



**Girl Scouts of Southern Illinois**

**Board Meeting Minutes  
June 24, 2020 @ 5:00PM  
Zoom**

**PRESENT:**

<b>Voting Board Members:</b>	<b>Voting Board Members Absent:</b>
Deanna Litzenburg, Chair	James Sabella
Anne Haltenhof	Paula Nixon
Norma Trimble	Tracy Smith
Steve Bushong	
John McCracken	
Priscilla Jacks	
Phil Climaco	
Amy Williamson	
Melanie Mills	
Micki Weaver	
Beth Shindel	
Susan Bowman	
Amanda Highlander	
Carla Nilson	
	<b>Staff members:</b>
	Loretta Graham, CEO
	Kelley Young, CFO
	Ashley Green-Bryant, Exec Governance Coord.
	Beth Hammock, VP
<b>Non-Voting Board Members:</b>	<b>Guests:</b>
Linda Manley, Ex Officio – Yes	
Alia Barcus, Girl Ex-Officio – Yes	
Rebecca Noack, Girl Ex-Officio -- Absent	
*Note any late arrivals or early departures here:	

**1. Mission Moment**

Adult Awards Video montage

**2. Approval of the Consent Agenda**

- Board of Directors Minutes 02/18/2020, 02/26/2020, 03/16/2020, & 05/27/2020
- Finance Partial Packet 03/26/2020, 04/23/2020, & 05/21/2020
- Fund Development Committee Partial Packet 03/19/2020 & 05/21/2020
- Annual Meeting Task Force Partial Packet 03/02/2020 – Virtual Update
- Management Report

**Motion: To Approve the Consent Agenda of 06/24/2020 as presented.**

**Moved: Priscilla Jacks**

**Seconded: Norma Trimble**

**MOTION CARRIED**

**3. CEO Summary**

Loretta discussed the staff furlough that will be taking place over the summer due to COVID-19 shutdowns of camps and programs. Staff will return August 10 & 24<sup>th</sup> in time for back to school and start of new membership season.

Anne Haltenhof gave an update on the partnership with the Armstead foundation. Anne led a group that took a tour of the new Armstead foundation location in Cahokia, it will be a great partnership in the future for our girls to be able to use their facilities for programs.

**4. Board Chair Summary**

We strive for 100% Board giving, we aren't quite there for 2020, please support Council if you are in the position to give. Deanna read a letter aloud from Karlene Reed-volunteer in support of the Board of Directors. Board and Committee assignments will be updated after the Annual Meeting, please email Deanna with any changes.

**5. Finance Committee Updates**

Susan gave an update from Finance Committee; contributions and program revenue is down, expenses are right on budget while revenue is down overall. April – May we gained a little ground to stay on budget for the year. Council submitted a revised FY budget for 19/20 which shows a potential loss of \$130,000, felt this was necessary with the pandemic outcome. Council is hoping for \$60,000-\$70,000 in gala proceeds on the revised budget.

**Susan and The Finance Committee Motioned To Approve Financial Reports through 5/31/2020.**

**Vote: Unanimous.**

**Motion Carried.**

**6. Property Updates**

**Motion: To Move to Closed Session at 5:58PM**

**Moved: Susan Bowman**

**Seconded: Carla Nilson**

**MOTION CARRIED**

**Motion: To Move out of Closed Session at 6:25PM**

**Moved: Beth Shindel**

**Seconded: Anne Haltenhof**

**MOTION CARRIED**

**7. Fund Development Committee- Melanie & Priscilla**

No in person Gala in 2020, a Virtual Benefit will take its place instead. It will be held September 19<sup>th</sup> via Zoom. We are currently seeking sponsors, same sponsors Council would have sought out for the Gala. The In-person Gala has been rescheduled for August 7<sup>th</sup> 2021.

Council is also seeking live and silent auction items for the virtual benefit.

Girl Scout Network will host a virtual networking event around Juliette Gordon Low's birthday, the last week of October, with more details to come.

## 8. Governance

The Board Development Committee presented position descriptions for the Girl Ex-Officio Board members. These will be used for training purposes and also part of the application process starting next year.

**Motion: To accept the position descriptions for the Girl Ex-Officio Board Members as presented**

**Moved: From the Board Development Committee**

**MOTION CARRIED**

A discussion of the 2020 Annual Meeting was led; Does Council need to have an alternate slate of Candidate in case the Board of Directors are voted off (referencing the added agenda item to the Annual Meeting from Service Unit Delegates)? Does the Board of Directors and Council need legal advice? Loretta will reach out to Council's legal representatives for expert opinion regarding our Bylaws and Illinois state law regarding non-profit boards.

## 9. Open Discussion

Member Meeting – The Girl Scouts of Southern Illinois delegates failed to hold a quorum at the last member meeting, therefore there was no change to the current Bylaws to allow a virtual Annual Meeting. This decision now falls on the Board of Directors. The membership meeting had a discussion about specific wording and changes in wording. The Board decided to keep with the original wording in Article XI – Participation in Meetings, Section 2 Bylaws except to add “In the event of an emergency, the Board may direct that the Annual Meeting be held electronically by means in which all persons participating can communicate with each other simultaneously.”

**Motion: to approve Bylaw change to Article XI-Participation in Meetings, Section 2 with the adding the clause “in the event of an emergency”**

**Moved: Carla Nilson**

**Seconded: Melanie Mills**

**Roll Call Vote:**

**Deanna Litzenburg – yes**

**Anne Haltenhof – yes**

**Steve Bushong – yes**

**Susan Bowman – yes**

**John McCracken – yes**

**Melanie Mills – yes**

**Norma Trimble – yes**

**Micki Weaver –yes**

**Priscilla Jacks – yes**

**Amy Williamson – yes**

**Amanda Highlander –yes**

**Carla Nilson – yes**

**Beth Shindel – yes**

**Phil Climaco - yes**

**MOTION CARRIED**

**10. Adjournment**

**Motion: To adjourn the June 24, 2020 Board of Directors meeting at 7:28PM**

**Moved: Amy Williamson**

**Seconded: Priscilla Jacks**

**MOTION CARRIED**

**Submitted by:**

Name: Melanie Mills, Board Secretary

Signature & Date: *Melanie Mills*  
11/06/2020

**Transcribed by:**

Name: Ashley Green-Bryant

Signature & Date: *Ashley M Green-Bryant*  
11/05/2020

Adopted by the Board in the meeting

of August 26, 2020,

(Date of Meeting)

*Danna L. Litzenberg*

(Signature of Presiding Officer)