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## Board of Directors Regular Meeting

June 15, 2023

Social and supper 4:30 p.m.  
Meeting 5:00-7:00 p.m.

Modesto Regional Program Center  
3330 Oakdale Road, Modesto, CA  
*Meeting notification and packet emailed 6/5/2023*

### **ATTENDANCE:**

Voting Members Present: Bernadette Austin (R), Lisa Cardoza – Secretary, Cathie Conner, Shannon Cooper, Patty Estopinal – Treasurer, Fran Halbakken – Vice Chair, Alana Mathews (R), LeShelle May (R), Kim Mayes – Chair, Lisa Mazza, Lynne Meredith, Jenni Murphy, Emma Pham-Tran (R), Alejandra Quezada, Kate Reid – Vice Chair, Mira Shomar, Margo Souza

Members Excused: Angie Balderas, Robin Kren, Janet Nunez-Pineda

Staff: Flerida Arias - Vice President, Community Partnerships and DEI, Morgan Bauer – Chief of Staff, Marcella Cooper – COO, Linda Farley – CEO, Leslie S Parker – Executive Administrator, Rich Ryan – CFO, Susan Willson – CDO.

Guests: Nina Hoobyar – Girl Scout, Tricia Hoobyar – Troop Leader

Quorum needed: 11

**Quorum established: 15**

Meeting quorum max count: 17

### **CALL TO ORDER**

Board Chair Kim Mayes opened the meeting at 5:01 p.m. with 15 Board members, six staff, and two guests in attendance.

### **MEETING ORGANIZATION**

Kim reminded everyone that arrivals and departures would be recorded in the minutes to maintain a quorum during the Board meeting. She asked if any members had an objection to recording the meeting to facilitate the minutes or if there was a conflict of interest with anything on the agenda. No objections were noted.



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## GIRL MOMENT

COO Marcella Cooper introduced Girl Scout Ambassador Nina Hoobyar from Troop 399, to share her Gold Award project. Nina introduced her project of establishing the ASL (American Sign Language) club at Turlock High School and presented a slide show where she quizzed the knowledge of the Board members on ASL and Deaf culture. She shared the answers and shared her knowledge regarding both. Among her successes was successfully educating her fellow students and members of her community with the members of the club about deafness and the Deaf. They lobbied for an ASL class to be included in the curriculum at Turlock High which was granted but had to be postponed until the school finds an accredited ASL teacher for the class.

Nina will be attending Fresno State in the fall majoring in Deaf Studies.

Kim thanked Nina and her mom and troop leader, Tricia, for coming from Turlock to present to the Board. They were excused.

## CONSENT AGENDA

The consent agenda, consisting of the Board Minutes of April 1, 2023, was presented. A clerical error regarding those in attendance at the retreat but not the Board meeting was noted and corrected. The consent agenda was then accepted and approved as corrected.

[LeShelle May arrived remotely at 5:17 p.m.]

## ENSURING NECESSARY RESOURCES

### Finance

Treasurer Patty Estopinal moved to accept the February 2023 Financial Report. Jenni Murphy seconded the motion.

Discussion: Patty commented that GSHCC remains in a good position, with fall product, cookies, and retail all above budget and regular expenses remaining below budget. There were some non-budgeted expenses for the strategic planning and Membership 360 sessions.

Motion passed unanimously.

[Alana Mathews arrived remotely at 5:20 pm]

### **Fund Development**

Susan Willson and LeShelle May outlined the plans for the council's inaugural fundraiser, **Gather and Give for Girl Scouts**, that will be held at the Old Sugar Mill in Clarksburg in October. LeShelle reported that the committee visited the Old Sugar Mill venue and is excited about having the event there. Susan and LeShelle provided the Board a high level overview of the event flow and program, sponsorship levels, and Board engagement opportunities. They invited members to donate wine for the wine fridge raffle, items for the cookie wall, and to secure experiences and unique items for the live auction.

Linda and Susan introduced the Powerful Women Supporting Powerful Girls \$300 level tickets. Kim encouraged all the members to plan to attend the event and to propose to Susan and the team any donations for the live auction. She mentioned that perhaps the Board could sponsor a table and that she will connect with members.

[Alana Mathews left the meeting at 5:26 pm]

### **DECISION INFLUENCING**

Kim turned the time over to Lynne Meredith, one of the Board National Council Session (NCS) Delegates, to talk about the recent travel advisories to Florida (where NCS is being held) issued by the NAACP, the Human Rights Coalition, and other organizations. GSUSA cannot change the venue at this late date. Some of the GSHCC NCS Delegates and traveling staff do not feel safe traveling to Florida.

Lynne Meredith moved that due to a number of travel advisories and the recent white supremacist activities at Disney World in Florida, and to address the safety of girls and adults, that the GSHCC Board of Directors not support travel to the state of Florida to physically attend NCS. The Board strongly encourages GSUSA to provide a virtual NCS option so that 2023 GSHCC NCS delegates can participate in the program. The motion was seconded by Lisa Cardoza.

Discussion: Lynne and Linda were invited to comment. For quite a while, many in the Movement, NCS Delegates and staff have expressed their anxiety about going to Florida. She stressed that this motion corresponds and represents the DEIRJ work GSHCC has been doing for more than five years. To ignore it would be incongruent with GSHCC values and principles. The delegation is still one team who represents GSHCC until 2025.

Motion carried unanimously.



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The next steps were reviewed for communications to the Delegates, Alternate Delegates, staff, and Representative Assembly. Also, if Board members should be asked about this, they should direct all inquiries to Susan as the marketing contact.

[Alana Mathews re-joined the meeting (mid-discussion) at 6:03 pm]

The meeting was put at ease at 6:09 pm.

The meeting was called back to order at 6:16 pm.

## SETTING STRATEGIC DIRECTION

### CEO Report

Linda and Fran gave an overview of the strategic planning process just completed with Slalom, the consulting company. Fran commented that the data gathered by Slalom was educational and eye opening to her as a Board member.

The first draft of the plan includes:

- North Star: Meet K-3 girls and troop leaders where they are and provide accessible tools, resources and programs aligned with the Girl Scout Leadership Experience in a safe environment. This ensures that girls can thrive and have an advantage in life and troop leaders feel fulfilled and inspired to impact their communities.
- Brand Statement: Welcoming All Girls. Developing Confident Leaders.
- Strategic Pillars:
  - I. Acquire troop leaders and K-3 girls
  - II. Retain troop leaders
  - III. Retain girls
  - IV. Strengthen Community Troop Program
  - V. Foundational:
    - 1) Cultivate and promote cultural competency.
    - 2) Ensure financial stability and growth.
    - 3) Drive operational excellence and efficiency.
    - 4) Expand access, support, and opportunities through community engagement.
    - 5) Empower and engage high-performing staff.

Marcella explained that the focus on K-3 girls does not mean we ignore the older girls, but provides a pipeline that will become GSHCC's older girls. She referenced the work done in 2022 with Jeanne Bliss regarding the volunteer experience and the Membership 360 meetings earlier this year as influencing the strategic planning focus.

### **Board Chair Report**

Kim thanked Linda, Fran, Marcella, and the team for all their hard work and the clear plan presented. She expressed her hope that the Board members can assist and use their contacts and skills to help with volunteers and community troops. Such Board engagement will strengthen GSHCC and is appreciated.

### **BOARD PERFORMANCE**

Kim thanked the Board members who have participated in girl and council events, such as the Capitol Bridging, Staff Appreciation Breakfast, Highest Awards, Donor Celebrations, and Camp Care Packages. She would like to see the responsibility spread across the Board so that more members of the Board are seen and represented across the council.

Kim thanked Leslie for keeping track of attendance and participation at the events and asked the members to reach out to her if they have not completed their personal Board dashboard.

Kim remarked that the retreat in April was great, but would like maximum participation, 100%, at next year's retreat. Therefore, she will be sending out an email to choose the date of March 16 or April 6 for 2024. She thanked Cathie for offering her home for a Board social in August, and will include that in the email as well.

### **PROVIDING OVERSIGHT**

Kim turned the time over to Vice Chair Kate Reid, pro tem Chair of the Board Recognitions Committee, to present for Robin Kren who is unable to attend tonight.

On behalf of the Board Recognitions Committee, Kate Reid moved to approve the award nominations as recommended by the Board Recognitions Committee.

Discussion: When the committee receives the nominations and endorsements, there is no identifiable information on them whatsoever, allowing for the nominations to be judged purely on merit. Included in the memo from the committee were four Appreciation Pins, two Honor Pins, and one Thanks Badge. Ten nomination packets were received, compared with eight in each of the last two years, and three were not approved as they were lacking endorsement letters.

Motion carried unanimously.

**ADJOURNMENT**

Kim thanked everyone for attending and participating so fully in the meeting. She reminded everyone that the September meeting would be in person at the Sacramento Office. She asked if there was any other business to discuss. Hearing none, the meeting was adjourned at 6:46 p.m.

Respectfully submitted,



Leslie S Parker, *PACE*  
Executive Administrator  
*Recording Secretary*



Kim Mayes  
Board Chair



Lisa Cardoza, Ed.D.  
Board Secretary

These minutes were approved as [indicate one: **presented**, corrected, amended] at the September 21, 2023, Board Meeting.



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## Board of Directors Regular Meeting

Subsequent Event and Email Vote

June 20-21, 2023

**Purpose: Email vote regarding National Council Delegates attending the National Council Session in Orlando, FL, in July 2023.**

Board Chair Kim Mayes sent out an email motion for a vote on June 20, 2023 at 8:42pm.

Motion by Lynne Meredith: While the GSHCC Board of Directors does not support travel to the state of Florida, if a delegate wants to go, we authorize GSHCC to pay for the previously agreed-upon NCS expenses.

Motion was seconded by Jenni Murphy.

The rationale was sent with the request for a REPLY ALL vote with a deadline to vote set on June 21, 2023 by the end of the day. See attached printed emails.

One question was raised about financial responsibility if someone were hurt or injured. In response, GSHCC bought additional insurance to cover the travelers.

Tallied vote: Aye=18; Nay=1; no vote=1

Board Chair Kim Mayes declared the **motion approved** and closed the vote at 9:13 a.m. on June 21, 2023.

Respectfully submitted,

Leslie S Parker, *PACE*  
Executive Administrator  
*Recording Secretary*

Kim Mayes  
Board Chair

Lisa Cardoza, Ed.D.  
Board Secretary

These subsequent event minutes were approved as [indicate one: **presented**, corrected, amended] at the September 21, 2023, Board Meeting.