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Section I. General Information			
Meeting Name:	Board Meeting	**Type:**	Regular
Meeting Date/Time:	03/15/2012	**Location:**	Celia Lane Program Center
Presiding:	Nora Bagby, President		
Attendees:	Nora Bagby, Cindy Luttrell, "d" Orr , Kevin Adams, Shakila Ali, Don Currie, Lily Moon, Isabelle Poette-Chang, Lora Shehi, Keith Stiff MBA Members: Jessica Dunn, Grace MacLean		
Staff in Attendance	Maryann Berry, Jacquie Johns, Sandy Gallagher		
Guests in Attendance:	Sol Maguy, Shelda Robinson & Maryann Dwyer - GSUSA		
Unattended:	Jim Bina, Karol Young, Teri Johnson, Fred Kosiewski		
Submitted by:	D. Orr, Secretary		

Next Meeting/Event:	Date/Time:	Location:
Board Meeting	**May 17, 2012**	**Council Service Center**
Reception for Anna Chaves, GSUSA CEO	**May 25, 2012**	**Location TBD**
100th Anniversary Bridging Event	**May 26-27, 2012**	**EPCOT @ Disney World**

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 Bagby called the meeting to order. It was determined quorum was met. Introductions were made for our new Board Member Don Currie, our two new MBA Board Members from Rollins College, Jessica Dunn and Grace MacLean. Also attending were our three guests from GSUSA, Sol Maguy, Shelda Robinson and Maryann Dwyer.

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 January 17, 2012, be approved as presented.
2. To accept the resignation of Daryl Greenwood in her position as Member-at-Large, March 2012.

Motion: To accept the Consent Agenda and the Minutes as presented. Shakila Ali motioned to accept with Lilly Moon as second. No discussion. All approved. Motion carried.

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2.	**Chair Update**
	Nora provided the Board the update on the Investment Committee. The Committee is looking for members that have had experience in not-for-profits and some investment experience. The policy is currently in our Board Book. Nora stated we will also be looking at an Audit Committee at a later date.
3.	**CEO Report**
	Maryann provided her current CEO report for Jan to March: 1. We've gotten some great 100th Anniversary publicity lately – on the FOX Morning show and a Public Service Announcement. 2. The Great Gathering in Volusia County was a HUGE success with over 3000 attending. 3. The Cookie Box Luncheon in January at Graebel Van Lines was well attended and got our Council off to a great cookie sales start! Our cookie sales are "amazing"! Over 133,000 cases have been purchased in our council in 2012. 4. Andrea Eliscue (a Women of Distinction recipient a few years ago) is helping develop a Dragon Boat team with 20 girls at Walt Disney World in October. 5. The Song Fest at MahKahWee was well attended with over 690 songsters! 6. We have received the RFPs for our banking. 7. We had 41 girls and 9 Girl Scouts of Citrus Council Adults participate in the Let's Move Campaign in Orlando with First Lady, Michelle Obama. Several of our girls are making a video for the competition, with the grand prize of dinner at the White House! 8. Our Alumnae Reunion Week-end had over 60 participants. Our "ask" campaign for campfire benches was a 100% success! 9. Our STEM Robotics Team, Robochicas, went on to participate at the State competition and although our girls didn't win, they had a grand time and plan to win next year. 10. Recently, "d" Orr, Maryann & many other volunteers have been attending various communities' Proclamations for Girl Scout Week. 11. March 24th in Old Town/Kissimmee, Osceola troops are hosting a large Council-wide Food Drive. 12. The SUM Rally is to be held March 31st. 13. The E-Biz software for registration and re-registration is going live in April; training is underway now. 14. Council Shop sales were up 67% in Jan 2012 when compared to January 2011; and overall up 20% this year to date over last year during the same period. 15. Fall product and QSP was about $130K short of budget projections, but overall we're still at a $341K surplus. 16. Membership is up almost 2%; retention remains a challenge, especially Juniors. 17. Our $50,000 "Gifts for Girls" goal has almost been met. 18. Grants reflect $140K active at this time, with another $130,800 undergoing various grant application processes.
4.	**Finance Report**
	Jacquie Johns, CFO reported that we had a slight timing issue with our products when trying to do a year-to-year comparison; Cindy Luttrell stated that the Finance Committee has not yet reviewed and they still need to reconcile the Fall Product Sales & QSP. Jacquie & Cindy reviewed the Financial Report with Board Members. Our ACH process has had no issues so far this year. We are approximately two weeks away from the end of our Audit; the Finance Committee will meet thereafter to review.

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5.	**New Business**
	Shakila stated our Welcome Party to introduce Maryann Barry to our community would be held in about two weeks. She reminded everyone to be sure Sandy had their list of names for invites. Additional discussion ensued as to the celebrity draw for our 15th Annual Women of Distinction event later this year. Many great ideas were presented by Board members to aid the Events Committee. Dana Cleary has been named our honorary Chair of the event.
6.	**Retreat Training – Maryann Dwyer, GSUSA Governance Consultant**
	Maryann Dwyer, GSUSA, shared her expertise with the Board to propel us into what it takes to become a High Capacity Council. She provided excellent information based on industry best practices and standards, both from the non-profit world as well as corporate America. Maryann had Board Members do small group exercises and group discussions to keep everyone engaged. Maryann helped the Board think about Dashboards for metrics to track progress. The presentation slides are attached at the end of these Minutes.
7.	**Closing**
	Due to the late hour, the Action Items were not reviewed at this meeting. There being no further business, Nora adjourned the meeting at 8:30 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.	Ascertain available dates at MKW for February, then e-mail options to Board members	Sandy Gallagher	NLT early February 2012	Assigned 1/17/12
5.	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**
6.	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
7.	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
8.	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
9.	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
10.	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**
11.	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
12.	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
13.	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 1/17/12.	Approved
2.	Motion to adjourn.	Approved

Section V. Resolutions		
1.	Not applicable	

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Maryann Dwyer,
Governance Consultant

Current Trends and Board Governance Survey Highlights

March 15, 2012

Current Trends

- BoardSource – national source of information
- First report 1994
- Last decade – emphasis on good governance practices
- Since last report 2007 – global recession and changed reporting on Form 990
- First Girl Scout Survey completed Fall 2010

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GS Methodology

- Two surveys – 85% response rate
  - 95 of 112 CEOs
  - 94 of 112 Board Chairs
- Compared to Nonprofit Governance Index 2010
- Broad spectrum of Girl Scout Councils
  - Geographically
  - Budget size
  - Realigned and not realigned

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Board Governance Practices

- Board Size & Structure
- Board Meetings
- Board Effectiveness and Performance
- Fundraising
- Board Recruitment and Development
- Board Policies and Practices
- Board/CEO Relations

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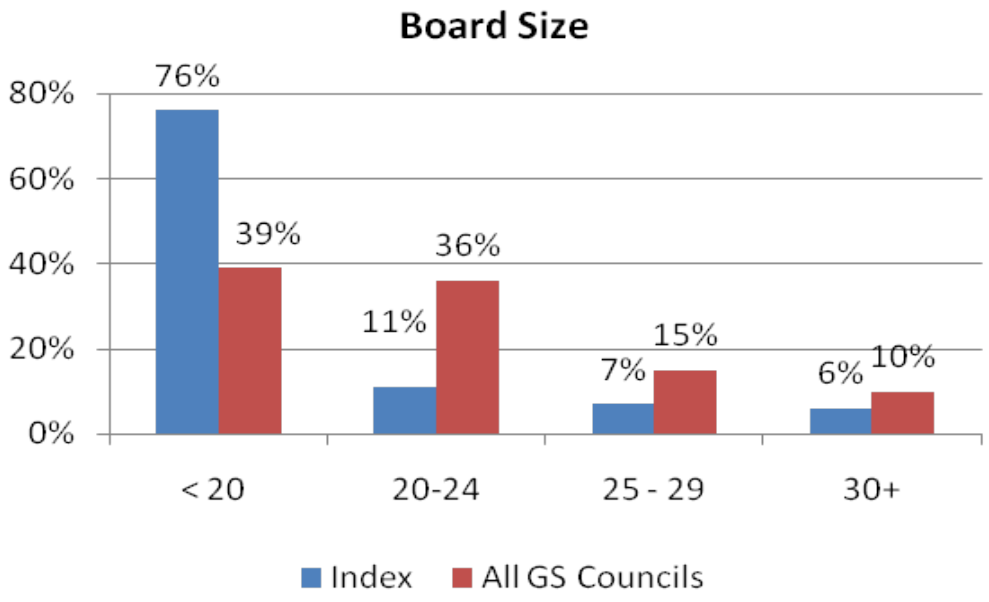
HOW LARGE IS YOUR BOARD?

Board Size



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Sweet Spot for Board Size

- National average is 16 board members
  - ✓ 25% have 19 or more members
  - ✓ 25% have less than 11 members
- Boards that have 15 – 22 members are:
  - ✓ rated more effective by CEOs
  - ✓ report better governance practices

Information from BoardSource Governance Index

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How Many Standing Committees does your board have?

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Committees

From National Index

- Boards have an average of 5.6 committees
- 78% of boards have an executive committee – trending down
- 27% of boards have a separate audit committee – trending up

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Structure: Committees

Standing Committees (CEO Q-2.4)	***Index***	**Girl Scout Council**
1-3	19%	12%
4	18%	13%
5	36%	22%
6	17%	21%
7	10%	17%
8 or more	17%	15%
Average	5.56	5.73

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Structure: Committees

Standing Committees	Index	GS Councils
Executive Committee	78%	86%
Finance – stand alone	38%	81%
Fundraising/Development	55%	78%
Audit – stand alone	27%	65%
Property	NA	55%
Investment	12%	28%

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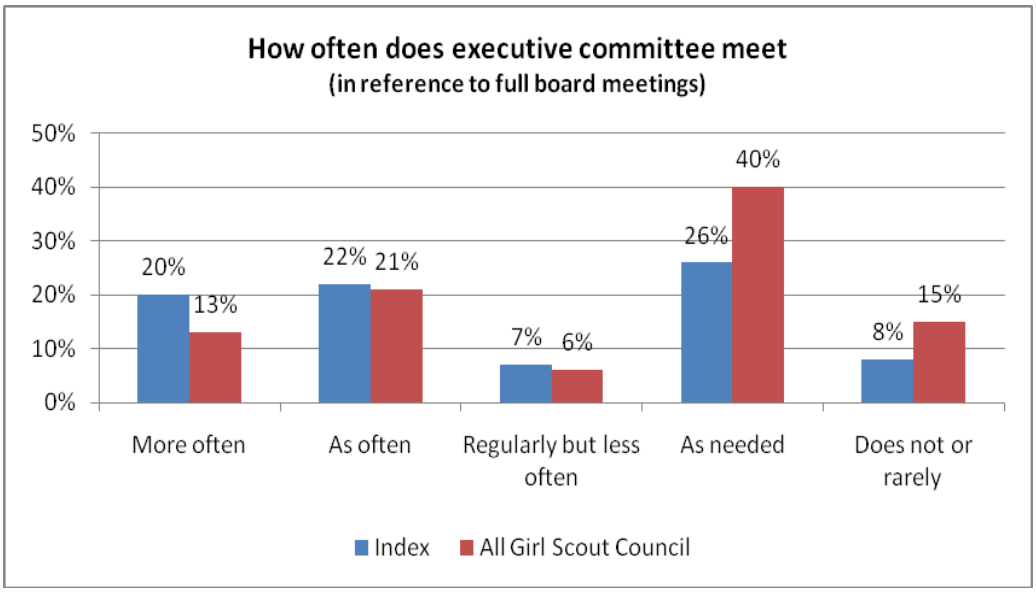
Executive Committees



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Effective Practices: Committees

- Moving away from committees that mirror staff functions
- Fewer standing committees
- Modified zero-based approach
- Create ad hoc task groups as needed
- Beware of abusing the executive committee
- Use a board development committee
- There is only one board

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How Often Does Your Board Meet?

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Board Meetings

Board Meetings

- From National Index
- On average a board meets 7.4 times per year
- An average board meeting lasts 3.4 hours
- 84% of boards have average board meeting attendance of 75% and higher

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Board Meetings

From Girl Scout Council Survey

- Meetings per year
  - 1/3 of councils meet 6 a year
  - Nearly 2/3 meet for 2-5 hours
- Attendance
  - Girl Scout councils report lower attendance than boards in National Index.
    - ✓ Only 29% of Girl Scout boards have 90-100% attendance versus 41% of boards nationally

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Council Board Meetings

Good News

- 90% using a consent agenda
- 56% using dashboards

Bad News

- 37% spend over 50% of meeting time on reports
- >50% spend 30% or less of meeting time on strategic thinking and discussion

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"MOST OF OUR BOARD TIME IS SPENT ON REPORTS. DISCUSSION IS RARE AND WHEN IT OCCURS IT IS RUSHED. PEOPLE ARE NOT ENGAGED BECAUSE WE GIVE THEM NO OPPORTUNITY TO BUILD A RELATIONSHIP WITH THE ORGANIZATION."

COUNCIL BOARD CHAIR

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Overall Board Effectiveness

	Board Chairs	CEOS
All Councils	43% Very Effective	26% Very Effective
Index	42% Very Effective	33% Very Effective

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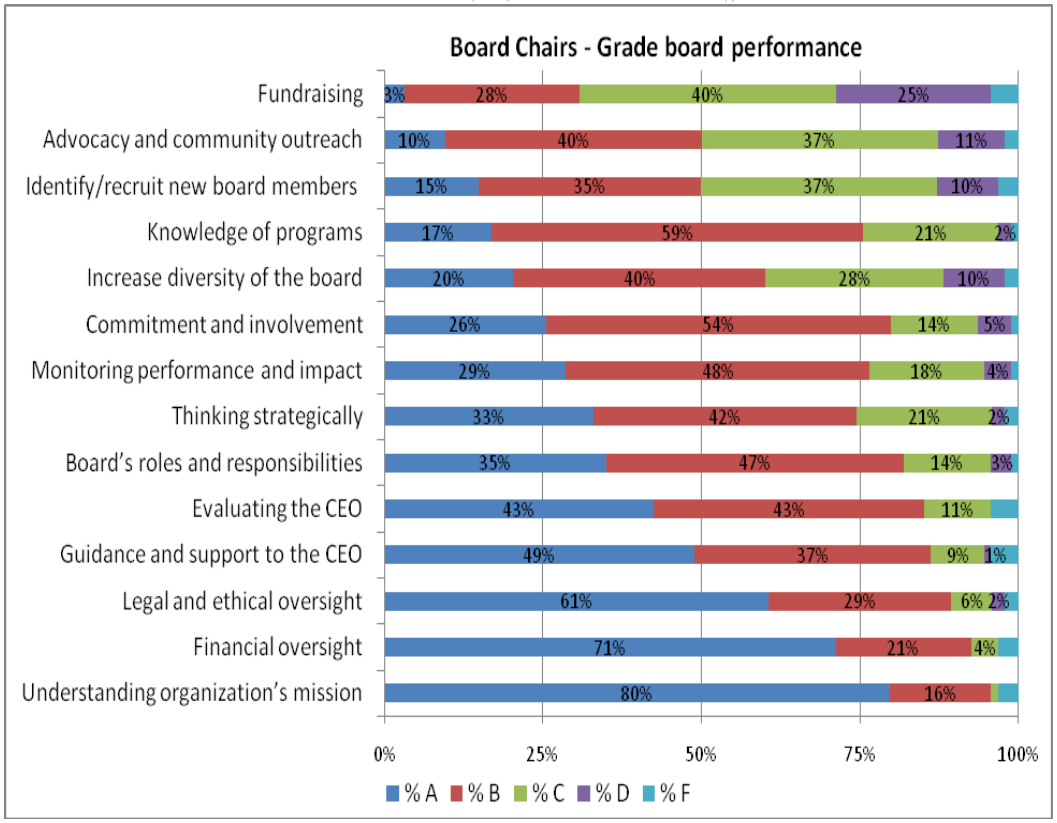

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Areas Needing Improvement

Select Three Most Important Areas	CEOs	Board Chairs
Fundraising	93%	94%
Strategic thinking	36%	34%
Board recruitment	34%	29%
Advocacy/Community outreach	17%	35%

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Fundraising

From Girl Scout Council Survey

- Current level of fundraising expertise on boards was rated as less than adequate by CEOs
- Only 13% of CEOs and 11% of board chairs indicate that having the ability to contribute is an important criterion for selecting board members
- 63% of boards don't have the right composition to connect the agency to high net worth individuals

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Board Recruitment

Recruitment (CEO Q-3.3 & BC Q-3.1)	***Index* CEO**	**Girl Scout Council CEO**	***Index* Board Chair**	**Girl Scout Council Board Chair**
Very easy	12%	6%	10%	2%
Somewhat easy	44%	20%	45%	31%
Somewhat difficult	39%	59%	41%	58%
Very difficult	5%	15%	5%	9%

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Board Recruitment

Recruitment Practices in use per National Index

- 85% asked for recommendations from board members
- 68% evaluated board composition via a gap analysts or matrix
- 58% cultivated relationships with colleagues or community leaders
- 18% participated in or sponsored events
- 16% publicly posted openings
- 10% used board matching programs

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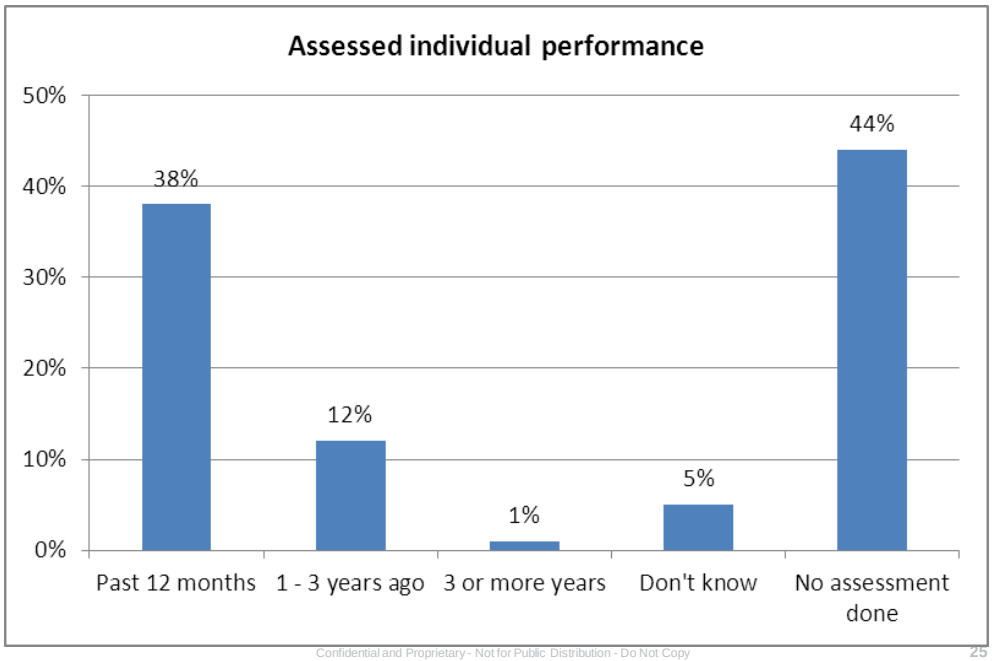
Individual Assessment



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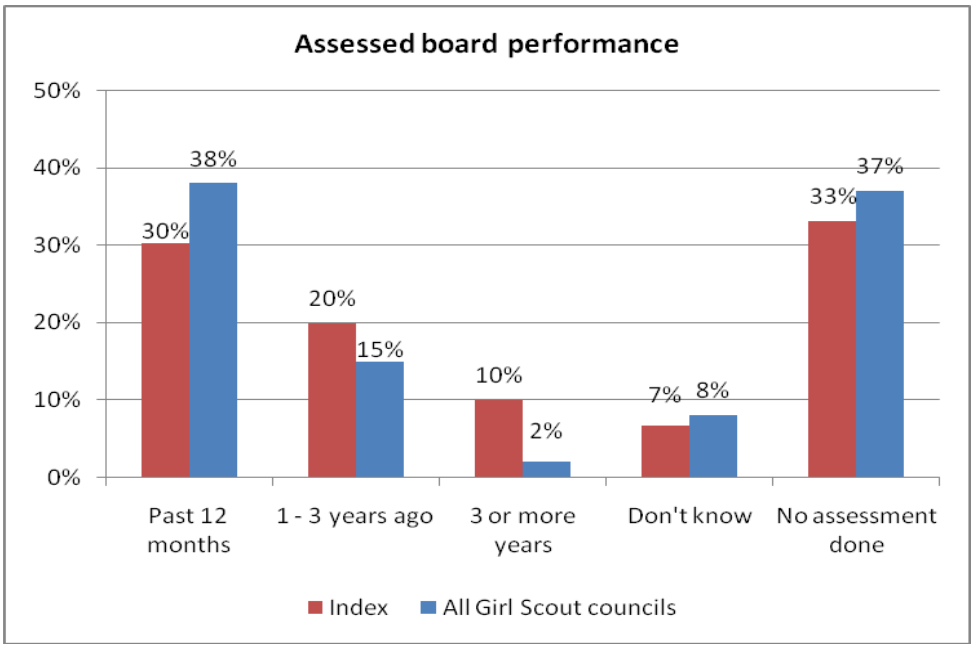
Full Board Assessment



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Board Education

- 30% of CEOs reported board members were not well or only somewhat informed about legal and governance responsibilities
- 47% of CEOs gave their boards a C or lower for knowledge of Girl Scout Program
- Percentage of councils that provide board education is lower than the national index
- 34% of boards do not hold an annual retreat

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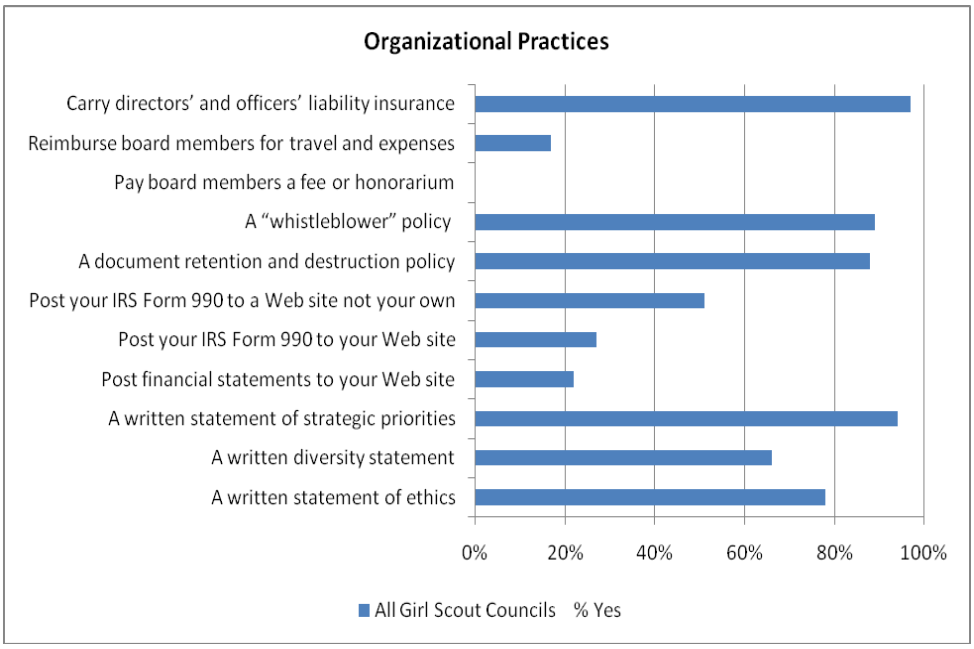
Board Policies & Policies



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Council Board Meetings

Good News

- 100% of councils have an audit
- 98% of councils have a conflict of interest policy and strategic priorities

Bad News

- Only 22% of councils post Form 990 on their own Web site
- Only 39% of boards approve and adequately document CEO comp

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Board/CEO Relations

- 76% (CEOs with 1+ tenure) had performance reviews within last 12 months
- 2/3 of boards share results of performance review with the full board
- One tenth of our councils involve the full board in the performance review process

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Council Board Governance Survey

To download the full Girl Scout Council Board Governance Survey, please go to the Board Chair Community on Pearl (https://pearl.girlscouts.org/communities/board/chair/Files/FINAL%20GS%20Board%20Governance%20Survey%203-4-11.pdf)

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Questions

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