

CONSENT AGENDA

Girl Scouts of Nassau County, Inc.

Minutes Board of Directors Meeting February 7, 2007

The regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on February 7, 2007 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	William Mays
Ruth Bigman	Alison Gilbert	Diane McFarlane
Lisa Burke	Debra Ieraci	Vilma Osborne
Austin Cannon	Marianela Jordan	Christine Rio
Donna Ceravolo	Edward Kang	Eric Rogers
Steven Cruz	Pam Lennox	Bernardino Rosario
	Allison Kasson	Diane White

Absent:

Jackie Beder	Barbara DeMatteo	Carolyn Mazzenga
Sarah Brewster	Geri Gregor	Carol Ransom
Sandy Cutrone	Adrienne O'Brien	Dominick Tinelli
		Sandra Echols Williams

Staff:

Deborah Goldsmith, Chief Operating Officer
Luci Duckson-Bramble, Fund Development Officer
Susan Caruso, Director, Human Resources
Lori DiMaggio, Executive Coordinator

Opening

The meeting was called to order at 7:45 p.m. by President, Tina Rio. Secretary of the Board Debra Ieraci recorded the minutes.

Tina Rio welcomed everyone to the meeting.

Consent Agenda

Moved, seconded (Edward Kang, Bill Mays) and voted unanimously to accept the Consent Agenda, which comprised:

-Minutes, November 8, 2006

Hispanic/Latino Task Force Update

Marianella Jordan reported on the efforts of the Hispanic/Latino Task Force. The group has been very busy on weekends with events to teach girls in the Hispanic/Latino community leadership skills, a better body image and self esteem. They have had success with these programs, but will continue to try to increase the number of girls they reach. Events have been held in Freeport, in churches, in Ms. Jordan's office, Hempstead High School and at local businesses. Most events bring in fifteen to twenty-five girls; however there have been up to 100 girls at some of the local high school events. The Hispanic community is not familiar with Girl Scouts; therefore it will take a few years before we see a return on our efforts. Younger sisters of the girls attending events expressed an interest in joining Girl Scouts. A limited number of parents have shown an interest in becoming leaders. Lunch and breakfast are usually provided at events. Interaction with the students has been mostly in English at their request; however interaction with parents has been mainly in Spanish.

The committee will host "Education is the Key to Success" on February 17, 2007 at Molloy College, for girls ages 15 through 17. Fees will be waived for girls with financial difficulty.

Most events are publicized in local Hispanic newspapers, public service announcements and flyers given out in schools. Hispanic membership is up 21% from last year, and comprises 10% of total membership

Treasurer's Report

Dr. Pam Lennox, Treasurer, reported that our annual audit will begin Monday, February 12, 2007 – therefore all the figures in this report will be subject to the audit. Based on these figures our actual deficit at year end should be approximately \$218,000 as opposed to our budgeted deficit of \$442,000.

Key factors in reducing the budgeted deficit include:

- 16% increase in income over budget - fundraising events.
- Over \$60,000 was earned in interest income, a 127% increase over budget

Overall expenses are at 85% of budget in all categories. Significant savings of over \$280,000 in total compensation is the result of an unfilled staff position, salary increases deferred from July '06 to January '07 and because we are self insured for unemployment, we had no expenses in 2006. Duplicating and printing expenses were at 39% and 78% of budget respectively, (\$157,000 less than budget), a direct result of our membership's increased use of our website.

**Fund
Development
Committee**

Allison Kasson spoke about new plans for the Fund Development Committee. A decision was made to reorganize the Fund Development Committee by raising money for specific programs as opposed to raising money for Girl Scouts in general. This is proving to be successful based on donations received from various corporations earmarked for specific programs. If we did not have these programs the donors would not have contributed to GSNC. An example – Roslyn Savings Foundation donated funds specifically for our Relational Aggression Program – Bank of America donated funds for the Latina Conference and Relational Aggression. In an effort to be more proactive in raising money specifically for program funding, subcommittees will be established to support the programs that have been selected for this, year based on need and visibility of Girl Scouts of Nassau County.

It is the committee's expectation that each member of the Fund Development Committee should participate in one of the subcommittees. The subcommittees include Relational Aggression and Way to Art. It will be the responsibility of each subcommittee to raise funding for their specific program area. This may include running specific events and/or identifying corporations or individuals who can help support these programs. Allison Kasson and Geri Gregor will head up each of these subcommittees. Subcommittees will meet over the next few weeks at the Service Center. Anyone who is interested may attend and if you would like to recommend someone, please contact Luci Duckson-Bramble, Geri Gregor or Allison Kasson. In order to be truly successful we need to increase the size of the committee(s). We are looking for recommendations of outside individuals who may be interested in working on specific programs.

It is expected that each member of the Fund Development Committee will also participate in either the Luncheon committee or Golf committee.

The Fund Development Committee has two upcoming events. The Alumni Birthday Celebration on March 11, 2007 will be held at Westbury Manor from 2-5pm. The Chorus will sing and Senior Girl Scouts will bridge to adulthood. The cost per person is \$35. A Wine Tasting at the Swan Club for "Way to Art" on March 2, 2007, details to follow.

This year the Fund Development Committee is dedicated to finding a corporate sponsor for the GSNC Chorus. We ask Board members to identify any companies that might be approached.

Each Board Member in attendance received their pledge card for 2007; Allison reminded everyone how important it is for 100% of the Board to give. This information is available to potential benefactors and how can we ask them to commit to helping us unless we are 100% committed to Girl Scouts

The Board Giving goal has been set at \$35,000 this year. In 2006 income from the Board Giving Campaign was \$19,495, which included contributions from all but three Board members. (While the staff did not reach its goal last year, there was 100% participation.)

Allison said that Geri wanted to thank the board for all their support and dedication over the past year. We look forward to the upcoming Fund Development year and anticipate that we will be very successful in our new approach.

Finance Committee

Deborah Goldsmith, Chief Operating Officer, updated us on the sale of Camp Tekakwitha (Tek.) The contract has been signed. There are rumors in the East End papers that the closing is February 28, 2007, but that has not been confirmed as of this meeting. An oil tank on the property that wasn't used for years caused a minor environmental issue that must be cleaned up. We are waiting for the DEC to approve the cleanup. Also a bulkhead that was installed by neighbors, on the camp's property line, which has been and will continue to be maintained by the neighbors must be addressed in the contract before we can go to closing.

The Finance Committee has interviewed three investment firms, for the purpose of investing the money from the sale of Camp Tek. After interviewing them the committee has come up with some additional questions. This decision is very important and all board members should carefully read any materials they are given and ask questions with regard to the investment of this money.

Nominating Committee

Chair Alison Gilbert announced the slate of Officers that will be presented at the May 9, 2007 Annual Meeting. The slate will be distributed to the Delegates in the Annual Meeting packets. The slate is as follows:

President	Sandra Echols Williams
Executive Vice President	Diane McFarlane, Esq.
Vice President	Dr. Edward Kang
Vice President	Diane White
Vice President	William Mays
Treasurer	Dr. Pam Lennox
Secretary	Debra Ieraci

The Nominating Committee has one more round of interviews to complete before making its final decision for the slate of Members-at-Large and Nominating Committee. Alison thanked the Board Members that referred candidates to the Nominating Committee. Alison is excited about the new connections to the corporate community these candidates offer. She also asked if any of the Board Members would like to be on the Nominating Committee next year.

Human Resource Committee

In the absence of Chair Carol Ransom, Susan Caruso, Director, Human Resources, presented a new "Code of Ethics" to the Board for approval. [Attached to the original file copy of these minutes.]

Moved, seconded (Allison Kasson, Dr. Pam Lennox) and voted unanimously to accept the “Code of Ethics.”

**Delegate
Communications
Committee**

Diane White, Chair, updated the Board on the Delegate Communications Committee’s (DCC) efforts to make local governance reform its primary goal for the next two years, to ensure that the membership’s voices are heard and that the board is kept up-to-date with this process so it can participate.

On November 7, 2006 a Delegate Forum was held. The topic was how to make governance more nimble, efficient and action-oriented. Three major themes were identified:

- Roles for older girls – having a more active role in governance
- Technology – to improve communication and governance efficiency
- Delegates feeling of detachment from the governance process

The results from that Open Space forum were reviewed at the last DCC meeting. Steps have already been taken to improve the communication via technology. A special password protected area for Delegates has been added to the GSNC website, where proceedings of the forum have been posted.

On behalf of the committee Diane White asked if the Board would approve a change to the Annual Meeting. The committee would like to include in the Annual Meeting packet, Board Committee reports so voting members can review them and submit questions, in writing, prior to the meeting and have the committee chairs answer those questions instead of just reading the reports at the meeting. Tina Rio, Board President agreed to this change.

Diane assured us that not all members think that everything is wrong with the governance of the Council. We have a functioning Board, fairly elected under our bylaws that carry out the functions of the Board in keeping with our Promise and Law. However, in spite of the efforts of the DCC and the council staff that supports the Committee’s work, we have not been able to achieve and maintain a governance system that truly represents all of the stakeholders of GSNC. The Delegate System currently requires a tremendous effort to sustain. It creates a burden on staff, the DCC and the governance volunteers in the communities. The perception of some of the membership is that their voices are not heard.

We cannot abandon this process, and the members care about being heard. Over the past several months the members of the DCC somewhat independently have come to the conclusion that the current delegate system no longer serves the needs of the membership. In parts of a recently released GSUSA document entitled "High Capacity Governance" we found relevance to our quest to improve governance. GSUSA is proposing an option that favors direct elections, one member one vote, and includes girls 14 and over. The DCC has decided to present the following three governance models to the Delegate Chair meeting on February 13, 2007 and let them decide on how to proceed:

- Our current system (probably with some modifications)
- A one member one vote system (to include older girls)
- A regional delegate system that would fall somewhere between the first two systems

Diane invited all Board members to attend the Delegate Chair meeting on February 13th at 7:30 pm at the Service Center to listen and share their thoughts. If the Delegate Chairs want to pursue this we will be presenting these options to the entire delegate body at the next Delegate Forum, which is rescheduled for March 22nd at 7:15pm at the Long Island Marriot.

Executive Report

Management Report

Donna Ceravolo, Executive Director/CEO, presented the 2006 Year-End Management Report by Integrated Objectives for the February 7, 2007 Board Meeting for approval. [Attached to the original file copy of these minutes.]

Ms. Ceravolo stated that there were changes to the last page of the report, Important 2007 Dates for GSNC Board Members; The Delegate Forum has been changed to March 22nd and the Annual Luncheon date should be October 30th.

A Council Performance Indicator (CPI) will be done this year in place of the Council Performance Assessment. GSUSA has assigned Rae Schopp to our Council. She will be coming here along with a colleague to assist with the CPI and to demonstrate to her colleagues how a real functioning Council works.

A GSNC Community Partners report was distributed, that lists all the groups we worked with in 2006. Public schools are not included in this report.

We are changing health insurance companies this year. This will save GSNC almost \$25,000 from the proposed budget for health insurance this year.

Leigh Lynch, Adult Education Coordinator will be leaving our staff. She will be moving to Kansas City, Kansas because her husband has accepted a position there. Leigh has been a great asset to this Council and it will be hard to fill her shoes.

Moved, seconded (Sandra Ashby, Diane McFarlane) and voted to unanimously accept the Management Report.

New Business

Carol Ransom is recovering and thanks everyone for their prayers and good wishes.

Sandra Echols Williams had foot surgery and is recuperating nicely.

Congratulations to Diane McFarlane on her engagement.

Tina Rio, William Mays, Dr. Adrienne O'Brien and Ed Kang will be receiving awards at our Annual Adult Recognition Dinner.

Adjournment

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

Moved, seconded (Ed Kang, Allison Kasson) and voted unanimously to adjourn.
The meeting adjourned at 9:20 p.m.

Respectfully Submitted,

Debra Ieraci
Secretary