



## BOARD OF DIRECTORS

### MINUTES GSCO SPECIAL MEETING OF THE BOARD

February 9, 2021

- Attendance**
- (All present throughout, maintaining quorum.)*
- Board members attending: Sam Aghbashian, Lacey Blake-Lindh, Brooke Bodart, Charmaine Brown, Tim Butler, Jennifer Casani, Caroline Cornell, Christina Diehl, Rae Ann Dougherty, Erica Fukuhara, Cindy Miller, Angela Roberts, Raneen Sheno, MD, Leslee Torres, Carrie Walters; Leanna Clark *ex-officio*
  - Board members excused: Genia Herndon, Courtney Scantlin, Shannon Sisler, Kim Staley
  - Membership Connection Committee (MCC) representatives to the Board (non-voting): JoAnne Busch, Kay Cheaney, Carrie Harding
  - GSCO Staff (non-voting): Carolyn Bond, Donnell Heistand, Melissa Holmberg
  - RubinBrown (guest): Kimberly Ryan

**Call to Order** With a 2/3 quorum present required for a Special Meeting of the Board, Rae Ann Dougherty, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 3:35 p.m. The meeting was held via Zoom video call.

No conflicts of interest were declared.

- Limits of Authority Policy** Ms. Heistand presented the annual review of the Limits of Authority Policy and noted the following changes:
- A Non-Disclosure Agreement will be required if confidential information of GSCO will be shared with the vendor.
  - CEO and COO approval of contract is required prior to execution.
  - Non-budgeted expenditures up to \$50,000 require Board Chairperson or Treasurer approval; non-budgeted expenditures above \$50,000 require Finance Committee approval.

**ACTION: On a motion made by the Finance Committee and seconded, the Board unanimously approved the proposed changes to the Limits of Authority Policy.**

- Tax Return** The Board reviewed the IRS Form 990 and accompanying schedules for FY2019-2020
- Key facts were highlighted for the Board to review.

**ACTION: On a motion made by the Audit Committee and seconded, the Board unanimously approved the 990 for FY2019-2020.**

**Adjourned** The Meeting adjourned at 4:16 pm.

APPROVED by Girl Scouts of Colorado Board of Directors on March \_\_\_\_, 2021, by vote of \_\_\_\_ in favor; \_\_\_\_ opposed; \_\_\_\_ abstained.

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