**August 22, 2022**

On behalf of the Board of Directors, I am happy to share the following highlights from the August 22, 2022 meeting of the Board of Directors of Southern Arizona. This meeting was conducted in a hybrid model with about half the Directors attending in person and half attending via Zoom. As per our bylaws, we did have a quorum to conduct business.

*Pamela Traficanti*

*Board Secretary*

**Present:**

Ellen Howlett, Maggie Shafer, Sofia Estrada, Melissa Arroyo, Cheree Meeks, Lynn Borders, Tanisha Price Johnson, Pamela Traficanti, Stephanie Chavez, Anne McLain Whipple, Terry Flores

**Absent:** Tia Tsosie Begay, Yvette-Marie Margaillan, Kellie Johnson, Dena Richter

**Special guest**- Girl Scout Bella who is considering applying to be a Girl Director

We do have a quorum present

**On Leave of Absence:** Melissa López

**Staff:** Kristen García Hernandez, MacGyver Tank, Elizabeth Locke Thomas, Timalee Nevels, Niki Hoffman

**Ellen Howlett, Treasurer convened the meeting 5:03pm**

**Mission Moment** **Directors present**

Directors present shared with the group about their wonderful experiences at the recent Breakfast with the Board event.

**CEO Update** **Kristen Hernandez, CEO**

* We have wrapped up camp and are recruiting members and volunteers for the new Girl Scout year. We are reaching and surpassing goals, so we are taking time to celebrate and (purposefully) adjust goals for the coming year.
* Our gift announcement will be coming in mid-September. Directors will be notified in advance with talking points.
* The Boy Scout litigation has been settled with their promise to mind the rules not to confuse the public. That said, there have already been 2 reported incidents of encroachment on the agreement in Arizona. Kristen and her counterparts at GS Arizona Cactus Pine Council are in meetings with the BSA AZ CEO.

Note for the corporate record- Joe Peterson has resigned from the Board with regret. He has moved to California. We will miss him greatly.

**CFO Report Melissa Tomlinson, CFO**

Melissa Tomlinson, Consulting CFO, reviewed the financials from July of 2022. These documents were reviewed and approved by the Finance Committee on August 18, 2022

**Motion:** Motion to approve the month end July 2022 financials as put forward by the Finance Committee. Motion by Lynn Borders/ Second by Stephanie Chavez. **Motion Passes**

**FY 2023 Budget in process Melissa Tomlinson, CFO/ Kristen Hernandez, CEO**

Tonight’s look at the budget is an overview to give you an idea where we are in the process and our thought process. We began at the department level based on their goals for the year. From there we’ve been through many rounds of adjustments. Melissa explained that we have some unusually large sources of funding this year that are one time occurrences. In non-profits, you must show the income in the year you earned it, even if you cannot spend it until subsequent years. As such, we are formatting our budget presentation to reflect a promised balanced recurring operating budget, side by side with two additional columns to reflect the unusual income and the unique income line items. We will begin to draw down these two columns with purchases that are not regularly occurring expenses for us.

Below the line, we have depreciation and the National Girl Scout Retirement Plan payments. We are building a plan to fund special sinking funds for the expenses on the Capital Expense Budget. We ask the board to continue to fund our assigned payment amount toward the NGSRP debt.

It is suggested by a Director, that we utilize some of the special gift to give a retention bonus for all employees. The suggestion is $3,000 per person over 3 years. Other directors concur. It’s noted that the person giving the recent unexpected gift, researched our organization and it’s easy to assume that our team staff caught their eye with the work we are doing and the success we are experiencing. The work and the success are dependent on the team we have. We will schedule time on a future agenda for this discussion.

**Governance Update-** **Melissa Arroyo, Director**

The Governance Committee has met and set the timeline for our work for the year. We are asking for referrals of possible candidates at this time. We would like to fill up to 6 spots with adult directors and up to 3 spots for girl directors.

**Product Program update**- **Elizabeth Locke Thomas, CMDO**

Cookie program rewards have nearly wrapped up, with just Australia and Fiji trips to come in the winter months. We are turning now to the Fall Product Sale in October and look for a robust launch soon.

**Development update Niki Hoffman, Chief Development and Marketing Officer**

We have experienced a decline in Thin Mint Sprint registrations and are assessing the reasons. We did shift the timing, moving it a month earlier to avoid crowding with this years Over the Edge, which may account for the decrease. We still have a week to go and know that Tucson registrations always come in late. We have 180 registered currently. We are in discussions about whether this event has transitioned from a fund raising event to more of a family program.

Over the Edge will be at 5151 E. Broadway once again. Our intent is to take the event downtown, but the timing is not right. Planning is beginning in earnest now for this event.

We have a new PR and Communications Director and the team is complete once again at this time.

**Property Update** **MacGyver Tank, COO**

Arizona Department of Environmental Quality is trying to re-classify our water source on Mt. Lemmon. We have had to get the support from our attorney in dealing with the issue.

Front and rear decks on the troop house have been replaced at Camp Whispering Pines. At the Hacienda, our team is working on weed patrol.

**Consent agenda**

**Motion:** Motion to accept the consent agenda. Motion by Ellen Howlett/ Second by Maggie Shafer

**Motion Passes**

**Adjournment Terry Flores, Chair**

Meeting adjourned at 6:18pm