Girl Scouts–Arizona Cactus-Pine Council, Inc.
84th Annual Council Meeting Minutes
Draft April 24, 2021 (convened virtually via zoom)

ATTENDANCE: A QUORUM WAS PRESENT BY WAY OF ZOOM VIDEO CONFERENCE

Call to order by Lupe Camargo, Board Chair ..... 9:05 am

Recitation of Promise & Law (English, Spanish, Navajo) .....Girl Voice Committee

Report on the 2020 GSUSA National Convention.....Girl Voice Committee
Girl Scouts of the U.S.A. hosted the National Convention in October of 2020 as a virtual event. During this meeting, amendments to the GSUSA constitution were approved. The Girl Voice Committee summarized the key point of each change.

- Proposal 1 – Gold Award Task Force Scholarship
- Proposal 2 – Constitutional Amendment on Membership Dues
- Proposal 3 – Adoption of a Procedure for Communication on Dues Actions by the National Board
- Proposal 4 – Membership Dues Increase Restriction
- Proposal 5 – Constitutional Amendment on Consistency in Delegate Terms
- Proposal 6 – Lifetime Membership Discount

Action Items

- Credentials Report.....Raquel Gutierrez, First Vice President
  This credentials report reflected the number of registered voting members who took part in the voting process.
  - A total of 224 voting members, representing 27 Governing Areas,
  - A total of 26 members of the Board of Directors,
  - A total of 4 members of the Board Development Committee, and
  - A total of 7 Former Presidents.

  Therefore, out of a grand total of 269 voting members, 181 took part in the voting from 25 governing areas. This total exceeded the 67 voting members and representation from 14 governing areas needed for a quorum. The Credential's Report was **ADOPTED**.

- Adoption of 2020 Annual Council Meeting Minutes.....Gordon Lewis, Secretary
  A copy of the 83rd Annual Council Meeting Minutes of April 25, 2020, was enclosed in the voting member packet. These minutes were adopted by the Board of Directors on September 16, 2020. No corrections were submitted by the delegates, the minutes stand as **ADOPTED**.

- Treasurer's Report.....As presented Brian Hemmerle, Treasurer
  At Arizona Cactus-Pine Council, we manage our finances with a balanced budget that is monitored on a regular basis by a strong volunteer Finance Committee. We also continue to establish savings for important special expenditures such as improvements at camp and innovative pilot projects, like the Maryvale/Glendale Initiative.

  As Girl Scout leadership, we strive to set a positive example for girls as we use our resources wisely. We also attempt to provide program opportunities concerning financial literacy and, of course, the Girl Scout Cookie Program which gives girls practical experiences with planning, goal setting and handling money.

Our 2020 audited financial statements were sent to all delegates. The Financial Report can also be found in the 2020 Annual Report, which is posted on our website. This statement is for the council fiscal year October 1, 2019, through September 30, 2020.

A look at the 2020 Statement of Activities indicates that the total operating revenue was $12,977,220. Operating expenses reported in the 2020 audit totaled $11,300,138, creating a change in Net Assets of $1,677,082.

The Operating Expenses for the year are reported in the major activities of the council.

- Program reflects council-wide programming, including outdoor activities. The 2020 report indicates expenses of $4,486,811.
- Membership reflects the work of our staff in recruiting and retaining our membership. The 2019 report indicates expenses in this area of $1,869,354.
- Volunteers includes adult training and education, the council shop, and activities related to recruiting adults. The expenses in this area are $1,783,682.
- And finally, Community Activity reflects marketing, public relations, and collaborations with other community partners. The expenses in this area were $ 892,683.

The Council's total expenses related to these four program areas were $9,032,530 or 80% of total operating expenses.

In addition, we had the following expenses: $1,535,907 or 13% for management and general expenses; and $731,701 or 7% for fund development.

Our Statement of Financial Position indicates our continued strong financial condition. As of September 30, 2020, the council had significant net assets (our value after liabilities) of $35,621,985. This amount consists of cash and cash equivalents; investments; receivables; inventories and prepaid amounts; and land, buildings, and equipment.

Of this amount $551,794 is temporarily restricted by donors for programs; the remainder of the net assets are either unrestricted or designated by the board of directors.

These financial statements received an unqualified audit opinion from our council's audit firm of Eide Bailly. An unqualified audit opinion indicates that the council's financial statements have been "fairly" presented and comply with all required accounting standards.

Our Financial Statements reflect that as an organization we have used resources wisely and set a positive example for our girl members.

- Amendment to the Bylaws..... Denise Blommel, Bylaws Committee Chair
  This year, the GSACPC delegates were asked to vote on an amendment to the Council's bylaws which was drafted by our Bylaws committee chaired by Denise Blommel.

  The Constitutional Amendment on Consistency in Delegate Terms approved at the Girl Scouts' 55th National Council Session held October 23-25, 2020 results in the need for the Council to make changes to our Bylaws. That is because the GSUSA constitutional amendment requires local councils to elect their delegates in the calendar year preceding the National Council Session.

Thanks to Denise Blommel, Lee Klein, Kate Gookin, Sherry Reyes, and Sophia Moreno for their work in updating the language of the Council's bylaws to conform with the amendment passed at the National Council Session.

The change to the language of our bylaws was approved by the Board of Directors in March 2021. Our delegates to this Annual Meeting voted to approve this bylaw change.

Article VIII of our Council bylaws now states:

The National Council Delegates are elected by the Delegates at a meeting in the calendar year preceding the National Council Session of GSUSA at a time to be determined by the Board Development Committee. When time does not allow for the Board Development Committee to convene, the chair of such committee, or, if the chair is unavailable, the Chair-of-the-Board shall fill vacancies among the delegates from the slate of alternate delegates elected to fill those vacancies. Delegates shall be citizens of the United States of America, who are at least fourteen (14) years of age on or before September 30 of the year prior to the National Council Session of GSUSA, members of GSUSA, and residents in the jurisdiction of the Council. The delegates shall be elected for a term of three (3) years beginning at the close of the meeting at which they are elected and ending when their successors are elected or immediately upon non-attendance at the National Council Session of GSUSA.

Elections

- Board Development Committee Report.. As presented by Luz Sarmina, Chair Board Development Committee
  The goal of the Board Development Committee is to present the council with a well-balanced slate of nominees representing the complexity and breadth of our Council's jurisdiction.

  Each year, the Council's membership is invited to participate in the nomination process by submitting the names for consideration.

  This notice is sent out through the Council Update email, posted on our website and in our magazine, *Girl Scout Connections,* each fall.

  The Board Development Committee reviews all nominations, ensures the individual's willingness to serve, and interviews each candidate before preparing the slate of nominees.

  No substitute nominations were submitted in accordance with our bylaws.

- Girl Advisory Board and Board Development Committee Girl Members Election
  The following individuals have been elected as Girl Advisory Members of the Board of Directors for the **ONE-year term of 2021-2022:**
  - Jessica Burke
  - Jaymee Famularo
  - Zoe Gerlach
  - Aarohi Ghorpade
  - Ella Hamer
  - Madison Koetz
  - McKinley Paltzik

  In addition, the following individuals have been elected as the Girl Advisory Members of the Board Development Committee for the **ONE-year term of 2021-2022:**

- McKinley Paltzik
- Aarohi Ghorpade

- Council's Highlights ..... As presented by the Girl Voice Committee
  High Awards – 18 Gold, 162 Silver and 206 Bronze Awards and celebrated virtually in March 2021.

  Religious Recognitions – We had 134 girls who earned the My Promise, My Faith pin and 24 girls who earned other religious recognitions. They were celebrated at a virtual ceremony in April 2021

  Cookie Season – 2,084,545 packages sold, including over 131,000 packages donated to the community.

  Volunteers - Girl Scouting would not be possible without our adult volunteers. In November 2020, the annual volunteer appreciation event was held online. It was a unique and entertaining celebration to recognize and thank some of our most dedicated volunteers. We are also celebrating volunteers throughout April 2021 – National Volunteer Appreciation Month. And Thursday, April 22, was Leader's Day.

- Overview of GSUSA Brand Refresh .....As presented by Girl Voice Committee
  Moving forward, the trefoil will become the dominant symbol of the refreshed GSUSA brands. Girl Scouts visual identity goes beyond just a logo. It is a complete design system made up of elements that work together to create a distinctive look and feel. This will include a new typeface, a vibrant color palette, using the badge and patch shapes, a set of icons, and a unique approach to how we create and use photography. Together, these elements will allow us to express ourselves in a bold, modern way that will build brand equity. It will take about three years to incorporate the changes in all collateral materials. We will continue moving towards 2023 with the goal to complete the transition by the next National Convention.

  Board Chair's Leadership Remarks ..... As presented by Lupe Camargo, Board Chair
  Tamara Woodbury is beginning to step back from her daily leadership and transition towards her retirement. An important job of the board is choosing new leadership for the Council. Two years ago, our previous Board Chair, Teri Kelley, led a Succession Planning Committee to ensure this Council would continue to thrive. This committee developed a plan for the development of leadership capacity of current staff which lead to the appointment of Mary Mitchell and Christina Spicer as Deputy Directors. Now, Teri and I are co-chairing a new Transition Committee, made up of Board and Community members, that will have an active role in ensuring a seamless leadership transition. The committee will recommend to the board a process the board will undertake to select the new leadership for the Council.

Adjournment ..... 9:53 am