Section I. General Information			
Meeting Name:	Board Meeting	**Type:**	Regular
Meeting Date/Time:	12/15/2011	**Location:**	Rosen Shingle Creek
Presiding:	Nora Bagby, President		
Attendees:	Nora Bagby, Jim Bina, Karol Young, Cindy Luttrell, "d" Orr , Kevin Adams, Teri Johnson, Fred Kosiewski, Lora Shehi		
Staff in Attendance	Maryann Berry, Jacquie Johns, Rebecca Payne, Sandy Gallagher		
Guests in Attendance:	Rori Lindo-Britton & Harriet Hessam, GSUSA		
Unattended:	Shakila Ali, Lily Moon, Isabelle Poette-Chang, Keith Stiff, Marcia Weeks		
Submitted by:	D. Orr, Secretary		

Next Meeting/Event:	Date/Time:	Location:
Board Meeting	**Tuesday Jan 17, 2011** **Time: 5:00 PM**	**Location: Council Service Center, Orlando, FL** **NOTE: Web-ex Pathfinder session, details to follow from Sandy Gallagher**
100th Anniversary "Great Gathering" for Volusia County	**January 21, 2012** **Volusia County**	**Volusia County**
Annual Meeting	**Saturday Jan 28, 2012** **Time: 730 AM** **Board Breakfast Mtg.** **8:30 - Annual Meeting**	**Rosen Center Hotel** **9840 International Drive, Orlando FL 32819**

Section II. Agenda Topics/Minutes	
1.	**Opening of the Business Meeting/Call to Order/Approval of Consent Agenda**
	Please Note: Meeting was audio-recorded to aid in Meeting Minutes preparation & accuracy. Nora called the meeting to order. After the Pledge of Allegiance and recitation of the Girl Scout Promise, Nora & Maryann introduced our two guests from GSUSA. Rori Lindo-Britton & Harriet Hessam had been visiting our Council to assist with improving our Fund Development initiatives. Rori provided us a PowerPoint presentation on Successful Fundraising and the philanthropic culture, outlining the Board Members' role in Fund Development.

	Opening of the Business Meeting/Call to Order/Approval of Consent Agenda - continued
	It was an informative presentation, providing: 1. Statistics for the numerous organizations serving our national youth, as well as ideas for our specific Board. 2. The key message that although Girl Scouts is viewed as a product selling organization, we need to be getting 'gifts from the heart'. 3. Provided the 2+2+2 formula for Board Members (Girl Scouts should be one of our top 2 Charitable organizations, give 2% of our annual income and participate in two donor visits per year per Board Member) 4. There are no 'tin cups' being held out – Girl Scouts has a <u>great</u> story – *tell it*! Rori & Harriet thanked us and departed. Nora then opened the Board meeting at 6:30 pm, indicating we met quorum. She presented the Consent Agenda. Unanimous Resolution and Consent Relating to General Corporate Affairs of Girl Scouts of Citrus Council, Inc. We, being the majority of the Board of Directors, do hereby consent to the following actions: 1. That the minutes of the Board of Directors Meeting, dated November 3, 2011, be approved as presented. 2. To accept the Board of Directors Resolution declaring the Vested Management of the Corporation, Maryann Barry as the Chief Executive Officer of the Girl Scouts of Citrus Council. Motion: To accept the Consent Agenda and the Resolution for Vested Management of the Corporation as presented. Teri Johnson motioned to accept with Dr. Lora Shehi as second. No discussion. All approved. Motion carried.
2.	**Old Business**
	Sandy provided the following three reminders: 1. Complete their Conflict of Interest letters; the correct form was in our Board packet for the evening. All present completed and submitted. 2. Complete the 2011 Board Volunteer Hours Log and get them submitted to her no later than Dec 31st. 3. Membership Forms
3.	**CEO Report**
	Maryann provided her current CEO report: 1. Transition Update - 2. Membership Update 3. Funding update 4. GSUSA 5. What Can a Cookie Do?

4.	**Chair Report**
	Nora provided her Chair report: 1. Rollins College Student Appointments-to be invited to our Jan 17, 2012 meeting 2. Succession Planning 3. Resolution from the Finance Committee to update signatories on bank accounts by Title. <u>Check Resolution</u> 1: That, the following positions be approved as signatories for all council checks and electronic checks: the Board Chair, 1st Vice Chair, Treasurer and the CEO. Access to the securities of the council requires signatures of: (1) For any check great than $1,000.00 and for all payroll checks, two signatories are required, one of which must be a volunteer. (2) The CEO is authorized as sole signatory on all checks of less than $1000.00 and on all contracts included in the council's operating or capital budgets as previously approved by the board. Checks issued to a staff member expense/salary requires two signatures – one must be a volunteer. (3) All checks or contracts requiring two signatures will include at least one authorized volunteer signature. The CEO or her designee shall receive all funds in the name of the council and shall deposit those funds in such institution(s) as determined by the board of directors. This resolution supersedes any and all previously adopted resolutions regarding the authorizations described above. Motion to accept by Teri Johnson, passed unanimously. <u>Check Resolution 2:</u> That, for those checks that require two signatures based on the Check Resolution # 1 passed December 2011, if the volunteer board signatory is not able to be physically present to sign the checks, a signature stamp of that Board volunteer can be used with the following procedure followed: For A/P Run (1) If the checks needing to be signed are from the Account Payable Run, a copy of the transaction page – listing the Payee, the Amount and description will be faxed to the signatory for approval. (2) If the signatory agrees t o the check run – the Board volunteer will sign the report and acknowledge the use of stamp for second signature. For Payroll Clearance (1) A copy of the payroll journal will be faxed to the appropriate board volunteer for approval to process. Motion to accept by Kevin Adams, passed unanimously.
5.	**Board Development**
	Teri Johnson presented the delta slate of nominees for Citrus Councils elective offices and members of its Board of Directors for the 2-year term beginning January 2012. Discussion centered on whether a Board Member can continue to serve as a troop leader or other Association role and serve on the Board. Teri spoke to Sol Magay, and the GSUSAs recommendation is a Board member cannot serve on the Board and be otherwise in any operations position (Leader, Co-Leader, SUM, Association, etc.). Sol explained there are two reasons: 1. The inherent Conflict of Interest between operations (troop, Association, etc.) and governance (Board) roles, or even the 'appearance thereof', and

	Board Development - continued
	2. The transition needed from operational thinking and approaches to one of governance. While the Board felt it might be beneficial to have members with true operational background to provide a varied viewpoint, at conclusion of the discussion it was decided it best to follow GSUSAs recommendation. It was also agreed the slate included in the packets for the Annual Meeting will be sent 'as is'. Any withdrawals from the slate due to following GSUSAs recommendation and past Citrus Council precedent will be addressed by Teri at the Annual Meeting when presenting the slate.
6.	**Finance Committee Report**
	Cindy Luttrell provided her report on the status of the Audit (open as the Auditors have not yet done their Audit). Clean-up continues to correctly reflect expense classifications; this will eventually aid us for grants and fund development pursuits. Cindy presented the unaudited Financial Statements for September 2011. She explained that once the Audit is completed, some categories may move around. Nora identified we still need to set up our Audit (Sub)Committee, to include outside members. An Investment (Sub)Committee is also needed eventually. These functions are performed in an ad-hoc manner at the present time. Kevin asked how we measured to the 80/20 expectation for charities - Jacquie and Maryann were pleased to announce we are now at the 80/20 mark (20% on Administrative costs). Maryann shared that our interim CFO, Jacquie Johns, has joined our council as the permanent CFO (staff position) as of Thanksgiving week.
7.	**Governance**
	Karol Young reported: (1). She met recently with the Association Chairs/Vice-Chairs and everyone's excited about the January 2012 Annual Meeting. The Delegate packages are ready to go out. Board Members received their copy. (2) She presented the Awards Committee's recommendations, a couple of which the Board had been asked to help 'tie-break'. The Board concurred with all those the Awards Committee approved and with those declined. There were seven (7) the Board asked Karol to readdress with the Committee to ensure it was the accomplishments that were being acknowledged and not the way the Letter of Recommendation was written. If there are any remaining issues after discussion with the Committee, Karol can bring back to the Board Meeting on January 17th. Nora recommended that next year, there be an Awards template with a process-based approach for submissions. It was agreed to aim for a 1% awardees participation rate from our 6000+ Adult Volunteers. Karol shared there's a troop in Seminole County doing a walk/run as part of their Healthy Initiatives towards their Gold or Silver Award. It is intended to benefit Camp Scholarships as well as encourage good health. Sandy will e-mail out the date and any other pertinent info in case the Board wants to get a team together or support individually!
8.	**New Business**
	No new Business
9.	**Closing**
	There being no further business, Nora adjourned the meeting at 8:25 pm.

Section III. Action Items - OPEN				
No.	**Action**	**Assignee**	**Due Date**	**Status**
1.	E-mail info to all on the Seminole County Healthy Initiatives Walk/Run	Sandy Gallagher	Early Jan 2012	Assigned 12/15/11
2.	Call Patty Sheehan of the Orlando City Commission re the potential Jan event.	~~Jim Bina~~ Maryann Barry & Rebecca Payne	On/before ~~Dec 2011 Board Mtg.~~ Jan 17th Board Mtg.	Assigned ~~11/03/11~~ Reassigned Dec 2011
3.	Finance Committee to review GSUSA CPI recommendation to establish a separate Audit Committee.	Cindy Luttrell	On/before August 2011 Board Retreat Meeting	Assigned 7/13/11 REVIEW COMPLETE, Committee to be established
4.	Committee(s)/Task Group(s) to be established to close out the Organizational Reviews and the summary report for the Board Assessment Review survey that was completed	~~Nora & Board Members volunteering for Task Group/Committee~~ Maryann Barry	~~On/before August 2011~~ ~~Board Retreat Meeting~~ Q2/Q3 2012	Assigned 7/13/11 Board Action COMPLETE; new CEO to implement based on (new) org structure
5.	Establish Committee or Task Group to review the entire Employee Handbook/Guidelines, including Board Approval and review by our Council's attorney. This includes such things as reviewing the wording in I-9 as well as the section on Employee Searches (firearms, etc.). Ethics needs addressed as does the paragraph on volunteering (not on Council's time). Other areas such as the FMLA have not been looked at since 2008 and many changes to the law have occurred in the intervening time. Policies should be reviewed a minimum of every two years. Also establish method/process for effectivity dating, distribution, upkeep & 2-year review cycle.	~~Nora & Board Members volunteering for Task Group/Committee~~ Maryann & staff working this with GSUSA	~~On/before August 2011~~ ~~Board Retreat Meeting~~ Q2 2012	Assigned 7/13/11 Reassigned to Maryann Barry Dec 2011

Section III. Action Items – OPEN - continued				
No.	**Action**	**Assignee**	**Due Date**	**Status**
6.	Committee or Task Group to develop a "Core Business Strategy" with a Council Corporate Mission one level down	~~Nora & Board Members volunteering for Task Group/Committee~~ Maryann & staff working this with GSUSA	~~On/before August 2011~~ ~~Board Retreat Meeting~~ Q2 2012	Assigned 7/13/11 Board Action COMPLETE; implementation turned over to Maryann Barry
7.	Recommendation to establish an HR philosophy - an umbrella foundation of processes that's seen by the public and staff that defines how the organization is run.	~~Nora & Board Members volunteering for Task Group/Committee~~ Maryann Barry	On/before August 2011 Board Retreat Meeting	Assigned 7/13/11 Board Action COMPLETE; implementation turned over to Maryann Barry
8.	Committee/Task Group established to revisit GSCC's Compensation philosophy that helps us attract and retain talent. Include fair & equitable approach to mileage reimbursement etc.	~~Nora & Board Members volunteering for Task Group/Committee~~ Maryann Barry	On/before August 2011 Board Retreat Meeting	Assigned 7/13/11 Board Action COMPLETE; implementation turned over to Maryann Barry
9.	Employee Performance Review Tools (using GSUSA's or other, etc.)	~~Carol Keierleber~~ Maryann Barry	On/before ~~August 2011~~ ~~Board Retreat Meeting~~ Q2/Q3 2012	Assigned 7/13/11 Implementa- tion turned over to Maryann Barry
10.	Retraining needed for GSCC Staff (Performance Management, Coaching, First Line Supervision, Change Management, Goals & Accountability).	~~Carol Keierleber~~ with Shelda Robinson Maryann Barry	~~Fall 2011~~ Q2/Q3 2012	Assigned 7/13/11 Implementa- tion turned over to Maryann Barry
11.	Recommendation by GSUSA for GSCC to establish plans that cover Membership, Operational, Strategic and Tactical, Communication, Fund Development and Risk Management.	~~Carol Keierleber & Nora Bagby with Staff & Task Groups as appropriate~~ Maryann Barry	~~Fall 2011~~ Q2/Q3 2012	Assigned 7/13/11 Board Action COMPLETE; implementa- tion turned over to Maryann Barry

Section III. Action Items – OPEN - continued				
No.	**Action**	**Assignee**	**Due Date**	**Status**
12.	Chief Ranger Doug Marshall to present information and update relative to County Rd 419 expansion at Mah Kah Wee	Doug Marshall	Next meeting, or as scheduled	Assigned 16 Dec 2010 - COMPLETE; however revisit Properties & set-up Property Committee during Q3 2012
13.	All provide input to Quarters 1,2,3 & 4 on their Volunteer Log hours to Sandy Gallagher	All Board Members	NLT Dec 31st for 2011 hours	Open
14.	All provide input to Quarters 1,2,3 or 4 on their Volunteer Log hours to Sandy Gallagher	All Board Members	NLT next Board Meeting	On-Going
15.	Provide each Board Member their "giving" profile for the year to date	~~Jim Bina~~ Sandy Gallagher	End of Feb 2012	~~Assigned 16 Dec 2010~~ - Reassigned Dec 2011; Open
16.	Get Report on Properties from Chief Ranger; Executive Officers to set up Board Property Committee	Nora Bagby & Executive Officers	Q3 2012	Assigned Dec 2011 Open

Section IV. Motions		
No.	**Motion**	**Status**
1.	Motion to accept the Consent Agenda.	Approved
2.	Motion to adjourn.	Approved

Section V. Resolutions		
1.	Resolution declaring the Vested Management of the Corporation. (see Section II, Paragraph 1)	Approved

Section V. Resolutions - continued		
2.	Check Resolution 1: That, the following positions be approved as signatories for all council checks and electronic checks: the Board Chair, 1st Vice Chair, Treasurer and the CEO. (see Section II, Paragraph 5 for full text)	Approved
3.	Check Resolution 2: That, for those checks that require two signatures based on the Check Resolution # 1 passed December 2011, if the volunteer board signatory is not able to be physically present to sign the checks, a signature stamp of that Board volunteer can be used with the following procedure followed (see Section II, Paragraph 5 for full text)	Approved

Section VI. Action Items – CLOSED/COMPLETED				
No.	**Action**	**Assignee**	**Due Date**	**Status**
1.	Self-identify interest in Board/Officer position to Board Development Committee (Teri)	All Board Members	On/before Dec 2011 Board Meeting	Assigned 11/03/11 COMPLETE
2.	Review the Conflict of Interest (COI) policy and sign/return the form.	All Board Members	On/before Dec 2011 Board Meeting	Assigned 11/03/11 COMPLETE
3.	Send several GSUSA templates to Carol K & Nora to assist us.	Shelda Robinson (GSUSA HR)	NLT 8/15/11	Assigned 7/13/11 COMPLETE
4.	Send an e-mail to CEO Seach Committee to get everyone sharing interview questions (behavioral-based) and ideas.	Scott Hamblin	NLT end of May	Assigned 5/19/11 Update e-mail sent 7/13/11 COMPLETE
5.	Ask Jessica Parker to replace Nicole Hession on the CEO Search Committee as Nicole is moving to Washington, D.C. within a month.	Jim Bina	NLT end of May	Assigned 5/19/11 COMPLETE
6.	Provide CEO Search costs to Cindy Luttrell for Finance Committee	Scott Hamblin	NLT mid-June	Assigned 5/19/11 COMPLETE
7.	Provide Board Members same aggregate data on Survey responses as goes to Evergreen	Scott Hamblin	At same time provided to Evergreen	Assigned 5/19/11 COMPLETE

Section VI. Action Items – CLOSED/COMPLETED - continued				
No.	**Action**	**Assignee**	**Due Date**	**Status**
8.	If interested in assisting Ranger Marshall on the County 419 Expansion Task Force, please let Pam Carol or Nora know	All Board Members	All Board Members	Assigned 16 Dec 2010 - COMPLETE
9.	Be sure you've signed up for Council Chatter column and a Council Staff Meeting for 2011.	All Board Members	NLT next meeting	Assigned 16 Dec 2010 - ADMINI-STRATIVELY CLOSED Dec 2011
10.	Finalize the Champions and the Gap Team roster to share with Staff and Board	Carol Keierleber	On/before 31 August 2011	Assigned 7/13/11 COMPLETE Oct 2011
11.	Provide Board Development Candidate Recruitment criteria out to the Board to assist Board Members during their recruitment efforts	Teri Johnson	On/before August 2011 Board Retreat Meeting	(originally assigned 5/19/2011) Assigned 7/13/11 COMPLETE via e-mail 08/15/11
12.	Resend potential interview question sheet to Dr. Scott Hamblin	"d" Orr	8/23/11	Assigned 8/20/11 COMPLETE 8/22/11
13.	Find out when the CEO position is posted by Evergreen and get an email out to Board Members so they can refer any candidates they know to Bob Perodeau (Evergreen).	Jim Bina & Scott Hamblin	On/about 1 August 2011 or earlier	Assigned 7/13/11 COMPLETE
14.	Capture ideas for specific & measurable outcomes for our Interim CEO; provide to Nora, Jim or any Task Force member	All Board Members	NLT mid-June	Assigned 5/19/11 COMPLETE
15.	Provide info for Task Force Members relative to Strategic Plan & Strategic Learning initiatives	"d" Orr	NLT early June	Assigned 5/19/11 COMPLETE

Section VI. Action Items – CLOSED/COMPLETED - continued				
No.	**Action**	**Assignee**	**Due Date**	**Status**
16.	Confirm 5/3 Bank at Lockwood Crossings is available on July 13th at 3:45 to 5:00 pm & provide info to Board Members	Shakila Ali	NLT mid-June	Assigned 5/19/11 Telecon instead-CLOSED
17.	Send upcoming events calendar to all Board Members	Shary Olmo	NLT next meeting	Assigned 3/17/11 COMPLETE by Rosie Miller
18.	Set up Transition Meeting for the CEO Search Committee	Fred Kosiewski	3/18/11	3/18/11 COMPLETE