



BOARD OF DIRECTORS

MINUTES

GSCO BOARD MEETING and STRATEGIC PLANNING

January 29, 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, Genia Herndon, Cindy Miller, Angela Roberts, Ranee Sheno, MD, Shannon Sisler, Kim Staley, Leslee Torres, Carrie Walters Leanna Clark - *ex-officio, non-voting*
- Board members excused: Courtney Scantlin
- Membership Connection Committee (MCC) representatives to the Board (non-voting): JoAnne Busch, Kay Cheaney, Carrie Harding, Kimberly Jones
- GSCO Staff Partners (non-voting): Rychelle Arnold, Michelle Boot, Kristin Hamm, Donnell Heistand, Melissa Holmberg, Martha Johnson, Katie Singleton, Lindsay Standish
- Governance Consultant (guest): Monna Loftis
- Auditors from RubinBrown (guests): Judy Murphy, Laura Leonardi

Call to Order

With a 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.

Conflict of Interest Declarations: Ms. Walters declared that she would need to remove herself from any banking discussion.

Consent Agenda

The Board reviewed the consent agenda.

- Board approval
 - Resolution to open a Brokerage Account to enable receipt of stock donations
 - Approval of PPP Application Submission
 - Authorized Account with Vectra Bank as required for the PPP Application
- Board approval on the following Executive Committee Action
 - Hotline Complaint Assignment Procedures Updated

ACTION: On a motion made by Ms. Cornell and seconded, and a vote with 17 in favor, none opposed, and 1 abstained. The Board ratified and approved the above-named actions through a consent agenda

Recap of Actions since the last Board Meeting:

- Unanimous approval the Minutes of the November 20, 2020 Board Meeting

- Governing Documents Ad Hoc Committee** Ms. Fukuhara presented and asked the Board to approve the GSCO Diversity Policy Statement for GSCO
- Committee reviewed all policies and proposed prioritizing and updated the board approved GSCO Diversity Policy Statement
 - Per committee recommendation “Equality” is removed and replaced with “Equity” on policy statements-shared in the Board Packet

ACTION: On a motion made by the Governing Documents Ad Hoc Committee moved and seconded, the board unanimously approved the “GSCO Diversity Policy Statement”.

- Strategic Plan Committee** Ms. Miller gave an update on the Strategic Plan Update. This included:
- Roadmap 2C Strategic Planning Committee Report
 - Discussion on strategic priorities: Culture/Brand/Revenue/Membership
 - Reintroducing “Premiere Leadership” organization – emphasizing that GSCO is more than cookies and crafts

- Discussion** Ms. Dougherty posed a generative question to the Board regarding if the strategies actively address the updated strategic priorities
- Ms. Miller reminded board that DEI by itself is not a goal, but needs to be incorporated into the Strategic Plan
 - Ms. Torres reminded Board that as a council we are low in Hispanic and African American population and these are areas of growth
 - Focusing on older girl growth and economics was also addressed that needs to be considered

- Council Update** Ms. Clark gave an update on major council initiatives. These included:
- Finance department is in the process of applying for a second PPE loan
 - Applying for forgiveness on first PPE loan
 - MarComm department building momentum for cookie season
 - Registration for summer camps to open at 50% capacity
 - Product Program update provided by Rychelle Arnold

- Audit Committee** Ms. Blake-Lindh addressed the need to review and approve the following financial documents
- Board to meet on February 9 for a Special Meeting of the Board to review and approve 990 for FY2019-2020
 - Audit review from Judy Murphy and Laura Leonardi with Rubin Brown

ACTION: On a motion made by the Audit Committee and seconded, the board unanimously approved the Audited Financial Statements.

Finance Committee

Ms. Roberts reviewed the Finance Board Packet. This included:

- Finance Committee Report
- Finance Staff Report
- Year End FY2019-2020 Financials
- November 2020 Financial Package
- Board to discuss approval of Limits of Authority Policy annual review at Tuesday, February 9th Special meeting of the Board.

ACTION: On a motion made by the Finance Committee and seconded the board approved the November 2020 Financials.

Governance Moment Reflections

- Ms. Walters and Ms. Blake-Lindh shared observations and reflections on our Board’s performance to the 12 governance principles presented in “The Source” with the goal of enhancing our skills on our journey.
- Reflections by the attendees will be a standing agenda item.

Board Chair Update

Ms. Dougherty provided

- A recap of risks: The biggest risk is the unknowns that will come from the result of COVID.
- A summary of next steps: The Board Roadmap for FY2020-2021 is on track and delivering results.

Adjourned

Meeting adjourned at 11:47 a.m.

Executive Session

The board broke into a 15 minute executive session.
No actions were taken.

APPROVED by Girl Scouts of Colorado Board of Directors on _____, 2021, by vote of _____ in favor; _____ opposed; and _____ abstained.

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