



# BOARD OF DIRECTORS

## MINUTES GSCO BOARD MEETING and STRATEGIC PLANNING

September 24, 2021

### Attendance

*(All present throughout, maintaining quorum.)*

- Board members attending: Lacey Blake-Lindh, Charmaine Brown, Tim Butler, Jennifer Casani, Caroline Cornell, Christina Diehl, Crystal Eustis, Megan Flori King, Erica Fukuhara, Victoria Gigoux, Christina Gunn, Genia Herndon, Maureen McDonald, Cindy Miller, Barbara Myrick, Angela Roberts, Anjii Roe Wood, Ranee Shenoi, MD, Shannon Sisler, Carrie Walters
- Board members excused: Sam Aghbashian, Brooke Bodart, Courtney Scantlin
- Membership Connection Committee representatives to the Board (non-voting): JoAnne Busch, Carrie Harding, Kimberly Jones, Nicole Lockwood
- GSCO Staff (non-voting): Leanna Clark - *ex-officio*, Rychelle Arnold, Michelle Boot, Kristin Hamm, Donnell Heistand, Melissa Holmberg, Martha Johnson, Katie Singleton, Lindsay Standish

### 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 9:01 a.m. The meeting was held via Zoom video call.

No conflicts of interest were declared.

### Board Governance Committee

The Board reviewed the slate of GSCO Board of Directors status

- Members that will begin their first three-year term in September include Crystal Eustis, Victoria Gigoux, Christina Gunn and Maureen McDonald and had previously been voted in by board during July 2021 meeting.
- Ranee Shenoi, MD and Angela Roberts will begin their second three-year term in September
- Presented a new slate of board members to be voted on today with three directors for Sept. 2021-Sept. 2024 term Anji Wood, Barbara Myrick and Megan Flori King
- Ms. Walters discussed how digital on-boarding will look for new Board Members in the future

**ACTION: On a motion made by Ms. Miller and seconded, the Board unanimously approved the Slate of Election of new Board Members. A quorum was present.**

### Consent Agenda

The Board reviewed the consent agenda.

- Board ratified the following:
  - Signature Authority on Council Accounts
  - Bank Accounts at Vectra Bank

- The Minutes of the Regular Meeting of the Board on July 23, 2021 were approved.

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

**Standing & Ad-Hoc Committee Reports**

Ms. Cornell noted that Standing Committee reports for MCC and Governing Documents Ad Hoc are included in the Board Packet.

**Magic Sky Update**

- Ms. Clark provided an update on the sale of Magic Sky.
- Sale of property will close on September 27, 2021 for \$10.78 million
  - Beyond the land transaction, GSCO will foster a partnership with the University of Denver and provide opportunities members into the future.
  - Girls will continue to have access to Magic Sky for six weeks each summer at least the next 7 years
  - Board to ratify Limits of Authority Policy as listed in Board Packet in preparation for the sale closing.

**Council Update**

- Ms. Clark highlighted additional council updates as outlined in the Board Packet
- Running digital campaign to support sign-up days which have performed well
  - Total reach was over 30,000 parents in the target market
  - Fall Product Sales off to good start, over 2,300 girls selling and \$428,000 in sales
  - Upcoming cookie season changes include price increase and new cookie, Adventurefuls
  - Waiting on timeline renewal and RFP with baker
  - Restructuring Chief Outdoor Program Property and Risk Management position
  - Medical benefits forecasted to have a 15% increase which council will absorb
  - Membership is up 6.27% from this time last year but still down 20% from 2019
  - Nationally GSUSA is down 2.5% from this time last year and 26.4% from 2019

**Finance**

- Ms. Heistand recapped the Finance information included in the Board Packet
- Ms. Heistand presented the July 31, 2021 Financial Package
  - Applied for forgiveness on second PPP loan of \$1.689 million and expect full forgiveness
  - Also applied for employee retention tax credit of about \$794,000
  - Treasurer’s report was addressed as presented in Board Packet

- Finance Committee has reviewed and discussed the 2022 Budget. The Finance Committee has approved the budget and recommends the 2022 Budget for Board approval.

**ACTION: On a motion made by Ms. Fukuhara and seconded, the Board unanimously approved the July 2021 Financials and 2022 budget. A quorum was present.**

Ms. Roberts and Ms. Blake-Lindh discussed the modifications to the Limits of Authority Policy.

**ACTION: On a motion made by Ms. Sisler and seconded, the Board unanimously approved the revised Limits of Authority Policy. A quorum was present.**

**Strategic Plan Update**

Ms. Clark provided an update on the Strategic Plan.

- 4 strategic priorities include Membership, Brand, Revenue and Culture
- Want to live up to brand promise of Championing Girl Ambition
- Staff selected an image which best reflected culture that they strive to achieve
- Next steps include teams reviewing strategies and tactics, establish Performance Management for all staff, monthly updates on progress towards key success metrics and supervisors regularly checking in with teams about their progress towards their goals.

**Year End Giving Recap**

Ms. Johnson provided an end of year giving update which included:

- Passed the goal of \$1 million dollars
- \$1,186,000 in money received
- Significant contributions included Ward Family Trust, Anschutz Foundation and Women of Distinction Denver
- Women of Distinction Denver has been re-imagined and to date received \$239,000 in commitments
- Women of Distinction Western Slope currently at \$34,700 in sponsor and ticket commitments
- Fiscal Year End mailing was sent to 1,000 past donors
- Total Board Give/Get Commitment is \$48,480 and currently Give/Get received is \$56,650
- Board giving goals for FY 21/22 include every board member makes a personal gift, every member meets or exceeds the \$2,500 give/get goal, and every board member participates in at least one WOD event.

**GSUSA Dashboard Review**

Ms. Singleton presented the Voices Count & GSUSA 2021 annual Dashboard Review to the Board.

**Audit Committee**

Ms. Blake-Lindh reviewed the GSCO 403(b) Draft Financial Statements and Whistleblower Complaints Update as presented in packet.

**ACTION: On a motion made by the standing Audit Committee and seconded, the Board unanimously approved the items listed above. A quorum was present.**

- Board Governance Committee** Ms. Sisler presented the Board Packets Report
- Reviewed Board members and their terms
  - Focus recruiting on diverse new candidates outside the Denver area that are younger and older, include male representation and members of under-represented populations
  - Committee and Officer Slates for FY 2021-2022 were reviewed

**ACTION: On a motion made by Ms. Miller and seconded, the Board unanimously approved the Slates as provided in the Board Packet. A quorum was present.**

- Board Chair Report** Ms. Cornell presented on upcoming items in the pipeline.
- Committee evaluating a board portal program for organization and archiving Board items
  - Bylaws will need to be reviewed this year beginning with a review by each standing committee.

**Adjourned** Meeting adjourned at 12:00 p.m.

APPROVED by Girl Scouts of Colorado Board of Directors on October 25, 2021, by vote of 18 in favor; none opposed; two abstained.

Minutes Prepared by  
Melissa Holmberg, Special Projects Manager, GSCO



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Girl Scouts of Colorado  
Caroline Cornell, Board Chair, GSCO Board of Directors