



**MINUTES
BOARD MEETING
MAY 3, 2019**

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| Attendance | <ul style="list-style-type: none">• Board members attending: Kathy Ambrose, Lacey Blake-Lindh, Brooke Bodart, 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, Cora Ohlgren, Angela Roberts, Jodi Scott, Courtney Scantlin, Raneen Sheno, MD, Shannon Sisler, Kim Staley, Kelley Tinney-Malm• Board members excused: Stephannie Finley Fortune• Board members absent: Charmaine Brown• MCC Representatives to the Board attending: Erica Fukuhara, Charalotte Hardy*, Laurelanne Hardy*• MCC Representatives to the Board excused: Sarah Braucht• GSCO Staff: Rychelle Arnold, Stephanie Foote, Pene Harrison, Donnell Heistand, Amy Myers• Guests: Peter Horewitch, Common Knowledge Technologies (*by conference call) |
| Call to Order | <ul style="list-style-type: none">• With a quorum present, Rae Ann Dougherty, Girl Scouts of Colorado (GSCO) Board Chair, called the meeting to order at 8:15 a.m. The meeting was held at Delta Dental of Colorado, 4582 S. Ulster St., Centennial Room, Denver, Colorado 80237, and by conference call. |
| Mission Moment | <ul style="list-style-type: none">• The Board participated in a rededication ceremony. |
| Consent Agenda | <ul style="list-style-type: none">• On a motion made and seconded, the Board unanimously ratified the Executive Committee action permitting a one-time process for electing Board members and Board Governance Committee (BGC) members.• Votes in favor: 23, Opposed: 0, Abstentions: 0 |
| Updates | <ul style="list-style-type: none">• Ms. Dougherty noted that the survey to approve use of GSUSA's recommended language for the pension disclosure in GSCO's annual report passed as follows: votes in favor: 23 Opposed: 0 Abstentions: 0• The Executive Committee is working on an updated code of conduct for Board interaction with GSCO staff, with a June 1, 2019 completion deadline. |
| BGC Update | <ul style="list-style-type: none">• Jodi Scott reminded Board members that the Board Governance Committee (BGC) does not meet the minimum membership requirements in the Bylaws and therefore cannot review candidates and approve a slate for election of Board members or BGC candidates.• The Board will discuss the candidates and vote on them during this meeting.• Reviewed Board candidate Noreen Landis-Tyson |

- **ACTION: Following discussion, on a motion made and seconded the Board unanimously elected Noreen-Landis-Tyson as a Director for a 3-year term of September 2019 – September 2022 as follows: 23 in favor; 0 opposed; 0 abstentions**
- Ms. Scott noted that the nomination of Erica Fukuhara was received too late to act on at this meeting, and that Ms. Fukuhara will go through the review process over the summer in advance of a vote at the September 2019 meeting.
- Ms. Scott reviewed the candidates for at-large positions on the BGC and invited comments from Board members who participated in the candidate interviews.
- **ACTION: Following discussion, on a motion made and seconded the Board unanimously voted to table the nomination of Mike Werner pending further discussions with him, by the following vote: 23 in favor; 0 opposed; 0 abstentions**
- **ACTION: Following discussion, on a motion made and seconded, the Board unanimously elected Nina Kearn, Deedra Shear, Erin Bley, Linda Fuller, and Noreen Landis-Tyson as at-large BGC members for a 3 year term effective immediately through September 2022, by the following vote: 23 in favor, 0 opposed, 0 abstentions.**

Strategic Plan Update

- Brooke Bodart and Courtney Scantlin provided an update on the strategic plan and explained how strategic goals and reports are now tied together in Board meeting agendas to set the paradigm for how the Board analyzes progress on the goals.
- Board Members requested Council staff to align their reports to the Strategic Plan in future meetings.

Membership Connection Committee (MCC)

- Caroline Cornell reported on the April 27, 2019 Membership Connection Committee (MCC) meeting where MCC was thrilled to welcome Ms. Foote for the first time since 2015 in her additional role as Chief Program Officer
- Reviewed MCC purpose and role, it's connection to the Strategic Plan and how MCC relates to GSCO's governance by fulfilling bylaw, charter and Blue Book requirements as a means of engaging membership in the council governance process.
- Ms. Campbell reminded the Board of MCC's "canary in the mine" role as a way to understand any potential membership concerns.
- Discussed GSCO's membership trends, net promoter score from GSUSA dashboard and the role membership plays in generating data for this key metric.
- Ms. Cornell reported that MCC members discussed positive ways to influence these metrics including encouraging membership to share their Girl Scout accomplishments all year, instead of just during cookie season.
- Ms. Cornell presented plans for the GSCO membership survey conducted in the fall by MCC. The 2019 focus will be program related feedback from membership around needed support and resources.
- MCC requested questions from the Board to ask membership, which were:
 - **Question from the Board to MCC** – What resources do volunteers need to have to better serve girls that are currently not available?

- **Additional two survey questions from the Board:**
- In your experience, why do you think volunteers and/or girls choose *not to continue* being a Girl Scout?

In your experience, why do you think volunteers and/or girls choose to *continue* participating in Girl Scouts?

Membership Discussion

- Stephanie Foote discussed GSCO membership and nationwide membership.
- Ms. Foote now serves as GSCO's Chief Program Officer.
- Nationwide membership is down approximately 3%. GSCO's projected membership decline is 2.7%.
- GSCO provides the same quality programming for girls no matter where they are, in contrast to the past practices of some councils, which hold large single-day events.
- GSUSA's new membership systems are requesting more data to enable evaluation of the quality of programming provided.
- GSCO is working with several organizations who want to do partnerships to provide GSCO programming to their clientele through outreach programs.
- GSCO will also be contacting councils who have large numbers of Gold Award girls (i.e. Los Angeles) to evaluate their award requirements in comparison with GSCO's.
- To build membership, GSCO added 6 additional year-round recruiters, improved incentives for early-bird renewals, held more recruiting events, distributed more flyers in various locations, provided recruitment bonuses, and broadened how GSCO tells people about Girl Scouts.
- GSCO is working to maintain current membership levels, while assessing the ability to grow to 25,000 girl members to achieve "large council" status based on GSUSA's definition.
- Ms. Dougherty will consider a facilitated Board retreat to expand on these discussion topics.
- Board members encouraged CEO to consider stretch goals and more investment to grow membership and programs. General discussion was that the council can afford thoughtful increases and the board would like to see growth rather than status quo.

Cookie Update

- Rychelle Arnold reviewed the results of the 2019 Cookie Activity
- 4,608,804 total packages sold by girls vs. 4,706,859 packages sold by girls in 2018 (Note: 2018 Restatement based on change in handling of excess inventory.)
- \$3,191,253 troop proceeds
- GSCO will be working with Little Brownie Bakers (LBB) next week to plan for next year, with a focus on strategies to fine tune inventory.
- 72-hour lead time rule at cupboards helped troops manage their inventory, and reduced bad debt issues due to excess troop inventory.
- Total girls selling decreased by 943
- Per Girl Average increased to 319 packages per selling girl
- Of councils served by LBB, GSCO was second behind the Greater Los Angeles council.
- GSCO was 10th for LBB councils on the Digital Order Card (online platform), compared to #1 in 2018

	<ul style="list-style-type: none"> • Kellogg, LBB's parent company, sold a group of its small divisions, including LBB) to Ferrero Group. The sale becomes official July 1, 2019.
Finance Committee Report	<ul style="list-style-type: none"> • Maggie Murray reviewed the financials, including year to date actual expenditures, contributions, unrealized investment losses due to market volatility, product program net revenue, and expenditures. GCO is currently ahead of budget by \$117,000. • ACTION: Following discussion, on the motion of the Finance Committee, which was seconded, the Board unanimously approved the GSCO March 2019 financials, by the following vote: 23 in favor, 0 opposed, 0 abstentions. • Ms. Murray reviewed GSCO's relationship with Rose Community Foundation (RCF), and recapped cash holdings and investments. • of the Finance Committee, which was seconded, the Board unanimously approved the transfer of \$6 million from cash to RCF, by the following vote: 23 in favor, 0 opposed, 0 abstentions.
2020 Budget Outline	<ul style="list-style-type: none"> • Donnell Heistand reviewed the 2020 budget outline for the Board to understand the aspirations and strategies for the budget. • Ms. Heistand also reviewed the budget process and outline for budget preparation. • Budget assumptions include a review of fee structure and seasonal staff salaries for camp and outdoor program • Fund development, product sales, retail, and risk management are budgeted flat for the coming year. Camp occupancy projected to be lower. No further expansion of outreach. • Investment income is budgeted at 5% • Property expenses will increase due to increased operating expenses and renewal of some leases. • Insurance budgeting will include funds for an enterprise risk assessment next year • GSCO is in discussions with ADP to join its total source program to join a larger pool and realize personnel benefit cost savings to employees while maintaining the same level of benefits. • A statewide staff bonus is included in the budget • New staff positions include a system analyst, logistics support staff, and a conflict resolution/HR Relationship Manager • GSCO will review council salary structure • GSCO will budget to send 15 staff members to the GSUSA national council meeting in Orlando • Pension liability remains the same, pending further notice from GSUSA • Ms. Heistand responded to questions about increasing investments in different areas of the budget, and she explained the current process to establish a baseline from which changes to investment and goals could be made.
Philanthropy Report	<ul style="list-style-type: none"> • Cindy Miller ceded her time for a Philanthropy Committee report, noting the committee is working on the same plans discussed at previous meetings. • Amy Myers reported that the forecast is for Board giving to be down 30%, due to attrition and other Board terms ending.

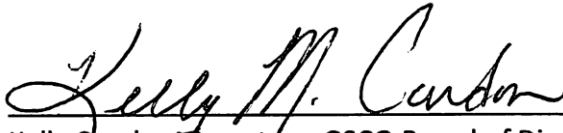
	<ul style="list-style-type: none"> • Board giving remains a priority. Amy Myers will continue to engage with Board members to support Board giving • Amy Myers encouraged Directors to nominate “Women of Distinction”
Audit Committee Report	<ul style="list-style-type: none"> • Connie Campbell provided the quarterly review of hotline complaints, as follows: • 4 complaints were made <ul style="list-style-type: none"> ○ 2 of those complaints involved issues with volunteers concerning the cookie program and were handled by Product Program staff. ○ 1 of the complaints involved an ongoing employee issue which was resolved by HR. ○ The 4th complaint was made regarding a Board member by an employee. A third-party investigation was conducted by Employer’s Council. The Executive Committee met and agreed to prepare a policy on appropriate Board/Staff interaction and share it with all Directors. The Executive Committee will target completion of this by June 1. Based on this resolution, the complaint is now considered closed.
Pension Update	<ul style="list-style-type: none"> • Ms. Campbell reported that we have better communication with GSUSA regarding the pension situation than in the past. While still at a standstill, GSUSA is in contact with GSCO about withdrawal options GSCO has presented for consideration.
CEO Update	<ul style="list-style-type: none"> • Stephanie Foote reported on upcoming volunteer recognition events and awards, work with Boy Scouts Denver Area Council on legislation for school access for patriotic organizations chartered by Congress; ; Boy Scouts Denver Area and Western Slope Councils have merged, meeting with Sylvia Acevedo at Colorado School of Mines; awards from the Mary Jo Jacobs Fund, and additional funding from Mile High United Way
Cyber Security Update	<ul style="list-style-type: none"> • Peter Horewitch of Common Knowledge Technologies provided a cyber security update • Review included identification of risks, assessment of risks, and actions to mitigate risks • Worked with RubinBrown cyber security experts • Review uncovered no critical or high-level severity issues • 5 medium severity issues identified with actions underway <ul style="list-style-type: none"> ○ Cyber security awareness training already underway and ongoing ○ Annual vendor risk management assessment underway ○ Scheduled an annual review security assessment process ○ Reviewing cloud applications used at GSCO ○ Update and implement security policies • Status reports will go to the Finance Committee and the Audit Committee to ensure Board engagement and review • Also reviewing how girl data is handled
Chair Update	<ul style="list-style-type: none"> • Rae Ann Dougherty noted that the Board’s duties and responsibilities include managing risks, including the physical safety of the girls, cyber security, protection of the Girl Scout brand, property, and the pension plan risk.

- Ms. Dougherty will follow up on the proposed special meeting.

Adjourn

- There being no other business, Ms. Dougherty adjourned the meeting at 12:33 p.m.

APPROVED on June 6, 2019, by the Girl Scouts of Colorado Board of Directors by electronic vote, as follows: 14 in favor, none opposed, no abstentions.



Kelly Condon, Secretary, GSCO Board of Directors