

Girl Scouts of Eastern South Carolina, Inc.
15th Annual Council Meeting
April 30, 2022
Sandy Ridge
Bennettsville, South Carolina

MINUTES

REGISTRATION

GSESC staff assisted registered Delegates, Board members and visitors at the registration table.

WELCOME AND OPENING

Diane Flanagan, CEO, welcomed everyone to the 2022 Annual Meeting of the Girl Scouts of Eastern South Carolina, and introduced Cliff McBride, Board Chair. Girls from the East Cooper Service Unit #650 presented the Flag Ceremony.

CALL TO ORDER

Mr. McBride called the 2022 Annual Meeting to order at 11:44 am and welcomed everyone in-person. The South Strand Service Unit #639 was recognized for hosting the 2022 Annual Meeting. Kristine Curry, Service Unit Chair, was presented with a plaque as our token of appreciation. Mr. McBride asked the current members of the Board of Directors to stand and be recognized and thanked them for their volunteer time and dedication to Girl Scouts. Council staff was asked to stand and be recognized, and he thanked staff for arranging the Annual Meeting to be held again this year at Camp. Mr. McBride reminded everyone that only delegates and board members are voting members and are allowed to cast a vote. The delegates in-person received a red card for a no vote and a green card for a yes vote at check-in, and they will be asked to raise these cards to vote.

CREDENTIALS REPORT

Mr. McBride recognized Jennifer Meador, Board Member-At-Large, to provide the Credential's report. Mrs. Meador was filling in for Sharon Arnold, Board Secretary, who was unable to attend. According to our by-Laws Article I, Section 7, one quarter (25%) of the delegate assembly shall be present in person to constitute a quorum for the transaction of business, provided that a majority of the service units shall have at least one of their elected delegates present at such meeting.

Of the 89 eligible delegates, there were 38 members present, representing 15 service units or 54% of the members of the assembly. Based on the credentials report, a quorum was declared for the transaction of business.

MINUTES

Jennifer Meador also presented the minutes of the 2021 Annual Meeting minutes. There were no questions or corrections made, and Mrs. Meador made the motion to accept the minutes. Alicia Mauro seconded the motion. The minutes of the 2021 Annual Meeting were approved as presented.

FINANCIAL REPORT

Teresa Mason, Finance Committee Chair, presented the September 30, 2021 Financial Report. Mrs. Mason stated that the GSESC Board is a volunteer Board comprised of people from various backgrounds and locations who all have a vested interest in Girl Scouts, and that a major responsibility of the Board is to oversee the Council's finances. She stated that her report is for information purposes only and is not subject to a vote by the delegate assembly.

WebsterRogers again performed the GSESC independent audit for the fiscal year ending September 30, 2021. The audit was reviewed by the Council's Audit Committee in January 2022 and by the Board in March 2022. We received an unqualified opinion on the financial statements which is the highest opinion that can be received. For the eighth year in a row, the auditors reported no deficiencies. Fiscal Year 2021 ended with 17.2 months in operating reserves, compared to only 4.8 months in 2015. The Board is planning to begin a strategic planning process to discuss the best way to use our reserves to forward our mission.

Our investments are managed by an external investment manager, Charleston Investment Advisors, per the GSESC investment policy statement. The investment performance was very positive as of September 30, 2021 reflecting the strong market conditions of last year. This includes income from interest and dividends as well as realized and unrealized gains. Our goal is for operational results to cover depreciation expense, and our 2021 results exceeded depreciation by \$374,403.

The Fall Sale and Cookie Sale continues to be our primary source of funding for the Council, accounting for 64% of total revenue from operations, with only 5% from adult-generated giving. Program Service revenue was significantly increased because we were able to operate our Resident Camp here at Sandy Ridge, although not at full-capacity. Our girls responded to the pandemic challenge amazingly, and although the cookie sale decreased by 24% from the prior year, it was still a success. Because of our volunteer's dedication, we were able to survive the pandemic and stay financially strong. Council receives cookie sale money between January and April. The cash generated is used to pay expenses until the next cookie sale. For the last two years, we have not needed to borrow money or utilize the line of credit to meet immediate cash needs.

In 2020, net income from operations was \$543,423 after depreciation expense, primarily due to the change in the cookie sale to "cookies-in-hand". Our success continued in 2021 with net income from operations of \$374,403.

The results in 2021 are positive, but adult-generated funding, re-building our membership, and assessing how we can operate more efficiently and effectively still needs to be addressed. Fund development is an area in which we all have a role and each of us can increase our efforts.

As the Finance Report was for information only, Mrs. Mason and CEO Diane Flanagan, would be available after the Annual Meeting to address any questions about the fiscal year 2021 financials.

BYLAWS CHANGES

Mr. McBride reported that the proposed Bylaws changes including the rationale were received in delegate packets.

Amendment to Article VI (6): Meetings, Section 1. Regular Meeting; Section 2. Special Meetings; and Section 3. Quorum to allow for voting via electronic means and allow for electronic distribution of the materials. Mr. McBride stated that this amendment will allow more delegates to participate in the Annual Meeting. Amendment to Article IX (9): Board of Directors, Section 7. Special Meetings; Section 9. Quorum; Article X (10): Executive Committee, Section 4. Quorum; Article XI (11): Board Committees/Task Groups, Section 3. Quorum to allow for consistent language with voting via electronic means at the Annual Meeting, and that no member may vote by proxy. As this motion comes from the Board, no second is required. There was no discussion or questions, so the in-person delegates were asked to hold up their green voting card and say "aye". There were no "nay" votes, and the motion carried. The Bylaws will be amended.

JOINT STATE OF THE COUNCIL REPORT

Mr. McBride introduced Diane Flanagan, CEO, who presented the Council Report slide show. Ms. Flanagan thanked everyone present for driving to Camp to attend this Annual Meeting.

- Ms. Flanagan reported that as of September 2021, GSESC membership decline of girls was by 23%, compared to GSUSA 27% and decline of adults was by -27%, compared to GSUSA 21%. She stated that our 2022 Early Bird membership is already growing over last year's membership.
- Continued Lead on Us! Initiative for the fourth year that Council pays for membership fee and background check fees for our leaders.
- Fall Festivals were held, new Recruitment Yard signs were purchased, held Service Unit Challenge with all 24 service units participating. Seven service units completed the entire challenge.

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- Volunteer Appreciation Dinners were held in person at five locations through the Council.
- Tracy Hughes, Troop 387 Leader, was presented the Order of the Palmetto award by Governor Henry McMaster.
- Programs held were the SC Legislative Page Program, SC Aquarium Sleep-overs, Introduce a Girl to Engineering Day, World Thinking Day, and Wreaths Across America.
- Girl Scout Nights were held at the Myrtle Beach Pelicans, Charleston Battery and Charleston Stingrays games.
- Resident Camp was held with 285 girls; registered girls for this summer Resident camp has already surpassed that number.
- The Girl Recognition will be held on May 7, 2022 and four Gold Award girls will be recognized.
- In-person trainings were held again for the Nut Sale and Cookie Sale.
- In the 2021 cookies sale, 66,217 cases or 794,604 boxes were sold for a 450 per girl average; 17,426 boxes were sold for Cookies for a Cause. In 2022, cookies sold were 93,869 cases or 1,126,428 boxes with a 573 per girl average; 8,532 boxes sold for Cookies for a Cause. This is a 42% increase over 2021. The per girl national average is 201. We did have cookie distribution issues; however, staff and Board members helped with deliveries from our office parking lot and cookie warehouse. 239 girls sold over 1100 boxes and 95 girls chose the pearl jewelry over camp; 47 girls sold over 3000 boxes, compared to 25 last year. 30 girls are going on the cookie cruise to Mexico & Honduras and 17 girls chose the iPad. 10 girls sold over 6000 and will be going to New York City in July. Isabella Arrwood sold 9,577 boxes and is our Top Seller again this year.
- Women of Distinction will be held July 23, 2022 in Florence. The Zimmerman Gala may be held in September.
- GSESC charter successes were Volunteer satisfaction of 33%, to the National average of 19%; Girl satisfaction of 47%, to the National average of 36%.
- Areas of improvement: our girl market share from 3% and girl retention rate from 49%. We also need to grow outside sources of revenue through fund development.
- ABC Bakers will increase our cookie price per box for a commodity increase.
- Benita Jacobs and Michaela Watts are the two new regional directors for Membership Department. Four membership staff will be added. We will renew our focus on outstanding customer support.
- SUDs will be held August 6, 2022.
- A new Program Specialist will be added to Program Department to provide council-sponsored programs across the Council.
- Two new Shop positions will be hired and the shop will offer more Council items and more mobile shops across the Council.
- A new Fund Development position will be hired to focus on Individual donors.
- The next Annual Meeting will be held on April 29, 2023. Ms. Flanagan stated that the Annual Meeting quest will be brought back for service units to propose the site for that Annual Meeting.

BOARD DEVELOPMENT COMMITTEE REPORT

Courtney Cavatoni, Board Development Committee Chair, presented the Board Development Committee report. The biographies of all the nominees were included in the delegate packets. The charge was to fill two positions on the slate of Officers and three positions on the slate of Members-at-Large.

Mrs. Cavatoni presented the 2022 slate:

Officer nominees for a 3-year term, 2022-2025:

Chair: Cliff McBride

2nd Vice Chair: Renida Manigault

Member-At-Large nominees for a 3-year term, 2022-2025:

Dr. Shakitha Barner

Dr. Valerie Frazier

Stephanie Shuster

Mr. McBride stated that as this motion comes from the Board Development Committee, a second is not required. The in-person delegates were asked to hold up their green voting card and say “aye”. There were no “nay” votes, and the motion carried. Mr. McBride thanked Mrs. Cavatoni and the Board Development Committee for their work in identifying and cultivating new members for the Board.

Mrs. Cavatoni presented the slate of delegates and alternates for the GSUSA National Council Session in July 2023. The biographies of those nominees were also included in the delegate packets.

National Council delegates:

Cliff McBride

Diane Flanagan

Amanda Phillips

Isela Reyes

National Council alternates (who would be called upon to act as a delegate if one of the elected delegates is unable to serve):

Keitha McCall, 1st Alternate

Gerinda Doctor, 2nd Alternate

Alexandria Smith, 3rd Alternate

Sherry Holverson, 4th Alternate

Kaitlyn West, 5th Alternate

Brya Jackson, 6th Alternate

Mr. McBride stated that as this motion also comes from the Board Development Committee, a second is not required. The in-person delegates were asked to hold up their green voting card and say “aye”. There were no “nay” votes, and the motion carried. Mr. McBride congratulated the newest members of the Board and the National Council delegates and alternates.

INSTALLATION CEREMONY

Dustin LaPorte, Board Treasurer, administered the Oath of Office to newly elected members of the Board of Directors.

CLOSING

Mr. McBride thanked everyone for their contributions as a volunteer, and stated that GSESC exists because of our volunteers and look forward to a bright, prosperous and fun future. He thanked everyone for electing him to his second term as Board Chair.

The business portion of the 2022 Annual meeting was adjourned at 12:53 pm.