



BOARD OF DIRECTORS

MINUTES BOARD OF DIRECTORS MEETING MAY 4, 2018

- Attendance
- *Board members attending:* Kathy Ambrose, Lacey Blake, Brooke Bodart, Tim Butler, Connie Campbell, Jennifer Casani, Jennifer Colosimo, Caroline Cornell, Rae Ann Dougherty, Stephannie Finley-Fortune, Lori Leugers, Jan Lucas*, Belle Markham*, Cindy Miller, Maggie Murray, Cora Ohlgren, Jodi Scott, Shannon Sisler, Kim Staley, Catherine Viator, Renita Wolf
 - *Board members excused:* Alison Clark-Hardesty, Shauna Shafer, Barbara Tucker
 - *MCC Representatives attending:* Erica Fukuhara, Victoria Gigoux*, Charalotte Hardy, Laurelanne Hardy
 - *GSCO Staff:* Heidi Books, Stephanie Foote, Kristin Hamm, Pene Harrison*, Donnell Heistand, Amy Myers
- *by conference call*
- Call to order
- With a quorum present, Rae Ann Dougherty, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 8:15 am. The meeting venue was Eide Bailly LLP, 7001 E. Belleview Ave., Suite 7000, Denver, Colorado, and by conference call.
- Mission Moment
- Rae Ann Dougherty presented a Mission Moment, sharing a Washington Post article on a Cadette troop in Aurora that earned the Silver Award by successfully seeking a ban on smoking in cars from the Aurora City Council.
 - Shared update from Troop 1631, one of the newest Daisy's Circle members, following their video from the February 2018 meeting and a successful cookie program.
 - In celebration of volunteer appreciation month, GSCO provided tree seedlings for all volunteers. Ms. Dougherty shared a letter from the Colorado Forest Service acknowledging this collaborative effort to ensure the health of Colorado's forests.
- Council Update
- Stephanie Foote provided the following council update:
- The May 2018 Dashboard contains important information about cookies, camp enrollment, membership, events, and other areas.
 - GSCO was the number 1 seller on the Digital Order Card (DOC) platform. Our overall total packages sold this season were 4,986,009 packages. Of that 680,007 packages were sold through the DOC.
 - Girl membership registration is close to 22,000, which will be flat with last year.
 - Most councils nationwide have declining membership.
 - GSUSA recognized GSCO for maintaining its membership numbers.
 - GSCO held an emergency planning session with Denver office staff, reviewing office building safety in situations including weather and fire emergency,

active shooter situations, and general safety instructions. Similar reviews will take place at all other office sites.

- Camp directors are also working on emergency procedures. Fire danger is high this year, and all GSCO camp staff will be fully trained on emergency response and evacuation processes.
- GSCO sent recruitment and outdoor program staff to the Scout Show at the National Western Stock Show last weekend.
- GSUSA may hold the November 2018 CEO and Board Chair meeting in the Denver area.
- GSCO recently held its annual Juliette Gordon Low (JGL) Society luncheon to recognize Society members who have made a planned gift to GSCO through their estate. GSUSA asked councils to certify that Board members are informed about planned giving options to the JGL Society. GSCO does not share donor lists with GSUSA.

Finance Report Donnell Heistand delivered the Finance Report

- Quarterly financials as of March 31, 2018:
 - GSCO revenue is in a positive position compared to the April 2018 budget.
 - Expenses are better than budget, partly due to timing, but full year improvements are anticipated.
 - Cash and cash equivalents as of March 31, 2018 are strong.
- RCF Funds Status:
 - The Finance Committee approved moving the unrestricted Wagner and Endowment Operating Funds to the Board Designated Fund
 - The Finance Committee approved moving the permanently restricted Mountain Prairie Camp Operating Fund to the temporarily restricted Zip Line fund, as these funds will be needed to pay for the completing of the zip line later this year.
- Audit Preparation
 - The auditors will meet with GSCO finance staff to begin audit planning in June.
 - Interim audit work and the 403(b) plan audit will take place in July.
- Other:
 - GSCO budget preparation begins during May.
 - The Finance and Audit Committees will meet in June to review GSCO Board policies, beginning with the Limits of Authority Policy, and the Open-Door Policy.

ACTION: Following discussion, on the Finance Committee's motion, seconded, the Board unanimously approved the GSCO Financials for the quarter ended March 31, 2018.

ACTION: Following discussion, on the Finance Committee's motion, seconded, the Board unanimously approved a resolution increasing the amount of funds invested at Rose Community Foundation.

ACTION: Following discussion, on the Finance Committee's motion, seconded, the Board unanimously approved a resolution to move the unrestricted Wagner

and Endowment Operating Funds to the Board Designated Fund at Rose Community Foundation.

ACTION: Following discussion, on the Finance Committee's motion, seconded, the Board unanimously approved a resolution moving the Mountain Prairie Camp Operating Fund to the Zip Line fund to pay for the completion of the zip line at Meadow Mountain Ranch.

Auditor
Selection, Audit
Committee, and
NGSCRCP Update

- Connie Campbell reviewed the process used to select a new outside auditor for GSCO. The committee selected RubinBrown LLP, a Denver firm.
- By electronic vote, the GSCO Board unanimously elected the following to the Audit Committee:
 - Connie Campbell, Chair
 - Lacey Blake-Lindh
 - Maggie Murray
 - Brooke Schoenbeck, at large member
 - Lisa Snider, at large member
- Ms. Campbell also reviewed the history and status of the National Girl Scout Councils Retirement Plan (NGSCRCP).

Board
Governance
Committee

Jodi Scott reviewed the process the Board Governance Committee (BGC) used to solicit and review prospective Board members. The BGC presented the slate for election of new directors for the Board term September 2018-September 2021.

ACTION: Following consideration, on the Board Governance Committee's motion, seconded, the Board unanimously elected the following to serve as Directors from September 2018-September 2021:

- Charmaine Brown
- Kelly Condon
- Christina Diehl
- Laurie Jones
- Angela Roberts, CPA
- Courtney Scantlin
- Ranee Shenoi, MD
- Kelly Tinney-Malm, CPA

Bylaw revisions will be accepted for consideration and review.

The Board will work on plans for on-boarding the new Directors over the summer.

Membership
Connection
Committee

Caroline Cornell reviewed the work of the Membership Connection Committee (MCC):

- The MCC met face-to-face in April.
- Members identified an issue of negative comments on social media in member sponsored chat forums expressing frustration with the GSCO, often referring to the cookie program. These forums often do not have a Council presence.
- MCC expressed concern for potential impact on newer volunteers as well as the overall continued participation in the cookie activity.

- Ms. Cornell will provide additional supporting information with the MCC Minutes from the April meeting.
- Stephanie Foote and Kristin Hamm note that GSCO has policies addressing GSCO volunteer conduct on social media, and responds to correct misinformation. Volunteers are trained on social media use, and who at GSCO to contact if issues arise

Philanthropy
Committee

- Cindy Miller reminded Board members to read Amy Myers' monthly update to learn about giving opportunities, council updates, engagement opportunities, and other events.
- Upcoming events include the Women of Distinction dinner in Denver, on October 2, 2018, and the Women of Distinction breakfast in Grand Junction on November 8, 2018. Replacing the Women of Distinction event in Colorado Springs will be a new event on October 20, 2018, at the University of Colorado-Colorado Springs, which is being planned with assistance from Stephannie Finley-Fortune.
- The Philanthropy Committee reviewed its role and mission, and presented its Charter for Board approval.

ACTION: Following discussion, on a motion made and seconded, the Board unanimously approved the Charter of the Philanthropy Committee.

Committee
Charters

Ms. Dougherty noted that the Finance and Audit Committees will prepare their Charter and Ways of Work over the summer. The BGC will finalize its Charter for approval at the Annual Meeting in September 2018.

Strategic Plan

Renita Wolf reviewed the background and input sources which resulted in the development of the Board's Strategic Plan. Ms. Wolf reviewed the four goals addressed in the plan, and how GSCO staff will incorporate these goals into their annual planning over the next 3 years.

ACTION: Following discussion, on a motion made and seconded, the Board unanimously approved amending the GSCO Mission Statement to the following:

- *Girl Scouts of Colorado prepares girls and adults to create unique leadership paths, ignite change, and share a worldwide sisterhood through girl-led traditions and new experiences.*

ACTION: Following discussion, on a motion made and seconded, the Board unanimously approved the Strategic Plan, April 2018.

Chair's Report

From the Board, congratulations to the staff for such a successful cookie sale.

Protect the Girl Scout and GSCO brands.

- Focus on the strength of our offerings, and what makes us unique.
- Stay positive and focused.
- Leverage the "Marketplace Competition Key Messages" provided by the Marketing and Communications Department.
- Kristin Hamm is your resource for support, review and infringement reports.

CEO Review Ms. Dougherty noted that GSCO Bylaws require CEO evaluation, the GSCO Limits of Authority Policy states the Executive Committee is responsible for reviewing the CEO's performance, and we are required affirm such action on the IRS Form 990. Lori Leugers is chairing this process. Ms. Leugers reviewed the status of the process.

Magic Sky Ranch Ms. Dougherty reviewed the Executive Committee's action concerning the minimum asking price for Magic Sky Ranch, and sought Board ratification of this action.

ACTION: Following discussion, on a motion made and seconded, the Board unanimously approved the Resolution Reducing Asking Price for Magic Sky Ranch.

Adjourn At the end of business, Ms. Dougherty adjourned the meeting at 12:00 p.m.

APPROVED by electronic vote on June 11, 2018, by the Girl Scouts of Colorado Board of Directors.



RENITA WOLF, SECRETARY
Girl Scouts of Colorado Board of Directors