



BOARD OF DIRECTORS

MINUTES GSCO BOARD MEETING

January 23, 2026

Attendance

(All present throughout, maintaining quorum.)

- Board members attending: Cheri Axelrod, Kelli Clifton Ogunsanya, Marisa Daspit, Elizabeth Donahue, Crystal Eustis, Jaime Gardner, Kris Gaw, Victoria Gigoux, Hayley Harris, Genia Herndon, Meredith Kuehler, Maureen McDonald, Christine Moritz, Angela Roberts, Anji Roe Wood, Sherin Sakr, Diane Scott, Chris Stolzer, Carrie Walters, Debbie Welle-Powell
- Board members excused: Megan Flori King
- Membership Connection Committee Representatives to the Board (non-voting): Kimberly Jones
- Young Professional Advisory Board Representatives to the Board (non-voting): Megan Foley, Elizabeth Sprunt
- GSCO Staff (non-voting): Rychelle Arnold, Leanna Clark - *ex-officio*, Kristin Hamm, Donnell Heistand, Melissa Holmberg, Mary King, Janet McFarland Burlile, Katie Singleton, Lindsay Standish, Heidi Vielhaber
- Guests: Amy Altholz and Stephanie Simon, Rubin Brown

Call to Order

With a quorum present, Kelli Clifton Ogunsanya, Chair of the Girl Scouts of Colorado (GSCO) Board of Directors, called the meeting to order at 9:16 a.m. The meeting was held in-person at GSCO DreamLab with Zoom available for those who could not attend. No conflicts were declared.

Consent Agenda

The Board reviewed the consent agenda:

- Executive report from GSCO CEO, Ms. Clark
- Minutes of the October 3, 2025, meeting reviewed.

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

Council Update

Ms. Clark presented council updates.

- GSCO will be working with consultant William Browning, CEO of Clayton Early Learning, to develop a 3-year strategic plan.
 - Mr. Browning to provide pro bono consultation services.
 - GSCO will ensure that strategic plan continues to align with GSCUSA strategies.
- New, Council-wide tracker presented to BOD.
- Membership is currently 12,072 girl members which is 80% to goal.
 - Expected to see more girls join this spring.
 - Goal of 10,000 girl members retained from MY24-25 is down 8% for retention.
- Fund Development is at \$719,655 and ahead of goal.

- This current number is comparable to what was earned for entire year when Ms. Clark was hired.
- Cookie season has just kicked off. 232,000 packages currently sold, 3% down 3% from last year and council budgeted 2% down.
 - If trends continue, it is projected that cookie season will finish being down 7% from last year which is a \$500,000 potential budget deficit. Other councils are currently down 17%.
 - Opportunity for council to have a strong cookie season, but sales are trending with membership.
- Staff has been advised that based on deficit there will not be bonuses this year.
- Staff presented organizational wide metrics.
 - Goal is for council to renew 10,000 girls, or 71.6% girl membership. Currently 9,361 girls or 62.8% of membership is renewed.
 - Once annual membership reaches \$65/girl, councils will receive a stipend (roughly \$16.25). Some councils are using this as a membership incentive.
- Ms. Harris requested more information on how volunteers are being retained.
 - Goal is 7,130 volunteer members, currently at 5,491.
 - Ms. Singleton addressed that volunteers have been surveyed with a mix response.
 - Ms. Clark addressed that cultural times have changed, it is harder for women to volunteer on top of careers and other commitments.

**Committee
Operations Update**

Ms. Clark reviewed updated Committee Operations.

- Committee roster and meeting dates were reviewed.
- Committee report has been revamped using a new committee tracker, and Fund Development committee tested this month which will be used in future meetings.
- Ms. Welle-Powell presented the Fund Development update.
 - WOD Western Slope raised \$64,482 which was over 7% of goal.
 - Year-end giving campaign raised \$116,461 which was 55% over goal of \$75,000.
 - Colorado Gives Day raised \$50,107 which was up 10% from 2024.
 - 2026 WOD Denver co-chairs will be Christy Belz and Maria Garcia Berry.
- Property Task Force committee was revisited.
 - Ms. Vielhaber has been working on a long-range property plan strategy for next 5-7 years to make capital investments and improvements on properties.
 - These will be used for financial forecasting.

- Was determined after further review that this was not a right fit for a board member.

ACTION: On a motion made by Ms. Axelrod and seconded, the Board approved to dissolve the Property Task Force committee and instead staff will meet quarterly with key board members with background in this work to develop a long-range plan. It was unanimously approved to Sunset the Property Task Force committee and a quorum was present.

Case Study Review

Ms. Singleton led discussion on the GSUSA case study.

- Councils across the country are facing financial pressures.
- Issues around membership and declining membership.
- Drops in membership is a direct correlation to drops in product program sales, our largest revenue.
- Revenue diversification is a challenge.
- Councils grappling with cost increases to update and maintain properties, pressure to sell properties due to costs.
 - GSUSA provides very little support to properties which places more pressure on councils.
- 2% of girls in Colorado are members of the organization.
- Discussion is to present the state of the situation for Board to have an understanding of where membership is and why as they move forward and make a plan.

BGC Update

Ms. Axelrod presented BGC updates.

- Ms. Scott is stepping down from Board effective January 2026 meeting.
- Ms. Gigoux will also be stepping down from the Board, but hers will be more of a fade out as MCC gets a replacement in place.
- Consider people on the Western Slope that would be good candidate for the Board to have that diversification across the state.

Financial Committee Update

Ms. Heiland reviewed the January financials and provided a pension update.

- GSCO has hired David Hughes as the new controller.
- Positive results for fiscal 2025, with a \$3 million better-than-budget at net revenue over expense.
 - About 50% came from investments, both short-term and long-term.
- Expecting challenges in fiscal 2026 but note that GSCO had made our budget every year and remain optimistic for this year.
- GSUSA pension which was frozen in 2010 is now 96% funded.
 - GSUSA Board approved moving forward with termination of the plan.
 - GSCO will be required to pay our pension obligation for calendar year 2026, which includes all of 2026 fiscal and 3 months of fiscal 2027. We may also need to set aside additional

funds dependent on performance of the pension plan. We will continue to receive updates from GSUSA throughout this process.

- No longer having a pension obligation will free up significant cash flow in the future.
- Addressed check from IRS for almost \$800,000 related to 2020 ERC.
 - Reviewed by employee, per pay periods Q2-4 in 2020 and matched what could qualify for ERC money.
 - GSCO's position is that we should be able to keep more than \$400,000 and have sent documentation to the IRS outlining our analysis. We are waiting for a response from them.
 - For Q1 and Q2 2021, it was determined that GSCO received checks from the IRS that we did not qualify for and those checks have been voided and returned to the IRS.
- A second issue with the IRS related to GSCO benefit offerings which indicated that GSCO had potential liability of \$283,000 for four staff who were part time, on-call or seasonal employees.
 - Responded with letter disputing this issue clearly stating that we meet minimum essential coverage under our benefits offering and provided supporting documentation.
 - IRS has acknowledged receipt of the letter.

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

- Audit Committee – 990 Review** Ms. Alholz, Rubin Brown Audit Partner, and Ms. Simon, Rubin Brown Audit Manager, reviewed the draft 2025 fiscal financials statements and Rubin Brown Viewpoints.
- GSCO is in a strong financial position.
 - GSCO received an unqualified opinion.
 - GSUSA Pension Plan termination is disclosed
 - Reviewed the ERC matter and presentation in the financial statements.
 - Ms. Alholz reviewed the functional expense included in the draft financial statements and noted that GSCO spends 80% of their funds on programmatic work.

ACTION: On a motion made by the standing Audit Committee and seconded, the Board unanimously approved the 2025 audited financial statements and Rubin Brown Viewpoints. A quorum was present.

- Executive Session** Board broke into Executive Session at 11:15..

- Adjournment** Meeting adjourned at 1:15 pm.

APPROVED by Girl Scouts of Colorado Board of Directors on March 20, 2026, by vote of 20 in favor; 0 opposed; 0 abstained.



Girl Scouts of Colorado
Carrie Walters, Secretary, GSCO Board of Directors