



Board of Directors Regular Meeting

November 20, 2025

Tech check & social 4:30 p.m.
Meeting 5:00-7:00 p.m.

Held electronically via Zoom Video Conferencing
Meeting notification and packet emailed 11/10/25

ATTENDANCE:

Voting Members Present: Lisa Cardoza – Secretary, Kirpa Gill, Fran Halbakken – Vice Chair, Robin Kren, Kim Mayes – Chair, Lynne Meredith – Vice Chair, Jenni Murphy, Kate Reid, Adrian Ruiz, Rhonda Staley-Brooks, Myel Thelen, Kathleen Webb – Treasurer, Jeannie Vance, Bianca Zitelli

Members Excused: Maddy de Lange, Patty Estopinal, Noor Latif

Staff: Desireé Aragon – CHRODO, Linda Farley – CEO, Lani Longacre – COO, Leslie Parker – Executive Administrator, Rich Ryan – CFO

Quorum needed: 9

Quorum established: 13

Meeting quorum max count: 14

CALL TO ORDER

Board Chair Kim Mayes opened the meeting at 5:01 p.m. with 13 Board members and five staff in attendance.

MEETING ORGANIZATION

Kim reminded the Board that arrivals and departures would be noted in the minutes to ensure quorum was maintained. She asked if anyone objected to recording the meeting for the purpose of accurate minute-taking or had any conflicts of interest related to the agenda. No objections were raised.

Kim noted a minor agenda reordering: the **CEO Update** would take place during the **Executive Session**, with staff stepping out at that time.

[Adrian Ruiz arrived at 5:04pm; quorum stands at 14]

GIRL MOMENT

COO Lani Longacre introduced Brooke Roman, a 7th grade Cadette in Troop 3159 from Gold River, who has been a Girl Scout since kindergarten. Brooke presented a slideshow sharing her Girl Scout experiences, including extensive camping and outdoor adventures, being brave, bonding with friends, mustache-themed storytelling on trips, cabin stays, community service projects like Big Day of Service and Barks & Recreation. Brooke shared that she wants to continue Girl Scouting through high school because of the friendships, leadership opportunities, and more outdoor adventures.

Board members asked questions about her Bronze Award project, her favorite camp memories, and what she would change in Girl Scouting—Brooke suggested more sleepaway camp opportunities and more expeditions.

The Board thanked Brooke (and her mom, Niki, who was with her) and she was excused.

CONSENT AGENDA

The consent agenda consisted of:

- Minutes of September 18, 2025
- Update of Proposals to Board of Directors Procedure

With no objections, the consent agenda was approved as presented.

FINANCIALS

Financial Report

Treasurer Kathleen Webb moved to accept the preliminary September 2025 Financial Report. Jeannie Vance seconded the motion.

Discussion highlights: Despite a budgeted \$500,000 operating loss, the Council achieved a \$135,000 operating profit, due to strong After-School Club revenue, higher investment income, and significant savings.

Motion carried.

2025–26 General Reserves Policy

Kathleen moved to accept the 2025-26 General Reserves Policy. Seconded by Lynne Meredith.



Discussion highlights: The revised framework establishes reserve categories for:

- Working Capital - to cover expenses for the six months, October through March, prior to receiving Cookie Program funds.
- Operating Reserve - to provide a source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses.
- Building & Capital Asset Reserve - to provide a ready source of funds for the next 10 years for repair of buildings and camp properties, and equipment necessary for the effective operation of the organization and programs.
- Strategic Reserve - support the development and implementation of innovative ideas, investments in girl and volunteer experiences, special projects, short-term human capital needs, programmatic improvement of a property, and staff capacity building.

(The full policy is attached to these minutes.)

Motion carried.

FUND DEVELOPMENT

Linda provided an update on the Year-End Appeal launching in alignment with Giving Tuesday on December 2. Maddie Davis, Fund Development Director, will provide Board members materials to share with their networks; a donation QR code is active. Maddie will begin scheduling 1:1 conversations with Board members regarding annual giving and community connections.

Linda also previewed the new Girl Scout cookie, which Lani will bring to the December Holiday Mixer for Board tasting.

GSUSA BOARD CHAIR—CEO CONFERENCE REPORT

Kim thanked Vice Chair Lynne Meredith for attending the conference in her place. Lynne shared insights from attending the conference, noting that Boards were encouraged to trust their CEOs, support strategic realignment, and think beyond traditional structures. She was very impressed by the panel of three high school age Girl Scouts who had participated in the United Nations program during the summer. They were very excited and articulate about their Girl Scout experiences, the long-term impact on them, and that it wouldn't have happened except for being in Girl Scouts. It's inspiring them to global leadership and participation.

Some of the conversations included the challenges facing nonprofits, including increased competition for funding, and the need for innovative financial models. Lynne complimented Linda and the staff for thinking and working ahead of many councils with innovation—particularly with the dual business model (Volunteer-Led + After-School Clubs) and prioritizing the Mission over the existing structure of the Movement.

Linda stated that the California councils are increasingly adopting ASC programming and structure. Lani is leading bi-monthly statewide sessions regarding ASC's. Linda also added that GSUSA is rolling out seven core initiatives that every council will be expected to implement, with shared metrics and potential resource considerations.

BOARD CHAIR REPORT

Board- and Self-Evaluations

The traditional Board self-evaluations were “cumbersome” and not yielding actionable results. So, Kim and Linda (with Desi) are developing a new evaluation approach, with details coming in the new year.

Future Board Meeting Locations

Kim invited input on whether to continue holding two meetings via Zoom (November and January) or shift to more in-person gatherings at GSHCC headquarters or alternative sites, possibly offered by Board members. A survey will be sent to gather preferences and will be discussed at the Board meeting in January 2026.

Holiday Mixer – December 10

Kim thanked Lynne Meredith for graciously hosting the mixer at her home. Members were reminded to RSVP to Leslie to ensure accurate planning (and cookie supply).

The regular meeting adjourned to Executive Session at 5:52 p.m. and the staff, except Linda, were excused.

CEO REPORT

Presented during Executive Session.



ADJOURNMENT

At the close of Executive Session, the Board meeting was adjourned at 6:40 p.m.

Respectfully submitted,

A handwritten signature in blue ink that reads "Leslie S Parker".

Leslie S Parker, PACE
Executive Administrator
Recording Secretary

A handwritten signature in blue ink that reads "Kim Mayes".

Kim Mayes
Board Chair

A handwritten signature in blue ink that reads "Lisa Cardoza".

Lisa Cardoza, Ed.D.
Board Secretary

These minutes were approved as [indicate one: **presented**, corrected, amended] at the January 15, 2026, Board Meeting.