



Board of Directors Regular Meeting

November 21, 2024

Social and tech check 4:30 p.m.
Meeting 5:00-7:00 p.m.

Held electronically via Zoom Video Conferencing

Meeting notification and packet emailed 11/11/24

ATTENDANCE:

Voting Members Present: Angie Balderas, Lisa Cardoza – Secretary, Cathie Conner, Shannon Cooper, Maddy de Lange, Patty Estopinal – Treasurer, Fran Halbakken – Vice Chair, Robin Kren, Alana Mathews, Kim Mayes – Chair, Lynne Meredith, Adrian Ruiz, Margo Souza, Rhonda Staley-Brooks, Kathleen Webb

Members Excused: Bernadette Austin, Noor Latif, Lisa Mazza, Jenni Murphy, Alejandra Quezada, Mira Shomar, Kate Reid – Vice Chair

Staff: Marcella Cooper – COO, Linda Farley – CEO, Leslie Parker – Executive Administrator, Desiree Aragon - CHRODO

Guests: Jewel Pitcher – Silver Award Girl Scout

Quorum needed: 12

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, four staff, 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 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 Jewel Pitcher, Silver Award Girl Scout from Troop 1691 in Elk Grove. She joined Girl Scouts as a Daisy while in kindergarten.

Jewel presented her Silver Award project aimed at addressing food insecurity in her community. She worked with the Elk Grove Community Garden and Food Bank to grow fresh produce and donate it to the food bank. Jewel raised awareness, led a workshop for Girl Scouts, and involved her church in maintaining the garden. The presentation highlighted her efforts in providing a sustainable food source and making a positive impact. Jewel received congratulations and questions about sustaining the program, the types of produce grown, and her key takeaways from the experience.

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

[5:09pm – Cathie Conner arrived. Quorum at 14.]

CONSENT AGENDA

The consent agenda, consisting of the Board meeting minutes of September 19, 2024, was presented. The consent agenda was accepted and approved as presented.

FINANCIALS

Treasurer Patty Estopinal moved to accept the September (preliminary) 2024 Financial Report. Kathleen Webb seconded the motion.

Discussion: Patty remarked that the annual audit is currently underway, so this report is preliminary. She mentioned that the net loss is less than the budgeted loss. She highlighted that investment and raised revenue were better than budgeted, contributing to the lower net loss. Expenses were in line with the overall budget.

Motion carried.

[5:12pm – Margo Souza arrived. Quorum at 15.]



BOARD DEVELOPMENT COMMITTEE REPORT

Election Slate – Board of Directors

Board Development Committee (BDC) Chair Fran Halbakken moved to approve the slate of officers and members for the GSHCC Board of Directors as presented by the Board Development Committee.

Discussion: Fran gave a brief overview of the process and the nominees shown on the slides.

Motion carried.

Election Slate – National Council Session Delegates and Alternates

BDC Chair Fran Halbakken moved to approve the slate of nominees to represent GSHCC as National Council Delegates and Alternates for the 2025-28 Triennium as presented by the Board Development Committee.

Discussion: Fran gave a brief overview of the process and the nominees shown on the slides. She noted that all remaining Board members are listed as Alternates as a back up if needed.

Motion carried.

GOVERNANCE

Linda discussed the need to adopt two procedures as per the Bylaws, which do not have a current version. These were a procedure for removing a Service Unit Representative from their position and a procedure for addressing proposals submitted to the Board. The 2024 Employee Handbook was also presented for adoption.

Removal of a Service Unit Representative Procedure

BRC Chair Lynne Meredith moved to adopt the Removal of a Service Unit Representative procedure referenced in Bylaws: Article I, Section 4, Subsection D. Removal #3. The motion was seconded by Cathie Conner.



Discussion: Linda explained that this procedure would be implemented on a case-by-case basis for more critical situations. Marcella and the Service Unit Engagement Team routinely address any day-to-day issues.

Motion carried.

Proposal Submission Procedure

BRC Chair Lynne Meredith moved to adopt the Proposal Submission procedure referenced in Bylaws: Article I, Section 8. Proposals. The motion was seconded by Patty Estopinal.

There was no discussion.

Motion carried.

Both of these adopted procedures will be attached to these minutes and filed in the Board Policies & Procedures binder.

GSHCC Employee Handbook

Board Representative Committee (BRC) Chair Lynne Meredith moved to adopt the 2024 Employee Handbook. The motion was seconded by Kathleen Webb.

There was no discussion.

Motion carried.

Bylaws Amendment

BRC Chair Lynne Meredith moved to amend the Bylaws by striking the words “in February” from Article I, Section 6, Subsection A. The motion was seconded by Alana Mathews.

Discussion: Linda explained that this simple change will allow for more flexibility in scheduling the Annual Meeting. It was discussed with the Board Representative Committee and at the Fall Forums with Representatives, with most in favor of the change.

Motion carried.



For the February 1, 2025, Annual Meeting, the proposed options are a traditional meeting or a shorter virtual session lasting about an hour. If the Bylaws are amended, GSHCC could then transition to hosting the Annual Meeting in conjunction with a girl or volunteer event.

CEO REPORT

Gather and Give for Girl Scouts

Linda reviewed the outcome for the Gather and Give for Girl Scouts fundraiser held on November 7. The net revenue, after expenses and including staffing, was approximately \$41,000. There was some feedback about the checkout system, which was described as clunky. The idea of soliciting feedback for the event was also brought up, with a suggestion to do this via email. Linda and Leslie will send out a survey form to all the Board members prior to the Thanksgiving break.

[6:12pm – Lisa Cardoza had to leave the meeting. Quorum at 14.]

Girl Scouts After-School Clubs

Linda provided an update on the Girl Scouts After-School Clubs, mentioning that there are signed contracts with Riverbank and Washington Unified School Districts, serving a total of about 245 girls. Discussions are in process with Fortune Schools, Manteca Unified, Sacramento City Schools, Elk Grove Unified, Stockton Unified, and Western Placer Unified. Marcella added that GSHCC has hired five new facilitators to support the program.

ABC Bakers – Cookie company

Linda reported that the parent company (Hearthstone) of ABC Bakers, GSHCC's cookie baker, is filing for bankruptcy. The company has assured Girl Scout CEO's from the councils who contract with them that they will be able to fulfill the initial orders placed in January. They are sincerely committed to Girl Scouts and our mission.

BOARD CHAIR REPORT

Kim reminded the Board about the upcoming Board Retreat on March 1, 2025. She and Linda will be meeting with the facilitator next week to determine the agenda. More information will be shared at the January meeting.



Kim asked the members to complete the Board self- and group-evaluations by December 5. She paused the meeting for five minutes for members to use the links posted in the chat to complete or start the evaluations. The results will be shared at the January meeting.

Along the same lines, the Executive Committee will be completing the CEO's annual evaluation. If any Board members have input to share, Kim asked that they email it to her by December 5.

She inquired if the members would like to attend a holiday Board and staff mixer at her house on Dec. 9 or 10. A poll was launched for immediate feedback on the date. The absent members will be polled as well.

[6:33pm – Alana Mathews had to leave the meeting. Quorum at 13.]

Kim noted that the June board meeting as currently scheduled would fall on June 19 – Juneteenth. She indicated that a Doodle Poll would be sent out after the Thanksgiving break to find an alternate day to meet.

ADJOURNMENT

Kim thanked everyone for attending and moved the meeting into Executive Session with Linda at 6:34pm.

The Board meeting was adjourned at 6:46 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 January 16, 2025, Board Meeting.