



December 2021 Governance Bulletin

The Governance Bulletin is shared with all Service Unit Delegates on file, Girl Delegates, Girl Advisors to the Board of Directors, GSEP Board Members, GSEP Board Development Committee Members, NCS Delegates, and Service Unit Managers.

Dear Delegate Council –

Happy Holidays! As another challenging year comes to a close, we hope that 2022 brings you & yours much prosperity, health, and peace!

Fall Delegate Council Meeting Recap

The first Delegate Council Meeting of the Governance Year was held on September 28. Our third virtual Delegate Council meeting was attended by more than 150 people.

First, Board Chair Debbie Hassan shared national governance news from GSUSA, including the status of the search for the National CEO (Debbie is one of two council Board Chairs on the national search committee); the group is interviewing candidates and hopes to make a final decision in the new year. GSUSA has hired an external firm (Symphonic Strategies) to consult with them on DEI (diversity, equity,

and inclusion) work. For the first time, GSUSA will be producing an annual stewardship report, which will be available to all members, followed by an explanatory webinar.

GSEP's CEO, Kim E. Fraites-Dow, then talked about a recent development in GSUSA's three-year lawsuit against the Boy Scouts of America. The judge released a tentative decision in favor of BSA. Kim emphasized that we have a unique opportunity to tell parents, families, and the public who we are. The two organizations remain separate, and Girl Scouts has been serving girls for more than 109 years. Our Movement is fiscally strong and not dealing with the legal and financial challenges plaguing BSA.

The 2020 National Council Session Delegates led the Strategy Café discussions. They briefly shared the proposals that had successfully been voted on at the 2020 NCS. One of GSEP's NCS Delegates, Mikayla Havers, is one of two teenagers on GSUSA's National Advisory Task Force, which is planning the 2023 NCS. Mikayla reported on the Task Force's new timeline for the work necessary to bring the 2023 NCS to fruition, including an earlier deadline to formally submit proposal and discussion topics.

After introducing nine possible topics, all attendees were randomly separated into breakout rooms to discuss these ideas. Upon reconvening, each breakout room shared their thoughts on the respective issues. The Delegate Council then voted on which of the nine subjects should become formal proposals for consideration at the Spring Delegate Council Meeting.

The four topics that received the most votes were:

- Allowing virtual attendance at a Special Session of the National Council
- Offering free Lifetime membership to Gold Award Girl Scouts
- Offering reduced/slide scale membership for families with multiple members
- Requiring girls to be part of every council's NCS Delegation

The NCS Delegates will be meeting over the winter to research and shape these ideas into formal proposals to present in March for a final vote.

The Fall Delegate Council Meeting overview and PowerPoint slides can be seen on the [Governance page](#) under the “Documents” tab at the bottom.

Girl Governance Applications for MY23 Now Open!

Girls! Are you ready to use your voice, learn how the Council is governed, influence change, and speak up on behalf of girls?

Girls who will be at least 14 years old as of May 7, 2022, can apply to be either a Girl Delegate (30 girls are elected to represent all girls throughout our 9-county footprint) or a Girl Advisor to the Board (3 girls are elected to participate as non-voting members of the Board of Directors).

Apply via this [online application](#); the due date is January 17, 2022. Don't wait too long! You will also need at least one reference (to apply for the Girl Delegate position) or two references to be considered for the Girl Advisor role). References are also due January 17, 2022. References can be from teachers, coaches, troop leaders, employers, etc. They will be asked to submit their information via the same online form.

More information can be found under the Applications tab at the bottom of the [Governance page](#) of the website.

Nominations for the Board/BDC Being Accepted Until 1/17/22

Know anyone who you feel would make an excellent board member? Do you think *you* would make a good board member?

What qualities and skills are needed to serve on the Board? The Board of Directors is responsible for Council governance, strategic planning and policy-making. Determining major policies, exercising legal, financial and corporate responsibilities, and approving strategic plans and budgets are essential to the position. Ideal Board candidates should have experience in these areas, while bringing a depth of knowledge and resources in finance, audit, accounting, fundraising/development, STEM including information technologies, property issues, community partnerships, and communications/marketing.

The Board Development Committee (BDC) works year-round on maintaining and updating a Cultivation list of potential Board and BDC candidates. This includes nominations from our general membership. The deadline to submit a nomination for the BDC to consider this winter is January 17, 2022.

The form for nominations/self-nominations can be found on the [Governance page](#) under the Applications tab at the bottom.

Applying to be a Delegate to the 2023 National Council Session

As you may remember from the Fall Delegate Council meeting, one of the proposals that passed at last year's [National Council Session](#) had to do with when NCS Delegates should be elected. Moving forward, NCS Delegates need to "be elected in the calendar year preceding the National Council Session" (please see Article IV, Section 7 on page 8 in [GSUSA's Blue Book of Basic Documents](#)). This means that the 2023 NCS Delegates need to be elected in 2022.

Since the number of NCS Delegates for each Council is determined by the number of girl members as of September 30 in the preceding calendar year, GSEP will not know our exact number of NCS Delegates until Fall 2022.

Therefore, the application to be considered for the next National Council Session (happening in Orlando in July 2023) will be opened in late spring/early summer 2022. The due date will be announced at the Spring Delegate Council Meeting. The official election will take place at the 2022 Fall Delegate Council meeting.

Mark Your Calendars – March 21, 2022!

Save the date! The Spring Delegate Council Meeting is scheduled for March 21, 2022. Location is TBD and will be confirmed in the New Year. We will be finalizing the proposal(s) that you want GSEP to submit to GSUSA for consideration at the 2023 National Council Session.

Want to Catch Up?

Past issues of this year's Governance Bulletins can be found on the [Governance page](#). Check out the tab at the bottom of the page labeled "Past Governance Bulletins."

Continuing Governance Education

What does all that legalese at the end of the Bylaws mean?

You may have skimmed right over the last part of [GSEP's Bylaws](#), Article XI (lines 500-573). It contains a lot of words like "indemnification," "notwithstanding the foregoing," and "adjudged."

Unless you're an attorney, does this section really matter? Well... yes, it does matter.

Article XI is all about protecting individual Board members (who were elected by you, the Delegate Council) against lawsuits or other legal actions because of something they did on behalf of GSEP. Lines 517-525 state that "if they acted in good faith and...[in] the best interests of the Council" and they believed their actions to be lawful and "authorized by the Board of Directors or the Council," then they are "indemnified" (or not held legally accountable for their actions).

Because our Board members are volunteers and are responsible for strategic decisions and financial oversight of GSEP, this Article in the Bylaws offers confidence in their decision-making judgement. There is a lot of legal jargon contained in these 75 lines, but the Bylaws are a contract that creates peace of mind and complete understanding for GSEP's governance.

GSEP MY22 Governance Calendar

Also available on the [Governance page](#).

Date	Action Item
January 17, 2022	Deadline to apply to be a Girl Advisor to the Board and/or Girl Delegates in MY23. This is also the deadline to submit nomination of a Board or Board Development Committee candidate for MY23 for the Board Development Committee to vet.
Monday, March 21, 2022	Spring Delegate Council Meeting at 7 pm, tentatively scheduled at Daisy's Place at Shelly Ridge, from 7-9 pm

Thursday, April 7, 2022	Official Notice of the 2022 Annual Meeting will be emailed to all voting Delegate Council members
Saturday, May 7, 2022	2022 Annual Meeting to be held at Shelly Ridge from 10 a.m. – 12 noon
April 8- August 31, 2022	Election of Service Unit Delegates and Alternates for Governance Year 2022-2023

Thank you again for your commitment to Governance excellence here at GSEP!

Have a safe & happy holiday season!

As always, if you have any questions or thoughts to share, please do not hesitate to reach out to governance@gsep.org!



Have a question? Don't be shy!
Contact us for more information.

This email was sent to: albertopagan@yahoo.com

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