



**Girl Scouts of Utah
Annual Meeting 2020
Saturday, August 22, 1:00 pm – 3:00 pm**

DRAFT

Service Unit Delegates Present		
✓ Alta	✓ Hunter Valley	Sanpete
✓ Box Elder	✓ Jordan	Scenic View
✓ Cache	✓ Juniper	South Davis
Carbon	Lakeview	✓ Suncrest
✓ Copper Meadows	Millcreek	✓ Sunnyside
Crystal View	✓ Mount Olympus	✓ Sunrise
✓ Dixie	Navajo Lake	✓ Timpanogos
Fish Lake	Nebo Shadows	Tooele
✓ Four Valley	✓ Oquirrh	✓ Trefoil
✓ Francis Peak	Red Rocks	Uintah Basin
✓ Frontier	Sandy	✓ Wasatch

National Delegates Present	
Tamma Bahr, National Delegate	Brekke Pattison, National Delegate
Kyrene Benfield, National Delegate Alternate	Kate Rooney, National Delegate
Wendy Burgun, National Delegate	Abigail Slama-Catron, National Delegate
Margaret Mower, National Delegate	

National Board Member Present
Debbie Nielson, National Board of Directors

Board Officers Present	Board Members-at-Large Present
Leslie Egan, Chair	Annie Evans
Joelle Creager, 1st Vice Chair	Maria S. Farrington
Peeches Cederholm, 2nd Vice Chair	Amy Lukas
Loren Micalizio, 3rd Vice Chair	Brandi Maull
Babs De Lay, Secretary	Leah Murray
Sara Baese, Treasurer	Jennifer Plumb
	Steve Smith

Board Development Committee Members Present	
Allison Gerrard	Erica Marken
Becky Jo Gesteland	Lisa White



Welcome & Call to Order: *Leslie Egan*

Leslie called the meeting to order at 1:02 pm and welcomed all attendees to the virtual 2020 Annual Meeting. She then announced the Rules of Order as follows:

- All motions and resolutions shall be submitted verbally
- Speakers must state their name and position if writing a question in the chat box, or if asking a question verbally
- All remarks must be addressed to the Chair verbally or when writing remarks in the chat box
- Each person speaking to a motion or resolution may have two minutes to speak

Jamie Nelson, Training and Development Coordinator, presented guidelines on using Zoom and reviewed the process for submitting votes.

Flag Ceremony: *Troop 1720*

Troop 1720 from Juniper Service Unit conducted a flag ceremony via pre-recorded video which was played for the meeting participants.

Girl Scout Moment: *Girl Scout Ambassadors*

Girl Scout Ambassadors Cosette, Kristen, and Sierra each shared a brief reflection on their experience in Girl Scouting and the positive impacts it has had in their lives.

Roll Call: *Tamma Bahr and Kyrene Benfield*

Leslie introduced the National Delegates. Tamma Bahr and Kyrene Benfield conducted roll call for each of the 33 service units. Sue Dickey confirmed that there was a quorum present with 19 service units in attendance.

Recognition of Annual Meeting Attendees: *Margaret Mower*

National Delegate Margaret Mower recognized the attendance of members of the Board of Directors, Board Development Committee, and National Board member Debbie Nielson.

Approval of 2019 Annual Meeting Minutes: *Leslie Egan*

Leslie asked for a motion to approve the minutes from the 2019 Annual Meeting. Peeches Cederholm made the motion, Babs De Lay seconded the motion. Leslie asked all in favor for approving the 2019 Annual Meeting minutes to select unmute and state "aye." Delegates submitted their votes by doing so, which was captured on the meeting recording. She then asked that those opposed select unmute and state "no." There were no Delegates that stated opposition, this was also captured on the meeting recording. The minutes were declared approved.



Treasurer's Report: Sara Baese

Sara said upon reflecting on the past year, 2019 was a good year financially. The board continued to support strategic initiatives but also closely watched expenses. The council had consistent leadership in philanthropy which helped lead to positive gains and healthy cash flow.

The financial markets helped as we saw continued growth in the stock market and as a result GSU's investments increased in market value. This allowed us to liquidate assets in the beginning of FY2019 without a significant reduction in investment balances. The result was a strong investment and cash position at year-end.

Each year, Girl Scouts of Utah completes a financial audit. The audit was conducted by Eide Bailly & Associates for the fiscal year ending on September 30, 2019. Audited financials are available on the Girl Scouts of Utah website.

Cookie sales continue to be the main revenue generator for our council, representing 68% of funds that support Girl Scout programming and leadership development. In 2019 net cookie sales were \$3,725,224, down slightly from the prior year. Sales through Digital Cookie continue to increase with the capacity for Girl Delivery added in 2019. However, sales overall fell short of the planned budget by 6%.

The council had a strong year in program fees despite a delay in opening summer residential camps due to the abundant snowfall in winter 2019. Retail sales remained steady. Overall, philanthropy activity had significant growth due to the success of the Utah Day of the Girl event as well as bequests and planned giving to the council. Other revenues includes realized and unrealized gains in investments, interest in dividend income, lease income and rental income.

Expenses are tracked in 3 key areas of the audited financials: girl program, management and general, and fundraising. Of these three areas, 80% of our expenses goes to provide direct support and programs to girl and adult members and leaders. Of the \$4M spent on girl programming, over \$1.2M supports our council's outstanding outdoor programs and annual maintenance of our two camp properties.

Management continued to closely watch spending which led to a better cash position at the end of the year. The increase in management and general costs in 2019 is due to the interim CEO and the CEO search that occurred over the year. Expenses related to philanthropy remained steady between 2018 and 2019, even while holding Utah Day of the Girl and while increasing overall giving. Combining decreased expenses with prudent management and increased donations, the council was able to turnaround the prior year's losses with a positive net assets growth of \$470K in 2019.

As you recall, six years ago, council members voted to allocate funds from cookie sales to two specific budget areas: capital improvements and loan payments for the Camp Cloud Rim property. Specifically, we allocate 9.5 cents per each box sold to the fixed assets fund, and we allocate 25 cents per each box sold to the Camp Cloud Rim property purchase. In 2018, during Annual Meeting, it was decided that the contribution to Camp Cloud Rim could be capped at an amount to meet the loan



needs. The 2018 contribution reflects this cap which accounts for the difference in the contributions between 2019 and 2018.

In the fall of 2018, the board liquidated \$300,000 of investments for use in operations, as well as budgeted additional repairs and improvements to our properties. Due to continued positive market returns, investment balances have remained steady. Through prudent expense and cash management, cash balances were nearly \$700K at the end of FY2019 compared to the prior year, negating the need to liquidate investments or use other funding such as a line of credit.

Finally, I would like to note the change in the loan balance for the Camp Cloud Rim property. When the council purchased this property, the loan balance was over \$4.5M. Since the beginning of the loan, council has been making payments which include principle and interest. As of the end of the fiscal year, the loan balance was \$3,458,673.

Sara concluded her report and thanked members for the opportunity to serve as Board Treasurer.

Governance Report: *Leslie Egan*

Leslie gave a report on governance activities in 2019. In May, the Board and Board Development Committee participated in a training and retreat followed by a Board meeting at Trefoil Ranch.

The decision to increase the price of cookies was made at the May board meeting. With this increase, there was also a 25% increase in troop proceeds, from \$0.40 to \$0.50 per package. It was the council's priority to ensure that troops and girls were not negatively impacted by the potential volume decrease that typically accompanies a price increase. In 2019, troop proceeds from the cookie program totaled \$586,499, which represents an increase in proceeds from the previous year. Since the price increase, service unit proceeds remained the same at \$67,312 in 2019, and activity credits also remained unchanged at \$380,353 in 2019.

Amy Lukas and Jennifer Plumb were elected to the Board of Directors in April 2020. There were also four new Board Development Committee members elected in April. Maria S. Farrington joined the BDC as a Board Representative, Allison Gerrard, Becky Jo Gesteland, and Erica Marken all joined the BDC as Community Representatives.

Two Board members were added to the Executive Committee. The committee members now include: Leslie Egan, Joelle Creager, Peeches Cederholm, Loren Micalizio, Babs De Lay, Sara Baese, Helen Hu and Amy Lukas. Helen is a non-officer member of the committee, and Amy joined as Co-chair of the BDC. This committee continues to meet monthly.

Leslie then reported on the 2019 Camping for a Cause event. Net revenue was \$47,395 which included ticket sales, silent auction proceeds, sponsorship, a paddle raise, and centerpiece and keepsake purchases.

The Utah Day of the Girl event was also successful in 2019. Gross income for the event was \$119,781 and 415 guests attended. Ginette Bott, CEO of the Utah Food Bank was the keynote speaker. The



following women were honored for their accomplishments in 1 of the 4 Girl Scout program pillars: Deepika de Silva (STEM), Dr. Susan Madsen (Life Skills), Ali Hynek (Entrepreneurship), and Heidi Redd (Outdoors).

Lastly, Leslie reported that she and CEO Lisa Hardin-Reynolds were invited to present at a GSUSA training for Board Chairs and CEOs at the Edith Macy Center in New York. Out of a possible 110 councils, they were invited to present how a successful council is managed and governed.

Operations Report: *Lisa Hardin-Reynolds*

Lisa began her report by saying that none of us could have imagined the scope and scale of change that we have seen over the past few months due to the ongoing pandemic. We are still adjusting to our new ways of living, working and connecting with one another.

Our overall program reach for 2019 was 6,708 girls, 5,140 of which participated in our outdoor programs. Specific participation numbers were as follows: Resident Camp (1,146), You and Me (59), Introduction to Camp (121), Family Camp (911), Minicamps (1,466), Camp Rocks (95), Never the Same Weekend (1,172) and Camp Rentals for Troops (170). An additional 747 Girls were served through our STEM programs, and 821 girls were served through our community partnerships.

In 2019 our membership retention was phenomenal at 66.4%, but we know we can do better still. Last year our Girl Scouts earned an impressive 22,731 badges which gave them new and advanced skills in a variety of areas. In 2019, 269 Highest Awards were earned, with 179 Bronze Awards, 58 Silver Awards, and 10 Gold Awards earned by Girl Scouts. We had 4,405 participate in the cookie program, the largest entrepreneurial program for girls in the world, and in Utah.

To meet the unique challenges of 2020, we pivoted to offer online virtual programs. GSUSA launched Girl Scouting at Home, a virtual marketplace of resources for Girl Scouts of all ages with a continued focus on STEM, Outdoors, Life Skills and Entrepreneurship. Our Summer Camp programs were also offered virtually and became part of the GSUSA virtual marketplace platform giving Girls across the country access to participate in our programs.

At the beginning of 2019, in partnership with the Board of Directors, GSU finally resolved Camp Cloud Rim property challenges that date back over 70 years. These challenges have been impacting our water rights as well as our leased property on which most of our camp structures are located. In summary, through a non-monetary property exchange with Park City, we reached an agreement that resulted in the following:

- Secured water rights for the camp with a 99-year water lease
- Eliminated a precarious, year-to-year lease of the Camp Cloud Rim land from Park City
- Obtained a deed for the previously leased 11 acres that Camp Cloud Rim sits on
- Obtained enforcement of a 50-acre buffer zone around Camp Cloud Rim preventing public access to the camp thereby securing the privacy and safety of girls
- Ensured that GSU has sole access to Lake Brimhall
- Positioned the council to launch a capital campaign to resolve property debt



Membership is an area that GSU continues to see decline. Each of us have an obligation to open doors and spread the word on the benefits of Girl Scouting. We need to reach girls that are new to Utah, girls that have not had a family history of Girl Scouting, and girls that are not always included due to their race, their family’s economic challenges, their location, or their abilities. As part of Girl Scouts of Utah we all must find new and powerful ways to embrace diversity, inclusion and equity so that our organization will continue to reflect all of Utah and be the best possible organization for our girls. When it comes to marketing, you are our most valuable resource and each one of you need to be sharing a positive and powerful story about what Girl Scouting does for you, for your daughter, and what we are doing in the community.

Despite the challenges of COVID-19, this council is strong. We are learning quickly about new ways to reach and serve girls. We have a challenging and exciting year ahead. Lisa concluded her report by thanking members for their dedication and support throughout the past year and for all the ways that they will be with us in the years ahead.

Bylaws Presentation and Vote: *Peeches Cederholm and Leslie Egan*

Peeches began her report by saying that per GSU’s guiding principles, the bylaws should be reviewed every three years. The bylaws review committee included Peeches Cederholm, Joelle Creager, Sue Dickey, Lisa Hardin-Reynolds, and Erin Stone. The proposed changes were sent to members in March for review and the committee took into consideration the comments and suggestions that were submitted. The final proposed changes were included in the Annual Meeting pre-reads. Changes to the bylaws are summarized as follows:

- Article V, Paragraph 6: Meeting by Telecommunication
- Article V, Paragraph 7: Action without Meeting
- Article V, Paragraph 10: Voting Procedures
- Article VIII, Paragraph 7: Emergency Powers
- Article VIII, Paragraph 11: Actions without Meeting
- Article XVI – Amendments

Peeches then stated, “Madam Chair, the Bylaws have been presented to the delegation, at this time, I would like to turn the time over to you to conduct a vote to approve at proposed.”

Leslie asked for a motion to approve the bylaws as proposed. Joelle Creager made the motion, Sara Baese seconded the motion. Leslie asked all in favor for approving the proposed bylaws to select unmute and state “aye.” Delegates submitted their votes by doing so, which was captured on the meeting recording. She then asked that those opposed select unmute and state “no.” There were no Delegates that stated opposition, this was also captured on the meeting recording. The bylaws were declared approved.

National Board Presentation: *Debbie Nielson*

Joelle Creager introduced National Board Member Debbie Nielson. Prior to serving on the National Board, Debbie served as the Board President of GSU for six years and received the Thanks Badge II.



Under Debbie's leadership, Girl Scouts of Utah created a strategic Board Development Committee, protected and enhanced its camp properties, conducted a successful capital campaign, and brought the triennial convention of GSUSA to Salt Lake City in 2014.

Debbie began by saying that she is so proud of Girl Scouts of Utah and that we have dedicated leadership in Leslie Egan and Lisa Hardin-Reynolds. Debbie commended the Juniper service unit Girl Scouts that conducted the flag ceremony.

GSU's National Delegate have been participating in training to prepare themselves for the 55th National Council Session. This past April, the National Board made the necessary but incredibly difficult decision to cancel G.I.R.L. 2020, including the Global Roundtable, and to hold a one-time virtual session for the 55th National Council Session in October. Debbie said that she knows that this was disappointing to so many in our movement. Because the safety of our girls, their families, our volunteers, and our supporters across the country, and throughout the world is paramount, we know that this is the right decision.

We are re-imagining NCS in the spirit of our quick Movement-wide pivot toward offering a 100% virtual experience to continue delivering for our girls. Debbie said that the only difference with regard to the democratic process of NCS is the virtual nature of the gathering. Delegates to NCS will continue to drive our governance going forward and be at the heart of the NCS experience.

Debbie thanked those who have stepped up to serve as National Delegates to represent the members of their council, and said that their generosity of time is valued locally and by the National Board. The National Board, along with GSUSA have been deeply invested in making sure that the National Council Session reflects our democratic process at its best, and that the Delegate experience is a meaningful one.

There is a dedicated GSUSA staff member, Janet Garretson, who is committed to Delegate engagement. There is also have a NCS Advisory Task Group that includes two CEOs, a past National Board Member, National Volunteer Partners, and Debbie herself. This task group started working together over a year ago to act as a think-tank for enhancing the Delegate experience. There were 17 National Board and BDC members that participated in a 3-day meeting with Council Board Chairs and CEOs last November. This was in an effort to connect in person on the important issues impacting our Movement as we prepare for the National Council Session.

Debbie encouraged the National Delegates to use the GSUSA Delegate website, as it is an awesome resource. Debbie spoke about her passion for the National Delegate position. The role of National Delegate is not just a position for NCS, it is a position for the entire triennium. National Delegates are the communication link between the National Board and the members in their council.

In closing, Debbie remarked that we are in this together and our eyes are wide open to the realities that we have been facing. On behalf of the National Board, we truly appreciate all that you are doing to keep girls active in Girl Scouts during these uncertain times. Girl Scouts have helped our country weather moments like this throughout our history, and we should be encouraged to see the initiative that girls have been showing at this moment. More than ever, we need girls of courage, confidence



and character to boldly lead us into the future. Debbie thanked GSU for inviting her to speak and concluded her presentation.

National Council Session Overview: *Kyrene Benfield, National Delegate Alternate*

Kyrene Benfield gave an overview of the upcoming National Council Session. The National Council convenes every three years and for the first time ever, our National Council will be convening virtually due to the global health pandemic. The National Council is made up of National Delegates from all Girl Scout Councils, Members of the National Board of Directors, Members of the National Board Development Committee, and Past Presidents of Girl Scouts of the USA. One of the responsibilities of the National Council is acting on proposals that foster and improve Girl Scouting. Kyrene then turned the time over to her fellow National Delegates for a presentation on NCS proposals.

Presentation of National Council Session Proposals: *National Delegates*

Brekke Pattison presented NSC Proposal 1: *Establishment of a Task Force to Examine the Feasibility of a National Gold Award Scholarship Fund*. This proposal originated from Girl Scouts of Greater Chicago and Northwest Indiana. Proposal 1 puts forward the establishment of a task group, overseen by GSUSA and 2 council representatives, which would include volunteers, council staff, GSUSA Board members, and GSUSA representatives. The task force would be charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group would report back on the feasibility, recommendations, and timeline for potential establishment of the foundation by the 2023 National Council Session. All members of this task force would be appointed by the GSUSA Board of Directors.

Margaret Mower presented NCS Proposal 2: *Constitutional Amendment on Membership Dues*. This proposal originated from the National Board on recommendation of the National Council Session Advisory Team and Dues Subgroup. Proposal 2 puts forward an amendment to Article XI of the Constitution by adding the following language: *Dues are set by the National Council or the National Board. The National Board shall implement procedures for communicating with and seeking input from Girl Scout councils and National Council delegates prior to any membership dues change by the National Board.*

Wendy Burgun presented NCS Proposal 3: *Adoption of Procedure for Communication on Dues Actions by the National Board*. This proposal originated from the National Board, on recommendation of the National Council Session Advisory Team and Dues Subgroup. This proposal seeks to amend the Credentials portion of the *Blue Book of Basic Documents* on page 25 following the Membership Dues and Procedures for Registration Section to create the following new procedure: "Prior to any vote by the National Board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from local Girl Scout councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change."



Tamma Bahr presented NCS Proposal 4: *Membership Dues Increase Restriction*. This proposal originated from Girls Scouts of Greater Chicago and Northwest Indiana and seeks to amend provisions in the Membership Dues and Procedures for Registration section of the *Blue Book of Basic Documents* p. 24, by inserting after “affiliation” and before “Girl Scout” the following new language: *The National Board of Directors must seek approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium.*

Kate Rooney presented on NCS Proposal 5: *Constitutional Amendment on Consistency in Delegate Terms*. This proposal originated from Girl Scouts of Central and Southern New Jersey and Girl Scouts of Southeastern New England. This proposal is seeking that Article IV (The National Council), Section 7 (Term of Delegates) of the Constitution of Girl Scouts of the USA be amended by inserting the words, “shall be elected in the calendar year preceding the National Council Session and” after the word “councils” and before the word “shall”. If adopted the text would read as follows: *(national) delegates elected by local councils shall be elected in the calendar year preceding the National Council Session.*

Abigail Slama-Catron presented on NCS Proposal 6: *Lifetime Membership Discount*. This proposal originated from Girl Scouts of Connecticut. The proposal seeks to amend provisions in the Credentials/Certificate of Membership/Membership Requirements/Lifetime Membership section of the *Blue Book of Basic Documents* (pg. 25) by adding the following: *discounted lifetime membership dues of \$200 shall be offered to anyone who is a registered member and has served as a volunteer for a period of 10 or more years at the time of becoming a lifetime member.*

Kyrene Benfield reported that it is also the National Council’s responsibility to elect officers and other members to the National Board and National Board Development Committee. This year’s national slate of candidates consists of a highly talented and diverse group of individuals who are deeply committed to the future of the Girl Scout Movement and to the girls and families they serve. She then shared a few facts about the national slate of nominees: 88% of nominees have Girl Scout Volunteer experience; 58% of nominees are Girl Scout Alums; 15% of nominees have earned the Girl Scout Gold Award; 84% of nominees are skilled in Change Management; 50% of nominees are skilled in Fund Development and 48% of nominees are skilled in Advocacy and Social Impact.

National Council Session Proposal Breakout Groups: All meeting attendees

The meeting participants were divided into two groups virtually for questions and discussion with the National Delegates on the NCS proposals. Group 1 discussed proposals 1, 5 and 6; group 2 discussed proposals 2, 3 and 4. After 25 minutes, the groups switched virtual rooms so that discussion was had on all 6 proposals.

Adjourn: Leslie Egan

Leslie thanked meeting participants for attending and said that she appreciated their service to our council and for taking time out of your busy personal schedules to participate in this important process. Leslie then adjourned the meeting at 3:00 pm.