

## Delegate Meeting Overview

### Delegate Meeting – Spring 2020

March 18, 2020 from 7-9 pm

Virtual meeting

**Invited:** GSEP Board of Directors, Board Development Committee Members, GSEP Girl Advisors & Girl Delegates, Service Unit Delegates & Alternates, Interested Members

**Attended:** 117 people (94 log-ins via computer; 23 call-ins via phone)

#### Meeting Opening

Debbie Hassan, Board Chair, started the evening by welcoming all members to our first virtual Delegate Meeting. She thanked everyone for participating in this manner during this public health crisis. She then invited Girl Advisors to the Board Brianna Davis, Nya Cherry, and Sydney Machion to lead the group in saying the Pledge of Allegiance, Girl Scout Promise and Girl Scout Law.

The Mission Moment was provided by Girl Scout Ambassador Megan Hughes. Megan shared her recent shadow day experience as a Take the Lead presenter.

Debbie also recognized members of the respective cohorts in attendance (Board, Girl Advisors, Board Development Committee, National Council Session Delegates, SU Delegates, and Girl Delegates). She reiterated the decision-influencing role of the Delegate Council and thanked the members for their service.

#### Service Unit Delegate and Girl Delegate Pinning

Since this was a virtual meeting, Board Chair Debbie Hassan asked any Service Unit Delegates and Girl Delegates who have not yet received their pins to email [governance@gsep.org](mailto:governance@gsep.org). Their pins will be mailed to them.

#### Board Development Committee Report

Chair Susan Mucciarone introduced the committee members, including the newest member of the Board Development Committee, Laura Azzalina. Laura is a Senior Vice President of Firsttrust Bank.

Susan also provided an overview on the work of the Board Development Committee, which focuses on identifying, cultivating, and recruiting candidates to become members of the Board of Directors and the BDC itself. This year, the BDC had the added responsibility of selecting the slate of Girl Advisors & Girl Delegates as well as the 2020 National Council Session Delegates. All five slates will be presented for the vote at the Annual Meeting on May 2<sup>nd</sup>.

## **Bylaws Review Committee**

Deb Walters, chair, introduced the 11 members of the committee, all of whom have extensive governance experience. Since the fall, they have met 10 times for three hours a night, which adds up to 330 working hours (plus assignments and additional small group meetings). This is the equivalent of working 24/7 for almost 14 days straight!

She explained that their work began after the Fall 2019 Delegate Meeting, when participants generated 139 comments, questions, and suggested edits to GSEP's Bylaws. The committee conducted interviews with the Board Chair, Secretary, Treasurer, the Board Development Committee, the CEO, the CFO, the Finance team, GSUSA's governance guru, and GSEP's Parliamentarian. They also looked at GSUSA's Bylaws and the Bylaws from the Top Ten Councils and the two other councils in Pennsylvania. They also referenced the Blue Book of Documents (the national Girl Scout governance document), the PA State Attorney General's Handbook for Charitable Nonprofit Organizations, Robert's Rules of Order, and the Federal Plain Writing Act & Guidelines. Finally, their work was reviewed by legal counsel. The committee has also shared the on-going work and proposed edits via four Governance Bulletins and a webinar to provide transparency and to keep the Delegate Council up to date.

The Bylaws Committee asked the Service Unit Delegates and Girl Delegates to discuss the proposed Bylaws changes with their service units and troops and to pass along any additional comments or suggestions to the committee via [governance@gsep.org](mailto:governance@gsep.org).

The highlights of the proposed changes include:

- increased clarity (e.g., they have researched and explained what is meant by “ex officio, non-voting”)
- definitions (e.g., a governance year runs from one Annual Meeting to the next Annual Meeting)
- changes (e.g., some of the Treasurer's duties in GSEP are now the responsibility of the CFO)

Deb then pointed out the suggested edits to Article II of the Bylaws, so the Delegates could clearly see examples of the changes being proposed.

Finally, Deb reminded the Delegates that at this year's Annual Meeting on May 2<sup>nd</sup>, the Delegate Council will be voting via a “repeal & replace” method, rather than on a line-by-line basis. GSEP Bylaws require 2/3 of the Delegate Council to vote in the affirmative for the motion to pass.

Board Chair Debbie Hassan publicly thanked Deb Walters for her leadership in this work.

## **National Governance Update**

Debbie Hassan asked two Board members to report on the proposals approved by the National Board for the 2020 National Council Session (NCS). Deb Walters (a National Governance Volunteer) and Clare Freimuth (who is also a former Board member of Girl Scouts of Citrus Council) shared the six proposals and asked for a quick straw poll on each.

Deb Walters started by explaining that the NCS proposal that GSEP submitted last summer was rejected. GSEP had proposed allowing for virtual attendance at Special Meetings of the National Council. After consulting with parliamentarians, the National Board concluded that while it seems  
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logical in this day and age, it is not feasible at this time given the technology required and the costs involved because of the size of the National Council body (which may be up to 1,500 individuals).

Clare then shared three of the six approved proposals:

- establishing a task force to examine the feasibility of a National Gold Award Scholarship Foundation
- a constitutional amendment on consistency of delegate terms
- a lifetime membership discount for volunteers who have served 10 years or more

In an informal poll, GSEP's delegates thought all of these were good ideas. However, Clare said that the National Board was recommending approval of the first two proposals but not the proposal for the lifetime membership discount.

Deb then presented the three proposals that have to do with membership dues (which are set by either the National Council or the National Board:

- if the National Board wants to change the dues, this proposal requires them to communicate and seek input from the National Council
- the next proposal outlines more specific requirements about that communication, including sharing the intended use of the funds and potential impact on the Movement prior to the change as well as post-change reporting on the impact
- any time the National Board plans to increase the dues by more than 25%, they MUST seek approval from the National Council.

Deb shared that the National Board was seeking approval of the first two proposals, but not the last one mentioned.

GSEP's National Council Session Delegates will convene over the summer to look at the proposals and rationales and discuss together in more detail.

### **GSEP: Coronavirus Update**

Kim E. Fraites-Dow, CEO, explained how GSEP is proactively dealing with the COVID-19 public health crisis. The Council has:

- closed all our service centers; staff are working remotely from home
- created a Task Force to deal with the continuous informational updates and impacts
- cancelled all girl programs, volunteer trainings, and facility rentals through mid-May
- decided to hold the Annual Meeting virtually
- updated our website with information and resources for girls, volunteers, and parents
- been working on plans to offer virtual Girl Scouting experiences to girls, their parents, and troop leaders

### **Closing**

Board Chair Debbie Hassan reminded the Delegates of important dates in the MY20 Governance year, including emphasizing the deadline for any Service Units to submit SU Delegate election results (March 31<sup>st</sup>) and the Annual Meeting date of May 2<sup>nd</sup>. Plus, she reminded the Delegates that they will be receiving a link to the new, proposed Bylaws in the official Annual Meeting notice on April 2<sup>nd</sup>.

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Debbie adjourned the Spring Delegate meeting at 8:56 p.m.

*If you would like to suggest a topic for the Fall 2020 Delegate Meeting in September, please email [governance@gsep.org](mailto:governance@gsep.org)*