

## CONSENT AGENDA

Girl Scouts of Nassau County, Inc.

### **Minutes Board of Directors Meeting June 8, 2005**

The regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on June 8, 2005 at the office of the Corporation, 110 Ring Road West, Garden City, New York.

#### **Attendance**

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

Michelle Armstrong	Mark Florio	Diane McFarlane
Jacqueline Beder	Geri Gregor	Adrienne O'Brien
Ruth Bigman	Debra Ieraci	Carol Ransom
Sarah Brewster	Marianela Jordan	Christine Rio
Austin Cannon	Edward Kang	Linda Sullivan
Donna Ceravolo	William Mays	Diane White
Sandy Cutrone	Carolyn Mazzenga	Sandra Echols Williams

##### Absent:

Sandra Ashby	Alison Gilbert	Phyllis Marino
Lisa Burke	Margaret Iamunno	John Moye
Kathleen Eagan	Mini Krishnan	

##### Staff:

Fran Monahan, Associate Executive Director  
Deborah Goldsmith, Chief Operating Officer  
Susan Caruso, Director, Human Resources  
Luci Duckson-Bramble, Fund Development Officer  
Christina Ferry, Director, Member Services  
Marie Rauch, Director, Program Services  
Rita Scott, Director, Information Management  
Marilyn Stolz, Assistant Director, Finance  
Laura Bissett-Carr, Manager, Program and Outdoor Services  
Carole Aksak, Volunteer Coordinator  
Leigh Lynch, Adult Education Coordinator  
Claudia Pagán, Program Coordinator, Girl Services  
Janet Rafferty, Executive Assistant

#### **Opening**

The meeting was called to order at 7:40 p.m. by President Tina Rio, following a reception to meet and welcome new Board members. Secretary Debra Ieraci recorded the minutes.

## **President's Welcome**

Tina Rio welcomed new Board members and introduced staff in attendance. In her message to the Board, the President referred to the National Council Session to be held in October, remarking that big changes are in store for the Girl Scout Movement. She urged Board members to speak openly and ask questions at Board meetings and to share their comments and concerns with her and with Executive Director/CEO Donna Ceravolo.

## **Consent Agenda**

**Moved**, seconded (Edward Kang, Geri Gregor) and voted unanimously to accept the Consent Agenda, which consisted of:

- Board Meeting Minutes, April 13, 2005
- Approved Signatures for the Corporation
- Appointment of Sheila Bohan to the NYSGSLN
- Board Committee Appointments
- Approval of United Way Funding Application

## **Latina Conference Update**

Claudia Pagán, Conference Coordinator, gave an update on the 5<sup>th</sup> National Latina Conference *Connect to Friends, Family and Envision the Future!* to be held July 14 through 17, 2005 at the Long Island Marriott Hotel and Conference Center. Board Member Marianela Jordan will serve as Mistress of Ceremonies for the Opening of the Conference. Invitations to attend the Dignitaries Reception prior to the Opening Ceremony were mailed to all Board members. Claudia extended an invitation to the Board to participate in other segments of the Conference as well. A flyer was distributed listing each event and the corresponding fee.

## **Treasurer's Report**

In the absence of Treasurer Mini Krishnan, Executive Vice President Sandra Echols Williams gave the Treasurers' Report based on April 2005 financials subject to audit. Sandra noted the following highlights:

- Cookie Sale income is approximately 9 ½ % or \$200,000 below last year's income. This is \$300,000 less than budget.
- Annual Giving is up 68% over last year and Corporate, Foundations, Grants and Organizations show a 15% increase.
- The \$9,260 increase in Restricted Contributions and Financial Assistance reflects the new Campership Campaign and the contributions received to provide our girls with financial assistance for the Latina Conference.

- Total expenses as of April 2005 are \$27,000 less than last year, or 2%. This difference is attributable to the \$12,500 one-time set up fee for E-Council last year and to open staff positions.

## **Community Relations Committee**

Associate Executive Director Fran Monahan reported on the recent Annual Meeting of the New York State Girl Scout Legislative Network (NYSGSLN) in Albany, that she attended with Donna Ceravolo and Sheila Bohan, member of the Community Relations Committee. Sheila is GSNC's delegate to the Board of NYSGSLN.

The Network serves as a vehicle for heightening the political awareness among Girl Scout Councils in New York State, as an educational vehicle to legislators to ensure that government regulations do not adversely affect the well-being of Girl Scouts, and as a link between legislators and government agencies to influence the course of legislation that will affect the social welfare of Girl Scouting, girls and youth.

A copy of the Legislative Agenda was distributed and Fran highlighted some of the bills on the list. [Copy of the Legislative Agenda-Action 2005 Session is attached to the file copy of these minutes.]

## **Finance Committee**

### Property Update

Sandra Echols Williams, Chair of the Finance Committee, addressed the Board on current property issues. For the sake of new Board members, Sandra explained that over the past several years, the Finance Committee has come to the Board with information regarding our properties, reporting on the physical condition of our camps and Service Center as well as the attempts made to maximize utilization of all sites. This has been an ongoing issue and Donna Ceravolo directed the staff to prepare a briefing for the Finance Committee in light of the offers made to Girl Scouts by the Town of Southampton and Town of East Hampton via the Nature Conservancy for the purchase of specific lots at both camps. At the May meeting, the Finance Committee discussed the issues and challenges to be addressed and agreed that a report should be presented to the Board at the June meeting so the entire Board could reflect on the future of GSNC and their responsibility as stewards of the property as well as stewards of the Girl Scout Movement. Sandra deferred to Donna Ceravolo to report on our camp properties. Donna reiterated the importance of this report in relation to the Board's fiduciary responsibility as stewards. Donna commented that we do not know how long the offers from the Nature Conservancy and Towns of East Hampton and Southampton will be on the table. She stated that we never want to sell land to raise money, but do want to leverage that land as an asset and make it work for our girls.

Laura Bissett-Carr, Manager, Program and Outdoor Services and Deborah Goldsmith, Chief Operating Officer, gave a Power Point presentation on the camps and the Service Center, outlining proposed changes as recommended by staff. [A copy of the complete presentation is attached to the file copy of these minutes.]

Proposal Blue Bay: The Nature Conservancy/Town of East Hampton has offered to purchase the development rights to 90 acres for \$12 million over 4 years plus 5% interest on the unpaid balance for a total of \$12,900,000 (an average of \$143,000 per acre including interest).

Staff is recommending a counter offer to East Hampton/Nature Conservancy, the outright sale of approximately 35 acres.

Proposal Tekakwitha: The Nature Conservancy/Town of Southampton has offered to purchase two lots (13.9 acres for \$2,600,000 and 4.4 acres for \$1,200,000) for a total of \$3,800,000 or an average of \$297,650 per acre.

Staff is recommending a counter offer to Southampton/Nature Conservancy for the sale of the proposed lots.

Sandra Echols Williams informed the Board that the Finance Committee had a very active discussion on these proposals and the Committee decided to present the entire report to the Board as an information piece.

After hearing the report on our properties, the Board decided to act by making the following motion:

*“That the Board accept the recommendations of the staff towards the sale of the parcels at Camp Tekakwitha and Camp Blue Bay and authorize the Executive Director to continue negotiations.”*

**Moved**, seconded (Austin Cannon, Diane White) and voted unanimously to accept the motion as presented.

Following the acceptance of this motion, Sandra Echols Williams recommended a transfer of \$145,000 from the Board restricted Capital Fund to the General Operating Fund to cover the anticipated costs in implementing the critical needs at Camp Tekakwitha and Camp Blue Bay, as well as the cost of the appraisals of both properties, should appraisals become necessary.

Coming from Committee, no second was required. The motion passed unanimously.

Tina thanked Laura Bissett-Carr and Deborah Goldsmith for their informative presentation. As negotiations continue, pertinent information will be shared with the Board as appropriate.

## **Management Reports**

Donna Ceravolo presented her Management Report for April-May 2005.

**Moved**, seconded (Bill Mays, Carol Ransom) and voted unanimously to accept the Management Report as presented.

## Results of Board Self-Evaluation

A summary of the results of the Board Self-Evaluation was distributed. Tina Rio reported that 67% of Board members eligible to participate in the survey did respond. 100% of those who responded indicated that they would like more program updates and staff reports at Board meetings. This will be done.

## New Business

Donna Ceravolo informed the Board that GSNC plans to move its operating account from Citibank to Commerce Bank. She noted that, for the record, Board member Phyllis Marino, Vice President of Commerce Bank, was not involved in this decision and is not a signer on GSNC accounts.

For the purpose of disclosure and to go on record, Donna also informed the Board that ACE Communication, a division of DOAR, has put in a bid to cover the audio/visual equipment for the upcoming Latina Conference. Geri Gregor is the Vice President of Finance of DOAR.

Debra Ieraci was presented with her Girl Scout First Class Award. Donna Ceravolo explained that Debra earned this recognition many years ago but never received her pin.

Ruth Bigman reported that \$10,000 has been pledged to the Campership Campaign (\$8,000 received to date). [Not included in this figure was a check for \$450 given to Ruth by a Board member at the meeting.] Ruth also explained that for a minimum donation of \$1, members could participate in the Tent Campaign. "Tents" were made available after the meeting.

Carol Ransom announced that she officially retired from the Town of Hempstead Housing Authority on June 3<sup>rd</sup>. Tina and the Board wished her well.

## Adjournment

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

**Moved**, seconded (Linda Sullivan, Adrienne O'Brien) and voted unanimously to adjourn. The meeting adjourned at 9:50 p.m.

Respectfully Submitted,



Debra Ieraci  
Secretary