girl scouts of colorado

BOARD OF DIRECTORS
FY 2019-2020

MINUTES
SEPTEMBER 6, 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, Christina Diehl, Rae Ann Dougherty, Laurie Jones *, Noreen Landis-Tyson, Cindy Miller, Maggie Murray, Cora Ohlgren, Angela Roberts, Courtney Scantlin, Jodi Scott, Ranee Shenoi, MD, Shannon Sisler, Kelly Tinney-Malm (*by conference call)
- *Board members excused*: Stephannie Finley Fortune, Jan Lucas, Kim Staley
- *MCC Representatives (non-voting) to the Board attending:* Cassidy Christian, Erica Fukuhara, Melissa Holmberg, Marie Williams
- *MCC Representative excused*: Sarah Braucht
- *GSCO Staff attending*: Stephanie Foote, Kristin Hamm, Pene Harrison, Donnell Heistand, Amy Myers, Katie Singleton

Call to order

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 Plante Moran, 8181 E. Tufts Ave., Mt. Massive Room, Denver, Colorado, and by conference call.

Mission Moment

Caroline Cornell introduced a video prepared by MCC girl member Linnea Wyovenmaa about her participation in Reach for the Peak, an older girl competition, at Sky High Ranch. Cassidy Christian then discussed her journey to become a Gold Award Girl Scout, and her Gold Award project on smoke alarm safety awareness.

Agreements

Rae Ann Dougherty reviewed the principles to which Board members agreed about conduct during the meeting. Following discussion, the Board agreed to add the Girl Scout Promise and Law to the agreements.

Announcements

Rae Ann Dougherty announced that the Code of Conduct for Engagement between Board and Staff was approved by the Board.

Consent Agenda

ACTION: On a motion made and seconded, the Board unanimously approved the following items on the consent agenda:

- **Resolution Designating Authorized Signer with US Forest Service**
- **Resolution Approving Transfer of Funds from Rose Community Foundation**
- **Resolution Approving 5th Amendment to Lease with Holstein Self Service Storage LLC (History Committee Space)**
- **Resolution Authorizing Lease of Additional Space in Denver Office**
- **Resolution Approving BBVA Compass Revolving Line of Credit**

- **Membership Connection Committee (MCC) Representatives to the Board**
- **July 2019 Financial Package**
- **403(b) Plan Audited Financial Statements**
- **Hotline Complaint Assignment Procedures**
- **Philanthropy Committee Update to the Board**

Strategic Plan

Brooke Bodart and Courtney Scantlin reviewed plans for revising the GSCO Strategic Plan, including more initiative-based, short term goals.

Council Update

- Stephanie Foote announced that GSCO's girl membership for the current membership year (MY) is 22,200 and rising. GSCO is officially a growth council. GSUSA CEO Sylvia Acevedo called yesterday with her congratulations.
- Girl registrations for MY 2019-2020 is already over 11,000.
- GSUSA's current focus is on membership nationwide. GSUSA launched a new plan called Raise the Bar, to raise the national average and percentage of market share and retention nationwide. GSCO is in alignment with GSUSA's goals.
- GSCO is 36th among all councils in terms of % growth.
- GSCO communicates with other councils to share information on recruitment and retention strategies which prove successful.
- The GSCO Snapshot highlights successes in the past year.
- Nationwide, camp attendance is declining, for both private and non-profit camps due to safety concerns. GSCO is already implementing security upgrades including large metal gates, camera, keypad entry systems, and on-site roaming security at camps.
- Changes in Department of Labor rules concerning minimum wage and overtime for camp counselors significantly increased GSCO's budget for this item. GSCO is raising salary rates, providing bonuses and other incentives to attract and retain summer camp staff.
- GSCO is launching a new initiative to have 25,000 registered girls by 2025.
    - Between 2007 and 2013, GSCO saw double digit membership declines, but has now achieved membership growth.
    - GSCO's 25 by 25 initiative is a 5-year plan of gradual sustainable growth, which touches all areas of council work, and will have a domino effect on staffing, resources, leaders, troop structure, tasks, camp, and all facets of GSCO.
    - Additional details will be shared at the February 2020 Board meeting.
    - A detailed plan for summer 2020 and budgeted actions will be presented at the May 2020 Board meeting.
- GSCO has many partnerships in place, including North Face, the Raytheon cyber challenge, space badges with Lockheed Martin, robotics with Arrow, and others.

2020 Budget

Donnell Heistand presented the 2020 budget:

- GSCO used the same budget process as in the past 2 years.
- All departments worked on their budgets and all department heads presented their budget assumptions to the leadership team.

- Budget assumptions include:
  - Adding 4 key positions (2 are already in place)
    - HR Relations manager to handle conflict resolution council-wide for volunteers and staff (in place)
    - Records Management Administrator to review and monitor all systems to assure appropriate data back up and processes (in place)
    - Risk Management Director (to be hired)
    - HR Staff dedicated to camp (to be hired)
- Salary increases to program associates and recruiters
- Anticipated increases in health care premiums
- Adding year-round recruiters to Program staff, funds for summer sign up specials, staff performance bonuses for recruiters and placement specialists, troop assistance, membership costs, background checks, funding for first year troops, increased volunteer appreciation support, assistance to girls and adults, and outreach
- Camp costs will increase 5% to cover additional salary for counselors
- Camp occupancy budgeted at 90%
- Security upgrades at camp properties
- Security assessments at both resident camps
- GSCO will do a pilot program for family camps at Magic Sky Ranch
- GSCO will conduct an RFP with the two bakeries since GSCO's current contract, with Little Brownie Bakers, expires in 2020. ABC Bakers has expressed an interest in serving GSCO.
- GSCO will conduct an HR Risk Assessment to assure the council follows all employment laws and other regulations
- Fund Development and retail sales are budgeted flat for the coming year
- Investment income is budgeted at 5%
- Total revenue is budgeted at $14.1 Million, expenses at $13.1 Million, resulting in $1 Million net profit
- Pension expense is budgeted at $664,000 comparable to what it has been for the past several years

ACTION: Following discussion, and on the Finance Committee's recommendation, the GSCO Board unanimously approved the 2020 GSCO budget.

Board Governance

Jodi Scott, Chair of the Board Governance Committee began discussion of elections for Board consideration.

ACTION: On a motion made and seconded, the Board unanimously voted to go into executive session to do the elections. All non-voting members and staff left the meeting. The executive session was from 10:26 a.m. until 12:49 p.m.

Secretary, Kelly Condon, recorded the Executive Session Minutes.
The Board Chair, Rae Ann Dougherty, determined a quorum was present.
Ms. Scott provided the historical context for such elections, as well as guidance under the GSCO Bylaws and following Robert's Rules of Order.

The Board passed a motion to elect Board Directors by ballot rather than acclamation.

Following Robert's Rules of Order, Ms. Dougherty appointed 2 "Tellers" to collect the ballots, count the votes and provide the results to the Board Chair.

The BGC presented a slate of New Directors and Returning Directors, all of whom were elected by ballot to the Board by majority vote:

- Erica Fukuhara was elected as a Director for a term from September 2019 to September 2022.
- The following incumbent Directors were elected to a term from September 2019 to September 2022:
    - Tim Butler
    - Connie Campbell
    - Jennifer Casani
    - Caroline Cornell
    - Rae Ann Dougherty
    - Cindy Miller
    - Shannon Sisler
    - Kim Staley

The BGC presented a slate of Committee Elections:

- The Board voted unanimously by acclamation elect Tim Butler to the Finance Committee for a term from September 2019 to September 2022.
- The Board voted unanimously by acclamation to elect to the BGC from September 2019 to September 2022:
    - Susan Baker, at-large member
    - Christy Diehl, Director
    - Noreen Landis-Tyson, Director
    - Shannon Sisler, Director
    - Kelly Tinney-Malm, Director

The BGC presented a slate of Board Officers for the term September 2019 to September 2022. Additional Nominations were accepted from the floor to include:

    - Board Chairperson - Rae Ann Dougherty
    - Board Chairperson Elect, Interim – Caroline Cornell
- The Board passed a motion to vote on officer positions by ballot rather than acclamation.
- The following were elected as Board Officers for a term from September 2019 to September 2022:
    - Rae Ann Dougherty, Board Chairperson
    - Caroline Cornell, Board Chairperson Elect - Interim
    - Angela Roberts, Treasurer
    - Shannon Sisler, Chairperson of Board Governance
    - Caroline Cornell, Chairperson of Membership
- Caroline Cornell was elected to serve as Chair-Elect for an interim period until the BGC can conduct a search. Ms. Cornell reserved the right to be considered for Chairperson Elect at a later date.

- Ms. Condon was provided all ballots in the event of a recount.
- Ms. Dougherty appointed Angela Roberts to the Pension Ad Hoc Committee.
- Connie Campbell announced her resignation from the Board.
- Ms. Dougherty thanked Ms. Scott, for her work as BGC Chair and service on the Board.

Agenda Items Tabled	Rae Ann Dougherty announced that the remaining agenda items were tabled for discussion at a future meeting.
Other Business	**ACTION: A quorum still present, on a motion made and seconded, the Board unanimously approved the Resolution Concerning Signatory Authority on Council Accounts, as amended to identify Rae Ann Dougherty as Board Chairperson, and Angela Roberts as Treasurer.**
Adjourn	Rae Ann Dougherty adjourned the meeting at 12:52 p.m.

APPROVED by the Girl Scouts of Colorado Board of Directors, by electronic vote concluded on September 26, 2019, 2019 as follows: 17 in favor; none opposed; 1 abstained.

Kelly M. Condon

Kelly Condon, Secretary, GSCO Board of Directors