

Girl Scouts Heart of New Jersey Council Annual Meeting
May 2, 2009

Following a continental breakfast during which Council Delegates and guests had an opportunity to meet members of the Board of the Council, an Opening Ceremony was held. Kate Goodman, Troop 20880 Maplewood/South Orange called the colors and Emily Bledsoe Troop 710, Kate Goodman Troop 880, Stephanie Fortier Troop 231, Keri Gould Troop 314, Allie Koury Troop 490 and Christina Grillo Troop 195 presented the colors.

Board President, Tiffany Wilson welcomed the assembly and introduced Nancy Faulks and Sue Jacques of the Governance Task Group who made a presentation on the Role of Council Delegates. This presentation was followed by focus group sessions where members of the assembly discussed three specific roles of Council Delegates:

Electing (The Council Board and Nominating Committee) - led by Sue Jacques
Influencing Policy – led by Donna Dolce

Demonstrating Leadership – led by Laurie Brooks

Summaries of each of these sessions is included here as Attachment 1.

At 10:38 AM the Annual meeting of the Girl Scout Council of the Heart of New Jersey was called to order by Council President Tiffany Wilson. Sarah O'Donnell, credentials checker, established the existence of a quorum by announcing the presence of 75 voting members representing 37 Service Units (38 members representing 31 communities were required for this purpose). Ms. Wilson then introduced the parliamentarian, William Starkey, and announced that the meeting would follow Roberts Rules of Order. She then asked the assembly to permit Keri Gould, Alternate Delegate; Sara Clarson, Service Unit 24 Delegate; Molly Adams and Sue Jacques, Board members to review and approve the minutes of the meeting on behalf of the assembly, said minutes to then be posted on the Council website.

Tiffany reported on her activities since opening the first meeting of the new Girl Scouts Heart of New Jersey Council meeting last September. She first talked about the GSUSA National meeting held in Indianapolis at the end of October, 2008 which she attended as a delegate. She discussed the following items that were approved by the National delegate assembly:

- The renaming of the National Nominating Committee as the National Board Development Committee consistent with current Corporate governance best practice to enhance the role of nominating committees to include Board development and succession planning accountability;
- The delegate formula that will be used beginning with the 2011 meeting;
- An increase in national dues to \$12 that will be effective in September of this year; and
- The election of new officers and Board members, 4 of whom live or work in our area.

In addition, Tiffany reported on the financial condition of GSUSA:

- Net assets increased over the prior three year period, peaking at \$214 million but falling to \$163 million for 2008
- GSUSA investments posted a negative 16.4 % return for 2008 but the S&P 500 was down 22% for the same period
- The capital fund balance was down to \$55.6 million which represented 10.7 months of operating reserves (this was cited as primary reason for dues increase)
- At a \$10 dues level deficits were projected for each of 2009 through 2012.

The next National meeting will be in Houston in 2011.

Tiffany then turned to the operations of our new council:

- The new Board and its Committees and Task Groups have been charged to use the best available information to create policies for GSHNJ
- Fines are levied for referring to legacy councils!
- The GSHNJ Board Development Committee has arranged for training for all members of the new Board from GSUSA
- The following Committees and Task Groups have been chartered: audit Committee, CEO Review Committee, Finance Committee, Fund Development Committee, Human Resources Task Group, Property Task Group, Governance Task Group and a Policy Review Task Group
- The role of all Council delegates in the creation and communication of Policy. Working together we can:
 - o Recruit locally – Girls and adult volunteers
 - o Improve communication – communities ↔ council
 - o Nominate for Board Development Committee and Board people with good financial contacts
 - o Contribute to the council's financial success with both dollars and time by:
 - Cultivating donors
 - Pursuing corporate matching gifts and
 - Telling the GSHNJ story!

Tiffany thanked the audience and invited council CEO, Susan Brooks, to address the body. Susan Brooks issued her own thank-you's to the Board, her staff – especially Jane Park, the delegates, volunteers and Girls of GSHNJ. She then gave a very brief overview of the new council's:

- creation (through the realignment process there are now 109 councils where there were 350 nationally);
- membership – 26,000 girls and 11,00 adults;
- budget - \$7 million; and
- properties – did you know that Sinawik is Kiwanis spelled backwards!

She talked about 4 goals for GSHNJ:

- retention of membership;
- retention of funding - to serve the maximum number of girls possible our Council encompasses 217,00 girls aged 5 to 17 and we currently serve 26,000;
- implementation of technology infrastructure for communication: e-mail, file sharing and phone network; and
- active personal growth for Council staff and addition of new staff.

Her approach to pursuing funding will focus attention on 5 key areas of program delivery:

- financial literacy;
- the Arts;
- STEM (Science, Technology, Engineering and Math);
- health and fitness; and
- community service/advocacy.

Discover, Connect, Take Action! Even Rome wasn't built in a day, creating GSHNJ has involved: meetings with volunteers; work on – membership; fund development and programs –a new traveling program will be held one week each in 18 communities; information technology; property and asset management; product sales; finance; retail operations; staff and partnerships – like the new Troop New Jersey for the women in state leadership positions.

Lori Grier, Chair of the Finance Committee, then delivered the Treasurer's report on behalf of Treasurer Al Ugarte. Current mission is focused on operational efficiencies.

Tiffany then announced that the next item of business would be the consideration of amendments to the council's Bylaws notice for which had been provided in advance to all members in accordance with bylaw requirements. Nancy Faulks, Chair and Sue Jacques of the Governance Task Group assisted by reading each of the proposed amendments.

Following a motion to approve the amendments as presented separately and after several questions were asked and answered regarding the choice of dates, the following amendment to Article III – Members, Section 3. Election of delegates of the Bylaws was approved by the assembly:

Terms shall begin January 1st following the election in which the delegates are elected.

After discussion of the need and purpose for changing the structure of the nominating committee, the definition of the term endeavor and whether or not the committee as currently comprised would be in compliance with the Bylaws if not amended, the second amendment as presented was separated into 3 pieces for

purposes of voting and each was passed with a 2/3 majority. Article V – Board Development Committee, Section 1 Membership of the Bylaws will now read: The Board Development Committee shall be composed of no more than nine (9) members and no less than five (5) members. The Board Development Committee shall endeavor to have a majority of members comprised of non-Board members.

There was a request by Donna Dolce to amend the above statement by removing the words shall endeavor. This amendment was voted down.

Due to the length of time required for the Bylaw amendments it was decided that report outs from the morning's break-out groups would be provided to attendees. (See Attachment 1). A motion to adjourn was then made by Susan Kleiner and seconded by Ron Blackburn and the meeting was adjourned at 12:28 PM.

Attachment 1 – Summary of Focus Group Discussions

ELECTING – 5/2/09 GSHNJ Council Meeting

The group was questioned on how they currently find their delegates and the overwhelming response was that it is very difficult. They often have to BEG or make “cold calls” trying to find someone for the position. Often the Service Units (SUs) will have the same delegates for many years as it is so hard to find someone else to step in.

Each SU now has 2 delegates (as per the GSHNJ by laws). Some larger SUs felt they should have more representation, based on the number of girls, however it is often difficult to get just two volunteers for Delegate position, and once two are named, very difficult to get replacements or new comers.

1. What qualities are they looking for in delegate candidates?

- Looking for someone who has demonstrated Leadership,
- Responsible
- Interested
- Dependable
- Will attend Council meetings as well as SU / Leader meetings

2. Where are they looking (or are possible places to look) for delegates?

- Sometimes Delegates are members that have rolled out of Service Unit team positions, or previous Leaders
- Identified at Leader meetings
- Look outside leader meetings –
 - Evergreens
 - Gold Award Parents or recipients
 - College Grads / alumni
 - Volunteer forms
 - Scholarship recipients

3. What could make being a delegate or recruiting a delegate easier?

- Alternates - This was definitely requested, with alternates in place, if scheduling conflict exists, SU may still have representation.
- Electronic reporting – of Delegates reports to be included in SU meeting. The suggestion of having something pre-prepared for the delegates coming out of Council meetings with all of the highlights and touch points. A downside to this idea is it may enable delegates not to attend SU meetings, or others not attending with reduced attendance as a by-product, or that members may never get to know their delegates or even other members to discuss concerns.

- Service team is the “HUB” – for larger SUs, the delegates may only meet with the smaller Service Team – and let them deliver the information back and forth with members / leaders.
- Yahoo groups set up to facilitate member / delegate and delegate / other delegates communications

4. What should the election process look like?

This is where the attendees stressed flexibility. SUs vary in size tremendously, and therefore the methods of operation greatly differ. If a quorum is set by a percentage of representation, the larger SUs may have a very difficult time reaching a quorum unless the percentage is small, at which point the quorum is silly for smaller SUs (i.e. if quorum set at 50% of troops represented, and the SU has 10 troops – getting 5 members to vote is not difficult, but if the SU has 120 troops – getting 60 to be in the same place at one time can be very difficult.) They also wanted flexibility for the election process itself.

Some ideas presented included

- Email ballots – offered only to those with registered email addresses
- Electronic voting –Conference call, webinar, or Council Website tools
- Paper ballots – can be handed out and collected at different venues or mailed back

INFLUENCING POLICY – A DELEGATE PERSPECTIVE **5/2/09 GSHNJ Council Meeting**

The purpose of this focus group was to discuss methods and procedures for communities/delegates to create, draft, react and otherwise influence council and national policy. The dialogue focused on the most efficient and effective means to do two things:

- 1) identify potential policies that a community might wish to bring forward for consideration by the board and/or the delegates at the annual meeting
- 2) provide feedback to board/council generated policies prior to adoption and/implementation.

The key topics that were discussed related to:

- Finding effective means for the board to communicate to the delegates and members and conversely, members to communicate to the delegates and the board – whether directly or indirectly.

- The role of girl members in providing feedback on policy matters.
- Utilizing delegates to serve as advocates on the local, state or national level.

1. HOW DO WE EFFECTIVE COMMUNICATE POLICY MATTERS FROM THE BOARD ↔ DELEGATES ↔ MEMBERSHIP?

- Regular meetings of delegates with Board.
- Utilize website (technology) to communicate draft policy statements and solicit feedback from delegates.
- Delegates establish system to share message/information with members, leaders, girls, and parents on policy issues.
- Identify a Board member to serve as liaison to delegates to generate periodic meetings, channel communication or visit Service Units.
- Establish a Board Task group to communicate with Service Units and to periodically attend Service Unit meetings in tandem with delegates.

2. HOW SHOULD DELEGATES INTERFACE WITH THE BOARD OF DIRECTORS WHEN POLICY QUESTIONS ARE RAISED?

- Establish an email account for Board Members to access correspondence from delegates on policy matters.
- Post draft policy statements on-line and solicit feedback from delegates and community.

3. DO DELEGATES VOTE THEIR CONSCIENCE OR CARRY THE VOTE OF THEIR CONSTITUTENTS? HOW SHOULD DELEGATES COMMUNICATE WITH MEMBERSHIP TO UNDERSTAND THEIR POSITION?

- Disseminate information electronically and take consensus opinion from those that respond.
- Do delegates vote their conscience or carry the vote of their constituents?

- Debate at the meeting may supersede opinions expressed by the membership because they were not fully informed.
- All Service Unit delegates should be bound by the same procedures for voting.

4. WHAT TECHNIQUES SHOULD BE IMPLEMENTED TO PROMOTE EFFECTIVE COMMUNICATION?

- Identify Point person(s) from Board to interface with delegates periodically.
- Include Delegate reports on Service Unit agendas regularly.
- Establish policy influencing procedure to encourage feedback and representation by community level volunteers.
- Allow ample time for policies to be “field tested” before adoption.
- Sponsor an annual girl Governance day to help girls understand or experience the first task of policy making.
- Provide a newsletter for girls on policy related matters
- Form a “Governance and Advocacy” Troop to focus on strengthening the girl leadership role.

5. WHAT OTHER TECHNIQUES OR ROLES SHOULD DELEGATES PREFORM?

- Provide advocacy leadership on the local, county, state and national level as is deemed necessary.
- Conduct annual “Legislative Day” with state leaders serving our jurisdiction
- Run con-current Girl Congress with Annual Meeting to have girls discuss, debate and bring forward policy recommendations as part of the annual meeting process.

DEMONSTRATING GOVERNANCE LEADERSHIP – 5/2/09 GSHNJ Council Meeting

An issue that strongly emerged from the discussion was that two-way communication is crucial for creating true governance leadership.

- Listen and be aware of what is happening in the world and issues important to the girls and the leadership in the service units.
- Create mechanisms to communicate better. For example, the weekly email should be sent to all constituents from the council rather than relying on the service unit managers to do so locally.
- There should be a designated person, phone number and/or email to collect feedback from the service units.
- Be more 2.0 (i.e., utilizing current technology to communicate)
 - All communications should be more two-way
 - Utilize the website more for
 - online training
 - forms and operational needs
 - interactive forums

6. HOW DO YOU DEFINE LEADERSHIP IN A GOVERNANCE MODEL?

- Making the effort to understand and relate to today's issues and the girls' culture
- Listen to our girls and service unit leaders
- Be responsive
- Engage at all levels
- Facilitate the ability for our constituents to be effective
- Mentoring
- Be a sounding board

7. WHAT IS THE ROLE OF THE GIRLS IN A GOVERNANCE LEADERSHIP MODEL?

- They can tell us why they are involved in girl scouting
- They will give us feedback
- They will help us to learn which communications tools work best (2.0 technology)

8. HOW DO YOU EDUCATE YOURSELF ON EVENTS AND NEWS IN THE WORLD THAT COULD INFLUENCE GIRL SCOUTS?

- Read popular newspapers, magazines and websites
- Be aware of global as well as local issues
- Be aware of how girls are portrayed in popular media
- Be aware of issues from the girls' perspective
- Be aware of what girls are talking about and who are the celebrities they admire, what kind of social pressure they face in dating.
- Ask girls to talk about current events that are important to them
- Most important: Be a sounding board – LISTEN

- Use older girls (cadettes & seniors) to get feedback from all the girls (this could create mentoring opportunities, which may keep them more engaged)
 - Create a girls' "planning board"
 - Have focus groups
 - Bring to service unit meetings
 - Let them tell us why they are involved in Girl Scouts
- Issues that affect communication
 - Size of the council/geography
 - Driving age of the girls
- Tools to facilitate communication
 - Online forum
 - Improved website
 - Facebook group for disseminating information and polling