



BOARD OF DIRECTORS

MINUTES GSCO REGULAR MEETING OF THE BOARD May 21, 2021

Attendance

(Quorum was maintained throughout the meeting.)

- 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, Raneen Sheno, MD, Shannon Sisler, Leslee Torres, Leanna Clark - *ex-officio, non-voting*
- Board members excused: Courtney Scantlin, 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
- Guest: Monna Loftis, Governance Consultant

Call to Order

With a quorum present, Ms. Dougherty, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 9:01 a.m. The meeting was held via Zoom video call.

No conflicts of interest were declared.

Council Update

Ms. Clark, GSCO CEO, celebrating her one-year anniversary, and her staff provided a council update reflected in Board Packet.

- Membership – Membership has achieved revised goal for 2021 surpassing 14,000 girl membership
- Spring membership going well, goal is to register 15,000 in 2021-2022
- Hope to be back on school campuses to recruit in the fall
- Overnight camps to start June 6th at Tomahawk and Sky High Ranch. Camps will continue to follow stringent COVID oriented guidelines.
- Camps are operating at 55% capacity and essentially full. Plans in place should there be a COVID outbreak.
- New Women of Distinction (WOD) Network already has 50 members
- 2021 WOD nominees announced, sponsorships selling well for event

Additional depth was provided for:

- Product Sales (Ms. Arnold) – Colorado finished with highest sales volume nationally
- National brand refresh Update (Ms. Hamm)

Finance

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

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

Finance continued	ACTION: On a motion made by the Finance Committee and seconded the board unanimously approved the March 2021 Financials. A quorum was present.
Discussion Topic	<p>Board went into small breakout groups to discuss Strategic Plan priorities from the governance perspective and ensure board accountability.</p> <ul style="list-style-type: none"> • Ms. Clark provided staff update which reiterates the 4 priorities • Ms. Miller noted that under new branding guidelines, Strategic Plan image will need to be updated.
Board Roadmap Update	<p>Ms. Roberts provided update on Board Roadmap 2.0 for FY 2020-21</p> <ul style="list-style-type: none"> • Acknowledged the Board's work to resolve a number of outstanding governance issues in one fiscal year. • Roadmap 2.0 will bridge the Board over the next 4-5 months as the Strategic Plan comes online by ensuring continued focus on remaining the accountability items previously identified. • This work has helped GSCO make significant progress on its journey to be an exceptional board.
Board Governance Committee	<p>Ms. Sisler provided a Q1 update. This included:</p> <ul style="list-style-type: none"> • Presented a slate with two directors for Sept. 2021-Sept. 2024 term, Crystal Eustis and Victoria Gigoux. Both are currently at-large members of Board Committees. • Goal to bring 3-5 Directors in between now and September 2021 • Presented updated Board Chair Position Description. <ul style="list-style-type: none"> ○ Feedback received from 50% of Board plus 2 MCC Reps to Board ○ Ms. Diehl highlighted changes and cleaned up language <p>ACTION: On a motion made by Ms. Fukuhara and seconded, the board unanimously approved the Slate for Election of new Board Directors. A quorum was present.</p> <p>ACTION: On a motion made by Ms. Shenoï and seconded, the board unanimously approved the Board Chair Position Description. A quorum was present.</p>
Consent Agenda	<p>The Board reviewed the consent agenda.</p> <ul style="list-style-type: none"> • Board approval <ul style="list-style-type: none"> • Resolution to authorize opening Money Market account with Vectra bank approved • Minutes for March 26, 2021 approved <p>ACTION: On a motion made by Ms. Shenoï and seconded, the board unanimously ratified and approved the above-named actions through a consent agenda. A quorum was present.</p>
Committee Reports	Committee reports have been provided, consult Board Packet for further details.

Board Chair

Ms. Dougherty recapped highlights and discussed potential GSCO risks.

- GSCO received almost \$25,000 as part of the Walmart round-up campaign negotiated by GSUSA. This was unique as the funds were “unrestricted” and required minimal effort on the Council’s part.
- Kudos to MCC for receiving the GSCO President’s Award and Kathryn Holm for receiving the Appreciation Pin in recognition of her service as Investment Ad Hoc Committee Chair. This is amongst the 90 volunteers being celebrated for their contributions to GSCO.
- HR Ad Hoc committee has been sunset with Ms. Boots on staff
- Celebrate all the great work accomplished through Board Roadmap 1.0 Excited for Roadmap 2.0 as an accountability bridge and transition towards the Strategic Plan.
- Board level / governance risks include:
 - Pandemic
 - Membership
 - Investment / Market Risk
 - Boy Scouts bankruptcy and reputational concerns
 - PPE loan debt

**Governance
Moment
Reflections**

Ms. Blake-Lindh reflected on the Strategic Thinking principle to enhance our skills on journey to become an exceptional board

- This was accomplished today by the board agreeing to focus on governance aspects of the Strategic Plan and strategizing how the board will hold itself accountable

**Appeal: Share the
Joy**

Ms. Herndon updated Board on “Share the Joy” Program

- Appeal to reduce GSCO extra cookie inventory while also serving our community
- Board invited to encourage others to participate

Adjourned

Meeting adjourned at 12:00 p.m.

No Executive Session.

Minutes drafted by Melissa Holmberg, GSCO Special Projects Manager.

APPROVED by electronic vote via SurveyMonkey of all Girl Scouts of Colorado Board of Directors on June 29, 2021, with all in favor; none opposed; and none abstained.

Brooke Bodart

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

Rae Ann Dougherty

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