

Delegate Council Meeting – Winter 2024

January 22, 2024, from 7:00-8:30 pm

~ virtual over Zoom ~

Invited: GSEP Board of Directors, Girl Advisors to the Board, Board Development Committee Members, Girl Delegates, Service Unit Delegates & Alternates, 2023 NCS Delegation nominees, and Interested Members

Meeting Opening

Nicole LeVine, Board Chair, opened the meeting at 7:04 p.m. She acknowledged that this virtual gathering was GSEP's first Delegate Council Meeting in the winter and explained this was initiated because Service Unit and Girl Delegates requested more opportunities to learn about and participate in Governance and to communicate with the Board of Directors.

Mission Moment

Nicole asked two Girl Delegates – Girl Scout Seniors Gelina C. of Allentown and Ketorah B. of Philadelphia – to share their experiences in Harrisburg this past November. Gelina explained that girls involved in governance in GSEP were joined by sister Girl Scouts from across the Commonwealth to participate in Troop PA, a gathering of all the female legislators in the state. Kicking off that event, GSEP's CEO Kim Fraites-Dow spoke on the impact of Girl Scouting and Speaker of the House Joanna McClinton offered remarks. Speaker McClinton is the first female Speaker in Pennsylvania's history, so all the girls were thrilled to hear from her directly. Gelina also explained that the Girl Scouts took a tour of the Capitol Building and enjoyed a visit to the State Archives, which offered an exhibit on women in state politics. Gelina also shared that she and a few other Girl Scouts got to meet their respective state legislators for informal advocacy visits. Due to technical difficulties, the Delegate Council will hear Ketorah's experiences at the next meeting.

Members of the Delegate Council also offered heart-warming stories of the beginning of the Cookie Program, which kicked off four days prior to the meeting.

National Governance Update

CEO Kim Fraites-Dow shared information from GSUSA, which she learned during the annual Girl Scout CEO Conference in late October. First, Kim explained GSUSA's MY24 Strategic Objectives, as well as the Key Performance Indicators by which success is measured, and Key Outcomes. The first objective of attracting new members requires a deeper understanding of non-members and market potential. The focus of the related objective of retaining existing members is to simplify program delivery, deliver impactful and inclusive programming, and create a positive cookie experience. To meet the third objective of growing revenue, GSUSA plans on diversifying revenue streams by deepening relationships with new and existing donors as well as large-scale royalty partners. Finally, strengthening technology will center on ensuring Volunteer Systems 2.0 platform reliability, a positive Digital Cookie experience, and a close alignment between GSUSA and Councils on the future experience for members and volunteers.

GSUSA also recently announced that the next National Council Session would be held in Washington, D.C. July 20-25, 2026. That location was chosen in part due to the celebration of the 250th anniversary of the founding of our country.

GSEP Board Committees

Nicole introduced the primary focus of the meeting – the Board Committees – by sharing a visual of all the committees and the respective members of each group. She explained that GSEP has ten Board Committees and Subcommittees. Each Board member serves on at least one Committee; we also have 15 non-Board volunteers on various committees. She then mentioned that the Board Development Committee (BDC) would not be presenting tonight, since they share their work during the Fall and Spring meetings. Plus, the Executive Committee is an ad hoc group (made up of the Officers and two Board Chair-appointed members) that acts on behalf of the Board when time-sensitive issues arise, so no further information about them would be shared.

Nicole also described the intense meeting schedule for the Board and the Committees by explaining the slide illustrating the monthly calendar. One of the delegates asked how members are chosen for each committee. Nicole and Kim explained that the committees review the skills needed as well as the preference for diversity in all its forms, and the BDC and Board recruit people to complement those aspects. They offered that if any volunteers were interested in the committees, they should email governance@gsep.org. Nicole then turned the meeting over to the Chairs of the Board Committees.

Community Excellence Committee:

Chair Terri Boyer introduced herself and explained that this new committee has undergone several iterations in terms of purpose and responsibilities. The Community Excellence Committee (CEC) is focused on identifying areas of growth for membership and its members aim to connect GSEP with possible partners, leaders, and funders to achieve more visibility. For example, the committee discusses the Cookie Program, working to secure access to new cookie booth locations and brainstorms innovative approaches to corporate cookie sales. Terri then shared the names and professional affiliations of the five other members of the CEC and the staff liaisons. Finally, she offered an overview of the CEC's work plan for MY24, which started with gathering information from their sister Board members on contacts and ideas on partners in each community. They will also conduct an analysis of program attendance to help inform plans for programming in Fall 2024 and discuss possible fundraising opportunities for program priorities.

The attendees asked questions about cookies, including how flavors get chosen. Kim explained that those decisions are up to GSUSA and the two bakers, based on market research and feedback from Councils.

Human Resources Committee:

Chair Shelley Smith explained that she has been on the committee for three years and the Board for six years. She also shared that she is a proud Girl Scout alum, having grown up in our Council and attended Laughing Waters for summer camp. She then introduced the other three members of the committee, which includes one non-Board volunteer. This committee provides guidance on staff performance, evaluations, employee pay and policies, and other areas as needed. They are kept informed of Top Ten Council trends and contribute their

expertise to GSEP on those matters. The committee has also worked on transition planning with the CEO.

The meeting attendees asked a number of questions about staffing and bonuses, which Committee Chair Shelley Smith, Board Chair Nicole LeVine, and CEO Kim Fraites-Dow answered. Kim also offered to discuss additional concerns with anyone offline, since some of the questions were more operational in nature, while the HR Committee is focused on governance issues.

Property Committee:

As the immediate Past Chair of the Property Committee, Nicole LeVine introduced current Committee Chair Ellen Iobst. Ellen shared her extensive Girl Scout background, including being a Gold Award Girl Scout who grew up going to Camp Mountain House and Camp Mosey Wood. Ellen introduced the three other Board members and two non-Board volunteers on the committee. She then explained that the committee's purpose is to give strategic direction and advice to the Board and staff about the short- and long-term development, stewardship, and use of leased and owned Council properties. GSEP's properties consist of six camps and three service centers, all of which add up to more than 1500 acres.

Ellen gave a quick update on recent news regarding each of these camp properties:

- *Laughing Waters* – GSEP just closed on a conservation easement at the 458-acre camp, after working for six years with partners Natural Lands, Montgomery County, New Hanover Township, Upper Frederick Township, and the Pennsylvania Department of Conservation and Natural Resources. GSEP remains owner of the land and this easement ensures that the camp remains open space permanently.
- *Mountain House* – GSEP continues to develop plans for a new Girl Program Center. Just this week, GSEP received news from the PA Department of Environmental Protection that it approved sewage planning modules. This approval means that GSEP can continue with our plans.
- *Shelly Ridge* – The Council is creating a Girls' Environmental Access Project, which will enable GSEP to provide more programming and allow emergency vehicular access in the back half of the camp.
- *Wood Haven* – Plans are in process to build a much-needed new pool. The current pool is 60 years old and has developed leaks, which impact water usage and access in the rest of camp. The staff is gathering information from vendors and developing a fundraising plan for a new pool to be built by summer 2025.
- *Valley Forge* – A new low ropes course will be installed, safety certified, and ready for use later this spring.

Attendees asked several questions, including whether the Council will pursue conservation easements at all the camps. CEO Kim Fraites-Dow explained that when GSEP divested three camps about 10+ years ago, we worked with conservation partners to ensure that the properties would remain open spaces and not be developed. As a Girl Scout Council, GSEP is committed to conservation. Director of Property DJ Gable also shared some of the recent capital improvements made at Camp Mosey Wood, including a new large decking system in one of the units.

Finance/Audit Committee:

Finance/Audit Committee Chair Rick Perkins explained that this committee is the only standing committee required by GSEP's Bylaws. He also said that one of the reasons for GSEP's financial stability is the way that the Council's finances are managed, which is monitored by the Finance/Audit Committee and driven by the excellent leadership provided by CEO Kim Fraites-Dow and CFO Mike Vanic, and the work of the GSEP staff.

Rick then introduced the other seven members of the committee, who have diverse types of financial backgrounds. These include four Board members and three non-Board volunteers. The Finance/Audit Committee is responsible for oversight of GSEP's financial performance against its strategic goals and recommending major investments and programs to the Board. They also oversee the fiscal year-end audits and review and approve internal controls.

This year's priority finance matters include:

- Reviewing the year-to-date operating results each month
- Reviewing and approving the operating and capital budget reviews (which are then presented for approval by the full Board)
- Monitoring the Cookie program

This year's priority matters for the audit side include reviewing:

- the whistleblower policy and activity
- the audited financial statements
- the Form 990 tax return.

Investment/Pension Subcommittee:

Subcommittee Chair Judy Freyer shared that she is the Chief Investment Officer Emeritus (retired) of the Board of Pensions for the Presbyterian Church of the USA. She is also a proud Gold Award Girl Scout. She then introduced the other members of the Subcommittee, which includes three non-Board volunteers and the Chair of the Finance/Audit Committee.

Judy explained that this group does not pick stocks or bonds. GSEP works with an investment advisor. She reported that the investment assets as of September 30, 2023, total just over \$13,600,000. This committee ensures that GSEP has money for major projects by reviewing the current investment portfolio and performance, and developing an asset allocation for each portfolio.

IT Strategy Committee:

Committee Chair Fusun Bubernack explained that the focus of this relatively new committee (of approximately three years) is in the major areas of IT Strategy, Risk Management, and Technological Innovation. In addition to herself, the committee is comprised of two non-Board volunteers and one other Board member who, collectively, have a wide variety of backgrounds and expertise, including telecom, technology governance and controls, industrial and municipal power, and finance.

The major initiatives this year include:

- upgraded security systems
- upgraded internet reliability and access at the camps and service centers

- adopting cloud and internet solutions to improve access to information for staff and volunteers
- added staff in the data/business intelligence field to meet the internal and external demand for more and faster products
- improved mobile platform to allow better and more consistent communication to volunteers via mobile devices
- tighter controls and visibility into Troop Financial Health
- better platforms that allow easier customer access to facility and camp rental options

That concluded the presentations by the Board Committees.

Closing

Board Chair Nicole LeVine thanked everyone for the meeting and reminded the attendees that any questions or comments can be sent to governance@gsep.org.

Nicole then stated that she hoped that everyone's Cookie Season is successful and that if anyone needs help, they should reach out to the staff for assistance. She also shared that registration for summer camp is now open and that there are also job opportunities available at camp.

She reminded the Delegate Council that the next meeting will be on March 19 [updated to **April 18**], followed by the Annual Meeting on May 4. A Delegate asked if the Winter Delegate Council Meeting will be a permanent addition to the calendar; Nicole replied that it's very helpful to communicate as much as possible so GSEP would keep the winter meeting in the schedule.

Nicole adjourned the Winter Delegate Council Meeting at 8:39 p.m.

Please email any questions, concerns, or comments to governance@gsep.org.