

Board of Directors Meeting

Girl Scouts of Eastern Iowa and Western Illinois

May 21st, 2020

Zoom Conference Call

Present: Theresa Colgan, Beth Nickel, Sarah Beckman, Anna Patty, Anne Ryerson, Jill Dashner, Chelsea Hillman, Laura Ekizian, Tracy Schwind, Rachel Savage, Ella Rosenthal, Lily Mitchell, Jessica Kendall, Tim Conlon, Andrew Abbott

Absent:

Staff: Diane Nelson, Shelly Wells Cain, Stacy Conforti, Kelly Campion, Nikki Habben

Welcome & Introductions:

Jill Dashner welcomed those in attendance and declared a quorum at 4:35 PM.

Consent Agenda (action):

Teresa Dunkin made a motion to accept the consent agenda. There was a second by Sarah Beckman and with no further discussion the consent agenda passed.

Board Development:

Anne Ryerson, board development chair welcomed those new to our board:

Andrew Abbott, Waterloo, Iowa

Andrew Carl Abbott is the President of Abbott Law Office, P.C., as well as a Judicial Magistrate for Black Hawk County – District 1B. As a Magistrate, he regularly deals with attorneys hailing from all over the State of Iowa and, most times, handling pro se individuals that are seeking justice through the legal system or need direction with regards to how to resolve their situations. Andrew is also an emergency contact for mental health and substance-related disorder 48 hour holds in Black Hawk County. He has experienced a wide range of areas of legal practice, focusing on general practice. Most recently, his focus has been on both the civil and criminal aspects of law, with more of an emphasis on family law and juvenile law. He continues to maintain a contract with the State Public Defender's Office to provide services for those in need.

He is active in the community as a member of the housing corporation, board member of the African American Historical and Cultural Museum, and member of Trinity Lutheran Church.

Tim Conlon, Dubuque, Iowa

Timothy J. Conlon is the President and CEO of Conlon Construction Co., a 117-year-old-company founded by his grandfather in 1903. Tim has 50 years of experience in all aspects of the construction industry. Over the years, Tim has served on over 20 boards and committees and has supported capital or annual fundraising campaigns for 8 important Dubuque community institutions. He has also been involved with the Advisory Boards for the NICC Community College, Dubuque Community School District and University of Northern Iowa Construction Management Program.

In 2016, Tim was the recipient of the Master Builders of Iowa (MBI) *Build Iowa Award*, which recognizes a general contractor's skill, responsibility, and integrity in performance both in construction and in their community. He is actively involved with the MBI and has served as its President. In 2008, Tim was voted by the Tri-State Business Times as the second most influential person in their Top Ten Most Influential People in the Tri-States. Tim received the Dubuque Jaycee's Gil Chavenelle Award in 2001 for exceptional leadership, contribution and service to the Dubuque Community.

Jessica Kendell, Burlington, Iowa

Jessica Kendell attends Burlington High School and is an active member of Girl Scouts. She keeps busy with choir, band, student council, Leo club, the Tennis team, a mentoring program, and Silver Cord, to name a few. She has served as a Girl Board member for the past year and enjoys representing her peers. She is a good listener, a strong communicator, and loves to tackle and solve complicated issues. Her life experiences have solidified the idea that "we accomplish more when we come together as a team rather than individuals."

Lily Mitchell, Bettendorf, Iowa

Lily Mitchell and is a senior at Pleasant Valley High School. She has been a Girl Scout since kindergarten and recently achieved the Gold Award. Girl Scouts is one of the most influential parts of her life because it has provided her the opportunity to lead and share her opinion. She served a girl Board Member for one year and has learned that Girl Scouts goes far beyond friendships and selling cookies. When she is not participating in Girl Scouts, you can find her outside in the sun, camping, singing with the Chamber Choir, playing the alto saxophone, or the piano. In the fall, she plans to begin a four-year biology degree with an emphasis on pre-med in preparation for fulfilling her dream to become a doctor.

Ella Rosenthal, Iowa City, Iowa

Ella Rosenthal is a Girl Scout Ambassador and current High School student, where she participates in several clubs and extracurricular, including JV soccer and being a member of the Student Diversity Committee. Ella loves to participate in every part of Girl Scouts and prides herself on getting to meet and personally know as many of her Girl Scout sisters as possible. She also looks for leadership opportunities like being a counselor-in-training at Camp Liberty and being a member of the Girl Advisory Board. After serving her first term on the Board of Directors last year, Ella is super excited to focus even more on making sure all Girl Scouts are heard and continue to represent all of her fellow Girl Scouts!

Finance:

Sarah Beckman, Treasurer for the board of directors presented the financial update.

March Financials - Sarah made a motion for the board to accept the March Financials. Beth Nickel made a motion to accept the March financials, Chelsea Hillman made a second. There was no further discussion and the motion passed.

PPP Grant/Loan – A federal loan that Girl Scouts of Eastern Iowa and Western Illinois received from the government. In total EIWI received \$682,500 in response to COVID-19.

Economic Injury Disaster Loan (EIDL) – As of last week there has been no update, EIWI did apply for this loan as well but have not heard anything more in regards to the application.

Mutual of America 403b Plan – Sarah made a motion to approve the 403b to allow for Roth employee deferrals. Anne Ryerson made a second and the Roth 403b was approved.

Amendment Flexible Spending Plan – Allows for changes to what is eligible expenses under a flexible benefit plan due to the Cares Act. Sarah Beckman made a motion to approve the amendment to the flexible spending plan, Chelsea Hillman made a second and the motion passed.

Cookie Highlights

Nikki Habben, council COO gave an update of the 2020 Cookie Program and presented the data to increase the price of the core five girl scout cookies.



board report May
2020.pptx

There was a motion to increase the price of Girl Scout cookies to \$5.00 a box, Anna Patty made a motion, and Theresa Dunkin offered a second. There was no further discussion and the motion passed.

Property

Stacy Conforti, VP of Property and Outdoor Experience gave the property report.

Andrew Abbot made a motion to approve listing the Rock Island property with the realtors, there was a second by Laura Ekizian. With no further discussion the motion passed.

The Property Development Committee is recommending to prepare the Dubuque office for sale. There was discussion that followed in the appraisal of the building and the sale of the building would be deposited into the already set investment account. There was also discussion on moving the office location to Camp Little Cloud and the accessibility of the camp.

Tracy Schwind made a motion to move the Dubuque office to Camp Little Cloud, there was a second offered by Tim Conlon and the motion carried.

The Property Committee is recommending that we not re-open Camp El-Kee-Ta until we are able to convene a task force of people in Burlington and the surrounding communities to determine what targeted improvements can be made and how to increase usage and revenue on the property with an estimated reopening of Spring of 2021.

There was a motion by Sarah Beckman to close Camp El-Kee-Ta through spring 2021 and work to gather a task force to look at ways to utilize the property and improve the usage of the camp. Chelsea Hillman made a second. There was no further discussion and the motion carried.

Development

Shelly Wells Cain, Chief Development Officer for the council gave the Fund Development update.

FY20 Fund Development Plan B- COVID RESPONSE

Development Work during COVID 19

- Adjusted FY20 Plan
- Increased Notes and Direct mail to donors.
- 'Just Checking In' Phone calls and emails
- Increased online presence (E-Blasts, Digital Fundraising, etc.)
- Taking advantage of free webinars (i.e. Indiana School of Philanthropy).
- Analysis and planning (top 100 donors, reviewing gift range chart, giving trends, etc)
- Donor research and wealth screening
- Refreshing our stewardship plan
- Communicating with outreach funders

Original Goal \$754,360 - REVISED GOAL \$630,360

Key – The black number is the original budgeted number. If crossed out, the black number next to it is the NEW projection. The red number is raised to date 4/30/2020.

FOCUS AREAS

Individuals - ~~\$214,000~~ - \$170,000 / \$105,878.00

Strategy:

- Major Giving
- Direct Mail
- Digital Campaigns
- Staff Campaign

- Board Campaign
- Monthly Giving Campaigns

Corporate - ~~\$155,000~~ \$120,000/\$88,439.00

Strategy:

- Renewal Support/T-Shirt Sponsorship
- Virtual Programs – Underwriting, General Program Support
- Badges – Underwriting Badge work

Foundations – ~~\$220,000~~–\$200,000/\$169,690

Strategy:

- Continue to apply for opportunities including Crisis Funding. (Several funders have put all grant funding on hold).

United Way - ~~\$85,000~~/\$17,000

In-Kind - ~~\$40,000~~ \$15,000/ \$12,637

Strategy:

- Continue to look for opportunities, focusing on larger donations to properties.

Special Events - ~~\$40,360~~/\$10,912

One Tough Cookie – Net \$10,000/**\$6,162** gross so far

- Rescheduled for August 29, 2020

Leading the Way – Net ~~\$10,000~~/**\$2,350**

Woman of Distinction - \$2,400 so far. Postponed until Spring 2021

GLAMP – Moving forward with Sept. 26-27 date at this time

President Report:

National Convention:

- GSUSA made the difficult decision to cancel the in person national convention in Orlando this October. However they are moving the convention to a virtual formation.
- We are still planning to meet with our delegates to prepare them for attending virtually.

Annual Meeting

- We had another successful virtual annual meeting with 88 members who registered to vote.
- We were so blessed to be able to hold our annual meeting virtually. This came right at the height of the pandemic and we were fortunate enough to already have paved the way for our members to attend virtually and we weren't scrambling to put something together like so many of our sister councils.
- We voted on 6 different items that all passed.
 - 2019 minutes
 - Girl board members
 - Board members at large and
 - Board members renewing terms
 - Board development committee member
 - National delegate

COI

Conflict of Interest statement is in the drop box under president report. Please fill out and send to Kelly.

David and Audrey Hammer Trust

The proposal is limited to a 1/3 share of the residue of Audrey's Trust and a 15% share of the residue of David's Trust both of which were intended to provide funds to maintain their home during the decades into the future when the home may be kept as a life estate for the Hammer children and/or operated as a museum by Dubuque County Historical society (both of these residuary shares referenced herein as "Residence Residuary Shares")

In other words, this proposal does not affect the 85% residuary bequest made by David's Trust to the Girl Scouts

As of approximately one month ago, the Audrey's and David's Residence Residuary Shares were valued at approximately \$340,000 and \$520,000, respectively.

The leverage that the children have in these negotiations is that they can opt to use the home as a life estate for the remainder of their lives. During that time, the Girl Scouts would have no colorable claim to the dollars within the Residence Residuary Shares.

The leverage that the Dubuque County Historical Society has is that they could, upon expiration of the children's life estates, opt to run the home as a museum. Likewise, during that time the Girl Scouts would have no colorable claim to the dollars within the Residence Residuary Shares.

By entering into the proposed settlement, the Girl Scouts have the ability (along with the Children and the other charitable beneficiaries – Dubuque County Historical Society and Finley Hospital) to tap into and obtain some of the value of the Residence Residuary Shares

Darrel Morf (counsel for the children) is now making a colorable claim (raised by the children) that they are each entitled to ½ of the bequest Audrey made to Lisa of \$250,000. If this claim is

successful, the Girl Scouts could be forced to repay \$83,333 of the partial distribution already received from Audrey's Trust (because the Girl Scouts are a 1/3 beneficiary of the residuary of Audrey's Trust).

Darrel Morf just confirmed the children would agree with my proposal to resolve this issue, along with the issues related to the home and the Residence Residuary Shares as follows:

- Audrey's Residence Residuary Shares would be divided as follows:
 - 1/3 to David and Julie (or 1/6 to each of them)
 - 2/3 split equally by the Dubuque County Historical Society, the Girl Scouts and Finley Hospital
 - This would yield a payment of approximately \$75,000 (assuming the value of Audrey's Residence Residuary Share is currently near \$340,000)
- David's Residence Residuary Share would be divided as follows:
 - 1/3 to David and Julie (or 1/6 to each of them)
 - 1/3 to the Girl Scouts
 - 1/3 to Dubuque County Historical Society
 - Note that Finley Hospital is not a beneficiary of David's Residence Residuary Share
 - This would yield a payment of approximately \$173,000 (assuming the value of David's Residence Residuary Share is currently near \$520,000)
 - In total, this may be a payment of approximately \$250,000. Of course, this estimate is highly volatile as Audrey's and David's Trusts are heavily invested in the stock market.
 - All beneficiaries would waive any claims they may have against one another as a term of such settlement (including the children waiving the claim concerning Lisa's \$250K share)
- This proposal would need to be formalized via a Settlement Agreement among all the parties (US Bank as Trustee and all the above-named beneficiaries)
- Such a Settlement Agreement would require Court approval and approval of the Attorney General's office (as it involves modification of a charitable trust).

There was a motion made by Laura Ekizian to permit the execution of all documents and doing of all things necessary to effectuate this settlement by the Executive Committee. The motion was seconded by Theresa Dunkin and the motion carried.

CEO Report

Diane Nelson, council CEO gave a brief overview of our council's highlights.

- The Payroll Protection grant is complete and we received \$685,000. That will be a big help for our council.

- Our budget for 2020 looks good so far, we needed March in the positive. We had a better cookie season than expected. And we continue to work hard to manage our expense to offset the revenue that is not coming in.
- We made the decision to cancel One Tough Cookie on June 1. Hopefully will be able to do some sort of run in late August at camp. We also will be moving Women of Distinction to spring of 2021.
- Working with GSUSA and American Camping Association, we made the very difficult decision to cancel day camp and resident camp this year. It is really taking a toll on us, but the safety of our girls is our number one priority. We will be working to create virtual outdoor programs to help keep our girls engaged.
- We plan to start returning to our offices on June 1st and opening to the public at a late date.
- As of today, we have 15,219 members registered for this year. We don't expect to have a major increase before the end of our fiscal year. With limited access to schools, community events and actives, it has put a strain on our recruitment process. However, we are working to create new ways girls and volunteers can join and participate in our GS experience for next year. More to come later.
- Still working with our Property Committee to sell our program center in Rock Island.
- Our team at GSEIWI are still very productive and motivated to start turning things around. We are truly thinking outside the box and continue to keep our leaders engaged.

There was a motion from Tracy Schwind to end the meeting. Tim Conlon seconded and the meeting was adjourned at 6:30PM.