

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

September 16, 2010 6601 Elvas Avenue
5:56pm – 7:54pm Sacramento, CA

PRESENT: Debra Brown, Catherine Conner, Barbara Ellis, Anne Ferguson,
Robert Ferriman, Robin Kren, Beverly Lamb, Genevieve Marsh, Jan
Opie, Anita Rohn, Toni Rubin, Susan Sheridan, and Paige Smith

EXCUSED: John Gallagher, Gianna Gianelli-Mehl, Judy Lin, and Norm
Marshall

STAFF: Kelly Cruchley, Jean DeCamilla, Kerry Koyasako, Julie O'Donnell,
Mary Palley, Pam Saltenberger, Sarah Sanford, and Liz Williams

Chair of the Board, Catherine Conner, called the meeting to order at 5:56. She welcomed Rob Ferriman to the board and each board provided a brief introduction of themselves and the time they have been on the board.

I. CONSENT AGENDA

The Consent Agenda included the following items:

- Minutes of the June 17, 2010 Board of Directors meeting
- Approval of Princetta Purkins to the Board

The Consent Agenda was approved by general consent.

II. FINANCE COMMITTEE

Barbara Ellis presented an overview of the July financials. She noted that we are still in a positive position with total assets up substantially. Barbara shared that this has been a challenging year. Barbara Ellis, on behalf of the

finance committee, moved to accept the July 2010 Statement of Activities and the July 2010 Statement of Financial Position. The motion passed unanimously.

Barbara Ellis on behalf of the finance committee moved to accept the 2010/2011 Budget as presented. She noted that the expenses for the capital campaign are in the budget but no revenue is shown which is the most conservative approach. The net cash at year end 2011 is projected to be \$21,000. This does not include any increase in cookie sale but does include the increase in price that we will be paying for cookies. Salaries are up because we have added two part time staff positions – one in the Sacramento shop and one in Modesto for the Hispanic Initiative. The motion passed unanimously.

III. BOARD APPROVED OBJECTIVES

Jean DeCamilla presented a brief overview of the process in reviewing the objectives. Each division head spoke to those objectives that are directly related to their area of responsibility. They included: Kelly Cruchley, Director of Fund Development; Julie O'Donnell, Director of Marketing and Communication; Mary Palley, Vice President Human Resources and Administration; Sarah Sanford, Director of Membership; and Liz Williams, AVP Program and Adult Development.

Robin Kren moved to accept the 2010/2011 Board Approved Objectives as presented. The motion was seconded and passed unanimously.

IV. GIRL SCOUTS OF THE U.S.A. PENSION PLAN

Pam Saltenberger presented an update on the GSUSA Pension Plan and our projected liability. Current liability for the whole plan is \$585,607,000 with total plan assets of \$381,000,000. Our council liability is \$4,661,000 which represents 8% of the total plan liability. At this time we have been notified that our annual council contribution will be \$201,000. A few councils have written to Girl Scouts of the USA and questioned their failure to prudently invest plan assets, the decision to implement voluntary early retirement incentive program, and their reduction in participating council contributions. Girl Scouts of the USA disagrees with all assertions. As a council we should be prepared if there are any legal actions taken by councils against GSUSA. Pam will keep the board apprised of further issues.

V. CAPITAL CAMPAIGN UPDATE

Catherine Conner presented an overview of the Capital Campaign Plan. She reported that 100% of the board and staff have completed a letter of intent. The key volunteer portion of the campaign is well underway. Nancy Lawrence is the acting advocate on the asks within the Sacramento region. We have also identified prospects for the more public phase of the campaign. These lists will be reviewed by members of the community to determine the possible giving levels. There will be a similar process in Modesto. In addition, both a videographer from Sacramento and graphic design group, one from Sacramento and one from Modesto, have been identified to do the campaign brochure and video. Their work will be done by mid-January.

Anne Ferguson moved to approve the sale of the Modesto property for the new terms of: Sale Price - \$900,000, Initial Deposit - \$5,000, Additional Deposit - \$20,000, Inspection Contingency – 60 days from execution of the Purchase Sale Agreement (PSA) to inspect property and conduct feasibility, Financing Contingency – buyer shall have 60 days from execution of the PSA to obtain a new loan that is acceptable to Buyer, Close of Escrow – 30 days following removal of Inspection and Financing Contingencies, Title & Escrow – Seller shall identify a Title Insurance and Escrow Company within 7 days from execution of the PSA, Buyer and Seller to share equally in the cost of Escrow, Recording Fees, Transfer Taxes and CLTA Title Insurance to be paid according to County Custom, Brokerage Fees – Seller to pay Lee & Associates in accordance with the Listing Agreement. The motion was seconded and passed unanimously.

VI. BOARD REPRESENTATIVE COMMITTEE

Toni Ruben and Anita Rohn reported that the opinion survey sent to all representatives for suggestion on topics to be discussed at the forums in October was very well received. The Representative forums will be in Sacramento on October 20th and Modesto on October 21st. All board members are encouraged to attend one of the meetings.

VII. FUND DEVELOPMENT COMMITTEE

Susan Sheridan reviewed the fund development plan. At the next board meeting she will present the plan for the coming year. Additional people are being added to the committee from both Modesto and Sacramento.

VIII. MANAGEMENT REPORT

Pam Saltenberger urged the board members to read the quarterly management report. Many of the accomplishments over the past have just been shared by the department heads in their reports on the objectives for 2010/1011.

IX. GIRL SCOUTS OF THE USA

Catherine Conner shared with the board the concerns expressed by some councils in the handling of the pension issue. She will continue to share information with the board as she receives it.

Meeting adjourned at 7:54 p.m.

Anne Ferguson, Secretary