

Minutes

- Attendance
- *Board members participating:* Brooke Bodart, Charmaine Brown, Tim Butler, Alison Clark-Hardesty, Caroline Cornell, Christy Diehl, Rae Ann Dougherty, Erica Fukuhara, Jan Lucas, Cindy Miller, Maggie Murray, Cora Ohlgren, Angela Roberts, Courtney Scantlin, Ranee Sheno, MD, Shannon Sisler, Kim Staley, Noreen Landis-Tyson
 - *Excused:* Lacey Blake-Lindh, Jennifer Casani
 - *Membership Connection Committee Representatives to the Board:* Melissa Holmberg, Marie Williams
 - *Excused:* Sarah Braucht, Cassidy Christian
 - *Other participants:* Brooke Schoenbeck, At-Large Member of Audit Committee
 - *GSCO Staff participating:* Stephanie Foote, Donnell Heistand, Lindsay Standish, Pene Harrison
 - *Guest:* Monna Loftis, GSUSA
- 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 8:17 a.m. The meeting was conducted using Zoom.
 - The Girl Scout Promise and Law was recited.
 - Board members declared no conflicts of interest.
 - The mission moment was a video showcase of online activities for girls.
- Actions since February 21, 2020 Board meeting
- Ms. Dougherty noted the following actions taken by the Board since the February 21, 2020 Board meeting:
- Approved Limits of Authority Policy
 - Approved Liquidity Policy
 - Authorized Protocol for “Emergency Board Meetings”
 - Authorized GSCO to apply for funds under the Paycheck Protection Plan (PPP) for federal funds to cover salary, utilities, and rent expenses due to COVID 19 (Update: GSCO was approved for and has received \$1.25 million through the PPP)
 - Approved cancellation of GSCO 2020 Outdoor Program activities, which includes resident camp, troop camps, day camps, family camps, and Outdoor Adventure Club
 - Approved Slate of National Delegates
 - Approved Girl Scouts of Colorado’s incoming CEO, Leanna Clark
 - Executive Search Ad Hoc Committee work completed and is sunset
 - NOTE: Minutes of February Board Meeting approved 6/4/20
- Ms. Dougherty also noted the following materials included in the Board meeting packet:
- Audit committee coverage during Lacey Blake-Lindh’s maternity leave

- Membership Connection Committee Report
- GSCO Board Retreat Action Plan Status Update
- GSCO 2019 Annual Report

Consent Agenda

The Executive Committee approved the following resolutions, which require Board ratification through the Consent Agenda:

- Resolution to Extend Lease on Pueblo Office Space
- Resolution Authorizing Signer on Zipline Permits at Meadow Mountain Ranch

ACTION: On a motion made and seconded, the Board unanimously ratified approval of the above-named Resolutions through a consent agenda.

Financial Report

Angela Roberts and Donnell Heistand made the financial report:

- Information in the March 31, 2020 financial packet reflects GSCO's position prior to the impact of the COVID19 virus.
- GSCO's budget was \$171,000 better than budget.
- GSCO department heads reviewed budgets for the remaining six months of the fiscal year to identify potential savings and adjustments for the remainder of the fiscal year.
- The closure of outdoor program activities for the summer may result in \$500,000 loss in addition to approved budget.
- Market volatility from January through March has negatively impacted investments consistent with others experience. Continued negative impact is possible due to the COVID19 virus's impact on the market.
- The per girl average (PGA) of packages sold during the cookie activity was 347, ahead of the budgeted PGA of 320. This resulted in girls receiving additional proceeds.
- The total of \$1.4 million over budget does not include any forgiveness of the Paycheck Protection Plan loan GSCO to be received.
- The report does not include the salary for the incoming CEO, or any unrealized investment gains.

ACTION: Following discussion, on the Finance Committee's motion, which was seconded, the Board unanimously approved the March 31, 2020 financial packet.

2021 Budget

Donnell Heistand reviewed the upcoming 2021 budget process:

- New budgeting software system in place to facilitate scenario analysis.
- GSCO will do long range planning for TY 2020-2021, 2021-2022, and 2022-2023, including multiple scenarios due to the many unknown impacts of the COVID19 pandemic.
- Membership impacts all GSCO revenue sources, including the product program, retail sales, resident camp, outdoor programming, and the cookie activity.
- The cookie activity funds GSCO for the year. GSCO does not anticipate achieving sales of 4.8 million packages of cookies for the 2021 sale, and is working on various scenarios with Little Brownie Bakers, including contactless sale strategies, increased shipping costs,

varying logistical demands and expenses, and increased credit card sales, all of which may affect net revenue.

- Fund development provides another revenue source.
- Budget planning will include line by line expense analysis to be sure funds are directed appropriately.
- Long-term needs of all properties are under review to prioritize expenditures.
- Staffing levels are also under review.

Council Update

Stephanie Foote provided the Council Update:

- The GSCO Dashboard is in the Board packet.
- GSCO is financially sound, but everything moving forward will change due to COVID19.
- GSCO has been working constantly to address COVID19 issues.
- Statewide staff began working remotely March 12, 2020, and adapted to serving girls in very different ways.
- COVID19 will affect membership, but strategies for 25 by 25 are adaptable even for lower membership numbers.
- Increasing Outreach participation is in jeopardy since future in-school services are impacted by COVID19.
- Outreach staff shifted to developing virtual programming.
- GSCO faces the obstacle that not all girls in Colorado have good connectivity to access virtual programming.
- Information is ready for the new CEO.

Outdoor Program Alternatives

Lindsay Standish discussed Outdoor Program opportunities since camp is canceled.

- GSCO's decision to cancel camp was based on the safety of our campers, the most important issue, and not on financial ramifications.
- Full refunds were provided with all cancelations.
- Product Program staff is processing cookie credit refunds.
- Membership response to the decision was very accepting, and there have been no complaints.
- Outdoor Program team is working on alternatives and opportunities for the summer, and working with other camps in Colorado and across the country.
- GSCO is working closely with GSUSA on guidelines for virtual offerings, other programs, and items such as camp kits, different in-person activities as COVID19 restrictions ease, exploring delivery of materials and camp kits through meal delivery sites and other venues to reach girls with limited or no internet access

Farewell to Stephanie Foote

- GSCO Board thanked Stephanie for her service with the following:
Today the Girl Scouts of Colorado's Board of Directors formally thanks and is pleased to honor our CEO, Stephanie Foote, for her years of service and leadership, for her passion for Girl Scouts and especially the impact she has had in developing Girls of Confidence, Character and Courage throughout Colorado. These girls, many of whom are young leaders in our community today. They are her true legacy.

The Board of Directors accepted the retirement announcement from Stephanie in December 2019. She generously provided us 6 months to plan the transition. We are grateful for her leadership through this unexpected COVID-19 crisis.

We especially recognize Stephanie's creation and endowment of the Stephanie A. Foote Leadership Prize. This enables our council to highlight the Gold Award and provide special recognition of Gold Award Girl Scouts whose take-action projects are exceptional examples for Girl Scouts and for our communities. This Prize will live on as a very visible and important part of Stephanie's legacy to Girls Scouts of Colorado. Thank you Stephanie, for your passion and generous support for the Gold Award.

On behalf of the entire board of directors, we share our best wishes for a fabulous retirement and our gratitude for all you have done for Girl Scouts of Colorado.

- The Board had a gift box and thank you letter delivered to Stephanie Foote in thanks for her service and congratulations on her retirement.
- Ms. Dougherty announced that Board members have contributed over \$7,000 to the Stephanie A. Foote Leadership Prize fund in her honor.

Threats and Opportunities

Stephanie Foote reviewed the threats and opportunities presented in the Board packet.

- Cookie sale revenue dropped for many councils whose sales were either interrupted or shifted to complete no-contact sales due to COVID19. GSCO's sale was completed successfully before the pandemic outbreak.
- Projected membership drops are negatively impacting GSUSA, and many councils have laid off staff or implemented salary reductions.
- GSCO anticipates increased requests for financial assistance
- COVID19 restrictions will have a major impact on what we can do, and how we do it

Other Reports

- Ms. Dougherty refers Board members to the Membership Connection Committee (MCC) report in the Board packet, noting that the waived its time during the meeting.
- The Audit Committee also waived its time, noting that one Whistleblower Complaint was received and resolved.
- The Philanthropy Committee also waived its report time for this meeting.

Board Chair Report

Ms. Dougherty reported the following:

- Leanna Clark, the incoming CEO, begins on May 26, 2020.
- Ms. Dougherty is developing an onboarding plan and welcomes input from Board members.
- Risks were recapped and discussed

Break	This section of the meeting adjourned at 9:44 for a break until 10 a.m. Susan Baker, At Large member of Board Governance Committee, joined the meeting by Zoom link at 10 a.m. for this portion of the meeting
Board Governance Committee Report	<p>Shannon Sisler and Christy Diehl reported for the Board Governance Committee (BGC):</p> <ul style="list-style-type: none"> • Presented concept proposals for gradual transition of the Board from its current state to an aspirational state • Presented and discussed concepts and recommended changes • Goals are to increase diversity in all respects, set clear expectations for commitments from all Board members • Improve council staff and governance relationship • Reviewed nonprofit board responsibilities • Goals to develop community partnerships and increase fundraising • Presented proposal, aspirations, duties, and expectations for a three-part board structure: • The BGC will continue its work and update the Board at a future meeting.
Break	This section of the meeting adjourned at 11:02 for a break until 11:15 a.m.
Board Assessment Review	The Board reconvened to review the results of the GSUSA Board Assessment included in the Board Packet with GSUSA Governance Consultant, Monna Loftis,
Adjourn	There being no other business, Ms. Dougherty adjourned the meeting at 12:15 pm

APPROVED by the Girl Scouts of Colorado Board of Directors, by electronic vote, on the 10th day of July, 2020, as follows: 20 in favor, none opposed, no abstentions.



Brooke Bodart
Secretary, Girl Scouts of Colorado Board of Directors