

Annual Meeting Minutes

April 13, 2019

Call to Order: 9:04AM

- I. Opening Ceremony Pat
 - Pat welcomes everyone and provides a brief overview of what today's meeting will entail.
- II. Welcome from Lois Kuttesch, Board Chair, and Pat Burkart, CEO
 - Overview of upcoming meeting and roles
 - Lois welcomes everyone and calls the meeting to order. Lois introduces the Girls Scouts Western Pennsylvania Volunteer Board of Directors and the Girl Advisory Members. Lois then introduces the Parliamentarian, Victoria Kush.
 - Victoria explains the meeting will be governed by Robert's Rules of Order. Victoria also explains the protocol for the utilization of the Question Cards.
- III. Call the Business Meeting to Order
- IV. Opening Remarks Pat & Lois
 - Introductions of Board of Directors, Parliamentarian, and Key Staff
 - Pat Introduces Melissa Cooper, Chief Operations Officer, Deb Smith, Chief Administrative Officer, Bernadette Scheid, Vice President of Finance.
 - Recognition of other meeting sites
 - Each site is recognized by Lois, starting Indiana University of Pennsylvania, The Edinboro Office of Girl Scouts Western Pennsylvania, Allegheny Intermediate Unit and Pitt Bradford.
- V. Credential Report Victoria
 - Victoria provides the meeting attendees with the definition of quorum, which is at least 1 delegate from 20% of the Service Units from each of the 3 Regions.
 - Girl Scouts Western Pennsylvania is comprised of 44 Service Units in Region 1, 68 Service Units in Region 2 and 39 Service Units in Region 3.
 - The Credentials Report which was submitted to Victoria during Annual Meeting was:
 - 22 Delegates in Region 1 representing 13 Service Units
 - 42 Delegates in Region 2 representing 20 Service Units
 - 22 Delegates in Region 3 representing 14 Service Units
 - 6 Board Members who are voting members of the Corporation
 - This was determined to constitute Quorum and the business meeting moved forward.
- VI. Lifetime Membership Lois
 - The standard Lifetime Membership Fee is \$400. However, during the month of April, Girl Scouts USA is providing a 50% discount on Lifetime Membership. When a Lifetime Membership is purchased at this discounted rate, \$25 of the Lifetime

Membership fee is given back to the council to be used for a girls membership within the council.

- Lifetime Members will also receive
 - Newly designed lifetime membership pin available spring 2019
 - 10% discount off online purchases through GSUSA (not council shops)
 - Discount package at Edith Macy Center
 - Invitation to annual call with GSUSA CEO
 - Monthly newsletter
 - Opportunity to purchase lifetime membership scarf coming summer 2019

VII. Approval of the Agenda Lois

- The agenda is brought forward for today's meeting.
- No further items are brought forward to be added.

Becky Styles, GSWPA Board of Directors, motions to accept the agenda, Kriss Svidro, Service Unit 5207-Tingocgua, and Nicole King Yohe, GSWPA Board of Directors second the motion and the motion carries unanimously.

VIII. Approval of 2018 GSWPA Annual Meeting Minutes Lois

- No changes were requested to be made to the 2018 GSWPA Annual Meeting Minutes

Cindy Hosey, Service Unit 5209 Wewanna, motions to accept the 2018 GSWPA Annual Meeting Minutes, Dessa Summy, Service Unit 5301 Laurel Crawford, seconds the motion and the motion carries unanimously.

IX. Recent Board Actions Lois

- During a special board meeting in November, the board approved to accept the offer of \$565,000 as a cash sale with no contingencies for Camp Curry Creek.
- There were no board actions during the December Board Meeting
- During the January board meeting, Approval to accept the compensation committee report the board approved the action to grant the CEO the authority to place the Beaver Office on the market. The board also approved the Financial Audit for the 2017-2018 fiscal year. This financial audit passed with flying colors.
- In March, the board approved the adult awards for the 2017-18 membership year.

X. Reports

- Treasurer Report Dot
 - As of September 30, 2018, our total net assets were \$19.2 million, of which \$10.7 million were in investments. Our unrestricted and undesignated net assets constitutes 14.4 months of operating reserves. This exceeds the 6 months that GSUSA requires for council reserves, and it shows the strength of

2. **Higher Impact Program: Deliver and support relevant and valuable Girl Scout Leadership Experience opportunities in a variety of participation options.**
3. **Effective Business Practices: Leverage effective and efficient business practices, supported by technology platforms, that support all members.**
4. **Stronger Brand: Ensure Girl Scouts is well-known as a trusted, active and meaningful local presence that improves girls' lives and is positively supported by the community.**
5. **Financial Stability: Ensure financial strategies support mission delivery.**

- **Membership vs Goal:** The Council achieved 95% of our girl membership goal and 94% of our adult membership goal for the 2017-18 membership year. This is displayed on a slide showing a graph depicting Membership Vs. Goal.
- **Girl Membership Year Comparison:** While there has been a decline in the overall of membership members (There is a slide displayed displaying the Girl Membership Year Comparison), Western Pennsylvania has also experienced a decrease in population. However, we continue to maintain a girl market share that exceeds the national average for Girl Scout councils (this is displayed on a slide with a graph depicting Market Share of GSWPA vs GSUSA).
 - The goal does remain to always grow membership
- **Active Volunteers:** GSWPA is fortunate to attract necessary volunteers to lead our girls. This is necessary, for us to remain a strong Girl Scout Council, and able to support all of our Girl Scouts
- **Total Camp Usage:** (A graph is shown displaying **Total Camp Usage** by council-led and volunteer-led events at each of our four camps. These numbers include both girls and adults.)
- **Camp Revenue vs Expenses (All Camps):** We have set a goal of not more than 50% council subsidy of camps. The goal is not to eliminate the subsidy. We will always subsidize all of our programs through our product sales.
 - In the graph being displayed which shows the Camp Revenue vs Expenses. In the 2017-2018 membership year, our subsidy was 65%. For the 2017-2018 membership years, our subsidy including grant funding was 68%.

- The revenue, expenses, and subsidy for the 2016-2017 membership year were recalculated. It was previously reported that we had 51% subsidy with revenue of \$513,733.41 and expenses of \$1,048,053.14
- **Girl Scout Gold Awards by Year:** There has also been a steady increase in the number of girls achieving the Girl Scout Gold Award. This is in part because of the Gold Award Committee Members.
- **MagNut Net Sales:** A slide is shown that displays the steady decline in for the MagNut Program net sales, which reflects the decline in our girl membership.
- **Cookie Order:** A slide is shown which depicts the past four years of cookie sale totals. Digital cookie started in 2014-15 and accounted for a total of just over 1,000 cases and this past year, more than doubled to over 2600 cases.
- **Cookie Program Participation:** A slide displaying the numbers from the Cookie Program. Despite the decrease in girls selling, the per-girl average of boxes sold continues to rise. This year it was 158 boxes per girl This is a strong indication of the value of our financial literacy program.
- **Outdoor Initiative- RK Mellon Grant:** A generous grant from Richard King Mellon Foundation has helped Girl Scouts Western Pennsylvania spark a national movement. The Outdoor Initiatives are large-scale and national, over 10,000 girls and 1,200 volunteers participated. The current eight councils include:
 - GSWPA (lead council)
 - Girl Scouts - Arizona Cactus-Pine
 - Girl Scouts of Black Diamond (West VA.)
 - Girl Scouts of Southeastern Michigan
 - Girl Scouts of Greater New York
 - Girl Scouts of Montana and Wyoming
 - Girl Scouts of Alaska
 - Girl Scouts of Maine

The local impact to our council is as follows:

- 2,100+ girls participated in the summer edition of the Get Outdoors Challenge.
- 95 volunteers were trained to support and inspire girls in their outdoor adventures during the Outdoor Volunteer Summit.
- 55 Daisies and Brownies earned their Outdoor Art Creator Badge through an Outdoor Art Day at Camp Redwing.

- 29 Cadettes walked in Rachel Carson’s Footsteps.
 - 24 Juniors learned about our solar system and its’ constellations
 - 18 Girl Scouts in grades 4-9 received sailing instruction.
 - Two GSWPA Girl Scout Ambassadors went on a trip of a lifetime. Lyndsey Butler and Lizzie Foster, took part in a two-week, all-Girl Scout Student Conservation Association (SCA) crew in the Olympic National Forest in Washington State. The crew completed environmental service projects and learned about ecology and preserving habitats. This was a once-in-a-lifetime opportunity for these Girl Scouts to expand leadership skills and practical knowledge of the environment.
- **Budgeted Financials:** A graph is displayed to show in 2017-18 our retail sales surpassed our sales goal ended at 109% of goal.
- The audit report for the fiscal year 2017-18 reflects a \$451,000 net operating income. As a council, our budget goal was to have a net (deficit) of \$(774,000) from operating activities. Through successful revenue campaigns and managing expenses we were able to exceed that goal which brought us to our total audited net operating income of \$451,000. This excludes other non-operating activity of frozen pension, investment appreciation and fixed asset sales/disposals and depreciation expense, totaling (\$35,000) in net non-operating costs and market growth which are reflected in the audit report below the operating activity. This resulted in an overall increase in Net Assets of \$416,000.
- **Total Dollars Raised by Year:** The 2017-2018 public support campaign closed at \$1.67 million, in large part due to a generous grant from the Richard King Mellon Foundation to fund our outdoor programming.
- We are grateful for the philanthropic support of foundations, corporations, United Ways, and individuals who sustain our mission and made our 2017-2018 campaign a success.
- **Pearl Society Donors:** Thank you especially to members of our Pearl Society, individuals who donated \$1,000 or more to our council in the 2017-2018 membership year.
- Members of the Pearl Society are inducted with a custom Pearl Society pin, designed by a woman-owned business in Pennsylvania!

- We invite you all to learn about ways to support our Girl Scouts at a level that is meaningful to you by visiting our website.
- **Nationally Planned Gift Challenge:** At our annual meeting last year, we announced two national planned giving challenges. I am pleased to share that we achieved both challenges! Thank you to all who stepped forward and made a planned gift to our council.
 - In addition to your lasting legacies and generosity, we earned \$14,000 in bonus planned gift dollars by growing our planned giving group.
 - By naming our council as a recipient of a gift in your will or estate plan, you can join the national Girl Scout planning giving group called the Juliette Gordon Low Society – and we can thank and celebrate your gift during your lifetime.
 - To learn more, please contact Customer Care at 1-800-248-3355 or customercare@gswpa.org
- **2019 Upcoming Fundraising Events:**
 - **April 1**
Awards of Distinction Johnstown
Sunnehanna Country Club
 - **May 3**
Awards of Distinction Pittsburgh
Location: Omni William Penn Hotel
Keynote Speaker: JoAnn Deak, Ph.D
 - **August 4**
Lake Erie Duathlon
Location Presque Isle State Park
- Thank you to all who supported our dinner in Johnstown on April 1st.
- Save the date for our August Duathlon.
- We hope you will join us at this luncheon on May 3rd – please visit our website to learn more and register.
 - At this year’s Awards of Distinction luncheon in Pittsburgh, we will welcome author and child development psychologist Dr. JoAnn Deak as our keynote. Dr. Deak’s research endorses the single-

gender environment that Girl Scouts provides to optimize girls' potential.

- **2017-18 Report Out**

- **Boy Scouts Update**

- May 2018: The Church of Jesus Christ of Latter Day Saints announced that it is severing ties with the Boy Scouts. The Church makes up between 18-20% of Boy Scout's membership
- May 2018: The Boy Scouts announced the new name of their Boy Scout program for children between 11 to 17 to Scouts BSA.
- November 2018: Girl Scouts of the USA filed a lawsuit against the Boy Scouts for trademark infringement.
- December 2018: The Wall Street Journal reported that Boy Scouts of America hired law firm Sidley Austin for assistance in a possible chapter 11 bankruptcy filing. This story was widely picked up, including in several local media outlets.
- February 2019: Boy Scouts officially changed their name to Scouts BSA. Girls aged 11 to 17 can join and are eligible to earn Eagle Scout.
- It is important to note that GSUSA reports that so far, there's no correlation between Scouts BSA recruiting girls and Girl Scout membership trends.

- **Fall Town Hall Report**

- Our 2018 October Fall Town Hall Meetings were well attended at three of the five sites. Two were cancelled due to the very low registration.
 - Feedback from the meetings pointed to positive dialogue and volunteers took this opportunity to bring up their questions, suggestions and great new ideas.
- The 2018 Fall Town Hall Report, which outlines the topics of the meetings, is posted on the gswpa.com governance page.
- Fall Town Halls are an important way for delegates and membership to have two-way communication with council leadership and board and to stay up-to-date with council news and information.
- Please save the date in October for this year's Fall Town Halls:

- Tuesday, October 1 at the Edinboro Activity Wing from 6:00 to 7:30
- Wednesday, October 2 at the Greensburg Activity Center from 6:00 to 7:30
- Thursday October 3 at the St Mary's Proctor House from 6:00 to 7:30
- Wednesday, October 9 in the Johnstown Office from 6:00 to 7:30
- Thursday October 10 in Cranberry (exactly location TBD) from 6:00 to 7:30. Please check our website for registration to open.

○ **Camp Sales**

- Camp Roy Weller sold in November 2017 for \$1.55 million
- On December 7, 2018, Camp Curry Creek sold for \$565,000
- Camp Resting Waters remains under the option agreement with Casella Waste Management and
- Camp Elliott is under agreement and is slated to close in early August 2019.
 - All camp proceeds have been placed into a separate investment account. Camp planning committees have been established to identify exciting updates and expansions for our 4 camps.

○ **National Convention 2020**

- Location: Orlando, Florida on October 21-25
- Proposals for consideration or a discussion topic for national convention can be submitted using the forms listed on our website at gswpa.org
- GSWPA National Delegate Applications are due before August 31
 - This a tremendously important role, that represents the council on a national level.
 - Training is required to be a national delegate.
 - GSWPA pays for all travel expenses for our national delegates
- In light of our national focus on membership, we plan to select our national delegates from service units that have been successful in growing our girl membership over the past two years

- 10 national delegates will be selected and brought forward as part of the slate at next year's annual meeting.

- **Committee Report Outs**

- Girl Awards Denise Martz
- **2017-18 Gold Award Committee:** The Gold Award Committee serves the council by mentoring Senior and Ambassador Girl Scouts during their project phase of the Gold Award.
- Staff and committee members lead local and webinar Gold Award trainings and plan yearly Court of Awards to honor Gold Award recipients.
- There are 21 committee members currently.
 - The committee hopes to expand. If you are interested in joining us, please contact GSWPA's Customer Care.
- Currently 74 girl members are working on their Gold Award projects.
 - 53 of which have been submitted through the online submission platform, GoGoldOnline, which was launched last year.
- We have 70 Gold Award Recipients for this school year being honored during Court of Awards events:
 - Sunday May 19st at 2pm at Chestnut Ridge Gold Course
 - Saturday June 22nd at 10am at Cranberry Marriott
- **2017-18 Silver and Bronze Awards:** 194 Silver Awards and 683 Bronze Awards were earned.
- The online on-demand training that was launched last fall for Cadette Girl Scouts and leaders has had overwhelming success with over 344 views.
 - This online training can be found on the GSWPA website.
- To enhance the Silver Award experience, the New Silver Award Review Committee was formed this fall. This committee helps review final reports, mentor Cadette Girl Scouts and leaders, and deliver trainings.

- This committee currently has 5 members. If you are interested in joining the Silver Award committee, please contact GSWPA's Customer Care.

- **Travel** *Katie Thompson*

- GSWPA has significantly increased our program opportunities both in counsel sponsored events and summer camp, while maintaining progression. We are providing travel opportunities for all ages and experience levels.

- This year we will be traveling to:

- New York City
- Baltimore
- Hershey Park
- Many fun adventurous opportunities at camp

- There was an increase in the number of girls who applied to GSUSA Destinations this year. Having seen the success this year, we plan to increase these opportunities.

- We have 5 girls that have been accepted to:

- Advanced Space Academy
- Costa Rica,
- Scotland
- Ireland!

- **Adult Awards** *Mary Ann McSwigan*

- The Adult Award Review Committee has the esteemed privilege to review nominations for many of the extraordinary volunteers that are the heart of our organization.

- It is important to help the committee to promote the use of Adult Awards and the submissions of nominations. Our council has many of our volunteers are doing amazing things throughout our Council. We want to share those experiences and show our appreciation for their hard work.

- Location Presenters:

- Edinboro: Amy Miehl.

- IUP: Sue Gold and Sharon Enslin.
- AIU: Paula Cribbs
- This membership year, 61 individual nominees and 4 teams of volunteers have been approved for Council's Adult Awards for a total of 93 volunteers receiving awards this year.
 - This number includes 33 Volunteer of Excellence awards, which are presented at the Service Unit level.

○ **Awards Presentation**

- **The Appreciation Pin** recognizes an individual's exemplary service in support of delivering the Girl Scout Leadership Experience. This service, which has had measurable impact on one geographic area of service, helps reach and surpass the mission-delivery goals of the area.
 - **Awardees:** Holly Kress, Patricia Dewalt, Tanya Gabel, Jo Ann Messett, Jennifer Horgan, Jennifer Kent, Lillian Marquez, Carrie Lute, Kimberly McCullough, and Roxanne Tuinstra
- **The Honor Pin** recognizes an individual's exemplary service in support of delivering the Girl Scout Leadership Experience, which has had measurable impact on two or more geographic areas of service, allowing the council to reach and surpass its mission-delivery goals.
 - **Awardees:** James Corona, Darlene Beatty, Jeannie George and Denise Martz.
- **The Thanks I Badge** honors an individual whose ongoing commitment, leadership, and service have had an exceptional, measurable impact on meeting the mission-delivery goals and priorities of the entire council or the entire Girl Scout Movement.
 - **Awardees:** Joan Emanuel and Melinda Shoenfelt.
- **The President's Award** an award that recognizes the efforts of a service-delivery team or committee whose exemplary service in support of delivering the Girl Scout Leadership Experience surpassed team goals and resulted in significant, measurable impact toward reaching the council's overall goals.
 - **Awardees:** Western Service Unit Manager Alliance, Laurel-Crawford Service Unit and National Pike Service Unit

- **Adult Awards Committee:** The volunteers who serve on the adult award review committee can attest to the joy of reading through these nominations, learning about all of the wonderful things these volunteers are doing through Girl Scout experiences throughout Western Pennsylvania.

- **Current Committee Members:**

- Rebekah Baisch
- Leslie Brueggman
- Sharon Enslen
- Sue Gold
- Janet Kovacs
- Gloria Limetti
- Mary Ann McSwigan
- Amy Miehl
- Melinda Shoenfelt
- Kriss Svidro
- Kate Svidro

Pat concludes the State of the Council Report and Lois opens up the floor for questions.

Victoria Kush, Parliamentarian, reads all questions.

Questions

Agenda Item: Town Halls

Question: Could there be a town hall meeting added closer in the Pittsburgh area? Such as the South Hills, perhaps in the AIU in Homestead?

Answer: Pat- We can always consider doing something differently. Our past practice has been to alternate between south of Pittsburgh and north of Pittsburgh, but we would be willing to consider adding another town hall if we get great registration and attendance.

Question: I would ask that town halls continue to be available in rural areas, especially central in the council. It was disappointing to have our town hall meeting cancelled. In trying to include girls 14 and up, it is difficult to travel too far on a school night. Thank you. Even with a low turnout, we like to feel like we count. Increasing council presence in these areas would be welcome.

Answer: Pat-We love to come to any location in our council jurisdiction to see our volunteers and our girls. We need to be more prudent about how we decide whether to continue with a meeting. That's why we have added a minimum requirement. We were disappointed as well that we had to cancel the Clarion meeting, but the registration was so incredibly low it hit a point where it was below the registration minimum required. To have board members and staff members come out to present, there does need to be a minimum number of attendees to make the event worthwhile. It doesn't mean that you don't count ever, all our members count. It's just a matter of being wise with resources and travel expense.

What I would ask of you in return is to please work with your service unit and for service units to work together to encourage your delegates to attend and anybody else who is interested. It's one of the primary responsibilities of council delegates to attend town hall meetings and annual meeting. I would encourage you to encourage delegates to attend town hall. If we could get the participation to the point where we could hold town hall in ten locations we would, but it must make sense.

Question: Would you consider holding a virtual town hall, should the in-person events be cancelled?

Answer: I don't see why we couldn't do that. It's a good idea, we would like to encourage in person participation, but I know everyone has busy schedules. It's a great suggestion and yes, we could look into that.

Agenda Item: Camp Planning

Victoria directs this question to be tabled until after that report is presented.

Agenda Item: Treasures Report

Question: What is the justification for keeping more than twice the recommended funds in reserve?

Answer: Pat- Whenever we go through the chartering process there are a lot of criteria that we need to meet to remain a viable Girl Scout Council. One of them has to do with the amount of money in reserves. The low end of the range is what Dot Brookes, our treasurer reported out, which is 6 months in reserves. But the range is 6-12 months in reserves. The reserves are used for things like if we had a terrible cookie sale or frozen pension payments out of reserves instead of operating costs. We do not want cookie sale proceeds if we can at all avoid it going towards something like a frozen pension payment. So, the range is 6-12 months, and while we are over 14 months, part of that is camp sales revenue. Our camp sale revenue is part of reserves because it is invested, it is money we have set aside, and it is earmarked for improvements in camp. Once we start to use those monies from camp sale revenue, that will back down to probably more like 9 to 10 months in reserve.

Agenda Item: Strategic Goals (specifically strategic goal IV: Brand Strength)

Question: How are we advertising the Bronze, Silver and especially the Gold Award? Not many employers and everyday people know about it and when describe it, we find ourselves comparing it to the Boy Scout Eagle Award.

Answer: Pat- This is something that we have had regular conversation with our national organization with as well. While we could do more at the local level than we do right now, we do have a lot of marketing in local newspapers. We also have approached GSUSA with that question saying that 'it is bigger than us', it's bigger than the local council level because we need a broad marketing scheme to get that word out. While I agree that we as a movement have been lax in getting the word out as well as we could, universities are well aware of the significance of the Gold Award. I always wondered when I started Girl Scouts I always wondered why we said, 'The Gold Award is like the Eagle [Scout Award].' I guess it because the Boy Scouts did a fine job making sure everyone knows what an Eagle Scout is. Girl Scouts has been a little bit more behind the eight ball because we have changed the name of what that highest award is. While I don't have a great in a nut shell answer for you, I appreciate that input, we have talked about this internally. We'll continue to focus on this.

Agenda Item: Treasurer Report

Question: What's being done about the unfunded pension expenditures? Which percentage is being funded? Or is the \$423,000 total amount needed?

Answer: Pat- This is frozen pension liability that each Girl Scout Council across the country participated in the pension fund that GSUSA started a long time ago, which was frozen in 2010 when the world started to realize that pensions were too expensive for companies and organizations to maintain. In 2008 when the market was going south, it became a requirement to increase the percentage of the pension that had to be funded. It was like the perfect storm, so it was frozen in 2010. Our liability has to do with every Girl Scout employee who ever participated in any Legacy Girl Scout Council pension fund. We continue to fund this liability until it reaches 100%, which is projected to be January 1st, 2028.

Agenda Item: Bylaws

Victoria tables this question due to the agenda item not being approached yet.

Agenda Item: Strategic Goals

Question: How do you plan to steer the public opinion of Girl Scouts from simply being cookies to entice new members.

Answer: Pat- I think we are already doing that. We have been advertising our outdoor program, our STEM programming, our billboards were all about high adventure and outdoor activity. Our focus in any of our marketing materials is never specifically about cookies. If we do talk about cookies, we talk about our financial literacy program.

Agenda Item: Townhalls

Question: Why are there no townhalls in the Pittsburgh area? It is almost impossible to attend a weeknight meeting so far away as Cranberry.

This question was already addressed, Pat determined no further explanations were needed to address the question.

Agenda Item: Camp Revenue vs Expenses

Question: Where is the revenue from camp sales found? Is this earmarked to the present camps?

Answer: Pat- Camp sale proceeds are in a separate investment through PNC, they are earning money. They are earmarked for future development and improvements. We will talk about this during our Camp Planning Report in just a little bit.

Agenda Item: Camp Planning Report

Parliamentarian, Victoria tables this question due to the agenda item not being approached yet.

Agenda Item: Reach More Girls: Active Volunteers

Question: Why is Fall Enrichment no longer done?

Pat directs this question to Melissa Cooper

Answer: Melissa Cooper- The council has been determining the needs of training for adult volunteers based on experience. There are outdoor skills trainings coming up as well as progressive training. Ideally there will be some volunteer lead trainings developed. We would love to hear from volunteers their ideas to help improve the trainings offered as well as any questions or concerns that volunteers might have regarding trainings.

Agenda Item: Townhalls

Question: Why are the locations [of townhalls] so far from the city outside of Allegheny County?

Parliamentarian, Victoria calls this question out of because this subject has been addressed several times. Victoria directs any further questions regarding townhall be directed to staff members after the meeting.

Lois thanks all meeting attendees and congratulates all the Adult Award recipients. Lois also thanks all of the volunteers and welcomes volunteers to either one of our Volunteer Committees: Adult Awards or Gold Award. If you are interested, please e-mail CustomerCare@gswpa.org or talk to one of our staff here today.

- **Camp Planning Report (Property Committee)**

- Many thanks to our property committee members who have led the efforts with our camp planning teams

- **Current Committee Members:**

- Jon Colburn (Chair)
- Dot Brookes
- Kelly Ryan
- Becky Styles
- Nicole King Yohe
- Julie Kresge

- Many thanks to the volunteers who participated on our Camp Planning Committees

- Pamela Ambrose
- Rebecca Black
- Elizabeth Borovich
- Laurie Cybulski
- Jennifer Kent
- Jonathan Mauk
- Amy Miehl
- Tabatha Mill
- Curtis Stratman
- Laura Symes

- David Waters
- Jill Wigley
- Katy Frey
- Carrie Grafton
- Mark Wright

- The Camp Planning Committees consist of volunteers, board members and staff members, plus direct support from the Directors of Maintenance, and Director of Outdoor Experience. The focus of the Camp Planning Committee is to participate in the brainstorming of a 3/5/10 year short- and long-term plans and to establish a vision for each of the four camps. The Camp Planning Committees met once by webinar and for two meetings in person at their camp.
- The focus of each committee was to:
 - Analyze and interpret pertinent camp data to see how we can improve each camp for a better Girl Scout experience and prioritize the camp property needs including deferred maintenance, capital projects and ADA compliancy.
 - Review direct feedback from the girls through evaluations as well as surveys, direct conversations and marketing efforts, because girl voice is the best feedback.
 - Review usage, and cost factors as well as provide input on additional features or enhancements for the camp to ensure financial responsibilities and goals for GSWPA are sustained.
 - Examine Girl Scout and competing program opportunities available to girls within the jurisdiction.
 - Participate in identifying community partners that fund program and property projects.
 - Brainstorm a vision for each camp, taking into consideration what each camp does well, and create a plan/road map to reach that vision.
- A webinar was conducted on January 31st, to introduce all participants to the process.
- On site meetings were held for each Camp Planning Committee. Each group met in February and March. The planning recommendations that were generated at these meetings will be presented over lunch, to collect “food for thought” regarding the recommendations from our planning committees here at the Indiana site. At the three satellite locations you will have an opportunity to read about the recommendations and to post your comments. Directions will be given at each site immediately following the business meeting.

- The next step will be to finalize our short term and long-term plans, to be brought before the Board of Directors.

XI. Bylaw Proposal *Victoria*

Pat invites Parliamentarian, Victoria Kush, to present the proposed bylaw changes.

These bylaw charges are brought forward by the Bylaw Committee to the Board of Directors for approval to recommend to the delegates at Annual Meeting.

- Term of Office

Section 4.2 Term of Office		
Current Wording	Proposed Amendment	If Adopted, Will Read
C. The term of office of at least one-third (1/3) of the Directors-At-Large shall expire at each Annual Meeting of the Corporation	C. The term of office of at least one-third (1/3) of the Directors-At-Large shall expire at each Annual Meeting of the Corporation	Section 4.2 C is deleted from the bylaws

o Duties of Officers

Section 5.1 Elected Officers

Current Wording	Proposed Amendment	If Adopted, Will Read
	<p>B. The Immediate Past Chair of the Board shall be the person whose term as Chair of the Board most recently ended. The Immediate Past Chair of the Board will be an ex officio Executive Committee member without vote.</p>	<p>B. The Immediate Past Chair of the Board shall be the person whose term as Chair of the Board most recently ended. The Immediate Past Chair of the Board will be an ex officio Executive Committee member without vote.</p>

Section 5.2 Term of Office

Current Wording	Proposed Amendment	If Adopted, Will Read
	<p>B. The term of Immediate Past Chair shall be for one (1) year. The Immediate Past Chair of the Board's term shall begin at the close of the Annual Meeting in which the new Chair of the Board has been elected.</p>	<p>B. The term of Immediate Past Chair shall be for one (1) year. The Immediate Past Chair of the Board's term shall begin at the close of the Annual Meeting in which the new Chair of the Board has been elected.</p>
<p>B. Terms of office shall begin at the close of the Annual Meeting in which elected. No individual shall serve more than two consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.</p>	<p>B. Terms of office shall begin at the close of the Annual Meeting in which elected. No individual shall serve more than two consecutive terms in any one or combination of offices, except that an individual shall be eligible to serve two consecutive terms in the office of Chair of the Board regardless of the number of consecutive terms that individual shall have served in any office or offices other than Chair of the Board.</p>	

Section 5.5 Duties of Officers

Current Wording	Proposed Amendment	If Adopted, Will Read
	<p>E. The immediate Past Chair of the Board shall:</p> <ul style="list-style-type: none"> i. Assist the Chair of the Board as assigned; ii. Serve as a mentor for the new Elected Officers. 	<p>E. The immediate Past Chair of the Board shall:</p> <ul style="list-style-type: none"> i. Assist the Chair of the Board as assigned; ii. Serve as a mentor for the new Elected Officers.

○ *Nominations from the Floor*

Section 7.3 Nominations from the Floor		
Current Wording	Proposed Amendment	If Adopted, Will Read
Section 7.3 Nominations from the Floor	Section 7.3 Nominations from the floor to the Board of Directors	Section 7.3 Nominations to the Board of Directors
A. The individual to be nominated has consented in writing to serve if elected;	A. The individual to be nominated nominee has consented in writing to serve if elected;	A. The nominee has consented in writing to serve if elected;
B. The nomination has been submitted to the chair of the Board Development Committee, or her/his designee, at least seventy two (72) hours before the convening of the Annual Meeting; and	B. The nomination has been submitted to the chair of the Board Development Committee, or her/his designee, at least seventy two (72) hours before the convening of the Annual Meeting no later than November 15 of the year prior to the Annual Meeting; and	B. The nomination has been submitted to the chair of the Board Development Committee, or her/his designee, no later than November 15 of the year prior to the Annual Meeting; and
C. The prospective nominee meets the qualifications for the office for which she/he is being nominated.	C. The prospective Board Development Committee recommends the nominee meets the qualifications to fulfill the duties for of the office for which she/he is being nominated based on the existing needs of the Board of Directors .	C. The Board Development Committee recommends the nominee to fulfill the duties of the office for which she/he is being nominated based on the existing needs of the Board of Directors .

Krystal Boburchok, Service Unit 4613- Somerset, motions to accept the bylaw changes as presented.

Jennifer Vinson, Service Unit 2624- Clarion, seconds the motion to accept the bylaw changes as presented.

The motion moves to discussion

Question Regarding 4.2: Where is the equity in deleting the 1/3 of the board members leaving the board each year.

Answer: Lois- Thank you for question and attention to the bylaws. What we have found is in practical situations—for instance in 2021 there are no new board members coming onto the board. The rotation of the board can change when people leave or become officers. The Board Development Committee works very diligently to keep the rotation as even as possible. Moving forward, for the next 3 years, approximately a 1/3 of the board will still be rotating off.

Victoria: The purpose of this bylaw change is to improve the governance practices of our board. When you require the 1/3 board departure each year, some board members terms get cut short to as little as one year of service in order to artificially fulfill the 1/3 requirement. Implementing this change will allow board members to fulfill their terms and the bylaw requirements to work together.

Question Regarding 4.2: Is there a limit to the number of terms a board member can serve?

Answer: Victoria- Yes, a Director at Large can serve a maximum of two 3-year terms.

Question Regarding 7.3: This question was asked after the State of the Council. Parliamentarian Victoria tabled it until the item was approached in the agenda.

The question was answered with the explanation of the bylaw.

Question: Are the bylaw changes being voted on one at a time

Answer: Victoria- They will be voted on as a complete slate.

Question Regarding 5.2: The wording of 5.2 states that the Immediate Past Board Chair's term will begin at the close of the Annual Meeting, but the Board Chair is not elected until the first meeting after Annual Meeting.

Answer: Dot- The Board Chair is voted on at Annual Meeting—we are not voting on one this year because the current Board Chair's term is not up.

Question: How do we change so that we can vote on individual items and not a complete slate?

Victoria, Parliamentarian determines that question is out of order because the current motion is to accept the complete slate

Elaine Effort, Service Unit 5502- Pittsburgh East, motions to vote on the bylaw proposal separately.

Question: Isn't it proper to call for a division of the bylaw proposal, if 2/3 of delegates vote in favor of division, then we can vote on bylaws separately?

Answer: Victoria- If 2/3 of the delegates call for a division, then we can vote on them separately.

Diana Brush, Service Unit 2625-Brookville, calls for a division of the bylaw proposal
Michelle Kramer, Service Unit 5107-Bethel South, seconds the motion for a division of the bylaw proposal.

Victoria: The motion to vote on the bylaw changes separately as 3 individual bylaws, all in favor of that, please raise your voting cards and say "aye"

The delegates vote.

Victoria: Any opposed, for the purposes of the count, please raise your card and say "nay"

The delegates vote

The results of vote from all sites: 67 yays, 24 nays.

Per the results of the vote, the motion carries.
Each bylaw change will be voted on individually.

Mary Ann McSwigan, Service Unit 5802- Brentwood, motions to accept the changes to section 4.2 pertaining to terms of office.

Melinda Shoenfelt, Service Unit 4641-Indiana, seconds to accept the changes to section 4.2 pertaining to terms of office.

Victoria: Hearing no further discussion, all in favor regarding the changes to section 4.2, please raise your voting cards and say "aye"

The delegates vote.

All those opposed, please raise your voting card and say "nay"

The delegates vote

The motion to accept the changes to section 4.2 pertaining to terms in office carries unanimously.

Christine Schaeffer, Service Unit 2664-Central Westmoreland, motions to accept the changes to 5.1, 5.2 and 5.5 pertaining to the addition Immediate Past Chair of the board and the related duties

Christina Kline, Service Unit 2664- Central Westmoreland, seconds to accept the changes to 5.1, 5.2 and 5.5 pertaining to the addition Immediate Past Chair of the board and the related duties

Victoria: Hearing no further discussion, will all those in favor in accepting the changes to section five as detailed in your material sheet under 5.1, 5.2 and 5.5, please raise your voting cards and say "aye".

The delegates vote.

Victoria: All those opposed, please raise your voting cards and say "nay"

The delegates vote.

The motion to accept the changes to 5.1, 5.2 and 5.5 pertaining to the addition Immediate Past Chair of the board and the related duties carries unanimously.

Andrea Shissler, Service Unit 2664- Central Westmoreland, motions to accept the proposed changes to 7.3.

Christina Klein, Service Unit 2664- Central Westmoreland, seconds motions to accept the proposed changes to 7.3.

Dot Brookes, Board Treasurer comments: Although as the proposed bylaw change reads that there is a deadline for the upcoming Annual Meeting, the Board Development Committee meets year-round and accepts applications year-round. The deadline is only for the upcoming Annual Meeting.

Victoria: If an application is received after November 15, they will simply be considered the following year. They will receive the same treatment as any board applicant. It simply provides a vetting time Board Development Committee time to accomplish their work

Question: Will this take away the ability of members to participate in the nomination process?

Answer: Victoria- This does not change any of the the abilities to participate the nomination process. The nomination process will continue exactly as it is in place. This simply changes the time of consideration of those nominees who will be brought before the board at for approval and presented at Annual Meeting of that year. Those who come after the November 15 deadline will be considered for the following years slate.

Diana Brush, Service Unit 2625-Brookville, Comments: I'd like to support this bylaw change. Having served on a nominating committee on a legacy council and as I recall the 72 hours was added to the bylaws because we used to take nominations on the floor. You could not vet people if you took nominations from the floor. Our councils were smaller, so we did know our community. 72 hours was allowed to give us more time to take nominations for the board. Now with the council the size it is, I do not see how it is possible to vet somebody and to provide the detail that you need to be educated voters and delegates representing our service units. So, I rise in support of this bylaw change.

Question With the change in rolling membership, there may not be vacancies annually on the board. So how will applicants submitted after the November 15th deadline be slated in, when there are no vacancies that annual meeting year?

Answer: Normally, the slate brought forward is for the exact number of board nominees needed. If there are additional nominations beyond a full slate, then membership would have the opportunity to vote on them. Out of the diligence of our Board Development Committee, we find it most productive too interview those and make recommendations so that the slate does not require somebody being voted off the slate an annual meeting.

Comment Pam Siergiej, Service Unit 1603-Scrimshaw: Having just gone through the process, I know how long it took to get in touch with the nominating committee members.

Question: Could we have a request for nominations by November 15th, with an option to submit up to 72 hours with a certain number of signatures?

Victoria determines that this would be an amendment to the current motion and is out of order

All those in favor in accepting 7.3 pertaining to board nomination as reflected in the changes in your materials, please raise your voting cards and say "aye".

The delegates vote.

All those opposed, please raise your voting card and say "nay".

The delegates vote.

The motion to accept the proposed changes to 7.3 carries unanimously.

Victoria: Thank you for your time, attention and lively discussion pertaining to the bylaws.

XII. Election of Slates *Kriss Svidro*

- The Board Development Committee is responsible for recruiting and vetting potential members of the board, girl advisory panel, and board development committee.
- Committee members look for candidates who can bring their own expertise to the board of directors to provide oversight of the council and who believe in the Girl Scout Mission to create girls of courage, confidence, and character, who make the world a better place.
- Some qualities considered include experience, geographic distribution, and a willingness to support Girl Scouting in the community.

Board Development Committee members are located throughout the council and represent a mix of current board members, past board members, and dedicated volunteers. Our current committee members are:

- Mary Kohler (Chair)
- Dot Brookes
- Kriss Svidro
- Sarah Shaffer
- Theresa Bone
- Camille Kovach
- Rebecca Stiger

- The committee met multiple times over the past months to build the slate that you will see in a few moments.
- Unlike board members who are unable to hold operational volunteer positions, board development committee members are also some of our most active volunteers in the council.
- If you are interested in joining the Board Development Committee, please e-mail the Executive Assistant at mmeans@gswpa.org.

○ *Board*

○ ***The Proposed Board Slate***

- **Second Terms for three, serving for 3 years ending in 2022:**
 - Camille Kovach
 - Claudia Reed
 - Andrea Stapleford

- **3 year term ending 2022**
 - Linda DeJulio
 - Cindy Pezze
 - Mary Lou Vargo
- **1 year term ending 2020**
 - Lindsay Crouse
 - Rick Siergiej
- **Girl Advisory Panel:**
- **2 year term ending April 2021**
 - Taylor Rechenmacher
 - Jocelyn Schwab

Lois: The next business in order is the election of the Board Officers, Members-at-large and Girl Advisory Panel as presented. I will now entertain a motion to approve the slate as submitted by the Board Development committee.

Dessa Summy, Service Unit 5301-Laurel Crawford, motions to approve the slate as submitted by the Board Development committee

Carrie Lute, Service Unit 4633-Cambria Heights, seconds the motion to approve the slate as submitted by the Board Development committee.

Lois: All in favor raise your voting cards and say “aye”

The delegates vote

Lois: All opposed, raise your voting cards and say “no”

The delegates vote

The motion to approve the slate as submitted by the Board Development committee carries unanimously.

Lois: The affirmative has it and the new board members are elected. Congratulations and welcome to those elected.

- *Board Development*
- Joining the Board Development Committee is Pam Siergiej with a three-year term ending in 2022.
- Mary Kohler is moving from a board appointed position on the Board Development Committee to a non-board position. She would continue her existing three-year term which ends in 2020.

Melinda Young, Service Unit 1601- Wilmington, motions to approve the Board Development slate as submitted by the Board Development Committee.

Christina Kline, Service Unit 2664- Central Westmoreland, seconds the motion to approve the Board Development slate as submitted by the Board Development Committee.

Lois: All in favor raise your voting cards and say “aye”

The delegates vote

Lois: All opposed, raise your voting cards and say “no”

The delegates vote

Lois: The affirmative has it and the new board members are elected. Congratulations and welcome to those elected.

Question: AIU Site: AIU requested a count for bylaw change 7.3.

Victoria: Vote Results 71 yays in favor of accepting the change and 20 nays opposed to the change.

XIII. Acknowledgment of the Outgoing Board Members

- Lois thanks Hilliary, Missa, Amy, Mary and Kelly for all their hard work as Members at Large on the Board of Directors.
- Lois also gives a special thank you to Jessica and Katherine, the outgoing Girl Advisory Panel.

XIV. Other Business

No further business was added to the agenda.

Questions pertaining to Camp Planning that had been tabled earlier are now read.

Question: What is the level of camp attendance? Are they filling up? Are there programs poorly attended? Would an increase in campers cover camp costs?

Answer: Pat- Increased participation always helps with camp revenue. Camp usage has went up over the past 4 years. This has been looked at in detail at Camp Planning Committee meetings. There have been sessions that are cancelled, however, our staff has done a great job of moving registered girls for that session to another session. We need to evaluate and increase the kinds of sessions that are highly attended and eliminate poorly attended sessions.

Question: Is Camp Planning on the agenda?

Victoria- This question was tabled because it was covered in the agenda.

XV. Closing Comments

- Lois thanks everyone for coming today.
 - Lois also reminds all attendees we will be preparing our slate for national delegates this fall for convention 2020 to be held in Orlando, Florida. National delegate applications will be on our website in early summer. This is an important position which represents our entire council at the national convention

XVI. Adjourn Business Meeting

- There are no objections and the meeting is adjourned

Time: 11:28AM