



MINUTES
GSCO BOARD MEETING and STRATEGIC PLANNING
September 16, 2022

Attendance

(All present throughout, maintaining quorum.)

- Board members attending: Caroline Cornell, Crystal Eustis, Megan Flori King, Erica Fukuhara, Victoria Gigoux, Christina Gunn, Genia Herndon, Haley Harris, Meredith Kuehler, Maureen McDonald, Cindy Miller, Barbara Myrick, Angela Roberts, Anji Roe Wood, Shannon Sisler, Carrie Walters, Amy McGarrity
- Board members excused: Brooke Bodart, Rane Sheno, MD
- Membership Connection Committee Representatives to the Board (non-voting): JoAnne Busch, Wendy Doak, Nicole Lockwood
- GSCO Staff (non-voting): Leanna Clark - *ex-officio*, Michelle Boot, Kristin Hamm, Donnell Heistand, Melissa Holmberg, Martha Johnson, Katie Singleton, Lindsay Standish, Heidi Vielhaber
- Guest: Kelsey Parker, GSUSA

Call to Order

With a quorum present, Caroline Cornell, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 10:21 a.m. The meeting was hybrid and held in-person and via Zoom video call.

Election of board Directors

- The Board reviewed the slate of GSCO Board of Directors status
- Ms. Sisler presented a new slate of board members to include Christy Belz and Amy McGarrity, to begin three-year term from September 2022-September 2025.
 - Erika Fukuhara was approved for her 2nd and Caroline Cornell 3rd three-year term.
 - Shannon Sisler was approved for a third term but will serve one year.

ACTION: On a motion made the standing BGC committee and seconded, the Board unanimously approved the Slate as provided in the Board Packet. A quorum was present.

Consent Agenda

- The Board reviewed the consent agenda.
- Board approved the minutes from the July 15th, 2022, meeting
 - Standing and Ad-Hoc Committee Reports were approved including Audit, Finance, Membership Connection (MCC) and Philanthropy
 - The Board established a Bylaw Ad Hoc Committee
 - 8th Amendment to History Center Lease was approved following a recommendation by the Finance Committee. The monthly increase is \$25 over 2021 renewal.

ACTION: On a motion made by Ms. Roberts and seconded, the Board unanimously approved the above-named actions through a consent agenda. A quorum was present.

**Treasurers Report
& Budget
Overview**

Ms. Heistand reviewed the overview of finances and budget as presented in the Board Packet.

- Revenue drivers include
 - 18,250 members, 80% participation in cookie sales and 4.496 million packages of cookies sold
 - Summer camp occupancy was at 85%
 - Experience Center projected to open in first quarter of 2023
 - GSCO received \$1,386,000 in contributions and donations
- Expense drivers include
 - Underwriting 18% benefit cost with no change in benefits
 - 7% salary pool for market/merit increase
 - Increased cost of supplies, utilities, etc.
- Opportunities Include
 - Fund Development continuing to utilize CEO/CDO network for fundraising and partnerships
 - Membership increase extracurricular activities, increase troop activities tied to satisfaction and retention, update outreach delivery, diversify membership and reach girls differently in mobile programming.
 - Ability for Outdoor Program and Property to expand day camps, open Experience Center and add horse programming at Tomahawk Ranch.
 - Product Program early DOC for start of order taking and leverage website to connect customers to girls.
 - GSCO continue to leverage CEO networks for visibility and provide staff training and risk management for potential insurance savings.
- Threats Include
 - Recession and inflation concerns
 - Potential COVID-189 spike and impact on council operations
 - Challenges to increasing membership and lack of interest in virtual programming opportunities; volunteer fatigue; limitations to in-person activities.
 - Retail price of cookies; potential supply chain issues.
 - Increased insurance costs for sexual abuse and molestation (SAM) and wildfires.
 - Challenges in filling open staff positions; increased salary costs.
 - Overall security for property/programs

ACTION: On a motion made by the Standing Finance Committee and seconded, the Board unanimously approved the Treasurers Report and Budget overview. A quorum was present.

- Audit** Ms. Eustis reviewed the Limits of Authority as included in the Board Packet.
- Proposed changes to the Limits of Authority were discussed
 - Audit Committee has been thoughtful regarding what investments are made and made it very clear who has authority to take action.
 - The Whistleblower Policy update was tabled until November 2022 meeting.
- ACTION: On a motion made by the Standing Audit Committee and seconded, the Board unanimously approved the Limits of Authority policy. A quorum was present.**
- Audit Review** Ms. Eustis provided a technology update that was outlined in the Board Packet.
- Council Update** Ms. Clark highlighted council updates as outlined in the Board Packet.
- Council dashboard was reviewed, membership for MY22 year-end was 17,000; 93.4% of the goal and represents a 7% increase
 - 75.1% of the troop leaders were retained, this is up from 69.7% from 2021.
 - GSCO staff is trained on new branding; new staff trained within 2 weeks of hire
 - Expansion of Media Star program. Considering 2-3 in-person media star programming events early winter.
 - Working on culture for GSCO employees. Recently held a focus group and surfaced that staff would like help working on mental health.
 - Fund Development has surpassed \$1.2 million goal; trying to close 5 new annual sponsorships a year.
 - Denver Business Journal presented Gold Award Girl Scout Genesis Rodriguez with Outstanding Woman in Business Award
 - Ms. Vielhaber provided report on Outdoor Properties which included Experience Center updates and horse programming at Tomahawk Ranch to be launched in MY23.
- Elections & Committee Assignments** The Board reviewed the slate of GSCO committees and committee chairs. Executive Elections were conducted by Ms. Miller.
- Ms. Shenoj was moved from MCC to Philanthropy committee.
 - Ms. Fukuhara was moved from Finance to BGC committee.
 - Ms. Gunn will serve as BGC Chair.
 - Ms. Sisler will serve as Vice Chair for one year until a BOD member has been identified to serve after Ms. Cornell's term as it is considered too early to name the next chair.
 - Board also reviewed slate of delegates for 2021 National Convention as outlined in Board Packet.

ACTION: On a motion made by the Ms. McDonald and seconded, the Board unanimously approved the slate of committees as presented. A quorum was present.

ACTION: On a motion made by Ms. Miller and seconded, the Board approved the slate of National Convention delegates. Ms. Fukuhara abstained from voting. A quorum was present.

APPROVED by Girl Scouts of Colorado Board of Directors on November 18, 2022, by vote of __16__ in favor; __0__ opposed; __0__ abstained.



Girl Scouts of Colorado
Caroline Cornell, Board Chair, GSCO Board of Directors