

MINUTES
FEBRUARY 1, 2019

- Attendance**
- *Board members attending:* Kathy Ambrose, Lacey Blake-Lindh, Brooke Bodart, Charmaine Brown, Tim Butler, Connie Campbell, Jennifer Casani, Alison Clark-Hardesty, Kelly Condon, Caroline Cornell, Christine Diehl, Rae Ann Dougherty, Laurie G. Jones, Jan Lucas, Cindy Miller, Maggie Murray*, Angela Roberts, Jodi Scott, Courtney Scantlin, Ranee Sheno, MD., Shannon Sisler*, Kim Staley*, Kelly Tinney-Malm, (*by conference call)
 - *Board members excused:* Stephannie Finley Fortune, Cora Ohlgren
 - *MCC Representatives attending:* Sarah Braucht, Erica Fukuhara, Charalotte Hardy* (*by conference call)
 - *MCC Representatives excused:* Laurelanne Hardy
 - *GSCO Staff:* Stephanie Foote, Donnell Heistand, Amy Myers, Pene Harrison
 - *Guests:* Carol Wallace, Kim Ryan, RubinBrown LLC
- Call to order**
- Rae Ann Dougherty, Girl Scouts of Colorado (GSCO) Board Chair, called the meeting to order at 8:15 a.m. A quorum was present. The meeting was held at Plant Moran LLC, 8181 E. Tufts Ave., Denver, CO 80137, and by conference call.
- Audit Report**
- Donnell Heistand introduced Carol Wallace, audit partner from RubinBrown LLC, who reviewed the auditors' View Point report and GSCO audit for FY2018
- GSCO is an early adopter of the new accounting standard for non-profit organizations
 - Estimated value was for Magic Sky Ranch, listed as an asset held for sale
 - Estimated liability was used for gift cards issued as incentive rewards
 - The auditors had no disagreements or issues with management during the audit
 - GSCO had no material weaknesses or insufficiencies
 - The auditors issued an unqualified opinion
 - GSCO adopted a new financial statement presentation
 - Net asset classification changed to with and without donor restrictions
 - GSCO added a footnote concerning liquidity and availability of resources
 - Reviewed assets and liabilities
 - Reviewed management and general expenses versus fund development expenses
 - Program services made up 83% of functional expenses for FY2018
 - Program descriptions are better articulated than in the past
 - The functional allocations included a new disclosure that explained how the allocations are done
 - GSCO added a statement about joint and several liability for the National Girl Scout Councils Retirement Plan (NGSCR) which was later removed after

discussions and a vote by the Audit Committee (5 approved; none opposed; no abstentions) and the full Board (18 approved; none opposed; 2 abstentions)

- GSCO meets the public support test, with 81% public support for FY 2017
- The Management Representation Letter for the Fiscal 2018 Audit will be shared with the Audit Committee.
- RubinBrown LLC also conducted a cyber security review of threat test capability and other security methods in place and planned for GSCO
- Board members requested for the next board meeting a more complete report on the actions and processes/technology implemented for cyber security after this review.

IRS Form 990

Kim Ryan, from RubinBrown LLC, reviewed the 2017 IRS Form 990, which was completely revamped this year to include more details on GSCO programs, governance, and other details to best tell GSCO's story.

Executive Session

The GSCO Board held an executive session with the auditors from 9:00 to 9:10 a.m. GSCO staff were not present.

FY 2018 Audit and 2017 IRS Form 990 approved

ACTION ITEM: On the Finance Committee's motion and recommendation, which was seconded, the GSCO Board unanimously approved the FY 2018 Audit and 2017 IRS Form 990, by a vote of 22 in favor, none opposed, and no abstentions.

NOTE: The Board subsequently approved using the GSUSA recommended language for the pension disclosure in GSCO's annual report, by a vote of 22 in favor, none opposed, and no abstentions.

Mission Moment

Rae Ann Dougherty shared:

- The GSCO video showing GSCO girls rock climbing at Garden of the Gods and discussing the impact Girl Scouts have on them (prepared for the GSUSA CEO and Board Chair Conference in November 2018)
- Ms. Dougherty noted the recent resignations of Board members: Belle Markham, Barbara Tucker, and Catherine Viator. Their service was recognized, appreciated, and the Board's thanks will be shared with them.
- Ms. Dougherty reported that GSUSA issued a 3-year charter agreement to GSCO effective January 1, 2019 through December 31, 2021. This contains the Council's responsibilities, as well as benefits.

Consent Agenda

ACTION ITEMS:

- **Approve Budget Increase for Cookie Inventory Purchase**
- **Approve Q1 financials**
- **Ratify Denver Lease Agreement**

On motions made and seconded, the Board unanimously approved the Consent Agenda items, by a vote of 22 in favor, none opposed, and no abstentions.

Council Update

Stephanie Foote provided the following council updates:

- The GSCO Dashboard was updated in response to the CEO evaluation committee's request
- The Fall product sale was \$1.1M (\$800 more than last year)
- Cookies for the Cookie Program are in warehouses throughout the state
- Cookie Delivery Day is tomorrow, February 2, 2019

- Fund Development is on track
- GSCO received a \$25,000 donation for a supporter whose granddaughter had a great experience at camp
- GSCO membership will be down this year.
- Ms. Foote reviewed recent staff changes and job assignments
- Little Brownie Bakers reports that overall council initial cookie orders are down 3%, but GSCO's order was not.
- Ms. Foote reviewed strategies used to boost recruitment and registration in response to reduced membership numbers, including adding recruiters and recruitment events, immediate bonuses for sales staff when targets are met, adding recruitment materials to cookie booths, and planning changes for next season's Early Bird registration to make it more successful.
- GSCO has a Spanish language section and questionnaire on its website
- A Colorado Gold Award candidate was named to the 2020 G.I.R.L. G-Team for convention planning
- GSCO received a \$25K cyber challenge grant from Raytheon
- The Denver Business Journal invited Ms. Foote to be the opening speaker for Mentoring Monday, a collaboration by GSUSA with several Business Journals nationwide.
- Stephanie Foote spoke at the Southern Colorado Women's Chamber
- Stephannie Finely Fortune is working to increase GSCO's awareness in the Colorado Springs community
- Stephanie Foote and Carol Griffin presented philanthropy badges to a northern Colorado troop in celebration of their one-year anniversary of joining Daisy's Circle
- GSCO is considering a pilot program using staff to lead the first 4-6 meetings of a new troop and then transitioning the troop to a volunteer leader.

Pension Update Connie Campbell provided an overview and current funded status of the National Girl Scout Councils Retirement Plan (NGSCR), reviewed the exit strategies, including annuity buyouts, de minimus spin-offs, and 4044 spin-offs, and the current status of discussions with GSUSA concerning GSCO's desire to withdraw from the pension plan.

Philanthropy Committee Update Cindy Miller reported on the Board's engagement activities

- Board participation in Daisy's Circle and Colorado Gives Day was low
- 6 Board members participated
- Board participation in the Give or Get Board requirement needs improvement
- Women of Distinction events were successful this year
- Board Give or Get Board requirements (collectively): \$56,000. Commitment total is over \$100,000. As a board we have not met this commitment in recent years.
- Ms. Miller reviewed ideas generated at the November 2018 Board retreat
- Board members met in small groups to review engagement opportunities for the coming months

Board Governance Jodi Scott reported the status of the BGC

- The BGC has been reviewing proposed revisions to the GSCO Bylaws

Committee (BGC) Update	<ul style="list-style-type: none"> • The BGC was unable to take final action because it does not meet its membership limits specified in the Bylaws • Ms. Scott requested nominations for BGC members, both Board members, and community members • If the BGC attains the requisite membership, it will present Bylaws revisions for first reading at the May 2019 Board meeting • Board recruiting season is starting and Board members are encouraged to recruit and recommend possible candidates • Board members requested an updated survey to identify skillsets. Results will be shared with the Board to support recruiting efforts.
CEO Performance Evaluation and Goals	<ul style="list-style-type: none"> • Kathy Ambrose reviewed the process developed to evaluate CEO performance and identify goals for the upcoming fiscal year • A subcommittee of the executive committee worked with the CEO on the evaluation and goal setting • The committee completed the 2017-2018 CEO review and set goals for 2018-2019
Strategic Plan	<p>Brooke Bodart and Courtney Scantlin shared compilation of data illustrating progress towards achieving the goals stated in the Strategic Plan, including</p> <ul style="list-style-type: none"> • Membership trends at GSCO from the last few years • Alignment with the GSUSA dashboard • How the GSCO budget supports the plan • How CEO goals align with the plan • Updates will be presented at each Board meeting
GSUSA CEO and Board Chair Conference, November 2018	<p>Erica Fukuhara reported on the GSUSA CEO and Board Chair Conference, held in Denver in November 2018</p> <ul style="list-style-type: none"> • GSUSA highlighted the outdoor experience, including urban outdoor adventures, and partnerships with North Face and state parks • GSUSA presented awards for councils with excellence in volunteer satisfaction, membership growth, market share growth, and girl retention • The next G.I.R.L convention is 2020 in Orlando
Membership Connection Committee (MCC)	<p>Caroline Cornell reported on the work of the Membership Connection Committee (MCC):</p> <ul style="list-style-type: none"> • MCC hosted a breakout session at the GSUSA CEO and Board Chair Conference • Reviewed MCC's role in GSCO and in the self-governance process <ul style="list-style-type: none"> ○ MCC promotes Daisy's Circle and the Gold Award ○ MCC monitors marketplace competition • MCC completed a successful multi-year project on volunteer recognition and awards to create GSCO level awards • Ms. Cornell reviewed the highlights of the Voices Survey conducted at fall events: <ul style="list-style-type: none"> ○ Volunteers look to GSCO for opportunities to develop their own leadership skills • At MCC's fall meeting volunteer concerns were collected covering 10 different areas in a feedback exercise called "Dream Big":

- MCC members expressed concern that staff changes have begun to impact the volunteer's ability to form connections with the staff. The impact is not limited to Volunteer Support Specialist interactions with service units.
- MCC Discussion Topic for the Board: How can the Board dream even bigger to position the council for success? Provide feedback to Caroline Cornell or Pene Harrison

**Board Chair
Report**

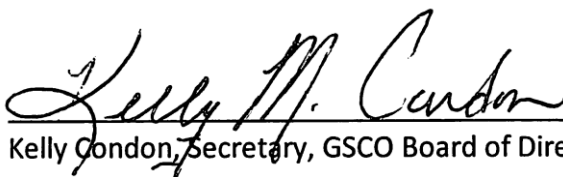
Rae Ann Dougherty reported the following:

- The Executive Committee completed a review of Board member conflict of interest disclosures
- 6 Board members participated in Colorado Gives Day
- Board participation in the Give or Get Board requirement needs improvement
- Upcoming Board meeting dates are May 3 and September 6, 2019

Adjourn

There being no other business, Ms. Dougherty adjourned the meeting at 12:06 p.m.

Approved by the Girl Scouts of Colorado Board of Directors on April 1, 2019, by electronic vote, as follows: 22 in favor, none opposed, and no abstentions.



Kelly Condon, Secretary, GSCO Board of Directors