Girl Scouts of Citrus Council

Section I. General Information			
Meeting Name:	Board Meeting	**Type:**	Regular
Meeting Date/Time:	01/17/2012	**Location:**	Council Service Center
Presiding:	Nora Bagby, President		
Attendees:	Nora Bagby, Jim Bina, Karol Young, Cindy Luttrell, "d" Orr , Kevin Adams, Teri Johnson, Fred Kosiewski, Isabelle Poette-Chang,		
Staff in Attendance	Maryann Berry, Jacquie Johns, Sandy Gallagher		
Guests in Attendance:			
Unattended:	Shakila Ali, Lily Moon, , Lora Shehi, Keith Stiff, Marcia Weeks		
Submitted by:	D. Orr, Secretary		

Next Meeting/Event:	Date/Time:	Location:
56th 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**
Cookie Box Luncheon	**Tuesday, Jan 31, 2012 110:30 AM**	**Graebel Van Lines Orlando, FL**
Board Development Retreat	**Feb – details in work**	**Tentatively @ Mah Kah Wee**
Board Meeting	**March 15, 2012**	**Celia Lane Little House Orlando, FL**

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. Jim Bina called the meeting to order at 5:20 pm as Nora had been detained. It was determined quorum was met (including telephone attendees). After the Pledge of Allegiance and recitation of the Girl Scout Promise, Jim presented the Consent Agenda. Unanimous Resolution and Consent Relating to the 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 December 17, 2011, be approved as presented. Motion: To accept the Consent Agenda and the Minutes as presented. Kevin Adams motioned to accept with Karol Young as second. No discussion. All approved. Motion carried.

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2.	**CEO Report**
	Maryann provided her current CEO report: 1. It's "Cookie Season". She explained we need to be aware there is a group boycotting Cookie Sales due to the Colorado Council's decision to allow a transgender boy to join a troop. She asked that any questions Board Members receive be directed to her personally. 2. This past Martin Luther King week-end, a "Peace-Maker's Camp" was held at Mah Kah Wee for 29 Lake City girls. It was a huge success for the girls, their families & staff. 3. Looking at realignment and a 'forward push' for our Council, she broached her 2-year plan *concept* with the Board. The Board indicated a willingness to hear a more fleshed out plan. Maryann will work with the Finance Committee and the plan will be presented to the Board at a time after the Annual Meeting, most likely via electronic vote.
3.	**Finance Committee Report**
	Cindy Luttrell discussed that we still do not have audited financials to present to the Board in preparations for the Annual Meeting on January 28th. Jacquie Johns joined the Board for discussion and explained the difficulties with the Automated Clearing House (ACH) transactions relative to Accounts Receivable. Maryann will get with GSUSA to ascertain how to present our unaudited financials at the Annual Meeting. Fred Kosiewski and Cindy will meet with Maryann this Friday (Jan 20th).
4.	**Chair Report**
	Nora provided her Chair report: New Committee Chair/Co-Chair appointments are as follows: 1. Jim Bina – Policy Committee 2. Kevin Adams & Karol young – Property Committee 3. Isabelle Poette-Chang – Events Committee 4. TBA – Fund Development (Shakila Ali is considering the commitment) Teri Johnson shared that she has some folks who would be interested in joining the Events Committee and will pass along their contact information. Jim Bina stated that this years' Board Giving is set at $750. This includes in kind, give or get. He stated that the Finance Charge is actually in error and off by one year. Teri spoke up that the prior $500 Board giving was difficult enough during Board Development recruiting. And while everyone realizes there are other Boards with even higher thresholds, as a working Board, it was felt this could be a strain. Nora reminded everyone that at one time we had discussed having both an "honorary Board" and a working Board. Further discussion will occur. Sandy will gather the Donor-perfect reporting info to provide each member their giving profile. Nora reminded everyone that Jim is sponsoring the Board breakfast at the Annual Meeting – be there at 7:30 AM in Salon 15. Nora indicated information would be forthcoming indicating how Board members are to wear their pins, name badges, etc. for the Annual Meeting. New pictures will be taken of all Board Members at the Annual Meeting. The Cookie Box Luncheon is Jan 31st at 11:30 AM at the Graebel Van Lines office in Orlando.

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	Chair Report - continued
	Nora indicated she is working to set up a Board Retreat, possibly including an overnight stay in a MKW Cabin. She is tentatively looking at February. Sandy will work available dates at Mah Kah Wee and e-mail Board members options.
5.	**New Business**
	Nora & "d" explained the Action Item list process, whereby Nora will do a quick run-through at the conclusion of each meeting. New Actions will be captured, open Actions reviewed for status, and closed/completed captured. After one cycle reflecting closed/completed, the Action Item will be removed from the list and posted to the Board Members section of the Council web site.
6.	**Closing**
	There being no further business, Nora adjourned the meeting at 6:45 pm.

Section III. Action Items - OPEN				
No.	**Action**	**Assignee**	**Due Date**	**Status**
1.	Complete 2-year plan to discuss with Finance Committee and present to the Board	Maryann Berry	Early February	Assigned 1/17/12
2.	Coordination with GSUSA to ascertain presentation of unaudited financials at 56th Annual Meeting	Maryann Berry with Cindy Luttrell & Fred Kosiewski	On/about 1/20/12	Assigned 1/17/12
3.	Share contact info for individuals wishing to participate on Events Committee	Teri Johnson	NLT early February 2012	Assigned 1/17/12
4.	Information on how to wear pins for the Annual Meeting	Sandy Gallagher	NLT 1/27/2012	Assigned 1/17/12 COMPLETED 1/18/12 via e-mail
5.	Ascertain available dates at MKW for February, then e-mail options to Board members	Sandy Gallagher	NLT early February 2012	Assigned 1/17/12
6.	Aid in having Completed Action Items moved to Board Members area of GSCC Web site	Sandy Gallagher	On-going	Assigned 1/17/12

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Section III. Action Items – OPEN - continued				
No.	**Action**	**Assignee**	**Due Date**	**Status**
7.	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
8.	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
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

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Section III. Action Items – OPEN - continued				
No.	**Action**	**Assignee**	**Due Date**	**Status**
12.	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
13.	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
14.	Get Report on Properties from Chief Ranger; Executive Officers to set up Board Property Committee	~~Nora Bagby & Executive Officers~~ Karol Young & Kevin Adams will Co-Chair	Q3 2012	Committee announced 1/17/12; will report out Q2 or Q3

Section IV. Motions		
No.	**Motion**	**Status**
1.	Motion to accept the Consent Agenda & approve the Minutes from 12/15/11.	Approved
2.	Motion to adjourn.	Approved

Section V. Resolutions		
1.	Not applicable	