

CONSENT AGENDA

Girl Scouts of Nassau County, Inc.

Minutes Board of Directors Meeting April 5, 2006

The regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on April 5, 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	Barbara DeMatteo	Phyllis Marino
Jackie Beder	Kathleen Eagan	William Mays
Ruth Bigman	Mark Florio	Diane McFarlane
Sarah Brewster	Alison Gilbert	Carol Ransom
Lisa Burke	Geri Gregor	Christine Rio
Austin Cannon	Debra Ieraci	Diane White
Donna Ceravolo	Edward Kang	Sandra Echols Williams
Sandy Cutrone	Mini Krishnan	

Absent:

Michelle Armstrong	Marianela Jordan	Adrienne O'Brien
Margaret Iamunno	Carolyn Mazzenga	

Staff:

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

Guests:

Auditors, Elena Lotten and Carissa Moriarty from Callaghan Nawrocki, LLP.

Opening

The meeting was called to order at 7:35 p.m. by President Tina Rio. Secretary of the Board Debra Ieraci recorded the minutes.

Tina welcomed everyone and announced wonderful news. Donna received an email from GSUSA stating that Girl Scouts of Nassau County and Girl Scouts of Suffolk County would not have to merge:

Feedback/Recommendation from GSUSA:

We agree with the viability of the two separate Councils and encourage them to take a leadership role in establishing regional collaboration and cooperation with neighboring Councils.

The new Executive Coordinator, Lori DiMaggio was introduced as well as the staff in attendance.

**Consent
Agenda**

Moved, seconded (Kathleen Eagan, Geri Gregor) and voted unanimously to accept the Consent Agenda, which consisted of:

- Board Meeting Minutes, February 8, 2006
- Appointment of Jackie Beder as member of the Finance Committee

**Auditors
Report**

Elena Lotten of Callaghan Nawrocki, LLP, Certified Public Accountants, presented the 2005 audit. She thanked the staff, the Finance Department, and particularly Deborah Goldsmith and Marilyn Stolz for their excellent cooperation, professionalism and time management. The Statement of Financial Position reflects a strong current position and 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 revenues of \$200,000, due to a decrease in public support of approximately \$178,000 and a decrease in Cookie and Fall Product revenue. The investment income increased by \$88,000, net and total expenses increased by \$120,000, or 3%. The ratio of program services to administrative expense ratio was 76% to 22% in 2004 compared to 78% to 24% in 2005. For every dollar received/spent, 78 cents goes to the girls/programs, which is above the national average. These figures do not represent the intangible value of volunteers.

With regards to the considerations in the Management Letter, it was stated that GSNC has strong financial accounting and reporting functions and it was suggested that the following two enhancements be incorporated:

- Documentation of internal controls and
- Instituting a policy regarding the reporting of inappropriate activities (“whistle blowing”)

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

Moved, seconded (Sandra Echols Williams, Bill Mays) and voted unanimously to accept the 2005 Year-End Audit, as presented.

Treasurer's Report

Treasurer Mini Krishnan gave the Treasurer's Report based on February 2006 financials. Mini noted the following:

- Overall income as of February 2006 is at 6% of budget or \$245,086, which is on par with last year, not including the \$35,000 income from the Latina Conference.
- Product revenue is up \$20,000 over 2005, resulting from income received in 2006 for the 2005 Fall Product Step II program.
- Early reports indicate Cookie Program income to be on par with last year, but it's too early to have accurate figures.
- Program/Activity fees are down \$13,000 from last year, primarily due to the timing of the summer camp deposits.
- Total expenses as of February 2006 are \$45,000 more than last year, but on target with budget.
- Equipment expenses include capital expenditures of \$20,300, which is for the purchase of computerized registers for the Council Shop and 10 new computer workstations. Some of the computers being replaced will be sent to Camp Blue Bay.

A question was raised about the comparison of Cookie revenue over the last four years. It was noted that 2004 sales were better than 2003, but that 2006 sales are down from 2005. Until unsold Cookies are returned, we will not have a true picture of our revenue.

Human Resources Committee

Carol Ransom, Chair of the Human Resources Committee, addressed the current trend in Human Resources management toward the need for various contingency plans.

In the event an unplanned, extended absence of the ED/CEO were to occur, it would be important to have a plan in place to ensure continuity in external relationships and staff functioning.

The Committee developed a procedure for the appointment of an Acting ED/CEO in the event of an unplanned absence of the current ED/CEO for up to three months. A formal succession plan was presented and the Board was asked to adopt it as of this meeting.

Discussion ensued regarding other key roles in the organization and their successors.

Moved, (Carol Ransom) and voted unanimously to accept the Emergency Succession Plan for GSNC, effective April 5, 2006, as presented.

**Finance
Committee**

The Finance Committee continues to negotiate with both the Town of East Hampton and the Town of Southampton, in conjunction with the Nature Conservancy, for the purchase of unused parcels of both camp properties. If the acreage is sold to the Towns, it will provide environmental protection of the land, the continued use by GSNC, and provide a much needed infusion of dollars that the Council can use for girls locally. However, we again seem to be in a waiting mode for action by the Towns.

A discussion regarding the property ensued, and President Tina Rio expressed her frustration with the two Towns and the Nature Conservancy. She felt the offers are below the market value of the property, and that the Towns are not responding in a timely manner. Discussion followed. It was suggested that getting offers from real estate developers for some or all of the land would give us the information needed to find the best buyer for the land. While selling to developers may not be the first choice, we must think about the big picture and what this sale could do for GSNC and the girls.

There was a brief discussion about Girl Scouts Suffolk County and Girl Scouts of Greater New York using our camp sites. Donna Ceravolo, Executive Director, said that such efforts would probably not make money, but be designed to better serve girls from all Councils.

A motion was presented authorizing the staff to seek bids from real estate developers for all or some of the parcels at Camp Tek. These bids will be considered investigatory and are not an authorization to sell the property.

Moved, seconded (Kathleen Eagan, Geri Gregor) motion, carried (23 in favor, 1 opposed).

**Year-End
Committee
Reports**Community Relations

Ruth Bigman, member of the committee, gave the report on behalf of Sheila Bohan.

At its annual breakfast the Community Relations Committee will address an issue that greatly affects girls today, Relational Aggression. Relational Aggression is defined as behaviors that damage relationships or feelings of acceptance. It is manipulative behavior that is calculated to hurt or control another individual. Relational Aggression is not typical physical bullying. Rather, it is a subtle behavior that can destroy lives.

The Breakfast will be held on April 27th, targeting educators. Invitations have been mailed to school superintendents, principals and PTA/PTO presidents. The event will take place at C.W. Post, thanks to Dr. Pam Lennox. The Board is also encouraged to attend.

New York Institute of Technology (NYIT) graduate students, who are studying under Dr. Adrienne O'Brien, designed the brochure, "Uncover the Unknown Faces of Relational Aggression." NYIT received a \$5,000 grant, from the Bank of America, to design and print 5,000 brochures for GSNC.

GSNC is a member of the New York State Girl Scout Legislative Network. Sheila Bohan is our representative on the Legislative Network Board. The Network meets annually in Albany to review proposed legislation that could affect Girl Scouting. The Network Board members are responsible to vote to support or oppose legislation.

Discussion followed regarding the attendance for the Relational Aggression breakfast. Fran Monahan, Assistant Executive Director explained that due to attendance constraints private and other schools will be invited to the next breakfast sometime in the fall. Fran also asked all Board Members to reach out to schools with which they have an affiliation to encourage their attendance.

Delegate Communications

Chair Diane White gave the report.

Two delegate forums were held in the fall: one to obtain input from the membership for the National Council Delegates prior to the GSUSA National Council Meeting regarding the proposals that were to come before them; the other after the National Council Meeting, to provide the membership with feedback from the National Council Meeting.

The Committee also held a meeting with the Association Delegate Chairs and Association Nominating Committee Chairs in order to help strengthen the Associations' democratic processes. A review of the entire local election process was presented. Ideas were shared on how to hold successful local Annual Meetings. In addition, a report on the activities of the Board of Directors, over the past year, was presented.

The DCC is overseeing the Delegate Chairs, who are collecting information in their Associations for the "Raise Your Voice" survey; a summary report will be presented at the Council's Annual Meeting, and then sent to GSUSA. (Board Members were also encouraged to complete the "Raise Your Voice" survey sent to them.)

The DCC is planning a special *surprise* recognition and thank you for the Delegate Chairs and Chairs of Association Volunteers at the Council's Annual Meeting.

Finance Committee

Sandra Echols Williams, Chair of the Finance Committee, gave the report.

During this past year, the Committee:

- Reviewed and critically analyzed the Council's proposed annual 2006 budget (presented by staff) and recommended it for approval by the Board of Directors.
- Monitored expenditures in relation to programs and activities, which is a main function of the Finance Committee. During committee meetings the committee reviewed the most current year to date internal unaudited financial statements. The current financial condition of the Council will be reported at the next ensuing Board meeting.
- Reviewed the scope of the independent public accountant's audit prior to the auditors' presentation to the Board.
- Met with the investment advisors, and monitored the Council's investments.
- Reviewed negotiations with both the Town of East Hampton and Town of Southampton, in conjunction with the Nature Conservancy, for the purchase of unused parcels at both camp properties.
- Reviewed the Council's insurance program.

Fund Development

Geri Gregor, Committee Chair, stated that 2005 proved to be another successful year for the Fund Development Committee. The Committee works very hard, along with the staff, to meet the goals of the Fund Development Plan. There was a 6 % increase in adult generated income from 2004.

The second Honor Circle Tea was held in July for long-time volunteers and supporters of the Girl Scouts of Nassau County. The Honor Circle is an opportunity to leave a legacy to Girl Scouting through planned gifts and bequests to the Council.

The 21st Annual "Go for the Green" Golf Classic took place August 7th at the Mill River Club. Over 125 guests participated in the events of the day.

The 19th Annual Luncheon was held October 25 at the Garden City Hotel. The "Juliette Low Award of Distinction" was presented to Victoria Murphy, soloist, philanthropist and former Girl Scout. The "Making A Difference for the Youth of Long Island" Award was presented to the Simon Youth Foundation. Close to 300 guests were in attendance. The Committee was Co-Chaired by Kathleen Eagan and Dr. Pamela Lennox.

Two Critical Issues Breakfasts were held in November and December to introduce the Critical Issues Initiative to Corporate women. Geri Gregor and DOAR Communications hosted both breakfasts.

The 3rd Alumni Celebration was held in conjunction with Girl Scouts 94th birthday on March 13, 2006, at Cluett Hall in Garden City. Approximately 30 Alumni attended and heard a presentation on the Critical Issues Initiative.

The first fundraising event targeted to parents was held this year. A “Night on Broadway” took place on March 24th at the Inn at New Hyde Park, under the volunteer leadership of Allison Kasson.

Geri Gregor stated that strong teamwork between the Committee and staff made this a successful fundraising year.

There was a brief discussion regarding “A Night on Broadway” and its success; the event brought in a net of \$10,000 and raffle tickets were sold out.

Human Resources

Carol Ransom gave the year-end report. The Committee started the program year by completing work on the Council’s Volunteer policies and presenting them for board approval at the September meeting.

The Committee then reviewed the Affirmative Action activities for 2005 in its oversight role, to ensure the Council is taking active steps to increase diversity at all levels. The Committee was satisfied that such steps are and continue to be taken.

The Committee spent the remainder of the year creating an Emergency Succession Plan, which is a procedure for the appointment of an Acting CEO in the event of a temporary unplanned absence of the CEO. (This was presented earlier for approval by the Board of Directors.)

Executive Report

Management Report

Donna Ceravolo presented the Management Report for the period January – March 2006 for Board approval.

Donna commented on the news received earlier in the evening. Even though “We Won,” we still must focus on increasing membership in traditional and non-traditional ways.

The budget line allocated for a retired business support staff will be redirected to hire four part-time field staff to serve both girls and adults and to increase membership. They will work in the field and from their homes. Grant money will be used to reregister girls.

Donna stated that Lori DiMaggio’s title will now be Executive Coordinator.

Motion, Seconded (Mark Florio, Sandra Echols Williams) and voted unanimously to accept the Management Report as presented.

Tina reminded everyone that even though “We Won”, the status quo still must go. GSNC must adapt to work more cooperatively with the neighboring Councils. We are off to a good start and she expects great things from GSNC.

Dr. Edward Kang discussed getting the information on the realignment to the Associations. Previously notices went out to Delegate Chairs and CAV’s. They will be notified of the update in the next few days. It will also be posted on the governance page of the website.

Annual Council Meeting

Tina Rio reviewed the format of the upcoming Annual Council Meeting on May 9th. She emphasized the importance of attendance and reminded the Board that they are all voting members and their numbers are included in the quorum necessary to conduct the business of the Council.

Nominating Committee Report

The Council Nominating Committee [NomCom] 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 Members-at-Large of the Board Directors and their successors on the NomCom for 2006-2008. The NomCom identified the strengths and needs of the Council’s Board. Opportunities were provided for the membership to make referrals to the NomCom, and the Committee also reached out to people whose skills and attributes meet the Council’s current needs.

The Nominating Committee only interviewed those referrals who they felt best meet the present needs of the Board and Nominating Committee. Their work was done in a spirit of cooperation and with an emphasis on confidentiality.

The Committee is pleased to present the following slate which brings together nine returning incumbent Members-at-Large of the Board of Directors, along with six new candidates. In addition, the slate for the successive Nominating Committee includes a mix of seasoned Girl Scout volunteers and community leaders.

Continuing as Members-At-Large are: Sandra Ashby, Ruth Bigman, Sandy Cutrone, Barbara DeMatteo, Kathleen Eagan, Alison Gilbert, Geri Gregor, Margaret Iamunno and Dr. Adrienne O’Brien. ***Members-At-Large first term are:*** Steven Cruz, Allison Kasson, Vilma Osborne, Eric Rogers, Bernardino Rosario, and Dominick Tinelli, Jr. ***Nominating Committee for Term 2006-2008 are:*** Austin Cannon, Paige Charles, Alison Gilbert, Mary Jane McGeady-Burgess and Rosemary Cummings.

Carol Ransom thanked her Committee, Michelle Armstrong, David Byer-Tyre, Katherine Coladner, Dr. Joan Cottman, Jan R. Figueira, Miriam Lopez, Betty J. Monroe and Diane White, along with staff members Janet Rafferty and Donna Ceravolo.

**Kudos and
Recognitions**

Tino Rio presented a framed certificate to retiring Member-At-Large, Michelle Armstrong (absent). Carol Ransom was also recognized for her work as Chair of NonCom Committee.

Tina thanked her Board Committee Chairs – Sheila Bohan (absent), Geri Gregor, Diane White, Carol Ransom and Sandra Echols Williams. Each received a Coldstone Creamery gift certificate as a token of appreciation.

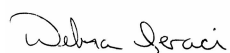
Tina also commended Janet Rafferty for her 19 years of service to the Council and especially her commitment, professionalism and good humor in her many years of work with the Board of Directors and the Nominating Committee. Janet will be missed.

Adjournment

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

Moved, seconded (Kathleen Eagan, Carol Ransom) and voted unanimously to adjourn. The meeting adjourned at 9:00 p.m.

Respectfully Submitted,



Debra Ieraci
Secretary