



## BOARD OF DIRECTORS

### MINUTES

#### GSCO BOARD MEETING and STRATEGIC PLANNING

November 19, 2021

#### Attendance

*(All present throughout, maintaining quorum.)*

- Board members attending: Brooke Bodart, Tim Butler, Jennifer Casani, Caroline Cornell, Crystal Eustis, Megan Flori King, Victoria Gigoux, Christina Gunn, Genia Herndon, Maureen McDonald, Cindy Miller, Barbara Myrick, Angela Roberts, Anji Roe Wood, Ranee Sheno, MD, Shannon Sisler, Carrie Walters
- Board members excused: Erica Fukuhara
- Membership Connection Committee representatives to the Board (non-voting): JoAnne Busch, Nicole Lockwood
- GSCO Staff (non-voting): Leanna Clark - *ex-officio*, Rychelle Arnold, Michelle Boot, Kristin Hamm, Donnell Heistand, Melissa Holmberg, Martha Johnson, Katie Singleton, Lindsay Standish

#### Call to Order

With a quorum present, Caroline Cornell, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 9:03 a.m. The meeting was held via Zoom video call.

No conflicts of interest were declared.

#### Consent Agenda

The Board reviewed the consent agenda.

- Board approved the Resolution concerning line of credit with Vecta Bank
- Standing and Ad-Hoc Committee Reports were approved including Audit, BGC, Finance, MCC and Philanthropy

**ACTION: On a motion made by Ms. Miller and seconded, the Board unanimously approved the above-named actions through a consent agenda. A quorum was present.**

#### Membership Update

Ms. Singleton provided GSCO membership updates as outlined in the Board Packet

- Currently 12,437 girls are enrolled, and membership is up 1.4% from this time 2020
- Girl membership is down 20% since 2019/pre-COVID numbers but better than nationally which is down 31.6%
- Membership is driven from grassroots incentives, including invited by someone else. GSCO is trying to leverage grassroots assets.
- GSCO to begin offering second chance membership offering lapsed members an opportunity for free membership when they renew and sign up for programming.
- This incentive will target girls that were new to Girl Scouting in 20-21 membership year

- GSCO is also establishing a winter referral program where troops can earn shop credit when they refer new girls that join
- GSCO will also offer community engagement grants where troops can get creative and request funds for grassroots marketing efforts
- Goal is to drive membership numbers up as much as possible prior to cookie season

**Cookie Sale Update**

Ms. Arnold provided an update on the upcoming cookie season as outlined in the Board Packet

- GSCO has begun the baker RFP to have leverage on contracts
- Little Brownie Bakers has a 4.31 weight and ABC Baker 3.95 score
- GSCO is encouraging an Omni Channel – both bakers will utilize same mascot and DOC platform for continuity
- Trying to negotiate annual price increase to one penny per package versus two pennies
- 2022 forecast is 280,000 cases sold (3,360,000 boxes)
- Walmart has approved booth sales for 2022, King Soopers is a strong hopeful

**ACTION: On a motion made by the Finance Committee and seconded, the Board unanimously approved to move forward with the RFP. A quorum was present.**

**Council Update**

Ms. Clark highlighted additional council updates as outlined in the Board Packet

- Overview of Strategic Plan Dashboard
- Strat Plan is designed for 18 months with idea that it will evolve over 3 years
- Staff updates are outlined in board packet
- GSCO will partner with Crafted Concept restaurants again who will offer Girl Scout cookie inspired desserts during cookie season. \$1 of each dessert sold will be donated to GSCO.
- College Invest is sponsoring new Inspiring Futures program for girls at \$75,000 sponsorship level. This is largest sponsorship package ever.
- Troop Days at GSCO properties are popular and will continue following current COVID guidelines

**Finance**

Ms. Heistand recapped the Finance information included in the Board Packet

- Ms. Heistand presented the September 2021 Financial Package
- Finalizing audit and ahead of schedule
- Operating income is at a loss due to cookie program and residence camp being impacted by COVID restrictions, but performing better than expected earlier in 2021
- Was able to make up for the operating income loss on contribution revenue, personnel costs, and program expenses
- Change on net assets performed well and reflect the gain on sale for Magic Sky Ranch, GSUSA provided relief on pension and forgiveness on first PPE loan

- Audit committee will review financials with Rubin Brown January 2022

**ACTION: On a motion made by the Standing Finance Committee and seconded, the Board unanimously approved the September 2021 Financials. A quorum was present.**

**GSUSA Update** Ms. Cornell presented a recap on the GSUSA Board Chair and CEO Conference

- First GSUSA in-person gathering since 2019, held in Tucson, AZ
- 200 GSUSA leaders attended

**Fund Development Update** Ms. Johnson provided an update on Colorado Gives Day, and ways that the Board could help encourage their connections and community to give to GSCO on this annual day of giving.

**Governing Docs Ad-Hoc Committee Update** Ms. Bodart reviewed the Conflict of Interest & Confidentiality Policy

- Previously these were two separate policies – the committee used the GSUSA version as a template and combined them into one
- Ms. Bodart presented the new Conflict of Interest & Confidentiality Policy as shown in the Board Packet
- There is an area in the policy to disclose any conflicts of interest

**ACTION: On a motion made by Ms. Roberts and seconded, the Board unanimously approved to adopt the revised Conflict of Interest & Confidentiality Policy. A quorum was present.**

**Proposed Bylaw Change** Ms. Roberts presented a Bylaw Change that was reviewed and discussed by the Executive Committee

- It is proposed that this Bylaw be changed so that the BOD can install new Directors as need arises rather than only at the Annual Meeting
- Ms. Sisler noted that the Board Governance Committee supports this change and feels it is necessary to operate in compliance of the Bylaws
- Notice of the change was provided to the Board on October 29, 2021. To allow a 30 day notice, voting is open now and will remain open until November 28<sup>th</sup>, 2021.

**ACTION: Motion was opened, and everyone on the call unanimously approved to adopt the revised Bylaw change which will go into effect on November 28<sup>th</sup>, 2021. A quorum was present.**

**Board Governance Committee** The Board reviewed the slate of GSCO Board of Directors status

- Presented a new slate of board member to include Meredith Kuehler, to begin three-year term from January 2022-January 2025
- Director Sam Aghbashian has resigned effective immediately and MCC Rep to the Board Carrie Harding has relocated and no longer serving
- The MCC will be replacing Ms. Harding with Wendy Doak

**ACTION: On a motion made by Herndon and seconded, the Board unanimously approved the Slate as provided in the Board Packet. A quorum was present.**

**Executive Session** The Board went into Executive Session at 11:00 am and ended at 11:42 am to discuss the annual CEO performance evaluation.

APPROVED by Girl Scouts of Colorado Board of Directors on January 21, 2022, by vote of all in favor; none opposed; none abstained.



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