



Board of Directors Regular Meeting

September 15, 2022

Social/Dinner 4:30 p.m.
Meeting 5-7 p.m.

Sacramento Regional Program Center
6601 Elvas Avenue, Sacramento, CA
Meeting notification and packet emailed 9/2/2022

ATTENDANCE:

Voting Members Present: Arwyn Austin, Bernadette Austin, Angie Balderas, Kim Bedford – Board Chair Pro Tem, Lisa Cardoza, Fran Halbakken, Robin Kren – Past Chair, LeShelle May, Lisa Mazza – Treasurer Pro Tem, Janet Nunez-Pineda (remote), Kate Reid – Secretary, Stacey Shelnut-Hendrick, Margo Souza

Members Excused: Cathie Conner, Patty Estopinal – Treasurer, Lynne Meredith, Jenni Murphy – Chair, Emma Pham-Tran, Alejandra Quezada

Staff: Linda Farley-CEO, Leslie S Parker-Executive Assistant, Rich Ryan-CFO, Susan Willson-CDO.

Guests: Morgan Bauer - VP Member Experience, Sofia Parkson - Cadette Girl Scout, and Beth Clarkson - Troop Leader of Troop 3906

Quorum needed: 10

Quorum established: 12

Meeting quorum max count: 13

CALL TO ORDER

Board Chair Pro Tem, Kim Bedford, opened the meeting at 5:01 p.m. with 12 Board members and four staff in attendance. She thanked everyone for attending in person and remotely. She also thanked everyone in advance for their patience and bearing with her as she chairs her first Board meeting in Jenni Murphy's stead.

MEETING ORGANIZATION

Kim reminded everyone that arrivals and departures (physical and remote) would be recorded in the minutes to maintain a quorum during the meeting. She asked if any members had an objection to recording the meeting to facilitate the minutes or if there is a conflict of interest with anything on the agenda. No objections were noted.

GIRL MOMENT

CEO Linda Farley introduced Morgan Bauer for our Girl Moment. Morgan welcomed Sofia Parkson, Cadette Girl Scout, and Beth Clarkson (Sofia's mom and troop leader). Sofia started Girl Scouts as a Daisy in kindergarten and is now starting her 7th year as a Girl Scout. Recently, Sofia's troop decided to form a government style structure; within this past week they held an election, making Sofia the troop president. Sofia has been the top Girl Scout Cookie seller in Folsom every year, this year selling more than 4,000 packages of cookies, and continues to build on her total sales each year.



Sofia shared some photos of her year. Slides showed her and her troop at one of their booths, picking up cookies at MegaDrop, and having a cookie box party after the season was complete, where they take all the empty cookie boxes and build something with them. As a result of their successful cookie season, there were a variety of experiences during the summer: white water rafting, going to camp, going to Sunsplash [waterpark], participating in the treetop ropes course at Mt. Herman, and the cookie incentive adventure to Alaska. Her favorite parts of the trip to Alaska were meeting other girls who sold a lot of cookies and the delicious drink with glacier ice in it.

Sofia answered a few questions about her favorite and most successful cookie selling strategies. Then Sofia, Beth, and Morgan were thanked and excused.

[Bernadette Austin arrived at the meeting at 5:11 pm: quorum at 13]

CONSENT AGENDA

The consent agenda, consisting of the Board Minutes of June 16, 2022, was accepted and approved as presented.

ENSURING NECESSARY RESOURCES

Finance

Treasurer Patty Estopinal could not attend the meeting, so Lisa Mazza, a member of the Finance Committee, served as the Treasurer Pro Tem.

Financials

Lisa Mazza moved to accept the July 2022 Financial Report. Bernadette Austin seconded the motion.

Discussion: Lisa asked the members if there were any questions. There were none.

Motion passed unanimously.

FY22-23 Annual Budget

Lisa moved to accept the FY22-23 Annual Budget. Robin Kren seconded the motion.

Discussion: Lisa complimented Rich on his work in putting together the budget. Rich commented that the \$1.00 per cookie package price increase was included.

Motion passed unanimously.

Form 990 review

Lisa moved to accept the FY2020-21 Form 990. Bernadette Austin seconded the motion.

Discussion: Lisa asked the members if there were any questions. There were none.

Motion passed unanimously.



Board Resolution re: 403(b) Retirement

Lisa moved to approve the termination of the council's 403(b) Plan contract with Mutual of America and transfer those assets to Ascensus Trust Company, effective 11/1/22. Kate Reid seconded the motion.

Discussion: Lisa deferred to Rich. The change to Fisher Investments (financial advisors) and Ascensus Trust Company (who are entrusted to invest the funds) is to lower the cost with a better return and better services for our staff.

Motion passed unanimously.

Fund Development

Kim thanked everyone and turned the floor over to Susan Willson.

Susan thanked everyone who has made their personal donation for this fiscal year and stated that the goal of 100% Board giving is close to being reached. She also thanked everyone for approving the budget for next year. To kick off the new year, and in preparation for meeting the fundraising goal, Susan reviewed the AAA Board Fundraising Strategy that was introduced at the Board Retreat [see slides for details].

She passed out a handout and asked the members to talk with the person sitting next to them about which role, Ambassador, Advocate, or Asker, speaks to them. Then she asked them to consider what characteristics of the AAA Board Tasks and Activities resonate with them, and what they might need from the Fund Development Team to be successful in their role. Susan called on a few members to share some of their thoughts.

SETTING STRATEGIC DIRECTION

CEO Report

Linda passed around the sign up list for members who would like a girl to connect with them to purchase Fall Product. The sale starts tomorrow.

Volunteer Experience

Linda reviewed the progress and highlights of the Volunteer Experience work since its introduction at the June meeting. There were six-2.5 hour Volunteer Feedback sessions held in June and July via Zoom. A total of 77 volunteers attended. Five goals/priorities were put to the volunteers for their feedback. She reviewed each slide that showed the goals, the responses, and the reliability scale for that goal.

Following those sessions, Linda, Marcella Cooper, and Morgan Bauer met with Jeanne Bliss in several coaching sessions to assess the feedback and begin mapping how the council would implement action steps and strategies to address what they learned. Some of this is reflected in the FY23 Operational Plan.

Linda also shared a draft of the dashboard that will be used to track girls and troop leaders gained and lost during the year.

[Janet Nunez-Pineda left the meeting (virtual) at 5:56 pm: quorum at 12]

This Volunteer Experience process will be ongoing and shared with the Board as it progresses.



Property Task Force

Linda turned the time over to Kate Reid, chair of the Property Task Force.

Kate refreshed the purpose of the Task Force: to evaluate the 6655 Elvas Property for possible uses, including Fundraising events and other council events and activities. She thanked the members of the Task Force: Board member Fran Halbakken, staff members Linda, Rich, Susan, Madison Kosh, Morgan Bauer, and volunteer Rose McIsaac.

The discussions have centered around the parking lot, the 6655 building, programming possibilities, the future of work (staff), meeting spaces for troops, SUs, and girls. Thoughts turned to thinking about the entire property as a “campus” including 6601 Elvas, the program center. Broader ideas and thoughts need to be collected from girls, troops, volunteers, staff, as well as other councils who have gone down this path.

It has been determined that the large storage shed closest to the main building will be demolished, allowing for 8-9 more parking spaces. It is not used regularly for storage and the warehouse and the other shed will provide adequate space.

Arwyn suggested that girls, troops, and volunteers be included in the demolition and rebuilding. She has volunteered in this way and gained new experiences and skills.

AB506 Update

Linda reviewed the AB506 – Live Scan background checks for those who work with youth, and recent developments. AB506 was passed in September of 2021 and went into effect January 1, 2022. All of the California Girl Scout councils came together and hired a lobbyist, Scott Govenar, to ask for funding to set up the Live Scan checks and to push out the effective date. The effective date was successfully delayed to January 1, 2023. The funding was added to the Governor’s budget rather and provides \$5 million for Girl Scouts [only] in California. It will be split among the councils depending on girl percentage.

FY23 Operational Plan

Linda asked for any comments or questions on the Operational Plan. Kate asked about how the data the Board received in April is being used in the plan. That “Persona” data is being used by the recruitment department to formulate the Daisy, Brownie, and Junior recruitment plans.

Board Chair Report

Kim reminded the members to complete by October 21 the survey that was sent out in the email with the Board packet, regarding the Board meeting days and times.

In November, the Board will be starting the annual Board Self-evaluation and the CEO Evaluation.

Kim recognized Stacey Shelnut-Hendrick as one of the Exceptional Women of Color honorees for 2022.

Lisa Cardoza recognized Board member Fran Halbakken as a 2022 CSUS Distinguished Alumnae.

PROVIDING OVERSIGHT

None at this meeting.



BOARD PERFORMANCE

Bylaws Amendments

Lisa Cardoza, the Bylaws Task Force chair, reminded everyone the purpose of the Task Force. She thanked Kim, Linda, Lynne, and Leslie for their insights and work. The Board may approve these amendments at this meeting. However, the bylaws will not be updated nor go into effect until they are ratified by the Representative Assembly at the Annual Meeting in February 2023.

Board Terms & Limits and Vice/Past Chair Positions

On behalf of the Bylaws Task Force, Lisa moved to accept the proposed revision to the GSHCC bylaws as presented, redefining the term limit of the Board Chair to match the other officers and to convert the Past Chair position into a non-hierarchical Vice Chair position.

Discussion: Lisa explained the rationale behind this change. The other California councils all have the Board Chair position longer than GSHCC's current two year term limit. This amendment will align the make-up of the Board Officers and Board Chair terms to more closely resemble other councils in California, and provide more continuity and flexibility for the Board members and staff.

Motion carried unanimously.

Adding the Board Representative Committee chair to the Executive Committee

On behalf of the Bylaws Task Force, Lisa moved to accept the proposed revision to the GSHCC bylaws as presented, adding the Board Representative Committee chair to the Executive Committee.

Discussion: Lisa deferred to Linda, who explained that the Board Representative Committee (BRC) works directly with the Service Unit representatives, who represent their members. Since that is GSHCC's governance model it is logical to include the chair of the BRC on the Executive Committee. Currently, Board member Lynne Meredith is the chair of the BRC.

Motion carried unanimously.

Appointing a Vice Chair as the Chair of the Board Development Committee

On behalf of the Bylaws Officer Model Task Force, Lisa moved to accept the proposed revision to the GSHCC bylaws as presented, that one of the two elected vice chairs shall be appointed as the chair of the Board Development Committee.

Discussion: Lisa explained that the Past Chair has served as the Chair of the Board Development Committee in recent years. It was purposely worded so that either Vice Chair could be appointed.

Motion carried unanimously.

DECISION INFLUENCING

None at this meeting.

Kim thanked everyone for attending and for their participation. She reminded everyone that the next meeting will be early in the month on November 3 and it will be held via Zoom.



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She asked if there was any other business, and hearing none, the meeting was adjourned at 6:39 p.m.

Respectfully submitted,

Leslie S Parker, *PACE*
Executive Assistant
Recording Secretary

Kimberly Mayes Bedford
Board Chair, Pro Tem

Katherine Reid
Board Secretary

These minutes were approved as [indicate one: **presented**, corrected, amended] at the November 3, 2022, Board Meeting.