



BOARD OF DIRECTORS

MINUTES GSCO REGULAR MEETING OF THE BOARD

March 26, 2021

Attendance

(All present throughout, maintaining quorum.)

- Board members attending: 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, Leanna Clark - *ex-officio, non-voting*
- Board members excused: Sam Aghbashian, Courtney Scantlin, Leslee Torres, Carrie Walters
- Membership Connection Committee (MCC) representatives to the Board (non-voting): JoAnne Busch, Jana (Kay) Cheaney, Carrie Harding
- MCC Reps to the Board excused: 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
- Guest Facilitator: Kayleigh Cornell

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 9:03 a.m. The meeting was held via Zoom video call.

No conflicts of interest were declared.

It was announced that Kim Staley has resigned from the board.

Consent Agenda

The Board reviewed the consent agenda.

- Board approval
 - Minutes from the regular meeting on January 29th approved
 - Minutes from special meeting on February 9th approved
 - Slate for Election to the Board Governance Committee approved
- Board approval on the following Executive Committee Action
 - Final GSCO Strategic Plan / Image

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

Sunset Policies

Ms. Fukuhara presented that the Governing Documents Ad Hoc Committee has reviewed board policies.

- Ad hoc committee identified several policies (included in Board Packet) that were established during realignment and formation of GSCO.
 - *Membership Policy, Effective October 6, 2007*
 - *Policy Definition Policy, Effective October 6, 2007*
 - *Activities, Health & Safety Policy, Effective October 6, 2007*
 - *Travel and Reimbursement Policy for Attendance at Board Meetings, Effective December 1, 2007*
 - *Product Sales Incentives Policy, Effective January 12, 2008*
 - *Product Sales Policy, Effective January 12, 2008*
- Review indicated they have been superseded or replaced by other policies currently in place

ACTION: On a motion made by Ms. Fukuhara and seconded, the board unanimously approved to Sunset the policies listed in the consent agenda. A quorum was present.

Discussion Topic

Miss Cornell led strategic leadership discussion

- How can we as a Board support GSCO properties and program facilities?
- Comments have been shared with staff partners to support their work

Council Update

Ms. Clark and her staff provided a council update.

- Product Program – Cookie season was extended by two weeks due to inclement weather over multiple weekends and navigating COVID circumstances. This allowed some membership to participate once they saw cookies could safely be sold during the pandemic.
- As of March 16, 2021 GSCO had sold 3.676 million packages of cookies with 8,800 girls participating – this number is down due to the lower membership.
- Despite less girls selling, PGA (per girl average) was 418 packages which is up significantly (up by 71 packages per girl)
- MarComm reported that the digital cookie campaign was successful and same approach would be used for spring Daisy launch.
- National brand refresh is almost ready to roll out and more information will be provided in May meeting.
- GSUSA is tying in Michelle Obama’s “Becoming Me” program as a renewal incentive.
- Outdoor programming reported that resident camp capacity is at 95% enrollment. (However, due to state guidelines and COVID GSCO can only book at 50% capacity)
- GSCO staff will continue research on ways to use council properties to diversify revenue stream.
- Human resources is working on a RFP for a new benefits broker.

Additional depth was provided for:

- Membership Update (Ms. Singleton)
- Fund Development Update (Ms. Johnson)

Finance

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

- Ms. Heistand presented the January 31, 2021 Financial Package

ACTION: On a motion made by the Finance Committee and seconded the board unanimously approved the January 2021 Financials. A quorum was present.

Pension

Ms. Dougherty shared the following Fourth Quarter 2020 update on the National Girl Scout Council Retirement Plan (“NGSCR”), aka pension from the GSUSA CFO and the Pension Advisory Committee of the National Board:

Pension continued

- “In early January, the Plan hit its 70% funded trigger on its Glide Path which is a milestone given that we were only 63% funded one year ago”
- “Movement Growth Fund: On February 1, 2020 pension relief checks were sent to councils who met the compliance requirements that were developed in partnership with the Fast-Forward COVID Task Force, the Network Alignment 2.0 Task Force, and the Pension Advisory Committee. Second distribution scheduled for late July”
- The distribution amount of \$51.5K from GSUSA to GSCO equals almost 1 month GSCO payment of ~\$54K

Board Governance Committee

Ms. Sisler and Ms. Diehl provided a Q1 update. This included:

- Presented GSCO Board Director Job Description
- Described alignment of the process for Sourcing & Vetting Candidates. The ‘Board Director Job Description’ will be shared with potential Board candidates in the upcoming vetting process
- Presented draft Board Chair Position Description. This will be reviewed and approved in the future.

ACTION: On a motion made by Ms. Diehl and seconded the board unanimously approved the Board Director Job Description. A quorum was present.

Board Chair

Ms. Dougherty recapped and discussed potential GSCO risks.

- Board level / governance risks include:
 - Pandemic
 - Membership (aka the 30% of girls who are on pause do not return)
 - Investment / Market Risk
 - Product Program proves to be less than projected and budget not met

- Boy Scouts bankruptcy and reputational concerns
- Cyber security, especially with data of minors
- PPE loan debt
 - Update: Approval of loan forgiveness received for first PPE loan. Ms. Clark anticipates no problems with getting second PPE loan forgiven. For now, however, it is a potential risk
- The Board Roadmap for FY2020-2021 is on track and delivering results.

**Governance
Moment
Reflections**

- Ms. Blake-Lindh and Ms. Bodart shared that focus was on Principle 2 “Mission Driven” from *The Source: 12 Principles of Governance that Power Exceptional Boards*
- Goal is to enhance our skills on the Board’s journey to become an exceptional board, which we did over the course of the meeting.

Adjourned

Meeting adjourned at 11:59 a.m. and board entered Executive Session.

No actions were taken during the Executive Session.

Minutes drafted by Melissa Holmberg, GSCO Special Projects Manager.

APPROVED via Consent Agenda by Girl Scouts of Colorado Board of Directors on May 21, 2021, by vote of 12 in favor; 0 opposed; and 0 abstained. A quorum was present.

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

Girl Scouts of Colorado
Rae Ann Dougherty, Chairperson, GSCO Board of Directors