

Girl Scouts Heart of Central California
BOARD OF DIRECTORS
REGULAR MEETING MINUTES

January 20, 2011 6601 Elvas Avenue
5:55pm – 7:28pm Sacramento, CA

PRESENT: Debra Brown, Catherine Conner, Barbara Ellis, Anne Ferguson,
 Robert Ferriman, John Gallagher, Robin Kren, Beverly Lamb, Judy
 Lin, Genevieve Marsh, Jan Opie, Princetta Purkins, Anita Rohn,
 Toni Rubin, and Susan Sheridan

EXCUSED: Gianna Gianelli-Mehl, and Paige Smith

STAFF: Jean DeCamilla, Kerry Koyasako, and Pam Saltenberger

GUESTS: Bobbie Hales, Gilbert Associates and Jim Paul, Downey Brand

Chair of the Board, Catherine Conner, called the meeting to order at 5:55. She welcomed Bobbie Hales and Jim Paul.

I. CONSENT AGENDA

The Consent Agenda included the following items:

- Minutes of the November 18, 2010 Board of Directors meeting
- Resignation of Norman Marshall from the Board and the Property Committee

The Consent Agenda was approved by general consent.

II. FINANCE COMMITTEE

Barbara Ellis presented an overview of the November financials. She noted that we are still in a positive position with total assets up substantially. Barbara Ellis, on behalf of the finance committee, moved to accept the November

2010 Statement of Activities and the November 2010 Statement of Financial Position. The motion passed unanimously.

Bobbie Hales of Gilbert Associates presented an overview of the audit. She reported that we received an unqualified opinion. She also reported on items that were in the management letter from the prior year which had been resolved. We currently have a three month reserve which is good. She reviewed certain required communications and any changes from last year. Barbara Ellis, on behalf of the audit committee, moved to accept the 2009/2010 audit as presented. The motion passed unanimously.

III. GIRL SCOUTS OF THE USA PENSION OVERVIEW

Jim Paul from Downey Brand presented an overview and background information on the National Girl Scout Council Retirement Plan. He reviewed the possible legal options councils may have, including litigation, but recommended we not pursue the litigation option at this time. He suggested that it would be appropriate for our council to prepare a demand letter to Girl Scouts of the USA (GSUSA) in support of the letters to GSUSA circulated by several other councils. The Board discussed the status of the underpayment, including GSUSA's role in the under funding of the plan, the freezing of the plan and that no replacement plan has yet been able to be implemented for the current employees of the council.

Jan Opie moved to authorize Jim Paul to draft a letter to GSUSA demanding that they take financial responsibility for the third of the underfunding caused by their offering the Voluntary Early Retirement Incentive Plan. The motion was seconded and passed unanimously. The draft of the letter will go out to the board prior to sending it to GSUSA.

IV. BOARD APPROVED RECOGNITIONS

Anita Rohn reported that the Board Approved Recognitions Task Force received 43 nominations and the committee recommendation was in the board packet. Anita Rohn moved to accept the recommendations of the Recognitions Task force for Board Approved Recognitions. The motion was seconded and passed unanimously.

V. PROPERTY COMMITTEE

John Gallagher reported that we have lowered the price for the Modesto property to \$950,000. In December we hired PMZ to represent us and they are actively marketing the property. We also lowered the price for the Rancho building to \$998,400. Cornish and Carey are still the brokers on that property.

He also reported that Headwaters Development is in default on their obligation but they have no ability to pay. They have agreed to move into the Rancho building and we are drawing up a lease agreement now. Part of the agreement will be that they must vacate the property within 30 days if we have a buyer.

VI. CAPITAL CAMPAIGN UPDATE

Catherine Conner reported that the Capital Campaign is well underway and we are still in the “family” phase. Individuals have been very generous. We have begun work on the Campaign video and brochures.

VII. BOARD REPRESENTATIVE COMMITTEE

Toni Rubin reported that the October forums topics of discussion items are being forward to staff to implement if possible. The fall forums are scheduled for October 29th and November 3rd. These will be in preparation for the National Council Session. In addition, there will be representative training on May 31st and June 1st.

VIII. MANAGEMENT REPORT

Pam Saltenberger reported that as of the end of December our membership is up 1.5% in volunteer led troops with an overall increase of 1.9%. She also urged the board members to attend this year’s annual meeting to be held on February 12, 2011 at the CSUS Alumni Center.

Meeting adjourned at 7:28 p.m.

Anne Ferguson, Secretary