

Girl Scouts of Eastern Iowa & Western Illinois, Inc.
 2011 2nd Avenue
 Rock Island, IL 61204
 MINUTES
 Gala / Realignment Process and Approval
 Saturday, April 28, 2007

The membership of the new Girl Scouts of Eastern Iowa and Western Illinois met on Saturday, April 28, 2007 at 5:00 p.m. at the Marriott Hotel in Coralville, IA.

<p><u>PRESENT:</u> Membership and delegates from Mississippi Valley, Conestoga, Shining Trail and Little Cloud Councils Past and new board members from all councils 2 Representatives from GSUSA</p>	<p>Attendance – Present</p>																																				
<p><u>CONSENT AGENDA:</u></p> <p>The meeting was called to order at 6:00 p.m. Quorum was met.</p> <p><u>Introductions</u> – All board members introduced by CEO, Diane Nelson</p> <p><u>Credential Report & Rules of Meeting were presented</u></p> <p>Consent Agenda Vote: <u>Mary Lagerblade</u> made a motion to approve Consent Agenda items. Seconded</p> <p>Realignment Process presented Core Business Strategy presented</p> <p>Agreement & Plan of Merger Vote</p> <p>The board of directors of each of the four girl scout councils voted on the agreement and plan of merger to become the Girl Scouts of Eastern Iowa and Western Illinois, effective 4-28-07. The surviving Council will be the Girl Scouts of Mississippi Valley.</p> <p>Installation of Officers, Board Members and Nominating Committee</p>	<p>Consent Agenda</p> <p>Quorum Met</p> <p>Introductions</p> <p>Motion Carried unanimously</p> <p>Motion: Approve Plan of Merger Motion Carried Conestoga Council: 28 Little Cloud Council: 18 Miss Valley Council: 54 Shining Trail Council: 17</p> <p>Ann Hutchinson</p>																																				
<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">Mary Lagerblade</td> <td style="width: 33%;">Teresa Colgan</td> <td style="width: 33%;">Deb Oliver</td> </tr> <tr> <td>Carolyn Haupt</td> <td>Amy Olson</td> <td>Ann Hutchinson</td> </tr> <tr> <td>Dr Patricia Keir</td> <td>Harry Coin</td> <td>Bill Leaver</td> </tr> <tr> <td>LaMetta Wynn</td> <td>Dr Kim Armstrong</td> <td>Ann Menke</td> </tr> <tr> <td>Denise Bulat</td> <td>Marilynne Field</td> <td>Jim Vermazen</td> </tr> <tr> <td>Heather Prendergast</td> <td>Mary Ann Brown</td> <td>Barb Anderson</td> </tr> <tr> <td>Dr. Jennifer Waldron</td> <td>Candace Arp</td> <td>Gloria Frost</td> </tr> <tr> <td>Michel Stone</td> <td>Lu Barron</td> <td>Beth Freeman</td> </tr> <tr> <td>Dr. Christine Grant</td> <td>John Lohman</td> <td>Melissa Hillman</td> </tr> <tr> <td>Danielle Gibbs</td> <td>Julie Winkler</td> <td></td> </tr> <tr> <td>Dave Vandeventer</td> <td>Dennis Hinkle</td> <td>Dan Wiedemeier</td> </tr> <tr> <td>Donnelle Fuerste</td> <td>Colleen Rafferty</td> <td>Sue Evans</td> </tr> </table>	Mary Lagerblade	Teresa Colgan	Deb Oliver	Carolyn Haupt	Amy Olson	Ann Hutchinson	Dr Patricia Keir	Harry Coin	Bill Leaver	LaMetta Wynn	Dr Kim Armstrong	Ann Menke	Denise Bulat	Marilynne Field	Jim Vermazen	Heather Prendergast	Mary Ann Brown	Barb Anderson	Dr. Jennifer Waldron	Candace Arp	Gloria Frost	Michel Stone	Lu Barron	Beth Freeman	Dr. Christine Grant	John Lohman	Melissa Hillman	Danielle Gibbs	Julie Winkler		Dave Vandeventer	Dennis Hinkle	Dan Wiedemeier	Donnelle Fuerste	Colleen Rafferty	Sue Evans	
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Recognitions
Council Realignment Committee
All realignment subcommittees

Mary Lagerblade

CEO Recognition
CEO's from each of the four merging council:
Donna Logan, Shining Trail Council
Diane Nelson, Mississippi Valley Council
Karen Grode, Conestoga Council
Sue Wheaton, Little Cloud Council

Mary Lagerblade
Teresa Colgan

ADJOURN:

A motion was made and seconded to adjourn the meeting.
The meeting was adjourned at 8:05 p.m.

MOTION:

Adjourn the meeting.
MOTION CARRIED.

**Girl Scouts of Eastern Iowa & Western Illinois
Board Meeting Dates
2007-2009**

2007

April 28th 2007 – First Annual Meeting
June 7th 2007
September 20th 2007
November 15th 2007

2008

January 17th 2008
March 20th 2008
May 15th 2008
July 17th 2008
October 16th 2008
November – Annual Meeting

2009

January 15th 2009
March 19th 2009
May 21st 2009
July 16th 2009
October 15th 2009
November Annual Meeting

There will be 5 board meetings a year plus the annual meeting. Meeting will primarily be in the Iowa City area or at Council headquarters in the Quad Cities. The meetings may be in different locations. Most meetings will begin at 4:30 and end by 6:30. Conference call in numbers will be provided if needed.

Board Committees
Girl Scouts of Eastern Iowa and Western Illinois, Inc
2011-2nd Avenue
Rock Island, IL 61201

Purpose: To provide leadership and guidance in specialized areas that can be dealt with more effectively by a smaller group than the full board.

Duties & Responsibilities:

- The president of the board appoints the chairperson of each committee
- Each committee is accountable to the full board for establishing and meeting measurable goals and objectives
- Contribute to the efficient operation of the organization
- Make recommendations to the full board and provide the information the board needs to make a sound decision
- Committees should not meet when there is no business to complete, or when the work of a committee is finished.

Board Members: Please specify which committee or task group you would like to serve on. Please select a 1st, 2nd and 3rd choice.

Finance Committee _____

Fund Development Committee _____

Marketing Committee _____

Program Committee _____

Property Committee _____

*Meeting times will be determined at a later date

Comments: _____

Name: _____

Finance Committee

In partnership with the Board of Directors, the CEO and the Chief Financial Officer, provide financial oversight to the council's financial statements and investments to assure fiduciary responsibility is maintained.

Responsibilities:

- ◆ Review monthly financial statements and council investments on a regular basis.
- ◆ Provide input to the council's annual operating and capital budgets.
- ◆ Recommend investments strategies and monitor council investments.
- ◆ Provide regular reports to the board of directors.

Fund Development Committee:

In partnership with the Board of Directors, the CEO and the Vice President of Development provide leadership for the fund development efforts of the council to assure financial strength, stability and growth.

Responsibilities:

- ◆ Make an annual contribution to Girl Scouts of Eastern Iowa & Western Illinois.
- ◆ Be willing and able to identify, cultivate, and ask potential donors to financially support the council.
- ◆ Ensure the council maintains the standards of philanthropic and ethical fund development.
- ◆ Assure that enough volunteers are recruited to raise the funds needed to support the council, using methods in keeping with principles, policies, standards and goals of the Girl Scouts of the USA.
- ◆ Encourage a sense of ownership about fund development among fellow board members, committee members and volunteers.
- ◆ Generate and recommend, for approval by the Board of Directors, the council fund development policies and work with the finance committee and Fund Development staff to analyze the council's financial needs.
- ◆ Approve all fund development plans on a yearly basis.
- ◆ Assist with all fund development campaigns, projects and/or events.

Marketing Committee:

In partnership with the Board of Directors, the CEO and the VP of Marketing and Communications, provide direction to the council's marketing efforts, work to develop and promote a relevant Girl Scout brand and assist in determining the best practices and methods by which to promote Girls Scouts as the experts on girls, the best advocate for their development.

Responsibilities:

- ◆ Learn about the Girl Scout program to better understand the organization.
- ◆ Provide input and help to create and direct the council's strategic marketing plan.
- ◆ Assist in finding economically feasible ways to promote Girl Scouts.
- ◆ Promote Girl Scouts to others outside the organization.

Program Committee:

In partnership with the Board of Directors, the CEO and the Vice President of Program to create and implement the future direction of all encompassing GSEIWI girl programs.

Responsibilities:

- ◆ Help foster girl leadership through council wide programs
- ◆ Develop innovative ways to bring Girl Scout programming to all girls
- ◆ Create and implement high quality girl centric programs
- ◆ Develop an understating of how programming works with all other aspects to provide a comprehensive Girl Scout experience.

Property Committee:

In partnership with the Board of Directors, the CEO, COO and the Vice President of Property, provide professional assistance to the council's representatives as they plan property development and maintenance. The chair of this committee should be an active board member with "property" interests.

Responsibilities:

- ◆ Review the council's "5-10 Year Plan" annually with the council's paid property staff.
- ◆ Provide input to the council's "5-10 Year Plan" and relativity to the capital budget.
- ◆ Provide regular reports to the board of directors.

CONFLICT OF INTEREST STATEMENT
FOR BOARD MEMBERS

No board member or board committee member, or any member of her/his family, should accept any gift, entertainment, service, loan or promise of future benefits from any persons who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with Girl Scouts of Eastern Iowa and Western Illinois, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment and benefits that do not meet this standard.

No board or committee member should perform, for any personal gain, services to any Girl Scouts of Eastern Iowa and Western Illinois supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the facts of such transaction or contracts are disclosed in good faith and the board or committee authorize such a transaction. Similar association by a family member of the board or committee member or by any other close relative may be inappropriate.

No board or committee member or any member of her/his family should have any beneficial interest in, or substantial obligation to, any Girl Scouts of Eastern Iowa and Western Illinois supplier of goods or services or any other organization that is engaged in doing business with or serving Girl Scouts of Eastern Iowa and Western Illinois unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.

This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.

Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate.

I have received and read the foregoing policy statement, Conflict of Interest Statement, and understand fully the facts requiring any possible question of violation.

(signature)

(date)