

Consent Agenda

Girl Scouts of Nassau County, Inc.

Minutes Board of Directors Meeting April 9, 2008

A regular meeting of the Board of Directors of the Girl Scouts of Nassau County, Inc. was held on April 9, 2008 at the office of the Corporation, 110 Ring Road West, Garden City, New York. The meeting was preceded by a Fund Development training session presented by Rori Lindo Britton of Girl Scouts of the USA.

Attendance

Officers and Directors in attendance constituting a quorum:

Sandra Ashby	Donna Geidel	William Mays
Ruth Bigman	Alison Gilbert	Diane McFarlane
Andrea Borah	Debra Ieraci	Domenique Moran
Lisa Burke	Deborah Johnson-Schiff	Adrienne O'Brien
Austin Cannon	Edward Kang	Vilma Osborne
Donna Ceravolo	Allison Kasson	Carol Ransom
Paige J. Charles	Thomas Lawrence	Eric Rogers
Sandy Cutrone	Pam Lennox	Brian Rothschild
Mark Florio	Miriam Lopez	Diane White
	Eileen Owen Masio	Sandra Echols Williams

Absent:

Steven Cruz	Bernardino Rosario	Dominick Tinelli
Marianela Jordan		

Staff:

Deborah Goldsmith, Chief Operating Officer
Susan Caruso, Director, Human Resources
Marilyn Stolz, Assistant Director, Finance
Lori DiMaggio, Executive Coordinator

Guests:

Auditors, Michael Nawrocki and
Elena Lotten from Callaghan Nawrocki, LLP

Opening

The meeting was called to order at 8:15 p.m. by Executive Vice President, Diane M. McFarlane. Secretary of the Board Debra Ieraci recorded the minutes.

Diane M. McFarlane welcomed everyone to the meeting and thanked them for attending the Fund Development Board training which took place prior to the meeting.

Consent Agenda

Moved, seconded (Domenique Moran, Eileen Masio) and voted unanimously to accept the Consent Agenda, which comprised:

- Minutes, February 13, 2008 Board Meeting
- 2008-2009 Board Meeting Dates

Finance Committee

Mark Florio, Chair presented the two action items, from the Finance Committee, which were previously sent to the Board in their Board packets.

After a discussion it was determined that the words “also known as the New Directions Fund” would be added to both action items following the words “net proceeds from the sale of Camp Tekakwitha.” The Motion was called by Dr. Adrienne O’Brien.

Mark Florio read Action Item I, as follows, with the additional wording.

1. Retroactive to December 3, 2007, the Board of Directors of Girl Scouts of Nassau County designates the net proceeds from the sale of Camp Tekakwitha – also known as the New Directions Fund - to be considered Board Restricted funds, until further action by this Board. The interest income from the principal of this money is also Board Restricted. Monies to be used from these Board Restricted funds may be so designated through the Board’s annual budget process or through any other special designation approved by the Board.

The vote to accept the motion was passed unanimously. [Completed motion is attached to the original file copy of these minutes.]

Mark Florio read Action Item II with the additional wording.

2. The Board of Directors of Girl Scouts of Nassau County designates that \$5 million from the net proceeds of the sale of Camp Tekakwitha – also known as the New Directions Fund - be designated to the Girl Scouts of Nassau’s County’s Capital Fund; that \$5 million from the net proceeds of the sale of Camp Tekakwitha – also known as the New Directions Fund - be designated to the Girl Scouts of Nassau County’s Endowment Fund; and that the balance of the net proceeds from the sale of Camp Tekakwitha – also known as the New Directions Fund - be designated to the New Directions Fund.

Motion carried, 23 in favor, 4 opposed, 1 abstention. [Completed motion is attached to the original file copy of these minutes.]

Auditor's Report

Michael Nawrocki and Elena Lotten of Callaghan Nawrocki, LLP, Certified Public Accountants, presented the 2007 audit. Michael thanked the staff, the Finance Department, and particularly Deborah Goldsmith and Marilyn Stolz for their excellent cooperation, professionalism and time management. The overall observations of the Audit were presented to the Board. [Attached to the original file copy of these minutes.]

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

The vote to accept the Auditor's Report as presented was unanimous. [A copy is attached to the original file copy of these minutes.]

Treasurer's Report

Dr. Pam Lennox, Treasurer, reported that the overall income as of February 2008 is at 5% of budget or \$234,000, which is on par with last year. Product Sale income is up 6% as of the end of February reflective of income from the Step 2, 2007 Fall Product sale. Initial figures for the Cookie Program show a decrease of 3% from 2007. Program/Activity fees are down but this is just due to the timing of camp deposits. Total expenses as of February 2008 are 2% more than this time last year. The overall increase in transportation reflects the increased travel by our Dream Team staff and Activity leaders. The large decrease in insurance, \$28,000, is the timing of the payments.

Human Resources Committee

Austin Cannon, Chair, presented a Human Resources Committee recommendation to approve a Reaffirmation Statement of the Affirmative Action Plan by the Council President Sandra Echols Williams and Executive Director/CEO Donna Ceravolo.

The vote to accept the Reaffirmation Statement of the Affirmative Action Plan as presented was unanimous. [A signed copy is attached to the original file copy of these minutes.]

Delegate Communications Committee

Diane White, Chair, spoke briefly about the work of the Delegate Communications Committee over the last year. She presented the three Bylaws changes, proposed by the Council Delegates that were included in the Board packets and asked the Board to support the proposals. A motion was made by Debra Ieraci to support the proposals to be presented at the Annual Meeting.

Moved, seconded (Debra Ieraci, Dr. Adrienne O'Brien) and voted unanimously to support the proposals presented by the Delegate Communications Committee. [Attached to the original file copy of these minutes.]

Committee Reports

The year end reports from the Community Relations, Delegate Communications, Finance, Fund Development and Human Resource Committees were sent to the Board of Directors in the Annual Meeting packet and presented to the Board at this meeting. [Attached to the original file copy of these minutes.] There were no questions or discussions.

Executive Report

Management Report

Ms. Ceravolo reminded the Board that they would receive the first quarterly management report in mid-April. She spoke briefly about the new Leadership Development Experience for Girls. Each Board member was given a copy of the book *Transforming Leadership* – focusing on outcomes of the new Girl Scout Leadership Experience.

Nominating Committee

Chair Paige Charles read the slate of nominees, for Members-at-Large of the Board of Directors, members of the Council Nominating Committee and Delegates for the National Council Meeting, that will be up for election at the May 7th Annual Meeting. Ms. Charles thanked her committee for all their hard work and commitment.

Kudos and Recognitions

Diane M. McFarlane thanked all the Board Members for their dedication this year and a special thanks to Committee Chairs and the Board Members whose terms are ending; each was presented with a small gift and a plaque thanking them for their service.

New Business

Diane M. McFarlane spoke about the importance of Board attendance at the Annual Meeting and thanked everyone for coming. Ms. McFarlane informed the Board that Geri Gregor resigned from the Board due to demands of her new job.

Adjournment

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

Moved, seconded (Ruth Bigman, Pam Lennox) and voted unanimously to adjourn. The meeting adjourned at 9:50 p.m.

Respectfully Submitted,

Debra Ieraci
Secretary