girl scouts of colorado

BOARD OF DIRECTORS

MINUTES
September 29, 2017

Attendance

- *Board members attending:* Kathy Ambrose, Lacey Blake*, Brooke Bodart, Tim Butler, Connie Campbell, Alison Clark-Hardesty, Jennifer Colosimo, Caroline Cornell, Rae Ann Dougherty, Stephannie Fortune, Lori Leugers, Belle Markham, Cindy Miller, Cora Ohlgren, Michelle Rose-Hughes*, Jodi Scott, Shauna Shafer, Shannon Sisler, Kim Staley, Barbara Tucker, Catherine Viator, Renita Wolf (**participating by conference call*)
- *Board members excused*: Jennifer Casani, Jan Lucas, Maggie Murray, Tinesha Ross
- *Membership Connection Committee (MCC) Representatives to the Board attending*: Kayleigh Cornell, Erica Fukuhara, Victoria Gigoux, Charalotte Hardy, Laurelanne Hardy
- *MCC Representatives to the Board excused*: Linda Fuller
- *GSCO Staff:* Sam Aghbashian, Stephanie Foote, Jan Haft, Kristin Hamm, Pene Harrison, Jamie Haxton, Donnell Heistand, Hannah Kuehl, Amy Myers, Betsy Smith, Patty Sutterlin

Call to Order

A quorum being present, Rae Ann Dougherty, Chair-Elect, called the Girl Scouts of Colorado (GSCO) Board of Directors meeting to order at 8:21 a.m. The meeting took place at the offices of Eide Bailly, 7001 E Belleview Ave., Suite 700, Denver, Colorado, and by conference call.

Welcome to new members

Rae Ann Dougherty welcomed new Board members Lacey Blake, Brooke Bodart, and Belle Markham. Outgoing MCC representatives to the Board, Linda Fuller and Kayleigh Cornell, were thanked for their service. Charalotte Hardy and Laurelanne Hardy were welcomed as new MCC representatives to the Board.

Council Update

Stephanie Foote provided the following updates on GSCO:

- The potential sale of Magic Sky Ranch did not close because the purchase depended on funding from the Veterans Administration (VA), which was not available due to federal budget cuts. The property is back on the market, and is still available to use for troop camping, and by outside users.
- Kristin Hamm presented a new Dashboard reflecting the status of membership, outreach, recruitment and registration by GSCO regions, and a wrap-up of 2017 summer camp. Dashboard information will be updated approximately quarterly and shared with the Board.
- Boy Scouts of America has started recruiting girl members. GSCO is not seeing an impact on our membership, but GSUSA noted an impact on the east coast.
- Sam Aghbashian and Hannah Kuehl discussed the planned expansion of staff-led outreach programs in Grand Junction and Colorado Springs.
- Sam Aghbashian reviewed the scope and amount of financial assistance and opportunity grants GSCO provides to support and subsidize the traditional Girl

Scout experience in Colorado. GSCO is monitoring assistance amounts to determine the impact of increased membership fees and background check expense.

- Hannah Kuehl discussed areas where GSCO needs help with volunteer roles for the Outreach Programs.
- Stephanie Foote announced that Sam Aghbashian's title has changed to Chief Membership Officer, and Hannah Kuehl's title has changed to Chief Program Officer.

Board Governance Committee

Jodi Scott reported for the Board Governance Committee:

- Reviewed the proposals on the agenda for the National Council Meeting
- Presented the background information on and proposed amendments to the GSCO Bylaws to create an Audit Committee (first reading).
  - Following discussion, Jodi Scott requested that Board members submit any suggested revisions to the Bylaws to her.
  - Adoption of the Bylaws amendment concerning the Audit Committee will be done by electronic vote after 30 days.
- Jodi Scott presented the slates for election of Directors, Board officers, non-officers on the Executive Committee, Finance Committee, and Board Governance Committee.

ACTION: On motions made and seconded, the Board unanimously elected the following:

- **Directors for the term September 2017-September 2020:**
  - **Alison Clark-Hardesty**
  - **Maggie Murray**
  - **Jan Lucas**
  - **Cora Ohlgren**
- **Board Officers:**
  - **Rae Ann Dougherty, Chair, for the term September 2017-September 2019 (filling the unexpired term of outgoing Chair, Michelle Rose-Hughes)**
  - **Kathy Ambrose, Chair-Elect, for the term September 2017-September 2019 (filling the unexpired term of outgoing Chair-Elect, Rae Ann Dougherty)**
  - **Cindy Miller, Philanthropy Chair for the term September 2017-September 2020**
- **Non-Officer Directors to the Executive Committee:**
  - **Lori Leugers**
  - **Maggie Murray**
- **Finance Committee for the term September 2017-September 2020:**
  - **Lacey Blake**
  - **Brooke Bodart**
  - **Maggie Murray**
  - **Cora Ohlgren**
- **Board Governance Committee for the term September 2017-September 2020:**
  - **Catherine Viator**

Rae Ann Dougherty conducted an investiture ceremony to welcome the incoming Board members.

Finance Report

Shauna Shafer reported that GSCO obtained an actuarial calculation of the potential cost to buy out GSCO's liability in the National Girl Scout Council Retirement Plan

(NGSCRP). Michelle Rose-Hughes will provide additional information on the status of the NGSCRP later.

Donnell Heistand reviewed the proposed budget for fiscal year 2017-2018, including the following:

- Budget preparation and review process
- Assumptions used in creating the budget
- Risks and opportunities in the budget

ACTION:

- **Following discussion, on the Finance Committee's motion, which was seconded, the Board unanimously approved the budget for fiscal year 2017-2018.**

Donnell Heistand presented the August 31, 2017 financial package.

ACTION:

- **Following discussion, on the Finance Committee's motion, which was seconded, the Board unanimously approved the August 31, 2017 financial package.**

Donnell Heistand reviewed GSCO's relationship with Compass Bank for credit card and merchant account processing and providing a line of credit to purchase cookies for the cookie sale.

ACTION:

Following discussion, on the Finance Committee's motion, which was seconded, the Board unanimously approved the following resolutions:

- **Resolution Approving Banking Relationship with Compass Bank**
- **Resolution Authorizing Line of Credit with Compass Bank**

Membership Connection Committee

Caroline Cornell reported on the MCC's work:

- The MCC elected 5 new adult members and 1 new girl member. In addition, 1 girl member and 1 adult member were elected to an additional term.
- The number of Board members on the MCC was reduced to the minimum number required in the Bylaws.
- MCC representatives to the Board for FY 2017-2018 are:
  - Erica Fukuhara
  - Victoria Gigoux
  - Charalotte Hardy
  - Laurelanne Hardy, girl member
- The MCC discussed service units and training at its Spring 2017 face to face meeting.
- Feedback from the survey conducted at the Leadership Summits and other workshops will be shared through Council communication channels.
- The MCC included delegate discussion topics for the National Council Meeting in its discussion topics.
- The MCC's next face to face meeting is October 28, 2017, and will focus on Service Units.

Caroline Cornell reported the results of the Board's August 31, 2017 discussion on the role of the MCC:

- The number of Board members on the MCC was reduced.

- The MCC will continue to be a communication conduit between the Board, GSCO staff, and membership.
- The MCC will assist in recruiting volunteers to help with the Outreach Program expansion.
- The MCC will take a greater role for advocacy in the community.
- The MCC can serve as a built-in focus group for the Board.

Philanthropy Committee

Kathy Ambrose presented the highlights from the past fiscal year:

- The Board achieved 100% participation in making a financial commitment to GSCO.
- Daisy's Circle added 16 new members.
- 83% of the Board attended at least one Girl Scout activity outside Board meetings.
- 61% of Board members met the give or get requirement, which is the highest percentage in the past five years.
- GSCO submitted 56 grant requests, 28 of which were awarded, with 9 still pending.

Cindy Miller noted that the committee will also work toward greater board engagement in addition to raising financial support.

- Board members are encouraged to promote GSCO in the community, recruit volunteers, identify sites for meetings, and cookie booth sales.
- Board members are encouraged to donate on Colorado Gives Day, and to promote GSCO through social media.

Chair's Remarks

- Rae Ann Dougherty noted that, as Chair, she hopes to advance GSCO through strategic planning and enhancing council excellence through its operations.
- Board members with 5, 10, 15, and 25 years of service received anniversary pins.
- GSCO congratulated Board members whose daughters are current and past Gold Awardees.

Adjourn

There being no further business, Rae Ann Dougherty adjourned the meeting at 11:45 a.m.

APPROVED on November 6, 2017, by electronic vote of the Girl Scouts of Colorado Board of Directors.

Renita Wolf

Renita Wolf, Secretary
Girl Scouts of Colorado Board of Directors