



Board of Directors Regular Meeting

June 20, 2024

Social time 4:30
Meeting 5-7 pm

Sacramento Regional Program Center
6601 Elvas Avenue, Sacramento, CA
Meeting notification and packet emailed 6/10/24

ATTENDANCE:

Voting Members Present: Bernadette Austin, Lisa Cardoza – Secretary, Cathie Conner, Shannon Cooper, Patty Estopinal – Treasurer (R), Fran Halbakken – Vice Chair, Robin Kren, Kim Mayes – Chair, Lisa Mazza (R), Jenni Murphy, Kate Reid – Vice Chair, Adrian Ruiz, Rhonda Staley-Brooks, Kathleen Webb

Members Excused: Angie Balderas, Maddy de Lange, Noor Latif, Alana Mathews, Lynne Meredith, Alejandra Quezada, Mira Shomar, Kiran Sibia, Margo Souza

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

Guests: Jeannie Vance, Esq., Julie Rinard – GSHCC Director of Community Troops

Quorum needed: 12

Quorum established: 14

Meeting quorum max count: 14

CALL TO ORDER

Board Chair Kim Mayes opened the meeting at 5:04 p.m. with 14 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.



GIRL MOMENT

COO Marcella Cooper introduced Julie Rinard, Director of Community Troops, to report on two of GSHCC's involved community troops and their bridging activities celebrating the end of the year.

Julie related details about each of the community troops: Riverbank Language Academy in Stanislaus County and John Rieth Elementary School in Elk Grove. The bridging ceremonies were tailored to the girls' needs and wants with one having a neon dance party and one having a skating party after receiving their Girl Scout certificates of accomplishment. At both schools, the principals and staff were very engaged and supportive.

Kim thanked Julie for her presentation, and she was excused.

CONSENT AGENDA

The consent agenda, consisting of the Board minutes of March 16, 2024, and the resignation from the Board of Janet Nuñez-Pineda was presented. The consent agenda was accepted and approved as presented.

ENSURING NECESSARY RESOURCES

Financials

Treasurer Patty Estopinal moved to accept the April 2024 Financial Report. Jenni Murphy seconded the motion.

Discussion: Patty remarked that expenses for the Financial Assistance Fund have been higher due to usage for Community Troops. There have been some IT expenses, purchasing or replacing computer equipment. Rich remarked that some of the expenses that look higher came in early and will balance out next month.

Motion carried.

Audit Committee

Rich announced that Dorothea Silva, chair of the Audit Committee, resigned due to health reasons. He recruited past Board Treasurer and Member Rob Ferriman to serve in that position.



Fund Development

CDMO Susan Willson called out and applauded the engagement of the Board members during May's Big Day of Giving. The sharing of posts and emails with their networks attributed to the success of the campaign, raising more than \$22,000.

Susan then focused on the Gather and Give for Girls Scouts fundraiser scheduled for November 7, 2024, at the Aerospace Museum of California. The date change from October 11 to November 7 was emphasized. A form was handed out requesting Board members' intended support for the event. Susan encouraged the members to continue to utilize social media, follow GSHCC, and share Gather and Give for Girl Scouts with their networks.

SETTING STRATEGIC DIRECTION

CEO Report

CEO Linda Farley presented slides (attached to these minutes). She and Marcella shared the national Looker reports used to track girl membership. Linda highlighted that GSHCC is near the top of almost every list due to our recruitment efforts and membership increase of more than 7%.

FY25 Budget Strategy Update

Linda reported on the strategies put in place for the next fiscal year (see slides). In addition to the conservative cookie revenue budgeted and tapping into state funds for the Afterschool Girl Scout Club (ASGSC) model, the investment plans for our properties presented at the last Board meeting have been revised. Some of the reserve funds originally planned for camp improvements will be reallocated to support an investment in the ASGSC program. The FY25 budgets are complete and will be presented to the Board at the September meeting.

Linda reviewed an updated Income Trend Analysis, which was included in the Board's handouts.

Stockton Update

Linda reported that the work to engage Stockton is moving forward. Partnerships and processes are continuing or being developed to serve girls in and around Stockton (see attached slides). Prospecting for future Board members from Stockton and the surrounding area is also in progress.



Board Chair Report

Kim thanked the Board members for their engagement at council events such as the Capitol Bridging and the Donor Celebrations. She also thanked Fran for coordinating and baking for the All Staff Appreciation breakfast this month, and Kate for making the Camp Staff Care Packages happen in May. She encouraged the members to attend the Highest Awards Ceremonies this coming Saturday.

She let the Board members know that she would be reaching out shortly to schedule the 1:1 meetings with them, as announced at the last meeting.

SETTING STRATEGIC DIRECTION

Linda introduced Jeannie Vance, an attorney and Girl Scout volunteer, to talk about GSHCC's governance model. Linda explained that GSHCC had previously contemplated a governance change pre-Covid and is now actively reconsidering it. Jeannie presented a slide overview (attached) of the current method of governance with the Representative Assembly consisting of Service Unit Representatives, Girls-at-Large, Board Members, and National Council Delegates.

Jeannie outlined the difference between the current model and the model most non-profits follow called Self-Perpetuating Board. She reviewed the responsibilities of governance and the authority needed and defined a "member" under California law.

[6:12 pm - Rhonda Staley-Brooks left the in-person meeting and joined via Zoom. Quorum maintained.]

Jeannie closed her presentation by outlining the legal process for becoming a Self-Perpetuating Board.

- Approval by GSHCC Board
- Written notice to members of the Representative Assembly before the vote, and
- Approval of the Representative Assembly.

Jeannie opened up the floor for questions. Comments from the members included agreement that this process needs to happen. There was an objection to the title "Self-Perpetuating Board" and a question about altering the title to sound more favorable,



especially when presenting to the volunteers. Concerns were noted that current SU Representatives might see this as taking something away from them.

Linda announced that in their green Board folders was a handout on the proposed timeline for accomplishing the transition. She also said that a cost analysis was done on the Annual Meeting and said those funds and the time of the staff could be better used to support the girls and volunteers.

[6:28 pm - Rhonda Staley-Brooks left the Zoom meeting. Quorum at 13.]

PROVIDING OVERSIGHT

Board Approved Recognitions Committee

Robin Kren, chair of the Board Recognitions Committee, explained the nomination and endorsement process of this awards program for the volunteers. She then moved on behalf of the Board Recognitions Committee to approve the award nominations as recommended by the Committee.

Discussion: Robin outlined the history of the last few years' declining nominations, stating that the 19 received this year is good news. Of those 19 outlined in the handout included in the Board packet, only one was declined, as it didn't meet the criteria.

Motion carried.

Board Scholarship Task Force

Vice Chair Kate Reid gave a brief overview of the four applications and Gold Award projects for the \$3,500 Board Scholarship. She thanked Alana Mathews, Jenni Murphy, and Patty Estopinal for serving on the judging panel and Leslie for managing it. She relayed that the recipient would be announced at the Highest Awards Ceremony this coming Saturday.

Camp Staff Care Packages

Kate then took a moment to thank those who contributed to the Camp Staff Care Packages. She thanked Maddy, Mira, her daughter Sydney, and Leslie for helping to put the bags together and mentioned the photos in the meeting pre-show PowerPoint showing the excitement and gratitude of the camp staff.



ACTIVITY

The Essence of Girl Scouting activity scheduled on the agenda was postponed.

ADJOURNMENT

Kim thanked everyone for attending and participating in the meeting and particularly the discussions.

The Board meeting was adjourned at 6:43 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 19, 2024, Board Meeting.