

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

June 17, 2010 13020 W. Stockton Blvd.
6:05pm – 7:43pm Galt, CA

PRESENT: Debra Brown, Catherine Conner, Anne Ferguson, Gianna Gianelli-Mehl, Robin Kren, Beverly Lamb, Norm Marshall, Jan Opie, Anita Rohn, and Susan Sheridan

EXCUSED: Barbara Ellis, John Gallagher, Judy Lin, Genevieve Marsh, and Toni Rubin

STAFF: Loretta Kitch, Kerry Koyasako, and Pam Saltenberger

Chair of the Board, Catherine Conner, called the meeting to order at 6:05.

I. PROGRAM – COMMUNITY PROGRAM COLLABORATIONS

Loretta Kitch, Director of Program, gave an overview of all of the community collaborators we use for our program events. She highlighted one such collaboration with the California Women for Agriculture who helped us put on an event at Cal Expo where over 200 girls attended. She also shared that we would not be able to provide such excellent program opportunities for girls without the help of these collaborators.

II. CONSENT AGENDA

The Consent Agenda included the following items:

- Minutes of the April 15, 2010 Board of Directors meeting
- Resignations of Jeff von Kaenel
- Approval of Robert J. Ferriman to the Board

It was noted that Susan Sheridan was omitted from the minutes as present. Agenda was approved, with correction, by general consent.

III. FINANCE COMMITTEE

Kerry Koyasako, Controller, presented an overview of the April financials. She noted that we are still in a positive position but because the pension expense was not budgeted salary expense look over budgeted which they really are not. We have also been notified that we have another \$40,000 in grants that have been approved but we have not received formal notification thus they are not recognized as income at this time.

Robin Kren moved on behalf of the finance committee, to accept the April 2010 Statement of Activities, and the April 2010 Statement of Financial Position. The motion passed unanimously.

Pam Saltenberger presented an overview of the current situation with Girl Scouts of the USA sponsored pension plan. The plan was frozen effective July 2010 but we still do not know our liability.

IV. CAPITAL CAMPAIGN UPDATE

Catherine Conner presented an overview of the Capital Campaign Plan. She reported that 100% of the board completed a letter of intent and we are at \$401,000 for board commitment. We will be starting the staff solicitation and expect 100% participation as well. There will be a staff campaign kick-off on July 9th at 11:30 and she will be emailing the board encouraging them to attend. We will also begin the key volunteer portion of the campaign within the next few weeks.

V. BOARD REPRESENTATIVE COMMITTEE

Anita Rohn reported that we currently have 102 representatives and 3 girl at large representatives. On May 20th and 26th the committee held a representative training and 34 people attended. These trainings were held in Sacramento and Modesto. There will be an opinion survey sent to all representatives for suggestion on topics to be discussed in the forums to be held in October.

VI. FUND DEVELOPMENT COMMITTEE

Catherine Conner reported that the open house on May 19th was a big success with over 180 people in attendance. She thanked the board members that were able to attend.

Pam Saltenberger provided a general review of the fund development plan to date.

VII. MANAGEMENT REPORT

Pam Saltenberger asked the board if they liked the highlighted summary report and all did but asked that we continue to provide the summary and full management report. She also reported that membership is up 2.5% in volunteer led troops.

Girl Scouts of the USA (GSUSA) has asked us to share our successes because in their words “we are one of the few councils to have membership growth and financial stability after realignment.” We will share anything that comes out of this request.

VIII. RANCHO CORDOVA PROPERTY UPDATE

Pam Saltenberger updated the board on the work we are doing with Steve Stwora-Hail, our attorney with Downey Brand, to formalize the process with Headwaters Development to complete the transfer of the Rancho Cordova property to Headwaters Development pursuant to our original agreement with Headwaters, which was to have occurred on April 10, 2010. They have met with Doug Pope and Steve is generating a document formalizing our modification of the original agreement. The Rancho Cordova property will be discounted by Headwaters to expedite a sale and any deficit from the original \$1,664,000 agreed purchase price to be paid by Headwaters to Girl Scouts Heart of Central California will be secured and paid in accordance with a note payable the Girl Scouts Heart of Central California (GSHCC) secured by other assets of Headwaters. It was also discussed that Headwaters should pay any interest expense incurred by GSHCC that would have been avoided by reducing the principal balance of the loan had the transfer been made and the purchase price timely paid. Doug made it clear that he is committed to meeting the obligations set forth in our original agreement.

We have also requested an extension of our construction loan to January 2011. Because the original agreements were executed by Patricia Cochran, a new corporate resolution for Five Star Bank needs to be approved by the board naming Catherine Conner as the current board chair. This document is identical to the one approved by the board when we began this process.

Anne Ferguson moved to approve the loan extension and authorize various actions by Catherine Conner and Pam Saltenberger on behalf of the board of directors as stated in the attached Corporate Resolution to Borrow/Grant Collateral/Subordinate Debt. The motion was seconded and passed unanimously.

IX. PROPERTY COMMITTEE

Norm Marshall reported that the final “punch list” items are being addressed and the street lights are being installed.

X. GIRL SCOUTS OF THE USA

Catherine Conner shared with the board that The Girl Scouts of Central & Southern New Jersey has asked our support in a proposal they want to submit for consideration at the 2011 National Council Session. If their proposal passed each Girl Scout council would be able to charge an additional “registration” fee that would stay with that council. The board agreed that this would not be something we would support.

Catherine Conner also shared a letter that she and Pam Saltenberger wrote to Connie Lindsey, National President, and Kathy Cloninger, CEO of GSUSA. We had been asked to sign a Campaign Partnership Agreement that would allow GSUSA to count all funds raised by GSHCC during the next two year to be counted as 100th Anniversary campaign funds. Because we are beginning a capital campaign we felt that agreeing to this would be misleading and not accurate. We did commit to notifying GSUSA of any money raised because of the 100th Anniversary and would support their campaign in any way we could.

Meeting adjourned at 7:43 p.m.

Anne Ferguson, Secretary