



---

## Board of Directors Regular Meeting

January 18, 2024

Social & Tech check 4:30 p.m.  
Meeting 5-7 p.m.

Held electronically via Zoom Video Conferencing

*Meeting notification and packet emailed 1/8/24*

### **ATTENDANCE:**

Voting Members Present: Bernadette Austin, Angie Balderas, Cathie Conner, Shannon Cooper, Patty Estopinal – Treasurer, Fran Halbakken – Vice Chair, Robin Kren, LeShelle May, Kim Mayes – Chair, Lynne Meredith, Jenni Murphy, Janet Nuñez-Pineda, Kate Reid – Vice Chair, Mira Shomar, Margo Souza

Members Excused: Lisa Cardoza – Secretary, Alana Mathews, Lisa Mazza

Absent: Emma Pham-Tran, Alejandra Quezada

Staff: Desiree Aragon – CHRODO, Marcella Cooper – COO, Linda Farley – CEO, Leslie S Parker – Executive Administrator, Rich Ryan – CFO

Guests: Isabella Richards – Troop 1974

Quorum needed: 11

**Quorum established: 13**

Meeting quorum max count: 15

### **CALL TO ORDER**

Board Chair Kim Mayes opened the meeting at 5:02 p.m. with 13 Board members, five staff members, and one guest 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 objected to recording the meeting to facilitate the minutes and if there was a conflict of interest with anything on the agenda. No objections were noted.

[Two members joined during the Girl Moment bringing the quorum to 15.]

### **GIRL MOMENT**



---

COO Marcella Cooper introduced Isabella Richards, an Ambassador Girl Scout from Rocklin in Troop 1974. She has been a Girl Scout for four years. She is a Girl Scout Program Aid who loves the outdoors and camping.

Isabella has been a Girl Scout for about four years. She joined during the pandemic because she always wanted to be in “scouts,” loves the outdoors, and was able to find a troop with whom she could go camping. She shared pictures from a couple of camporees and talked about what is involved in having a successful experience for herself, her troop, and the younger girls attending. Her preparations and activities include packing, setting up camp, songs and skits, mentoring the younger Girl Scouts, campfires, meals and kapers, nature activities, and making s’mores (her favorite). She feels that being an older Girl Scout at camporee isn't just about participating—it's about leadership, mentorship, and embracing the spirit of adventure. It's about fostering a community where every Girl Scout finds her place, learns, grows, and becomes confident in herself.

Several Board members asked questions. Linda asked what inspired her to join Girl Scouts as an older girl. She said she loves the outdoors and camping and was looking for an opportunity to do more. Kim asked about her favorite memory of camping with Girl Scouts. She enjoyed learning how to make shelters and teaching younger girls to do so at the Oroville Camporee. Kim thanked Isabella for her presentation, and she was excused.

### **CONSENT AGENDA**

The consent agenda, consisting of the Board minutes of November 16, 2023, was presented. The consent agenda was accepted and approved as presented.

### **Board Chair Report**

Kim thanked Lynne Meredith for hosting the Board and staff at her home back in December at the holiday mixer. She expressed how she enjoyed the food, meeting Lynne’s husband, mingling, and conversation with the entire group.

### **Acknowledgement of out-going Board members**

Kim continued by thanking LeShelle May for her six years of service on the Board. She expressed her gratitude for LeShelle's generosity, her community connections, and especially her leadership in chairing the Gather and Give committee. She is excited that even though LeShelle is rolling off the Board, she will again chair the Gather and Give committee for 2024.

LeShelle commented that she has enjoyed her time on the Board. She was new to Northern California when she was asked to join the Board. She looks forward to continued association as she chairs the Gather and Give for Girl Scouts event this year. A word cloud about LeShelle was displayed and will be presented to her.

Kim briefly outlined the word cloud for Emma Pham-Tran, who will also be retiring from the Board this year.

### **Annual Meeting**

Kim reminded everyone that the Annual Meeting is on February 3. She asked them to refer to the calendar sent out with the packet for the details. She asked that members attend to interact with girls and volunteers. Per the email sent to all the voting Representatives, they can register online or let Leslie know they will attend.

### **Board Retreat**

Kim continued by reminding everyone about the upcoming Board meeting and retreat on March 16. Linda, Robin, Jenni, and Kim have been strategizing on the agenda. One item will be the GSUSA ShineScout research that Linda shared at the November meeting. The researcher will join the retreat to help us further the dialogue on what the findings mean to our council. The strategic plan will also be reviewed so the Board members can assist and move the work forward.

### **Cookie Mega Drop**

The Sacramento MegaDrop is on Saturday, February 17, and the Turlock MegaDrop is on Monday, February 19. Kim encouraged Board members to attend and interact with girls and volunteers. The events are well organized, and you can volunteer or simply visit.

Kim announced that during the next year, she will schedule one-on-one meetings with each Board member to get to know them better and seek feedback.

### **CEO Evaluation**

Kim assumed the hosting of the Zoom meeting. At 5:27 pm, the staff were excused for the Board to discuss the CEO Evaluation.

Executive session adjourned, and the staff rejoined the meeting at 5:42 pm.

[LeShelle May left the meeting at 5:47 pm. Quorum at 14.]



---

Before introducing the CEO Report, Vice Chair Kate Reid assumed the chair for the remainder of the meeting at Kim's request, as she needed to leave early.

## SETTING STRATEGIC DIRECTION

### CEO Report

Linda shared information on Strategic Plan Pillar 1: Build K-3 Troops. One new initiative Marcella is working on, is a fee-for-service model for parents who have the resources to pay for their girl to be in a staff-led troop.

Linda's presentation focused on initiative six: Develop a comprehensive three to five year plan for engaging K-3 girls of color. (See the attached slides for more in depth information.)

Board comments and questions: Janet commented that a lack of understanding of the Movement and the benefits for the girl is a problem. She offered her help and support. Angie suggested that current troop leaders of Latina troops be consulted for feedback. Shannon asked for some of the demographics for girls of color which Marcella provided. Bernadette also offered to help connect GSHCC with organizations that work with after-school programs. She also made the point that some parents won't volunteer due to the fingerprinting requirement.

[Kim Mayes left the meeting at 6:00 pm. Quorum at 13.]

Linda explained how Board members could help with both the Modesto and Stockton strategies.

[Janet Nuñez-Pineda left the meeting at 6:15 pm. Quorum stands at 12.]

Kate thanked Linda for this exciting information and turned the time over to Patty.

## ENSURING NECESSARY RESOURCES

### Financials

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

Discussion: Patty commented that these numbers are very early in the fiscal year and that most of the Fall Product revenue is not yet reflected. Operating expenses are well



---

within the budget guidelines. Rich commented that our girls exceeded the sales numbers in the budget for Fall Product.

The motion passed unanimously.

### **FY2022-23 Annual Audit**

Treasurer Patty Estopinal moved to accept the Fiscal Year 2022-23 Annual Audit. Jenni Murphy seconded the motion.

Discussion: Patty commented that the audit began in November and was completed after the review by the Audit Committee yesterday. The audit is clean, with an unmodified opinion, and requires no management letter. It was asked if GSHCC is still using the line of credit set up a few years ago, and Rich said it hadn't been used recently and would probably not be renewed this year.

The motion passed unanimously.

### **Fund Development**

CEO Linda Farley reported on behalf of CDMO Susan Willson.

Linda announced that GSHCC will celebrate Women's History Month in March with special activities. There will be a spread in Comstock's magazine featuring Women in Leadership, and specifically women in our community who were Girl Scouts as youths. There will be a reception in the Sacramento STEM Center + MakerSpace on March 13. More information will be sent out soon.

She thanked the participating members for the success of the recent donor stewardship calls and shared some feedback. Susan will be reaching out to members to commit to helping with more calls of appreciation to donors.

Linda shared the information about the 2024 Gather and Give for Girl Scouts. It will be held at the Aerospace Museum of California in Sacramento on October 11, 2024. More information will be shared soon.

### **BOARD PERFORMANCE**

Kate reviewed the survey results from assessments submitted in November and December. She highlighted that individually, most members see themselves as largely meeting the aims of the Board. The most significant areas of opportunity are supporting fundraising, cultivating donors, and Board meeting attendance. For the group assessment,



---

the areas of strength were management oversight, culture of trust, and Board meeting management, while areas of development were strategic leadership and philanthropy. The comments that stood out from the assessments were about having a deeper engagement with Girl Board members and a desire for a more diverse set of voices at meetings instead of the same few people. (See Kate’s attached slides for the detailed information.)

In Kate’s discussion with Kim about these slides, Kim expressed she would like to address some of these results at the retreat in March. Kate promised that these slides would be sent out to the members after the meeting if they want to review them further. She thanked everyone who participated and were thoughtful with their comments.

### ADJOURNMENT

Linda and Kate thanked everyone for attending and participating in the meeting. Kate reminded everyone that the next meeting will precede the annual Board Retreat on Saturday, March 16, at the Sacramento Program Center.

The Board meeting was adjourned at 6:48 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 March 16, 2024, Board Meeting.