girl scouts of colorado

BOARD OF DIRECTORS

MINUTES
GSCO ANNUAL MEETING and REGULAR MEETING OF THE BOARD

SEPTEMBER 18, 2020

Attendance

(Present in each of the three sections of the meeting, thus quorum was maintained.)

- Board members attending: Sam Aghbashian, Lacey Blake-Lindh, Brooke Bodart, Charmaine Brown, Tim Butler, Jennifer Casani, Alison Clark-Hardesty, Caroline Cornell, Christina Diehl, Rae Ann Dougherty, Erica Fukuhara, Genia Herndon, Jan Lucas, Cindy Miller, Maggie Murray, Cora Ohlgren, Angela Roberts, Courtney Scantlin, Ranee Shenoi, MD, Shannon Sisler, Leslee Torres, Kim Staley, Carrie Walters
- Membership Connection Committee representatives to the Board (non-voting): Sarah Braucht, Cassidy Christian, JoAnne Busch, Carrie Harding, Melissa Holmberg, Kimberly Jones, Marie Williams
- GSCO Staff (non-voting): Leanna Clark *ex-officio*
- GSCO Staff: Rychelle Arnold, Carolyn Bond, Katie Singleton, AnneMarie Harper, Kristin Hamm, Donnell Heistand, Lindsay Standish
- GSCO Governance Consultant: Monna Loftis

Call to Order

- With a 2/3 quorum present, Rae Ann Dougherty, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 9:00 a.m. The meeting was held via Zoom video call.
- No conflicts of interest were declared.

Additional Materials and Actions since May 15, 2020 Board meeting

- Ms. Dougherty referred the Board members to their Agenda/Board Packet for a recap on actions approved since last Board Meeting. Additionally, Minutes for May 15, 2020 Regular Board Meeting were approved, as presented, unanimously via SurveyMonkey.
- GSCO Board Roadmap Ad Hoc Task Force formed
- Resignations: Noreen Landis-Tyson
- Slate of New Directors for September 2020 – September 2023 approved via Survey Money with 100% participation

Consent Agenda

- The Board reviewed the consent agenda.
  - Board approval
    - Resolution of BBVA Revolving Line of Credit
    - GSCO 403(B) Financial Statements
    - Renewing Board Directors
  - Board ratified the following actions taken by the Executive Committee:
    - Establishment of GSCO Human Resources Ad Hoc Committee
    - Resolution Concerning Signatory Authority on Council Accounts
  - Board ratified the following:
    - MCC Reps to the Board for FY20-21

ACTION: On a motion made by Ms. Cornell and seconded, the Board unanimously ratified and approved the above-named actions through a consent agenda.

Board Assessment Road Map

- Board Roadmap Ad Hoc Committee members Marie Williams, Charmaine Brown, and Erica Fukuhara presented the proposed Board Assessment Road Map for the upcoming year.
  - The purpose of the Roadmap is to establish the Board's work in the coming fiscal year and find ways to engage everyone on the Board.

ACTION: On a motion made by Ms. Cornell and seconded, the Board unanimously approved the adoption of the Board Roadmap as the guiding document for the Board's work in FY 2020-2021.

Sale of Magic Sky Ranch (MSR)

Ms. Dougherty introduced the approval of the motion presented in the Board Packet, namely to:

- MOVE that Magic Sky Ranch remain on the market **only** for the purpose of a potential bid by Collective Retreats and only through October 16, 2020.
- If Collective Retreats does not make an offer to purchase MSR before October 16, 2020, then MSR will be removed from the real estate market until such later date, if any, that the Board of Directors may decide to once again list MSR for sale.

ACTION: On a motion made by Ms. Murray to accept the motion as presented in the Board Packet with an additional authority granted to the Board Chair to modify dates on a reasonable basis for Collective Retreats. Being seconded, the Board unanimously approved the motion regarding Magic Sky Ranch. For the record, the full motion is attached.

Pension Ad Hoc Committee

- Ms. Dougherty asked the Board to approve the sunset of the Pension Ad Hoc Committee. Charter for the committee is no longer relevant. Committee has not met in over one year.
  - Ms. Murray stated support for sunset of Ad Hoc Committee while also requesting appropriate action(s) be considered, if strategic and significant GSUSA changes occur in the future.
  - Ms. Roberts confirmed the Finance Committee would maintain oversight of the pension going forward.

ACTION: On a motion made by Ms. Staley and seconded, the Board unanimously approved the sunset of the Pension Ad Hoc Committee and assign ongoing monitoring of the pension as a part of the Finance Committee's Ways of Work.

Ad Hoc Committees

Ms. Dougherty introduced the Ad Hoc Committee Charters. These include:

- Long Range Property Strategy and Plan Ad Hoc Committee
- Strategic Planning Ad Hoc Committee
- Governing Documents Ad Hoc Committee

- CEO Employment Ad Hoc Committee
- Investment Ad Hoc Committee
- HR Ad Hoc Committee

ACTION: On a motion made by Mr. Aghbashian and seconded, the Board unanimously approved the ratification of the Ad Hoc Committee charters. For the record, these Ad Hoc Committee Charters are attached.

- Ms. Dougherty formally sunset the Board Roadmap Ad Hoc Committee.

Council Update

Ms. Clark gave an update on major council initiatives. These included:

- Staffing update
- Membership update provided by Katie Singleton
- Media Coverage update provided by AnneMarie Harper
- Product Program update provided by Rychelle Arnold
- Operational Risk Management Update provided by Lindsay Standish

Finance Update

- Ms. Heistand presented the July financials included in the Board package
- Ms. Heistand presented the 2021 Budget
  - Finance Committee has reviewed and discussed the 2021 Budget. The Finance Committee has approved the budget and is recommending the 2021 Budget for Board approval.
  - Ms. Heistand identified the key drivers of the 2021 budget
  - The 2021 Budget scenario assumptions were reviewed.
    - The Council has prepared Base-, Best- and Worst-case scenarios due to uncertainty with COVID-19 impacts.

ACTION: On motion for approval made by standing Finance committee and seconded, the Board unanimously approved the FY 20-2021 Budget.

Philanthropy Committee

Ms. Miller provided the Philanthropy Committee update, which included a policy recommendation to the Board:

- The Board Give-Get Policy for FY20-21 was reviewed.
  - Every Board Director will commit during FY20-21 to giving or getting at least $2,500 in donation for the council.
  - Philanthropy Committee has approved and is presenting the Give-Get Policy to the Board for approval.
  - Every Board member will give at least $1.00 in cash. This may be achieved through optional Daisy Circle participation.

ACTION: Following discussion, on motion for approval made by standing Philanthropy committee and seconded, the Board unanimously approved the GSCO Board Give-Get Policy for FY20-21 requiring a personal cash donation each fiscal year from each Board member.

- The concept for a Board Campaign for FY20-21 was introduced

Board Governance Committee (BGC)

Ms. Sisler presented the slate of Renewing Directors.

- Approve slate: Renewing Directors:
  - Re-elect Lacey Blake-Lindh (2020-2021) for 2nd term (1 year commitment only)
  - Re-elect Brooke Bodart (2020-2023) for 2nd term

ACTION: On motion for approval made by standing BGC committee and seconded, the Board unanimously approved the re-election of Lacey Blake-Lindh and Brooke Bodart as Board Directors for the stated terms. For the record, the combined slates are attached.

The slate for the election of Committee membership was presented. Following discussion, further action on the agenda item, "Propose Interim Committee Bylaw Updates" including exceptions was tabled. In its place, a discussion was held on committee membership and bylaw compliance.

- Board elected two (2) at-large **non-voting** members to the Audit Committee.
- Ms. Dougherty recapped current non-compliant Committee Membership situations that will be rectified at a future date.

ACTION: On a motion for approval made by Ms. Miller and seconded, the Board unanimously approved the combined Slate for Election that was displayed on the screen. This includes electing two at-large (non-voting) members to the Audit Committee. For the record, the combined slates as they appeared on the screen are attached.

- GSCO Board Composition presentation was tabled.

Audit Committee

Ms. Blake-Lindh presented a whistleblower update. There were three whistleblower complaints in the past quarter: two were employee related and resolved by Human Resources; one was outside of the organization and was resolved with Employers Council Guidance.

- Rubin Brown performs 403(b) audit. Board approved the draft 403(b) financial statements in Consent Agenda.

MCC

Written report provided in Board Packet.

National Council Session (NCS)

Ms. Cornell presented on the 55th National Council Session

- Movement Interdependence of National Council, National Board and GSCO was shared.
- Published proposals on the 2020 NCS Agenda were reviewed.

Board Chair Report

- Ms. Dougherty thanked the outgoing Board Directors (Alison Clark-Hardesty, Jan Lucas, Maggie Murray, Cora Ohlgren) and MCC Reps to the Board (Sarah Braucht, Cassidy Christian, Melissa Holmberg, Marie Williams) for their service and expressed thanks to the incoming MCC Committee members.

for their service and expressed thanks to the incoming MCC Committee members and Board Directors.
    - The members of the 2019-2020 Board of Directors pooled their contributions towards a Board Honorarium in honor of the retiring Board Directors. Contribution to the GSCO Board-Designated Endowment Fund ensures living legacy that your work is a lasting impact. The Board Honorarium is more than $1,300!
- Risks were reviewed.

Adjourned Meeting adjourned at 12:35 p.m.

APPROVED ___X____ by Girl Scouts of Colorado Board of Directors on Nov. 20, 2020, by vote of all in favor; none opposed; none abstained.

_____
Girl Scouts of Colorado Board of Directors
Brooke Bodart, Secretary

MOTION

Regarding Magic Sky Ranch
September 18, 2020

WHEREAS, Magic Sky Ranch ("MSR") is an outdoor property owned by Girl Scouts of Colorado, and

WHEREAS, the Board of Directors authorized that MSR be marketed for sale approximately 6 years ago, and

WHEREAS, during the intervening years, there has been only one seriously interested potential purchaser for MSR, which purchaser is now deceased, and

WHEREAS, GSCO is now in a different financial position than it was in 2014 when the decision was made to list MSR for sale, and

WHEREAS, GSCO will be undertaking a comprehensive Long-Range Property Strategy and Planning process in the upcoming year, which may result in a different decision about the desirability of continuing to own MSR, and

WHEREAS, the fact that MSR is listed for sale discourages GSCO's Membership from using the Property and limits our ability to otherwise monetize the Property, and

WHEREAS, in light of the current global pandemic of COVID-19, we anticipate increased demand for usage of GSCO's Outdoor Properties, including MSR, and

WHEREAS, we recognize that the Program we offer to our Membership drives our Property decisions and strategy, but,

IN RECOGNITION of the fact that Collective Retreats will be touring MSR with the Property Broker, and may be interested in making a bid to purchase MSR,

NOW, THEREFORE, we MOVE that Magic Sky Ranch remain on the market only for the purpose of a potential bid by Collective Retreats and only through October 16, 2020.

If Collective Retreats does not make an offer to purchase MSR before October 16, 2020, then MSR will be removed from the real estate market until such later date, if any, that the Board of Directors may decide to once again list MSR for sale.

If Collective Retreats does make an offer to purchase MSR by October 16, 2020, then the Board of Directors will consider that offer in light of the currently-existing circumstances surrounding the Property and world conditions. Only if a majority of the Board approves the sale of MSR to Collective Retreats on mutually-agreeable terms will it be sold. If GSCO and Collective Retreats are unable to reach agreement on terms, which terms are approved by the Board, by November 20, 2020, then MSR will be removed from the real estate market until such later date, if any, that the Board of Directors may decide to once again list MSR for sale.

SO MOVED by: Maggie Murray with granting the Board Chair authority to modify the Collective Retreats related dates, on a reasonable basis, due to the active Cameron Peak fire in the area.

SECONDED by: Kim Staley

Votes For: 23 Votes Against: 0 Abstained: 0

I certify that this Motion PASSED on this 18th day of September, 2020.

Brooke Bodart
Secretary, Girl Scouts of Colorado Board of Directors

GSCO Long Range Property Strategy and Plan Ad Hoc Committee
Charter and Ways of Work

Background and Purpose:
In Girl Scouting, the Girl Scout Leadership Experience (GSLE) and progression-oriented program should drive property strategies in alignment of our mission. Girl Scouts of Colorado (GSCO) maintains a suite of properties across Colorado comprising of camps, lodges, and in Grand Junction, the program office that includes a "backyard" for outdoor program. GSCO Board and staff last conducted a comprehensive outdoor property review in 2013. GSUSA is currently undergoing a Movement-wide property analysis and strategy development. GSUSA's first of three phases, a baseline analysis by Newmark Knight Frank, was completed as a part of a national inventory and assessment of Girl Scout properties. As a part of our fiduciary responsibilities now is the time for the GSCO Board, collaborating with staff, to advance this work by developing a comprehensive strategy and plan for current and future Colorado girls.

Leveraging Native American's (Iroquois) philosophy that the decisions we make today should result in a sustainable world that is focused on seven generations from now, aka the "Seventh Generation Principle", GSCO is to serve the girls of today and the future with a focus on the following integrated and comprehensive property strategies and objectives:

- **Membership Growth**: Identifying membership growth opportunities, and which emerging markets can best support growth and why
- **Operational Efficiency**: Optimizing asset utilization and align properties and membership to best serve all Girl Scout communities
- **Development and Partnership Opportunities**: Identifying community, corporate, academic, alumn, and other partnerships that may be beneficial to GSCO

The primary charge of this Ad Hoc Committee is to develop and propose a girl-centric Long Range Property Strategy and Plan to be presented to the Board for discussion and approval.

Coordinating and collaborating with the GSCO Strategic Planning Ad Hoc Committee that is being launched at the same time is critical for success.

Leveraging data driven decision-making and stakeholder feedback, the plan should ensure GSCO strategically and successfully manages its property in alignment with our mission. The recommendations for board action presented in the form of an implementation plan proposal may include:

- Outdoor education and progression based programming
- Strategy for balancing council and revenue producing purposes
- Upgrade / maintenance plan
- Proper management of council's real estate
- Potential new monetization opportunities
- Financial management, including related capital and operating budget/accounts
- Assess, as appropriate, recommend formation of an ongoing board level property committee

To facilitate the work, the GSCO Board will be requested to take Magic Sky Ranch off the market to all except Collective Retreats, who has recently expressed potential interest, *at least for now.*

Committee Formation:

Pursuant to Section 7.8 of the GSCO Bylaws (amended November 29, 2017); this Ad Hoc Committee is appointed by the Board Chairperson. Ratification by the Board prior to commencement of its work will be requested. Ratified by GSCO Board September 18, 2020.

Beyond the general charge stated above, specifics of committee work will be defined by the committee itself. Sharing of duties will be established as agreed upon amongst committee members as work evolves. Due to breadth and complexity of the topic, at a minimum two subcommittees are being formed, Real Estate Subcommittee and Outdoor Education Subcommittee facilitating the multiple tasks and analysis that may be conducted in parallel. The Real Estate Subcommittee of this board-sanctioned committee may begin with a preliminary meeting in advance of formal launch.

Duration:

GSCO Long Range Property Strategy and Plan Ad Hoc Committee to be formally launched at Annual Meeting on September 18, 2020. The committee shall serve until it achieves its purpose. Once the committee's work is completed, it shall automatically be sunset. Board presentation is expected to occur no later than September 30, 2021.

Membership:

The Committee will be chaired by Jen Lamborne. Maria Garcia Berry will serve as chair of the Real Estate Subcommittee, which is being simultaneously formed. While potential candidates have been identified, the chair of the Outdoor Education Subcommittee is yet to be defined.

A variety of volunteers will comprise committee membership. The members, different key stakeholder groups, will enable a comprehensive and integrated focused on the future of Colorado girls will be drawn from:

- Board Directors
- Community Subject Matter Experts:
  - Outdoor Education / Program focusing on camp experience
  - Real Estate Subcommittee focusing on physical property
- Invited Operational Volunteers
- Invited GSCO Target Audience, aka Girl Membership

Lindsay Standish and GSCO Outdoor Program/Property Staff will serve as a key collaborative partner while also providing critical support. Sharon Baade, GSUSA Senior Program and Property Manager, will be requested to support as a subject matter expert. Anne Smith, GSUSA VP of Property Strategy, may be consulted as appropriate. Additional outside resources may be leveraged, as appropriate. Members shall serve until committee's purpose has been completed.

Ratified and launched at Girl Scouts of Colorado Board of Directors 2020 Annual Meeting

GSCO Strategic Planning Ad Hoc Committee
Charter and Ways of Work

Background and Purpose:
Girl Scouts of Colorado (GSCO) Board of Directors, in partnership with the council staff, developed the current strategic plan. This partnership, led by Board Director Renita Wolfe, was approved by the GSCO Board on May 4, 2018. While the council mission remains unchanged, the world in which we are in has changed dramatically. This leads to a need to revisit/revamp the Strategic Plan to ensure the council is appropriately positioned to offer the Girl Scout Leadership Experience (GSLE) to an ever-increasing number of girls throughout the state of Colorado.

Pursuant to Section 2.5(v.) of the GSCO Bylaws, the Board's responsibilities include providing "strategic leadership and direction to the council". With the support of the CEO, the Board is to accomplish:

- Delivering a written strategic plan for council adoption and implementation
- Defining short term and long term goals in the plan with clear measurable reporting mechanisms
- Ensuring the full board understands the plan and goals, and is willing and able to support those goals

The primary charge of this Ad Hoc Committee is to drive the strategic planning process in a constructive partnership with the CEO and her team. A close governance/operational collaboration should embrace and incorporate key stakeholder insight and input to ensure Council sustainability and sufficient staff support to ease implementation. The ad hoc committee is to present to the full Board a recommendation of an updated and relevant Strategic Plan (covering the 18 to 24 month time horizon) for consideration and adoption.

Committee Formation:
Pursuant to Section 7.8 of the GSCO Bylaws (amended November 29, 2017); this Ad Hoc Committee is appointed by Board Chairperson. Ratified by GSCO Board September 18, 2020.

Beyond the general charge stated, the specifics of committee work will be defined by the committee itself. Sharing of duties will be established as agreed upon amongst Committee members as work evolves. This may include the development of a process; ensure engagement of GSCO staff, the full board and key stakeholders; and the distillation of input obtained. The Ad Hoc Committee will lead and support activities, surveys, meetings as identified during the plan development process. Additionally the Committee, teaming with GSCO staff, may also lead the development of communications / tools to support Board Members in their roles as Ambassador, fund developer, and in general serving the council.

Duration:
The GSCO Strategic Planning Ad Hoc Committee to be launched at 2020 Annual Meeting on September 18, 2020. The committee shall serve until it achieves its purpose. Once the committee's work is completed, it shall automatically be sunset. Board presentation is expected Spring 2021, and no later than September 30, 2021.

Membership:
The Committee will be chaired by Cindy Miller. Committee membership representing different key stakeholder groups focused on the future of Colorado girls will be drawn from:

- Board Members
- Invited Governance Volunteers
- GSCO Staff

Outside consultancy and resources may be leveraged, as appropriate. Members shall serve until committee's purpose has been completed.

Ratified and launched at Girl Scouts of Colorado Board of Directors 2020 Annual Meeting

GSCO Governing Documents Ad Hoc Committee
Charter and Ways of Work

Background and Purpose:
Best practice for nonprofits is to document its activities, internal rules, and processes. Some documentation is legally required, while some is simply beneficial to have. Some serve as guidelines for decision making while others are part of recordkeeping. For a board who embraces its governance and fiduciary roles, written rules are a necessary aspect of risk management.

Specifically in Girl Scouting, as a member of a federated organization, Girl Scouts of Colorado (GSCO) is obligated to the "Girl Scout Charter Agreement" from the Girl Scouts of the USA (GSUSA) and subject to the prescription of the constitution, bylaws, and policies of GSUSA as found in the most current version of the Blue Book of Basic Documents.

Additionally, Section 2.5(iii) of the GSCO Bylaws, states the Board's responsibilities include "policy development and oversight". Furthermore, stipulating the expectation these are to be consistent with best nonprofit practices.

GSCO was formed during realignment of multiple councils in 2007. Legal documents, and accompanying policies, were developed at that time. GSCO's bylaws were last amended November 29, 2017. GSCO received Charter renewal from GSUSA October 23, 2018 that is effective for 3 years. While policies have been developed, drafted, and/or modified along the way, a comprehensive analysis has not been completed in about a decade.

The primary charge of this Ad Hoc Committee is to inventory and assess the current state of affairs with regards to GSCO's governing documents, and where appropriate, coordinate (or lead) the updating process of the identified documents. Focus should be on documents that guides board action such as its legal documents, policies, and board processes, including ensuring the committee charters and ways of work are current and relevant. BaseCamp, the board's cloud storage and repository of GSCO Board's records, will be positioned for effective usage.

Committee Formation:
Pursuant to Section 7.8 of the GSCO Bylaws (amended November 29, 2017); this Ad Hoc Committee is appointed by Board Chairperson. Ratified by GSCO Board September 18, 2020.

Beyond the general purpose and charge stated above, the specifics of committee work will be defined by the committee itself. Sharing of duties will be established as agreed upon amongst the committee members as the work evolves.

Duration:
The GSCO Governing Documents Ad Hoc Committee is to be launched at 2020 Annual Meeting on September 18, 2020. The committee shall serve until it achieves its purpose. Once the committee's work is completed, it shall automatically be sunset. That is expected to occur by September 30, 2021.

Membership:
The Committee will be chaired by Erica Fukuhara. Committee membership is comprised of 7-9 governance volunteers representing:

- Board Members
- At Large Members of Board Committees
- Community Subject Matter Experts

GSCO Staff will serve as a key collaborative partner while also providing critical support to the committee. Outside resources may be leveraged, as appropriate. Members shall serve until committee's purpose has been completed.

Ratified and launched at Girl Scouts of Colorado Board of Directors 2020 Annual Meeting

GSCO CEO Employment Ad Hoc Committee
Charter and Ways of Work

Background and Purpose:

The chief executive officer (CEO) of a Girl Scout council is accountable to the council's Board of Directors for ensuring that the mission, core values, and strategic priorities of Girl Scouting are put into practice within the council's jurisdiction. The CEO has leadership responsibility for creating and implementing the council's local strategy in support of the Movement's overarching strategy. The CEO's work is carried out within the strategic framework approved by the council's Board, which is in accordance with the policies and standards established by Girl Scouts of the USA (GSUSA).

Accordingly, Section 2.5(ii) of the Girl Scouts of Colorado (GSCO) Bylaws, state the Board's responsibilities include the employment, supervision, and evaluation of the council CEO.

The primary charge of this Ad Hoc Committee is to evaluate GSCO's CEO performance. This includes:

- Leading the "Six Month Introductory Performance Review" as stated in the offer letter
- Establishing relevant goals and key performance indicators (KPIs) for the fiscal year
- Following GSUSA's "Performance Management and Appraisal for Girl Scout Council Chief Executive Officers" guide to develop a customized performance assessment and development plan
- Completing evaluation and present compensation recommendation(s) to the Board
- Assess and, as appropriate, recommend this ad hoc committee become a standing committee of Board

Committee Formation:

Pursuant to Section 7.8 of the GSCO Bylaws (amended November 29, 2017); this Ad Hoc Committee is appointed by Board Chairperson. Ratified by GSCO Board September 18, 2020.

Beyond the general purpose and charge stated above, the specifics of committee work will be defined by the committee itself. Sharing of duties will be established as agreed upon amongst the committee members as the work evolves.

Duration:

The GSCO CEO Employment Ad Hoc Committee will be launched at 2020 Annual Meeting on September 18, 2020. The committee shall serve until it achieves its purpose. Once the committee's work is completed, it shall automatically be sunset. That is expected to occur no later than 60 days following the end of the fiscal year (November 30, 2021).

Membership:

The Committee will be chaired by Kim Staley. Committee membership will be comprised of independent Board Directors. Outside resources may be leveraged, as appropriate.

Ratified and launched at Girl Scouts of Colorado Board of Directors 2020 Annual Meeting

GSCO Investment Ad Hoc Committee
Charter and Ways of Work

Background and Purpose:
Girl Scouts of Colorado (GSCO) Board of Directors is responsible for financial oversight of the council. The council's financial integrity is accomplished by board member governance activities that include reviewing financial records; allocating resources to support strategic priorities; approving annual budgets; guidance for internal controls, and collaborating with fund development plans. While these duties are routinely completed, it has been a while since a comprehensive review of the GSCO assets or investments was conducted. To accomplish strategic leadership and direction with which the Board is charged, an understanding of GSCO asset holdings is important, as well as understanding financial opportunities that may be identified as part of this review. (Section 2.5 iv GSCO Bylaws)

Working with the GSCO Finance Committee, the primary charge of GSCO Investment Ad Hoc Committee is to educate the Board of its current portfolio and propose long-term direction, objectives and guidelines. There are a myriad of factors to take into consideration in the work including:

- All accounts, including the unrestricted/restricted gifts, donor endowed funds, and board designated endowed fund(s) and the 403(b) Plan held by any financial institution on behalf of GSCO
- Analysis and understanding of the agreement(s) Rose Foundation has with GSCO (and its donors)
- Current investment portfolio comparison against other like benchmarks
- Appraisal of returns and diversification strategies with comparable Girl Scout councils and other nonprofits
- Defining the portfolio reports the Board should expect, especially during crucial periods of market turmoil
- Review of applicable federal and state laws, as well as GSCO Policies

The committee is charged with educating the Board and, if appropriate, provide recommendations to consider, including a GSCO board approved Investment Policy and an update of other relevant the existing policies.

Committee Formation:
Pursuant to Section 7.8 of the GSCO Bylaws (amended November 29, 2017), this Ad Hoc Committee is appointed by the Board Chairperson. Ratified by GSCO Board September 18, 2020.

Beyond the general purpose and charge stated above, the specifics of committee work will be defined by the committee itself. Sharing of duties will be established as agreed upon amongst the committee members as the work evolves.

Duration:
GSCO Investment Ad Hoc Committee will be launched at Annual Meeting on September 18, 2020. The committee shall serve until it achieves its purpose. Once the committee's work is completed, it shall automatically be sunset. That is expected to occur no later than September 30, 2021.

Membership:
The Committee will be chaired by Kathryn Holm. Committee membership is comprised of 7-9 governance volunteers representing:

- Board Members
- At Large Members of Board Committees
- Community Subject Matter Experts

GSCO Financial Staff will serve as a key collaborative partner while also providing critical support to the committee. The committee will reach out to the community foundations as appropriate to understand GSCO's assets held in their institution. Members shall serve until committee's purpose has been completed.

Ratified and launched at Girl Scouts of Colorado Board of Directors 2020 Annual Meeting

GSCO Human Resources Ad Hoc Committee
Charter and Ways of Work

Background and Purpose:
Girl Scouts of Colorado (GSCO) employs approximately 120 employees across the State of Colorado. As a result of unanticipated staff departures, GSCO is currently without any full-time employee(s) dedicated to human resources functions. GSCO continues, however, to seek and rely on human resources assistance from the Mountain States Employers Council and a pro bono lawyer.

In addition, recognizing the wealth of human resources experience and expertise possessed by several of the GSCO Board Members, a Human Resources Ad Hoc Committee is formed to support the CEO until such time as one or more full-time human resources employees are hired by GSCO.

The primary charge of the Ad Hoc Committee is to support the CEO – and any staff member(s) to whom she explicitly delegates – in an advisory capacity regarding human resources functions. This support may include, but is not limited to, advice regarding hiring and termination of employees, development of a performance management system, and the hiring of human resources staff.

Committee Formation:
Pursuant to Section 7.8 of the GSCO Bylaws (amended November 29, 2017), this Ad Hoc Committee has been appointed by the Board Chairperson. Unanimously ratified by the GSCO Executive Committee and subsequently the GSCO Board of Directors.

Beyond the general purpose and charge stated above, the specifics of Committee work will be defined by the Committee itself; including if there will be any formal meetings of the full committee. Sharing of duties will be established as agreed upon amongst the Committee members as the work evolves.

Duration:
The GSCO Human Resources Ad Hoc Committee is launched immediately. The Committee will serve until GSCO has hired at least one full-time human resources staff member. The CEO will communicate with the Board Chairperson regarding such a hire, and the Committee will sunset at such time as the Board Chairperson deems appropriate.

Membership:
Committee Membership is comprised of the following GSCO Board Directors:

- Rae Ann Dougherty (Chair)
- Caroline Cornell
- Christy Diehl
- Courtney Scantlin
- Shannon Sisler

The members shall serve until Committee's purpose has been completed.

Formed by GSCO Board Chairperson on August 1, 2020
Ratified by GSCO Executive Committee on August 6, 2020
Ratified by GSCO Board on September 18, 2020

girl scouts of colorado

BOARD OF DIRECTORS

SLATE FOR ELECTION

RENEWING DIRECTORS

Lacey Blake-Lindh	Sept. 2020 – Sept. 2021
Brooke Bodart	Sept. 2020 – Sept. 2023

AUDIT COMMITTEE

Board Directors:

Sam Aghbashian	Sept. 2020 – Sept. 2023
Leslee Torres	Sept. 2020 – Sept. 2023

At Large Members:

Brooke Schoenbeck	Sept. 2020 – Sept. 2023
Lisa Snider	Sept. 2020 – Sept. 2023

Elected as At Large Non-Voting:

Kimberly Reynolds	Sept. 2020 – Sept. 2023
Crystal Eustis	Sept. 2020 – Sept. 2023

FINANCE COMMITTEE

Director:

Brooke Bodart	Sept. 2020 – Sept. 2023

At Large Members:

Kathleen Beckwith	Sept. 2020 – Sept. 2023
Brian Wagner	Sept. 2020 – Sept. 2023

BOARD GOVERNANCE COMMITTEE

Director:

Carrie Walters	Sept. 2020 – Sept. 2023

Another Member Added TBD to be in Compliance with Bylaws

EXECUTIVE COMMITTEE

At-Large Member:

Cindy Miller	Sept. 2020 – Sept. 2021

Chair, Philanthropy Committee:

Genia Herndon	Sept. 2020 – Sept. 2023

girl scouts of colorado

BOARD OF DIRECTORS

COMMITTEE APPOINTMENTS
for
RATIFICATION

TERM: SEPTEMBER 2020 – SEPTEMBER 2023

Membership Connection Committee:

Ranee Shenoi	First Term
Courtney Scantlin	First Term

Philanthropy Committee:

Brooke Bodart	First Term
Genia Herndon	First Term
Cindy Miller	Second Term

Note for the Record:

- Erica Fukuhara (Resigned from MCC)
- Christy Diehl (Resigned from MCC)
- Ranee Shenoi (Resigned from Philanthropy)
- Courtney Scantlin (Resigned from BGC)
- Melissa Holmberg (Resigning from MCC and MCC Rep to the Board once she commences position on GSCO Staff 10/1/2020).