources must be used wisely. She didn't feel the membership would have a problem with the sale; they have already voted with their feet.

Steven Cruz asked for some clarification: Are we holding onto this property for emotional reasons? Because of the role the camp used to play?

Ms. Burke said that timing is everything. Camping and Girls Scouting should never part, but with everything falling into place there is only a small window of opportunity.

Geri Gregor asked, "Will we really lose members?" When was the last time any of us went to Camp Tek? Two years ago members complained that the camps don't compete with other camps in our area. Geri's Co-leader loves to camp and prefers Camp Tek to Camp Blue Bay. The Co-leader and the Troop were very disappointed on their last camping trip to Camp Tek, they found the Camp in disarray and disrepair. We have a fiduciary responsibility to the girls.

Tina Rio stated that donations from corporations are down. GSNC is not looked upon as a needy cause. Corporate donations are given for specific events such as golf, luncheon, the Latina Conference, CelebrAsian, etc.

Donna Ceravolo – People know GSNC has these assets and people are aware they are not currently utilized in the best possible way.

Carolyn Mazzenga - GSNC is losing money. The assets are on the balance sheet whether they are shown as cash or land.

There being no further discussion the Chair asked if the Board was ready for a vote.