

**MINUTES
GSCO BOARD MEETING**

October 4, 2024

Attendance

*(All present throughout,
maintaining quorum.)*

- Board members attending: Cheri Axelrod, Christy Belz, Caroline Cornell, Elizabeth Donahue, Crystal Eustis, Erica Fukuhara, Jaime Gardner, Kris Gaw, Victoria Gigoux, Hayley Harris, Meredith Kuehler, Maureen McDonald, Kelli Ogunsanya, Angela Roberts, Anji Roe Wood, Sherin Sakr, Diane Scott, Manette Snow, Carrie Walters, Debbie Welle-Powell
- Board members excused: Megan Flori King, Genia Herndon, Vicki Scott
- Membership Connection Committee Representatives to the Board (non-voting): Kimberly Jones, Nicole Lockwood, Vicki Scott
- GSCO Staff (non-voting): Rychelle Arnold, Leanna Clark - *ex-officio*, Kristin Hamm, Donnell Heistand, Melissa Holmberg, Janet McFarland-Burlile, Katie Singleton, Lindsay Standish, Heidi Vielhaber
- Guests: Rosie Adams-Grote (GSCO Staff)

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 10:01 a.m. The meeting was held both in-person at Tomahawk Ranch and via Zoom. No conflicts were declared.

Consent Agenda

The Board reviewed the consent agenda:

- Minutes of the July 19, 2024, meeting reviewed.
- Board review of Account Signature Authorization.
- Finance Committee provided annual review for 403(b) plan.
- Standing and Ad-Hoc Committee Reports were received including Audit, Finance, Fund Development, BGC and Young Professionals, MCC and Executive.
- Staff reports and updates.
- Review Board committee assignments.
- Slate Replacement for October 2024 NCS.

ACTION: On a motion made by Ms. Roberts and seconded, the Board unanimously approved the Consent Agenda. A quorum was present.

Executive Session

At 10:42 am the Board moved into Executive Session. Following discussion, the board resumed its planned agenda.

**Financial
Committee Update**

- Ms. Heistand reviewed the 2025 Fiscal Budget and 2026-2029 Long Range Plan.
- Key Assumptions to goal planning include the following:
 - 15,750 membership – 15,000 volunteer-led girls and 750 staff-led.
 - 3.6M packages of cookies sold.

- \$1.9M fundraising revenue generated.
- Overnight summer camp occupancy at 75% and staff-led day camp also at 75% capacity.
- A balanced budget was provided for 2025 with \$17M operating revenue and \$17M in operating expenses.
 - Annual budget includes \$350K for capital expenditures.
 - Operating reserve impact is at \$(.2)M.
- From a long-range plan perspective, it is noted that for 2026-2029 council projects using over \$3M of operating reserves without any deviations from current spending plans..
- A thorough discussion regarding the assumptions noted above and how GSCO staff and Board need to think about mitigating the \$3M operating reserve impact for 2026-2029.
- It was noted that GSCO has engaged a consultant to help look at the membership team structure/process, camp pricing, and what the right sizing might be given the largest operating expense relates to compensation.
- Risks noted include increasing retail cookie price, a potential membership price increase from GSUSA and insurance.

ACTION: On a motion made by the standing Finance Committee and seconded, the Board unanimously approved the 2025 Fiscal Budget. A quorum was present.

Council Update

Ms. Clark presented council updates.

- Staff is doing a sweep of new member leads, placing girls in new member groups to get them started while working on troop placement behind the scenes.
- Running an employee satisfaction survey with external advisor.
- Bullet proof glass was installed at the DreamLab which was partially funded with grant money.
- Marcomm is launching a micro influencer club.
- Retail price of Girl Scout cookies will be increased by \$1 in 2025. Due to this increase, we are assuming a decrease in overall sales.
- Janet McFarland-Burille has been hired as the new CFO.
- 2025 Women of Distinction Denver was a huge success raising the most money ever.
- New Partnerships forming including Children's Diabetes Foundation at \$17.5K and CU Highest Award Sponsor at \$25k.

BGC Update

BGC Committee presented the Board Member slates as prepared for discussion. The following members were provided for consideration:

- Elizabeth Donahue and Debbie Welle-Powell elected as a new board directors for a two-year term.
- Angela Roberts was elected to a third term, Crystal Eustis, Megan Flori King, Victoria Gigoux, Meredith Kuehler and Anji Roe Wood were all elected to second term. These are two-year board terms.

Reviewed the BGC's proposed Board Officers. Based on the recommendation from the BGC and in partnership with the Board Chair, the following board members were elected to the Executive Committee:

- Carrie Walters – Vice Chair (one year term)
- Maureen McDonald – At Large (one year term)
- Kelli Ogunsanya – At Large (one year term)

The Board also reviewed BGS's proposed Committee Chair assignments and the following committee changes:

- Ms. Axelrod replaced Ms. Gunn as the Chair of the Board Governance Committee for the remainder of her term.
- Ms. Ogunsanya will join Ms. Harris as Co-Chair of the Ideation Ad Hoc Committee.

ACTION: On a motion made by the standing BGC committee and seconded the board unanimously approved the slate as presented. A quorum was present.

The Board recessed for a retreat to review self assessment results with GSUSA.

GSUSA Dues Proposal Discussion

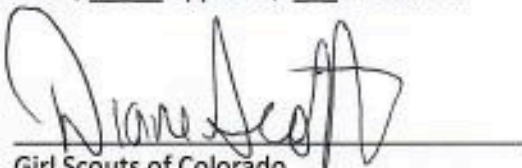
The Board meeting resumed to discuss an upcoming NCS session to discuss a GSUSA increase in annual membership.

- GSUSA is proposing an increase in membership dues of \$85 for girls and \$45 for adults.
 - At this level GSUSA will provide council revenue support for 5 years. Revenue support is supported above \$65 by a board resolution depending on the outcome of the NCS.
- Board discussed overarching strategic objective and the need for GSUSA to increase dues to better serve members and advance the Girl Scouting experience.
- GSUSA is currently operating with a negative cash flow which is unsustainable at current levels.
- Membership dues considerations include:
 - Understanding how an increase could impact membership in the short and long-term including those receiving financial aid.
 - Consider how the price of membership dues signals our perceived brand/experience quality or value – Board reiterated the importance of selling the value of the experience.
 - Evaluate how additional dues supports the financial needs of the movement and ability to implement our strategy.
 - National Delegates will meet in October so that councils can provide feedback and be a part of the decision making on increasing dues.

Adjournment

Meeting adjourned at 2:50 p.m.

APPROVED by Girl Scouts of Colorado Board of Directors on November 15, 2024, by vote of 19 in favor; 0 opposed; 0 abstained.

A handwritten signature in black ink, appearing to read "Diane Scott", is written over a horizontal line.

Girl Scouts of Colorado

Diane Scott, Board Secretary, GSCO Board of Directors