

Workbook Updates

To: Delegates to the 55th National Council Session

From: Girl Scouts of the USA

Date: September 10, 2020

Re: Workbook Supplements

We are writing to share the following updates to the [Delegate Workbook](#) (the workbook) for the 55th National Council Session:

- **Slate Updates.** GSUSA was excited to welcome Judith Batty into the role of interim CEO in August. Given Judith's new role, she is no longer the nominee for the officer position of Second Vice President of the National Board.
 - o **Noorain Khan**, the current Board Secretary and previously the nominee for 2020–2023 Secretary, has been nominated for **Second Vice President** in place of Judith Batty. A replacement page 16 reflecting this nomination is enclosed.
 - o **Ráchel Roché Walton**, a current member-at-large and previously on the 2020–2023 slate as a member-at-large, has been nominated for **Secretary** in place of Noorain Khan. A replacement page 18 reflecting this nomination is enclosed.
 - o **Dr. Cynthia Teniente-Matson** has been nominated as a **member-at-large** for the 2020–2023 triennium in place of Ráchel Roché Walton. A replacement page 40 reflecting this nomination is enclosed.
 - o Pages 2, 4, 12 and 45 of the Workbook have also been updated to reflect these changes and replacement pages are enclosed.
- **National Board Recommendations on Proposals 4 and 6.** On September 2, 2020, the National Board voted to change its recommendations on Proposals 4 and 6 in order to support these two proposals. A supplemental page to the workbook containing the updated recommendation and rationale is attached.

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**National President
Kathy Hopinkah Hannan**

**Interim Chief Executive Officer
Judith Batty**

2017–2020 Girl Scouts of the USA National Board of Directors

OFFICERS

Kathy Hopinkah Hannan
Sharon H. Matthews
Jeanne Kwong Bickford
Jeanmarie Grisi
Noorain Khan
Judith Batty*

NATIONAL BOARD OF DIRECTORS

Jenny Alonzo	Brit Morin
Mary Ann Altergott	Ileana Musa
Mary Stengel Austen	Mina Nguyen
Judith Batty	Debbie Nielson
Eileen Drake	Erika Rottenberg
Wendy Drummond	Trooper Sanders
Charlie Garcia	Earl Simpkins Jr.
Vicki Gardner	Becky Schmitt
Valarie Gelb	Diane Tipton
Heather Higginbottom	Suzanne Wade
Karen P. Layng	Ráchel Roché Walton
Rose Littlejohn	Loria Yeadon
Sue Major	

**ex officio, without vote*

Leadership for the 2020–2023 Triennium

National Board of Directors Nominations

Officer Nominees

Karen P. Layng
Chicago, Illinois

Jeanne Kwong Bickford
Darien, Connecticut

Noorain Khan
New York, New York

Valarie Gelb
Middletown, Rhode Island

Ráchel Roché Walton
Jackson, Mississippi

Member-at-Large Nominees

Mary Ann Altergott
St. Louis, Missouri

Beth Bovis*
Madison, Wisconsin

Eileen Drake
El Segundo, California

Wendy Drummond
Tulsa, Oklahoma

Vicki Gardner
Cincinnati, Ohio

Lorraine Hack*
New York, New York

Vivette Henry*
New York, New York

Vidya Krishnan*
Richardson, Texas

Rose Littlejohn
New York, New York

Sue Major
San Diego, California

Lydia Mallett*
Philadelphia, Pennsylvania

Rumi Morales*
Oak Park, Illinois

Brit Morin
San Francisco, California

Ileana Musa
Miami, Florida

Debbie Nielson
Ogden, Utah

Marcus Peacock*
Washington, District of Columbia

Edmond C. Rastrelli*
Jacksonville, Florida

Erika Rottenberg
Portola Valley, California

Trooper Sanders
Philadelphia, Pennsylvania

Earl Simpkins Jr.
Dallas, Texas

Zeta Smith*
Elkridge, Maryland

Leslee A. Temple*
Black Mountain, North Carolina

Cynthia Teniente-Matson*
San Antonio, Texas

Diane Tipton
Bethesda, Maryland

Maryann Waryjas*
Bonita Springs, Florida
Burr Ridge, Illinois

*new

Leadership for the 2020–2023 Triennium



Second Vice President

Noorain Khan
New York, New York

Director, Office of the President
Ford Foundation

Originally from Grand Rapids, Michigan, Noorain Khan is a passionate Girl Scout alum and lifetime member and was a National Gold Award Girl Scout. As a National Operating Volunteer, Noorain spent three years leading the girl planning efforts to commemorate the 100th anniversary of Girl Scouts of the USA in 2012. Noorain cites her Girl Scout journey as one of the influences,

along with her family and Muslim faith, that has defined her life and can't wait to share Girl Scouts with her daughter.

Noorain serves as director in the office of the president of the Ford Foundation, where she is responsible for the strategy and management of the grant-making portfolio of the foundation's president, Darren Walker. Before joining Ford in 2015, Noorain was a chief of staff at education nonprofit Teach For All, a network of organizations in 35 countries. Prior to that, Noorain was a corporate attorney at Wachtell, Lipton, Rosen & Katz, where she advised clients on cross-border mergers and acquisitions and corporate governance. She appeared on the Forbes 30 Under 30 list for law and policy, is a term member of the Council on Foreign Relations, and received the Rhodes Trust's George Parkin Service Award. Noorain earned a juris doctor degree from Yale Law School, where she was a PD Soros fellow; an MPhil from Oxford University, where she was a Rhodes Scholar; and a bachelor's degree with high honors from Rice University.



Secretary

Ráchel Roché Walton Jackson, Mississippi

U.S. Department of Justice

Ráchel's Girl Scout journey began in Girl Scouts Louisiana East. Her passion for the outdoors and youth advocacy led her to volunteer with the Girl Scout Movement over eighteen years ago. Ráchel is a champion for girls and most recently served the Movement as chair of USA Girl Scouts Overseas' Council of Advisors. Ráchel is a lifetime member of GSUSA and a member of the Juliette Gordon Low Society.

Ráchel is a former retail buyer and market analyst. The events of September 11, 2001, led her on a path of public service in government as an intelligence analyst for the Federal Bureau of Investigation. Her professional competencies include strategic planning, forecasting, qualitative risk analysis, and protocol. Her academic strengths include international relations, forensic psychology, ethics, and human behavior.

Ráchel, at her core, is a public servant and an advocate for social action. She is committed to volunteerism with more than 25 years of experience working with nonprofit organizations, including the American Legion Auxiliary, Veterans of Foreign Wars, and Delta Sigma Theta Sorority, Inc. Her passion is mentoring and empowering the next generation of female leaders.

Ráchel and her husband are proud parents of five children, three of whom are Girl Scouts—a Cadette, a Senior, and lifetime member who is a Gold Award Girl Scout.

National Board Nominee

Member-at-Large



Cynthia Teniente-Matson | San Antonio, Texas

Dr. Cynthia Teniente-Matson is a Girl Scout alum and a lifetime member. Additionally, through her leadership, Texas A&M San Antonio University has sponsored a Patriotism patch with Girl Scouts of Southwest Texas, fueling girls' leadership on the local level.

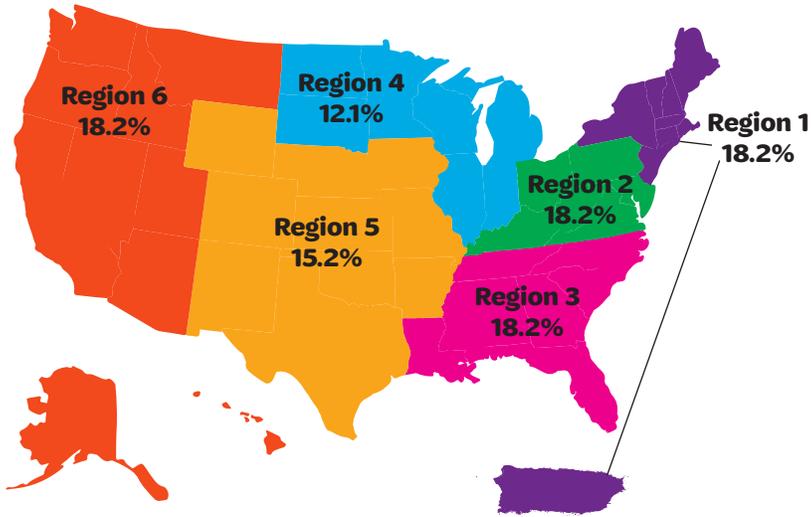
Cynthia is president of Texas A&M University-San Antonio (A&M-SA) and a San Antonio native with over 30 years of higher education experience in Alaska, California, and Texas. In 2016, she led the university's transformation to a comprehensive master's university in addition to achieving the U.S. Department of Education's Hispanic Serving Institution designation.

Cynthia has been recognized internationally for her leadership and service. In 2020, she was awarded the Japan Foundation Center for Global Partnership's *2020 US-Japan Public Intellectual*, and in 2019 was recognized as a Network for Change and Continuous Innovation's top *20 Thought Leaders in Change and Innovation*. Cynthia serves on numerous national educational-governing and local civic boards. She is currently the treasurer for the board of directors for the American Association of State Colleges and Universities, and treasurer for Higher Education Resource Services. She is also a member of TIAA's Inclusion and Diversity Council, and currently serves on the City of San Antonio Mayor's Commission on the Status of Women. Previously, Cynthia was also a mayoral appointee and president of the San Antonio 2018 Tricentennial Commission.

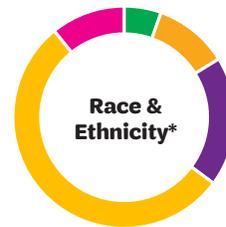
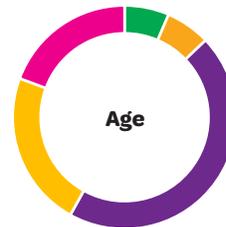
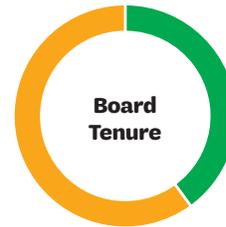
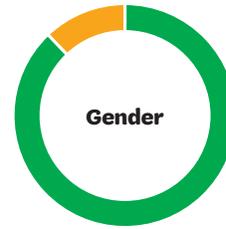
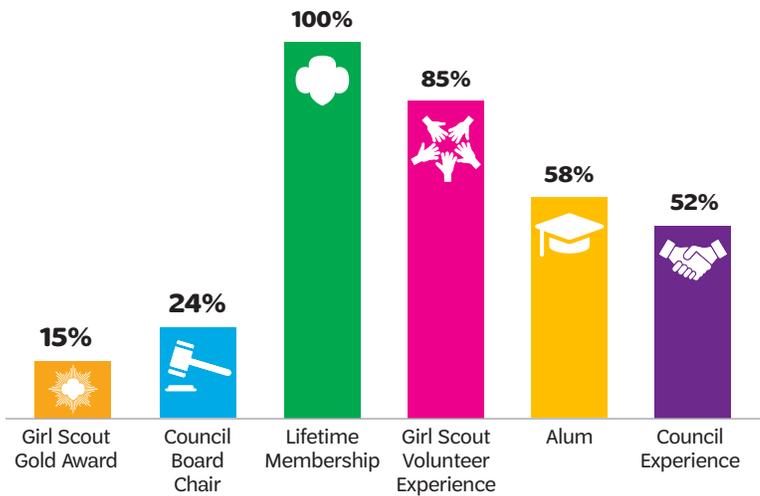
An advocate for continuing education and women's leadership, Cynthia earned her bachelor of arts degree in management from the University of Alaska Fairbanks, her master of business administration from the University of Alaska Anchorage, and her doctorate in educational leadership from Fresno State. She and her husband Mike have two sons, Phillip and Wyatt.

GSUSA Board and NBDC Slate Statistics 2020-2023 Triennium

Regional Demographics



Girl Scout Experience



*Race and Ethnicity data will exceed a 100% total, as members have self-identified as multiple races and ethnicities

Skills and Competencies

- | | | |
|------------------------------|-------------------------------------|--------------------------------|
| Change Management (84%) | Brand and Marketing (42%) | Property/Land Management (29%) |
| Fund Development (58%) | Technology and Innovation (42%) | Legal (23%) |
| Finance (52%) | Knowledge of Federated Models (35%) | Cybersecurity (19%) |
| Advocacy/Social Impact (48%) | Education (35%) | Accounting (16%) |
| Human Resources (48%) | STEM/Outdoor Programming (32%) | |
| Risk Management (45%) | Investments (32%) | |

National Board Recommendation on Proposal 4 and Proposal 6

The recommendations of the National Board on pages 62 and 68 of the workbook are replaced with the following:

The National Board hereby recommends the adoption of Proposals 4 and 6.

Reasons for the Updated Recommendation

The National Board (the board) is committed to principles of transparent governance, to listening and engaging in dialogue, to honoring our long-term volunteers, and to ensuring the continued affordability of Girl Scouting for all girls who wish to participate. In this triennium, the board committed to increasing delegate communications and to engaging directly with delegates, including hosting a series of 21 virtual delegate webinars on all six proposals on the NCS agenda. Since the publication of the original Early Alert and workbook expressing the board's recommendations on the proposals, the board has considered the extensive additional feedback from delegates across the Movement expressed over the course of those webinars. The board is also cognizant of the economic environment that we are all now operating in, which has profoundly changed since the time the board initially considered these proposals. Having considered the additional feedback from delegates regarding Proposal 4, and acknowledging the impact of dues increases on councils, delegates, girls, and communities, the board voted on September 2 to support the adoption of Proposal 4. Similarly, having considered the additional feedback regarding Proposal 6, and acknowledging both the cost of lifetime membership and the importance of valuing the Movement's long-term volunteers who form the basis of the Girl Scout Movement, the National Board also voted to support the adoption of Proposal 6. The board is committed to working with councils and delegates via Girl Scouts' democratic process, and to continued direct communication with delegates through and beyond NCS, to ensure the long-term sustainability and vitality of the Movement.



**55TH NATIONAL
COUNCIL SESSION**

OCTOBER 23-25

2020

Workbook

**55th National Council Session
October 23-25, 2020**

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National President
Kathy Hopinkah Hannan

Chief Executive Officer
Sylvia Acevedo

2020 National Council Session

From the National President

Dear Girl Scout,

I am happy to share with you this workbook to help you prepare for the 55th National Council Session (NCS). With this NCS, delegates and the National Board will be convening in a new way—virtually—to begin charting the course to our Movement’s future. On behalf of the National Board, I want to say how excited we are to collaborate with you and your fellow delegates on this important work.



At Girl Scouts, we live by our motto, “Be prepared,” and we’ve always placed safety at the center of all that we do as we bring our mission to life for girls. This led to our decision in April to hold our Movement’s 55th NCS virtually due to the global health pandemic. Even though we can’t meet in person this year, our virtual meeting format will continue to honor our democratic tradition, with delegates like yourself driving our democratic process. During our meeting, we will review what we have accomplished over the last three years, vote on proposals that will impact our upcoming work and initiatives, and elect our National Board and National Board Development Committee for the 2020–2023 triennium.

Over the summer, you will receive the formal call to meeting, which will contain the standing rules and program to help you better understand how this NCS will be conducted virtually. It will also contain specific directions for how to access the meeting. Also, in addition to reviewing this workbook in preparation for our 55th NCS, I encourage you to participate in the education opportunities that your council and Girl Scouts of the USA will be hosting in the months leading up to NCS and to regularly visit the [official Girl Scout Delegate Website](#). Via this website, you can see the latest information about the meeting; learn more about the proposals, board slate, and parliamentary procedure; ask questions; and discuss agenda items with fellow delegates.

The 55th NCS also represents the best of our dynamic democratic process—one that is for Girl Scouts, by Girl Scouts and constantly evolving at the speed of girls. As a national delegate chosen to represent your council, you play a vital role in helping this organization stay true to our mission.

Thank you for your dedication and for everything you do for Girl Scouts!

Sincerely,

A handwritten signature in black ink that reads "Kathy Hannan". The signature is fluid and cursive, with a long horizontal line extending from the end.

Kathy Hopinkah Hannan

National President

2017–2020 Girl Scouts of the USA National Board of Directors

OFFICERS

Kathy Hopinkah Hannan

Sharon H. Matthews

Jeanne Kwong Bickford

Jeanmarie Grisi

Noorain Khan

Sylvia Acevedo*

NATIONAL BOARD OF DIRECTORS

Jenny Alonzo

Mary Ann Altergott

Mary Stengel Austen

Judith Batty

Eileen Drake

Wendy Drummond

Charlie Garcia

Vicki Gardner

Valarie Gelb

Heather Higginbottom

Karen P. Layng

Rose Littlejohn

Sue Major

Brit Morin

Ileana Musa

Mina Nguyen

Debbie Nielson

Erika Rottenberg

Trooper Sanders

Earl Simpkins Jr.

Becky Schmitt

Diane Tipton

Suzanne Wade

Ráchel Roché Walton

Loria Yeadon

**ex officio, without vote*



The Girl Scout Promise and Law and the Girl Scout Mission Statement

The Girl Scout Promise

On my honor, I will try:

To serve God and my country,
To help people at all times,
And to live by the Girl Scout Law.

The Girl Scout Law

I will do my best to be

honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do,

and to

respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.

Girl Scout Mission Statement

**Girl Scouting builds girls of courage, confidence, and character,
who make the world a better place.**

Basics of the National Council

The National Council is the membership body charged with giving broad policy direction to the future of the Girl Scout Movement in the United States. The National Council's responsibilities, eligibility requirements, composition, size, and how and when its meetings are held are outlined in the Congressional Charter and the Constitution of Girl Scouts of the United States of America, as found in the *Blue Book of Basic Documents*.

In 2020, due to the COVID-19 pandemic, the National Board made the difficult decision to hold the National Council Session virtually in order to protect the safety of all members.

The National Council convenes every three years, and its responsibilities are to:

- Elect the officers and other members of the National Board and National Board Development Committee
- Amend the Girl Scout Constitution as needed
- Establish requirements for certificates of membership, council charters, and all other credentials
- Act on proposals to foster and improve Girl Scouting, receive reports of the National Board of Directors, and give guidance to the National Board upon general lines of direction of the Girl Scout Movement and Girl Scout program



Composition

The National Council is composed of:

- Delegates elected by chartered Girl Scout councils
- Delegates from USA Girl Scouts Overseas
- Members of the National Board of Directors
- Members of the National Board Development Committee
- Past presidents of Girl Scouts of the USA
- Other persons as may be elected by the National Council

Delegates

The total membership of the National Council shall not exceed 1,500, and at least four-fifths of the entire membership shall consist of delegates from local councils and from USA Girl Scouts Overseas. A formula is used to determine how many delegates each council may send to the National Council Session. This same formula is also used to select delegates to represent USA Girl Scouts Overseas.

Preparation for the National Council Session

Every Girl Scout council should prepare its delegates to fulfill their responsibilities at the National Council Session by providing opportunities for delegates to:

- Review and discuss proposals and other items that require action by the National Council
- Become familiar with the meeting platform being used to host this virtual National Council Session
- Participate in the variety of online education and dialogue sessions surrounding the National Council Session and the proposals to be considered
- Become familiar with *Robert's Rules of Order Newly Revised*, 11th Edition that will be used during this session
- Understand the purpose of the triennial meeting so they can participate fully in the decision-influencing process

This National Council Session Workbook and the April 2020 *Blue Book of Basic Documents* are essential tools for delegates and should be brought to the meetings.



Following the National Council Session

National Council delegates are elected for a three-year term. Following the National Council Session, delegates are responsible for sharing the decisions adopted by the National Council with their council. Each council delegation should plan in advance on how to report out to its council on the discussions held, decisions made and the reasons for them, and all that the delegates may have learned about Girl Scouting as a national and international Movement.

National Council Delegates can contribute to the democratic process during the triennium by:

- Being active participants on the official Girl Scout Delegate Website and sharing information from that site with their council.
- Helping their councils understand their role in submitting agenda items for the next National Council Session.
- Sharing their knowledge with the National Council delegates who are elected for the following triennium

Leadership for the 2020–2023 Triennium

Message from the National Board Development Committee Chair



Dear National Council Member,

The National Board Development Committee (NBDC) is pleased to present the slate of nominees for the 2020–2023 Girl Scouts of the USA National Board of Directors (the board) and NBDC. We have nominated a highly talented and diverse group of individuals who are deeply committed to the future of the Girl Scout Movement and the girls and families we serve. The proposed slate of nominees is inspired by the power and potential of girls; these individuals have the innovative spirit to propel the Movement forward during this critical time in our history and are ready to take on the important work we have ahead of us.

The NBDC engaged in a thorough, multiyear process to identify, recruit, and cultivate potential candidates. We received nearly 200 referrals from across the Movement—from councils, alums, national staff, and the board. On behalf of the NBDC, I thank those of you who participated in this process. We sought individuals who are deeply committed to girls' success, understand Girl Scouts' vital role in our communities and beyond, and have the demonstrated potential to strengthen and advance the Movement. Please note the slate meets the requirements outlined in Articles X, XI, and XII of the Constitution of Girl Scouts of the USA (see the *Blue Book of Basic Documents* April 2020, pages 11–13) and includes a blend of new candidates as well as returning members who bring continuity to our governance.

According to Article XII, Section 10, of the Girl Scout Constitution: nominations may be made from the floor of the National Council Session. At this National Council Session, elections will be held during the meeting on Saturday, October 24, 2020. To make a nomination from the floor National President Kathy Hopinkah Hannan and I must receive notification by email at (floornominations@girlscouts.org) of the planned nomination from the floor, along with the nominee's written consent to serve on the board or NBDC, no later than 9:00 a.m. EDT on Thursday, October 22, 2020.



We encourage you to learn more about the nominees to the board and NBDC through the official Girl Scout Delegate Website. There will be opportunities to meet candidates virtually prior to the National Council Session. On behalf of the National Board Development Committee, thank you for entrusting us with this important responsibility. We look forward to your getting to know the candidates and joining you for our 55th NCS later this year.

Yours in Girl Scouting,

Trooper Sanders

Chair, National Board Development Committee (2017-2020)

Leadership for the 2020–2023 Triennium

National Board of Directors Nominations

Officer Nominees

Karen P. Layng
Chicago, Illinois

Jeanne Kwong Bickford
Darien, Connecticut

Judith M. Batty
Washington, District of Columbia

Valarie Gelb
Middletown, Rhode Island

Noorain Khan
New York, New York

Member-at-Large Nominees

Mary Ann Altergott
St. Louis, Missouri

Beth Bovis*
Madison, Wisconsin

Eileen Drake
El Segundo, California

Wendy Drummond
Tulsa, Oklahoma

Vicki Gardner
Cincinnati, Ohio

Lorraine Hack*
New York, New York

Vivette Henry*
New York, New York

Vidya Krishnan*
Richardson, Texas

Rose Littlejohn
New York, New York

Sue Major
San Diego, California

Lydia Mallett*
Philadelphia, Pennsylvania

Rumi Morales*
Oak Park, Illinois

Brit Morin
San Francisco, California

Ileana Musa
Miami, Florida

Debbie Nielson
Ogden, Utah

Marcus Peacock*
Washington, District of Columbia

Edmond C. Rastrelli*
Jacksonville, Florida

Erika Rottenberg
Portola Valley, California

Trooper Sanders
Philadelphia, Pennsylvania

Earl Simpkins Jr.
Dallas, Texas

Zeta Smith*
Elkridge, Maryland

Leslee A. Temple*
Black Mountain, North Carolina

Diane Tipton
Bethesda, Maryland

Rachel Roché Walton
Jackson, Mississippi

Maryann Waryjas*
Bonita Springs, Florida
Burr Ridge, Illinois

**new*



National Board Development Committee Nominations

Vicki Gardner

Cincinnati, Ohio

Felecia Gilmore-Long

Lutz, Florida

Lorraine Hack

New York, New York

Ileana Musa

Miami, Florida

Debbie Nielson

Ogden, Utah

Robyn Ratcliffe Manzini

Las Vegas, Nevada

Monica Martinez

Detroit, Michigan

Leadership for the 2020–2023 Triennium

National Board Nominee Bios Officers



President

Karen Layng
Chicago, Illinois

Founder and President
M.A.I.T. Co.

Karen is a devoted Girl Scout alum, lifetime member, and adult volunteer, serving as her Gold Award daughter's troop leader for 13 years. She has been awarded the Thanks Badge and Thanks Badge II. Karen is also the former board chair of Girl Scouts of Greater Chicago and Northwest Indiana.

Karen is founder and president of M.A.I.T. Co., a consulting firm focused on business strategy, construction and legal advisory services, and real estate development. She is an adjunct professor in Northwestern University's Master's in Executive Management for Design and Construction program and teaches courses in ethics, alternative dispute resolution, cybersecurity, and due diligence. Karen is the former chief strategy officer and general counsel of a national mechanical firm and a former partner in the international law firm Vedder Price.

Karen is a member of the American Arbitration Association national board of directors and serves on its panel of arbitrators (mega-case, commercial, construction, merger and acquisition disputes). At Vedder Price, she was a long-standing member of the board, chair of the construction and litigation practice areas, and chair of the compensation committee. Karen was the first female president of the Seventh Circuit Bar Association. She is currently a member of the Economic and Executives Clubs of Chicago and serves as an executive advisor to the Chicago Metropolitan Planning Council. Karen is a faculty member of the ABA Construction Forum Trial Academy and vice chair of the ABA Construction Litigation Committee.

She served on the board of the University of Illinois Alumni Association and was elected a life fellow of the American Bar Foundation. She served as the president of the Riverside Elementary Education Foundation and as chair of the Village of Riverside Plan Commission. Among her many recognitions, Karen has been named a Super and Leading Lawyer and was included in Chambers.



First Vice President

Jeanne Kwong Bickford
Darien, Connecticut

Managing Director and Senior Partner
Managing Partner, New York Office
Boston Consulting Group

Jeanne Kwong Bickford is a lifetime member and the mother of two Girl Scouts. While she didn't have the opportunity to participate in Girl Scouts as a child, she says that she "got here as soon as [she] could."

Jeanne is a managing director and senior partner of Boston Consulting Group, a global management consulting firm and the world's leading advisor on strategy. BCG partners with clients to identify their highest-value opportunities, address their most critical challenges, and transform their enterprises. Jeanne is the managing partner of the New York office and a member of the leadership team for the financial institutions practice in North America, specializing in risk and compliance. She is also a core member of the people and organization practice and cofounded BCG's Change Enablement Center, which emphasizes capability-building in the area of change management for large, multifaceted transformation programs. Prior to BCG, Jeanne worked at Cornerstone Research in economic and financial consulting. During her time there, she was involved in supporting precedent-setting litigation on the savings and loan industry bailout.

Jeanne graduated Phi Beta Kappa and magna cum laude from Harvard University with a bachelor's degree in economics. She obtained her MBA from the Stanford Graduate School of Business and was an Arjay Miller Scholar. Jeanne's philanthropic activities emphasize her passion for achieving gender equality.

As she begins her third term, Jeanne views the National Board as her personal Girl Scout troop. As part of her pro bono consulting work, Jeanne has supported GSUSA on a range of topics, including strategy and the cookie supply chain.

Leadership for the 2020–2023 Triennium



Second Vice President

Judith N. Batty
Washington, District of Columbia

Senior Counsel (Retired)
Exxon Mobil Corp.

Judith Batty grew up Girl Scouting, Brownie through Senior. Her mother was her Junior Troop Leader. Judith was a member of the first class of Girl Delegates to the National Convention in 1976. Judith also served as a Junior Troop co-leader and is a lifetime member of Girl Scouts. Girl

Scouting gave Judith confidence, while teaching her about different perspectives and the value of teamwork. Judith has served on the National Board since 2014, and during this triennium as GSUSA's International Commissioner.

Currently, Judith serves as the cochair of the governance committee on the board of the Metropolitan Washington Airports Authority (MWAA). MWAA operates Dulles International and Reagan National airports and the Dulles toll road and oversees the construction of the Metro's Silver Line to Dulles. She is the immediate past chair of the Governing Board of Trustees of Arena Stage, a major arts and cultural center in the nation's capital.

Judith was a pacesetter and role model during her 28 years as an executive and senior attorney at Exxon Mobil Corporation. Among her many achievements, her tenure as the first female, and first African American, general counsel of its publicly traded Japanese affiliate stands out. Prior to her tenure with ExxonMobil, Judith was a corporate attorney in private practice. Upon graduation from law school, she joined the United States Department of Justice, through its Honors Program, and was assigned to the trial section of the Antitrust Division, where she participated in civil and criminal investigations and trials.

Judith is active in several professional and charitable organizations and has held numerous committee and board officer positions on not-for-profit boards. A native New Yorker, she currently lives in Washington, DC. She has also lived in Dallas, London, and Tokyo. Judith received her bachelor of arts and juris doctor degrees from New York University.



Treasurer

Valarie Gelb Middletown, Rhode Island

Chief Executive Officer **Gelb Global Business Growth Advisors**

Born in Ohio, where she joined Girl Scouts as a Brownie, Valarie Gelb is a lifetime member and has built a career around empowering and mentoring the next generation of female leaders. While living in Connecticut, she was instrumental in

Girl Scouts of Connecticut's Camp CEO, a program designed to connect Girl Scouts with prominent businesswomen who share their life lessons and leadership journeys.

Valarie is CEO of Gelb Global Business Growth Advisors, providing viable business and brand strategies to corporations and nonprofits around the world. She leverages her passion and senior executive experience as chief sales development officer and executive vice president at Mastercard to mentor and enhance women's businesses. At Mastercard, Valarie served on the Management Committee with responsibility for the global sales force in 210 countries and territories. Upon her retirement, she served as chief executive officer of the Global Fund for Women, a champion for the human rights of women and girls around the world.

Valarie is a cofounder and president emeritus of the Women Entrepreneurs Empowerment Forum, mentoring and developing women in the growth of their businesses. She also served as president of the International Women's Forum of Connecticut and was honored with its Women Who Make a Difference Award as well as the YWCA Spirit of a Woman Award for exceptional leadership in advocating for and advancing women's leadership and empowerment. Valarie's passion for entrepreneurship is evident in her board service, especially her appointment by the Governor of Connecticut to the board of Connecticut Innovations, a leading source of financing for the state's growing tech companies.

Valarie holds an MBA and an undergraduate business degree with an emphasis in finance and economics from Baldwin Wallace University in Berea, Ohio. She now resides in Rhode Island.

Leadership for the 2020–2023 Triennium



Secretary

Noorain Khan
New York, New York

**Director, Office of the President
Ford Foundation**

Originally from Grand Rapids, Michigan, Noorain Khan is a passionate Girl Scout alum and lifetime member and was a National Gold Award Girl Scout. As a National Operating Volunteer, Noorain spent three years leading the girl planning efforts to commemorate the 100th anniversary of Girl Scouts

of the USA in 2012. Noorain cites her Girl Scout journey as one of the influences, along with her family and Muslim faith, that has defined her life and can't wait to share Girl Scouts with her daughter.

Noorain serves as director in the office of the president of the Ford Foundation, where she is responsible for the strategy and management of the grant-making portfolio of the foundation's president, Darren Walker. Before joining Ford in 2015, Noorain was a chief of staff at education nonprofit Teach For All, a network of organizations in 35 countries. Prior to that, Noorain was a corporate attorney at Wachtell, Lipton, Rosen & Katz, where she advised clients on cross-border mergers and acquisitions and corporate governance. She appeared on the Forbes 30 Under 30 list for law and policy, is a term member of the Council on Foreign Relations, and received the Rhodes Trust's George Parkin Service Award. Noorain earned a juris doctor degree from Yale Law School, where she was a PD Soros fellow; an MPhil from Oxford University, where she was a Rhodes Scholar; and a bachelor's degree with high honors from Rice University.



Members-at-Large



Mary Ann Altergott | St. Louis, Missouri

Elected to the GSUSA board of directors in 2017, Mary Ann Altergott is a member of the board's strategy and communications advisory groups as well as the Executive Development and Compensation Committee. A lifetime member, Gold Award Girl Scout, and frequent corporate relocatee, her first call in a new community is always to the local Girl Scout council to volunteer. Her first exposure to Girl Scout governance beyond her troop was as a high school council board member. Mary Ann has a passion for Global Girl Scouting, having developed her cross-cultural skills early in Thinking Day activities

and participating in several opportunities in the 1980s. These experiences built competencies Mary Ann uses in her professional life today. She has held a variety of Girl Scout volunteer roles, including troop leader, council trainer, and council board chair. She started her leadership career as a Girl Scout camp counselor.

Mary Ann serves as a principal responsible for Edward Jones's human capital efforts with a focus on business strategy and aligning people solutions to meet the firm's growth needs, including talent development, leadership succession, learning, and change enablement solutions. Before joining Edward Jones, she served as a principal with the Clermont Group, a collaborative global human resource consultancy. Previously, she held global leadership roles with Bank of America and Diageo/The Pillsbury Company.

Committed to girls' leadership development, Mary Ann has served on four local council boards leading strategic planning and governance efforts to enable regional Girl Scout councils to improve capacity and grow membership. She sits on several foundation boards and academic advisory groups in addition to supporting her children and church. As a lecturer on human development, ethics, and leadership, she frequently draws on her Girl Scout experiences. Mary Ann is a graduate of the Wharton School at the University of Pennsylvania's Securities Industry Institute and Vanderbilt University.

Leadership for the 2020–2023 Triennium

Members-at-Large



Beth Bovis | Madison, Wisconsin

Girl Scout alum, parent of a Silver Award Girl Scout, lifetime member, and corporate champion of Girl Scout programs, Beth Bovis understands the impact Girl Scouts makes and integrates Girl Scout programs into her professional world. She sponsored a Girl Scout summer intern at Kearney, published “Women@250,” a study featuring Girl Scouts of Greater New York leaders and girls, facilitated fundraising and outreach to disadvantaged girls, and invited Girl Scouts to events to learn about consulting. Beth was honored by GSGNY as a Woman of Distinction for her mentorship and commitment to women and girls.

Beth’s impact over her career at Kearney has reached almost every corner of the firm. As a partner, her work has spanned strategy, organization design and governance, mergers and acquisitions, and transformations. She served on the firm’s board of directors and senior leadership team, as leader of the firm’s Women’s Network and Partner Election Committee, and as a global practice leader. Beth serves as the leader of the firm’s social impact initiatives and several global accounts. In 2014, she was recognized by *Consulting* magazine as one of the Top 25 Consultants and is most proud of her work sponsoring and mentoring women in the firm.

Beth has been an integral member of numerous boards and committees, including World Economic Forum’s Gender Parity Steering Committee; Building Brave, an online community promoting women as leaders; the Wisconsin Women’s Network; the Conference Board Council for Advancement of Women in Leadership; Michael Fields Agricultural Institute; and advisory board for the Feldstein Medical Foundation.

Beth studied economics at the Wharton School of the University of Pennsylvania and was honored as one of the four students who made the greatest impact at Penn during their tenure. She lives in Madison, Wisconsin, with her husband, two children, and their pet snake and hedgehog.



Members-at-Large



Eileen Drake | El Segundo, California

Girl Scout alum Eileen Drake joined Girl Scouts as a Brownie and continued through Cadettes. With her mother as her troop leader, Girl Scouts reinforced for Eileen that she could succeed at anything. A lifetime member, trailblazer, and innovator, Eileen believes it's important to give back to our communities and mentor Girl Scouts, particularly those pursuing STEM careers.

Eileen began her career as an Army aviation officer, where she served for seven years and commanded Davison Army Airfield at Fort Belvoir, Virginia. She holds commercial and private pilot's licenses in both fixed-wing and rotary-wing aircraft. Eileen became chief executive officer and president of Aerojet Rocketdyne in 2015. She was previously with United Technologies Corporation (UTC), where she served as president of Pratt & Whitney AeroPower's auxiliary power unit and small turbojet propulsion business. She also served as the vice president of operations and vice president of quality, environmental, health and safety, and Achieving Competitive Excellence (ACE) for UTC's Carrier Corporation, as well as for Pratt & Whitney. Prior to joining UTC, Eileen managed production operations at both the Ford Motor Company and Visteon Corporation, where she was Ford's product line manager for steering systems and plant manager of Visteon's fuel system operation.

Since 2017 Eileen has been a member of the board of directors of Woodward, Inc., where she serves on the Audit Committee. Eileen also serves on the board of governors of the Aerospace Industries Association (AIA), where she is a member of the Executive Committee. Eileen was recently appointed to the Users' Advisory Group to the National Space Council, which is chaired by the vice president of the United States.

Eileen is a distinguished military graduate of the U.S. Army Aviation Officer School. She received a master of business administration from Butler University and a bachelor of arts from the College of New Rochelle. Eileen resides in California.

Leadership for the 2020–2023 Triennium

Members-at-Large



Wendy Drummond | Tulsa, Oklahoma

Growing up in California, Wendy Drummond was an active Girl Scout and is now a lifetime member. Many of her best memories come from her summers at Girl Scout camp. She attributes her ability to navigate through adversity and her leadership skills to her Girl Scouting experience.

Her mantra, “Great leaders make great leaders,” began with Girl Scouts, and she continues to follow it today as a leader in her businesses and community endeavors. Wendy is an attorney and CEO of Premier Locations, US Cellular’s largest national agent, with 42 stores in eight states.

For 25 years, Wendy has been a key fundraiser for many nonprofits and has served on numerous boards, including Girl Scouts of Eastern Oklahoma; Big Brothers Big Sisters of Oklahoma; Habitat for Humanity of Greater Brewton; Tulsa Botanic Garden; Tulsa Ballet; Emergency Infant Services; Transitional Living Centers of Oklahoma; and Visit Tulsa. She is the chair of Tulsa’s Film, Music, Arts & Culture Commission and a trustee for the Tulsa Performing Arts Trust. Wendy joined the GSUSA board in 2017 and serves as chair of the Fund Development Committee.

Wendy lives in Tulsa, Oklahoma. She and her husband have six children and five grandchildren. In her downtime, she loves spending time on the family’s ranch in Osage County, Oklahoma.



Vicki Gardner | Cincinnati, Ohio

Vicki Gardner was a Girl Scout for seven years growing up and led her older daughter’s Girl Scout troop for five years, following in her own mother’s footsteps. A West Virginia native but now a Cincinnati, Ohio, local, Vicki serves as principal for FCM. In this role, she provides operational, program management, and change management expertise to drive business transformations for FCM’s private equity clients. Vicki is a lifetime member of Girl Scouts and has served on the Girl Scouts of the USA National Board since 2017.

Vicki previously worked as senior vice president of sales operations and enablement at Nielsen, where she was responsible for business transformation across 20 markets and 4000 associates. Prior to this role, she oversaw data acquisition, data science, operations, and technology for Nielsen’s Buy segment in its two largest markets, accounting for more than \$1 billion. As a Master Black Belt in business process improvement, Vicki led a global team of Black Belts improving quality and reducing cycle time. She held senior commercial roles at Nielsen, including leading BASES North America, with responsibility for \$125 million+ in revenue and a team of 300+. In addition to her work in the North American business, Vicki also lived and worked in Belgium, with responsibility for client relationships in Europe, the Middle East, and Africa.



Members-at-Large



Lorraine Hack | New York, New York

Girl Scout alum and lifetime member Lorraine Hack has devoted her personal and professional life to empowering women and getting more women into positions of leadership. Lorraine’s mom, who was also her troop leader, raised her daughters with the belief that women could do anything.

Lorraine is a senior client partner at the renowned global public organizational consulting firm Korn Ferry. Before consulting, her prior corporate experience included executive positions in industry, including COO, head of corporate strategy, and CFO. Lorraine worked at MTV Networks/Viacom for a decade, with additional experience at Paramount Pictures, HBO, and Sesame Workshop. She was also an early employee at the for-profit online education venture Fathom, where she built the corporate infrastructure and had responsibility for finance, accounting, legal, and facilities, as well as human resources. This base in industry has led Lorraine to focus on the technology industry as well as to recruit digital executives and bring advanced technological capabilities to companies in a myriad of non-tech industries for various C-suite roles. She also places corporate board members, with a specialty in diversifying board composition.

A frequent public speaker, Lorraine has shared her expertise on upgrading organizational talent, transforming culture, and promoting women’s advancement. A founding board member of Women in America (WIA), a unique mentoring program matching early professional women with other female executives—including Fortune 500 CEOs—she was named chair of the organization in 2016. Over 200 young women have graduated from the WIA program. Lorraine has served as an adult volunteer for Girl Scouts since 2018, when she was elected to the National Board Development Committee.

Lorraine earned a bachelor of science from New York University in finance and international business; she holds an MBA from Fordham University, with a concentration in media and communications.

Leadership for the 2020–2023 Triennium

Members-at-Large



Vievette Henry | Muttontown, New York

Vievette Henry is the mother of a Girl Scout and is a passionate advocate for girls and women. Vievette, a lifetime member of GSUSA, grew up in Jamaica where she did not have the opportunity to join Girl Scouts as a child, but she enrolled her daughter as a Daisy and knows that the program has impacted her in many positive ways.

Vievette Henry is the global head of organizational effectiveness and inclusion at American Insurance Group (AIG), and previously was their head of HR for technology/digital and global legal regulatory and compliance. At AIG Vievette is a graduate of the Women's Executive Leadership Initiative (WELI), a cohort of global senior woman who champion culture change, ideation, diversity, and inclusion. Vievette led a global team of senior HR business partners, talent acquisition, learning & development (L&D) professionals in 100 locations. She was selected to spearhead location strategy efforts to build the new innovation center in San Francisco, a brand-new cyber center in Reston, Virginia, and the technology centers in Dublin and North Carolina. She achieved \$800M in cost savings in three years through strategic reorganizations. Prior to AIG, Vievette was executive director, senior human resources business partner at Columbia University. She holds an MBA from Dowling College and earned her BA in computer science from Clark University.

Vievette has strong volunteer and governance experience. At JP Morgan Chase she established a Diversity Champion Recognition program and was the three-time winner of the Corporate Diversity Champion Award. She also served on the board of the YWCA and East Woods School. She volunteers with the Harlem Educational Activities Fund and is a mentor/sponsor with the African Leadership Academy.

Born in Jamaica, Vievette is an American citizen who has worked in Switzerland, England, Spain, and the US.



Members-at-Large



Vidya Krishnan | Richardson, Texas

Lifetime member Vidya Krishnan currently serves as an executive sponsor for the Ericsson-Girl Scout Alliance, which works to align Ericsson's people, business, and technology with the programs, vision, and mission of Girl Scouts to build tomorrow's STEM leadership pipeline today. She is passionate about encouraging young women to take their rightful place in impacting business and society, leveraging Girl Scout STEM programs that build competence and confidence. She works actively with Girl Scouts towards the STEM Pledge to put 2.5 million girls into a progressive STEM pipeline by 2025.

Vidya is the global chief learning officer of Ericsson, building critical future skills for Ericsson's 95,000+ people across 180 countries. She is a recognized industry thought leader and speaker on the future of learning at work, 5G and IoT workforce readiness, connected learning, women in STEM, and youth outreach programs. She earned her MS in electrical engineering from Stanford University, and her BSE in electrical engineering from Princeton University. She is passionate about using digital learning solutions to build STEM readiness in Girl Scouts and volunteers.

Vidya serves as cochair of the Princeton University Electrical Engineering Alumni Advisory Council and is on the STEM Advisory Board of Girl Scouts of Northeast Texas. She and her best friend have long coached their kids' team for Destination Imagination, a global nonprofit that fosters creative problem-solving skills.

Vidya was born in Bangalore, India, and grew up in New Jersey. She now lives in Texas with her husband, two kids, and two (unruly) dogs. Although she missed out as a child, Vidya is a proud and grateful Girl Scout now, because, as she says, "The Girl Scout story is truly my story."

Leadership for the 2020–2023 Triennium

Members-at-Large



Rose Littlejohn | New York, New York

Rose Littlejohn joined the Girl Scout Movement as an adult volunteer where, she says, she found her purpose. She has been a dedicated and active board member of Girl Scouts of Greater New York and has served in several roles since 2007, including board chair, board president, Executive Committee member, and cochair of strategic planning. Serving on the Girl Scouts of Greater New York board gave Rose a connection to her hometown’s council volunteers and the impact they have on girls. In 2017, Rose, a lifetime member, expanded her service to the Movement and joined the National Board.

Rose is the managing director for administrative services at PricewaterhouseCoopers (PwC), responsible for administrative staff, office services, digital and market meetings and events, US/MX security, and admin automation strategy. Prior to joining PwC, Rose was the director, global security, and ethics officer for American Standard Co. and the global security senior manager, responsible for Europe, the Middle East, and Africa, at Avon Products.

In addition to her professional work and Girl Scout volunteer service, Rose serves on the advisory board of Pace University’s management program for safety and homeland security professionals and the advisory board for the Dyson School of Pace University. She has served as the chair of the secretary of state’s Overseas Security Advisory Council for Security Awareness and Innovation and is a member of the Domestic Security Advisory Council.

Rose holds a bachelor’s degree in business management, a master’s degree in business administration, and a doctorate in organizational leadership from the University of Phoenix. She is also a graduate of the Cornell University College Program, a certified fraud examiner, and certified through Georgetown’s Strategic Cybersecurity Program.



Members-at-Large



Sue Major | Rancho Santa Fe, California

Sue Major is a lifetime member and the second of three generations of Girl Scouts. Sue's mother was a lifelong Girl Scout and Sue's troop leader. Sue was her daughter's troop cookie mom and supported her daughter as she earned her Silver Award.

Sue is founder & CEO of Major Executive Search, a global retained search firm based in San Diego, bringing a blend of experience from both search and the technology industry itself. Prior to establishing Major Executive Search, she opened San Diego's first top ten search office for A.T. Kearney Executive Search. Sue's expertise is in the technology industry and global high-growth companies. As an executive at Motorola, she introduced numerous technology products, including cellular handsets and a first-generation PDA smartphone. At Ameritech, she led marketing efforts that expanded paging and wireless data services. Additionally, she has been awarded two patents in wireless messaging

Sue has been a member of the National Board since 2017. Prior to that, she held several volunteer leadership positions with Girl Scouts San Diego. She completed two terms as a board director, chaired the Fund Development Committee, and served on the Board Development Committee. She was also awarded the Promise Circle Award and Courage, Confidence, and Character Award from Girl Scouts San Diego. Sue is active in both professional and community service communities. She serves as a board member for the Global Telecom Women's Network. She also serves on a number of private boards, including Northeastern University Board of Overseers, Foundation of the Zoological Society of San Diego, and the La Jolla Music Society.

Sue graduated with a BA and MBA from Northeastern University. She and her husband, John, live in Rancho Santa Fe, California, and have two children.

Leadership for the 2020–2023 Triennium

Members-at-Large



Lydia Mallett, Ph.D. | Philadelphia, Pennsylvania

Dr. Lydia Mallett is the daughter of educators who were activists and community organizers. This instilled in her a passion for her community. A native Detroit, Lydia has always been an advocate for women and girls. While she was not a Girl Scout growing up, she is now a lifetime member and has been involved with and led several organizations focused on women and girls. Her commitment to women and girls reaching their full potential has also been an integral part of her professional life. Lydia has experience in the consumer foods, safety and security, and manufacturing industries. Her leadership roles have included chief

diversity officer and leader of global talent acquisition at DuPont. She led the development and execution of aggressive strategies for inclusion and diversity, employee engagement, and talent acquisition. Her dynamic, thoughtful, and inclusive approach garnered leadership commitment to support the implementation of business-aligned programs and initiatives resulting in strong outcomes.

Some of Lydia's roles prior to DuPont include vice president of global staffing and diversity with Tyco International, where she led the design and implementation of a global inclusion and diversity center of excellence; and director of global talent acquisition and chief diversity officer for General Mills.

Lydia holds a PhD and an MA in social psychology (Michigan State University), an MA in labor and industrial relations (Michigan State University), and a BA in psychology (Michigan State University). She attended Harvard Business School's *Women on Boards: Succeeding as a Corporate Director*.

She has been a member of the Executive Leadership Council (ELC), serving as cochair of the governance committee; the Minnesota Women's Campaign Fund, where she served as president; and the Council on Global Diversity, where she was conference board chair.



Members-at-Large



Rumi Morales | Oak Park, Illinois

Lifetime member Rumi Morales is a globally recognized leader in identifying, developing, and investing in the emerging technologies that will define our economy's next generation. As a proud daughter, sister, wife, and mother of a young girl and boy, she is inspired every day by the motto "Be the change you wish to see in the world."

An early specialist on the impact of digital currency, robotics, and artificial intelligence on established industries, Rumi is also a longtime financial executive with deep expertise in economic policy and capital markets. Rumi is a partner at Outlier Ventures and previously led the venture arm of the CME Group and the Global Markets Institute at Goldman Sachs. She also launched her own economic research firm and has been a guest lecturer at leading universities around the world. *Institutional Investor* magazine twice named her one of the "most powerful dealmakers in financial technology" and Crain's recognized her in their esteemed 40 Under 40 list. Currently based in Chicago, she began her career in venture capital in London, Kuala Lumpur, and New York, and has invested across three continents and lived in seven countries.

An MBA graduate from the NYU Stern School of Business, Rumi received her undergraduate degree from Wellesley College, where she was committed to the education and advancement of young women. She was a founder and board member of the Women's Initiative Network at the CME Group and is an advisory board member of Fintex FTW, a group working to inspire, attract, and advance women in the financial technology space.

Leadership for the 2020–2023 Triennium

Members-at-Large



Brit Morin | San Francisco, California

Brit Morin is a Girl Scout alum and lifetime member, and joined the Girl Scouts of the USA Board of Directors in 2019. She is passionate about mentoring women and girls and engaging in honest dialogue about the issues that matter to them. Her interests include tech, storytelling, design, women, photography, the great outdoors, and just about any creative project she can get her hands on.

Brit is the founder & CEO of Brit + Co, a lifestyle and online learning company providing classes, content, product, and experiences geared towards women with a creative spirit and a do-it-yourself attitude. With an engaged community of 125+ million women and over 200,000 online class enrollments, Brit + Co is the leading destination for learning and discovery among female millennials. Brit has been named to *Ad Age's* 40 Under 40, *Adweek's* Creative 100, *Forbes's* 30 Under 30, *Fortune's* Most Promising Entrepreneurs, *Refinery29's* 30 Under 30, *Parents* magazine's Most Influential Millennial Moms, and *ELLE* magazine's American Women at 30. Morin is also the author of the bestselling book *Homemakers: A Domestic Handbook for the Digital Generation*, which debuted in early 2015. She is a regular lifestyle expert on *Good Morning America*, the *Today* show, *Live with Kelly & Ryan*, *Rachael Ray*, and more.

In addition to her volunteer board service for GSUSA, Brit is a board member of Life360. She's a Henry Crown fellow and member of the Young Presidents' Organization (YPO). Prior to founding Brit + Co, she worked in product and marketing roles at Google and Apple.

Brit was raised in San Antonio and attended the University of Texas. She currently resides in San Francisco with her husband and two young sons.



Members-at-Large



Ileana Musa | Miami, Florida

Originally from Cuba and raised in Miami, Florida, Ileana Musa is a lifetime member of GSUSA and strives to mentor young Latinas and build the entrepreneurship and finance workforce pipeline. She leads by example as managing director and cohead of international wealth management, and head of international banking and lending, at Morgan Stanley. Ileana hopes to instill her mantra in her young daughter and Girl Scouts around the world: “Take personal risks, never hesitate to ask, use your influence to serve, not take. Remember the one caveat: Never fail to embrace the unknown while never forgetting who you are.”

Prior to joining Morgan Stanley, Ileana was the global client segment and strategy executive for Merrill Lynch Wealth Management. Before that, she was head of international credit and banking within Bank of America’s Global Wealth & Investment Management Banking group. Ileana held numerous assignments in wealth management banking and brokerage after joining Bank of America in 2005. Prior to that, she held several leadership roles in the domestic, international, and affluent banking platforms at JPMorgan Chase. Ileana was named to the 2019 MAKERS list at Morgan Stanley. In 2017 and 2018 Ileana was featured in *Fortune* magazine, and in 2019 she was recognized as one of ALPFA’s Top 50 Most Powerful Latinas in corporate America.

Ileana is a member of the corporate advisory board of the Association of Latino Professionals for America (ALPFA) and leads Women of ALPFA, a strategic initiative focused on advancing Latinas. She serves on the advisory board of Florida International University Honors College and the board of the Cuban Heritage Collection at the University of Miami.

Ileana received her BBA degree with a concentration in finance from the University of Miami and an MBA degree from Florida International University.

Leadership for the 2020–2023 Triennium

Members-at-Large



Debbie Nielson | Ogden, Utah

Debbie Nielson is a lifetime member of Girl Scouts of the USA and has served as a Girl Scout volunteer for 35 years, beginning as a troop leader for her daughter's troop and later becoming a board member of Girl Scouts of Utah, serving as its president for six years and receiving the Thanks Badge II. Under Debbie's leadership, Girl Scouts of Utah created a strategic board development committee, protected and enhanced its camp properties, conducted a capital campaign, and brought the triennial convention of Girl Scouts of the USA to Salt Lake City in 2014. Debbie has also served on national governance task groups for GSUSA. Additionally, she served as interim CEO for the Utah council.

Debbie has been recognized by the Lt. Governor's office in Utah and the local Chamber of Commerce in Ogden for her volunteerism and philanthropic efforts. She has served on the National Board since 2014 and serves on the National Board Development Committee and Executive Development & Compensation Committee, and chairs the Pension Advisory Committee. In addition, she is serving on the National Council Session 2020 Advisory Task Group.

Debbie, a Wisconsin native, has lived in Utah for over 40 years. Her career with the West Bend Company took her to New York, NY, and later to Ogden, Utah. For 23 years, Debbie and her husband operated a successful wholesale supplier business for home improvement products in Utah and Idaho.



Members-at-Large



Marcus Peacock | Washington, District of Columbia

Marcus Peacock married into a family of Girl Scout alums and was a proud volunteer for his twin daughters' Girl Scout troop. His wife was co-leader, and Marcus frequently supported the troop's activities, serving as everything from bus driver to camp counselor.

As chief operating officer at Business Roundtable, Marcus is responsible for the organization's day-to-day operations. He has held several high-level positions in the federal government, including deputy administrator at the Environmental Protection Agency (EPA) and associate director for natural resources, energy, and science at the Office of Management and Budget (OMB). Marcus also served as a staff director on committees in both the US House and Senate, directed a project on federal subsidies at the Pew Charitable Trusts, and, earlier in his career, was a licensed professional engineer.

While Marcus was serving as EPA's COO, the agency won the President's Quality Award for Excellence in Overall Management two years in a row—the first time an agency had won the award back-to-back. At OMB, Marcus led the team that created the Program Assessment Rating Tool (PART), used to measure the performance of federal programs. Subsequently, the PART won Harvard University's Innovations in Government Award and the American Society of Public Administration's Leadership Award.

Marcus has a bachelor's degree in industrial and systems engineering from the University of Southern California and a master's degree in public policy from Harvard University. He is a fellow of the National Academy of Public Administration and a senior member of the Institute of Industrial Engineers.



Ed C. Rastrelli | Jacksonville, Florida

Ed is a lifetime member and joined Girl Scouts of Gateway Council's board of directors in 2014. His daughter, Bella, was a Brownie at the time and his wife, Brenna, was her troop leader, so he was familiar with Girl Scouts. But it was only after joining the board that he began to truly appreciate the scope and power of the Girl Scout Movement and Girl Scouts' fundamental contribution to leadership development in young women. Building girls of courage, confidence, and character resonated with Ed, whose professional experiences had made him keenly aware that corporate America needed more female leaders; Girl Scouts was a proven leadership development organization for girls that could be a great resource for corporate America's future leaders.

Ed spent his entire 33-year professional career at Johnson & Johnson Vision Care Inc., the world leader in contact lens innovation and sales. He applied his BS in materials science and engineering and MBA degrees to multiple, varied roles in the organization. He held positions as a research scientist and manager, marketing director, and lastly as a business development executive focused on technology licensing, mergers, and acquisitions. Ed retired from Johnson & Johnson in January of 2020.

Leadership for the 2020–2023 Triennium

Members-at-Large



Erika Rottenberg | Portola Valley, California

Lifetime member Erika Rottenberg was an active Girl Scout in elementary and high school in Maryland and looks back on her cookie-selling experience as her first exposure to business, resilience-building, and entrepreneurship. Girl Scouts fueled Erika's love of the outdoors and gave her the opportunity to try new things that she wouldn't have gotten anywhere else.

Her favorite Girl Scout memories center around the outdoors, where she hiked, camped, and backpacked.

Erika has over twenty years of operational executive officer experience at successful disruptive global technology companies. Most recently, Erika was vice president, general counsel, and secretary of LinkedIn, where she built and led the company's global legal affairs, privacy, and public policy teams. As an executive and general counsel, Erika was named one of the 50 Most Powerful Women in Technology, the *Financial Times*' Most Innovative Lawyer of the Year, and the San Francisco Bay Area Best General Counsel.

Erika serves on the boards of Twilio, a leading cloud communications platform, and Wix.com, a leading web development platform. She also serves on the boards of the Center for Democracy and Technology, a global multistakeholder organization that advocates for the free, open, and innovative internet, and the Silicon Valley Law Foundation, the largest provider of pro bono legal services in Silicon Valley.

Prior to becoming a lawyer, Erika taught special education and was a teacher advocate in Anchorage, Alaska. She earned her JD from the University of California, Berkeley, and her BS in special and elementary education from the State University of New York at Geneseo. In her spare time, you'll find Erika exploring the world, hiking or biking her local trails, or making s'mores around a campfire.



Members-at-Large



Trooper Sanders | Philadelphia, Pennsylvania

A Detroit native and current Philadelphia resident, Trooper Sanders has more than 20 years of experience working at the crossroads of business, government, and the nonprofit sector. Trooper, a lifetime member, joined the National Board of Directors in 2014 to have an impact on a Movement that he sees as a powerful force in the lives of girls and the communities they live in.

Trooper currently serves as chief executive officer at Benefits Data Trust, a national nonprofit that helps people live healthier, more independent lives by creating smarter ways to access essential benefits and services. Prior to joining BDT, Trooper was a social impact and policy advisor to financial technology startups, business leaders, and philanthropic initiatives. At the Clinton Foundation, Trooper helped create the Alliance for a Healthier Generation, a joint venture with the American Heart Association to reduce obesity in the U.S. Trooper also held White House policy staff positions during two separate administrations. He most recently served as a Rockefeller Foundation fellow, carrying out a project to identify opportunities to ensure that artificial intelligence improves social and economic equity.

Trooper is a graduate of the University of Michigan and holds a Master of Science degree from the London School of Economics and a Master of Laws from the University of London.

In reflecting on his volunteer service on the National Board, Trooper says, “Seeing girls that are ready to take on the world inspires me to work hard for the Movement and make sure they have the tools to succeed.”

Leadership for the 2020–2023 Triennium

Members-at-Large



Earl M. Simpkins Jr. | Dallas, Texas

Earl is a lifetime member and the proud father of a Girl Scout who is currently working on her Gold Award. He supported her by serving as her troop's cookie dad for two years (Troop #7204), providing him a solid on-the-ground understanding of the business of cookies from both a parent and girl-experience perspective.

Earl is a partner at Strategy& (formerly Booz & Company, which merged with PwC in 2014) with over 25 years of strategy and operations experience. As the US strategy leader for the industrial products and services (IPS) business, his leadership

responsibility includes aerospace and defense, automotive, chemicals, engineering and construction, industrial manufacturing, mining, oil and gas, oil field services, and power and utilities. Earl serves in a number of additional leadership roles within Strategy&. His client experience spans a variety of topics, including corporate, business unit, and growth strategy; enterprise performance improvement; business performance management; customer strategy and operations; shared services; market assessments; mergers and acquisitions; divestitures; business planning; and capital management. He has authored several articles/viewpoints on strategic topics and been published in *strategy + business* and *Financier Worldwide*. Prior to Strategy&, Earl was with Deloitte Consulting for ten years.

Earl recently completed 12 years of service on the Girl Scouts of Northeast Texas board, where he held several officer positions, including chair of the Strategic Planning Committee, advisor to the STEM Center of Excellence, and coleader for the Strategic Learning Pilot. Earl supported the GSUSA National Cookie Task Force for three years, working with GSUSA representatives and various council CEOs. Earl serves on the board of the Perot Museum of Nature and Science and has served his church since its inception 12 years ago.

Earl holds an MBA from Harvard Business School and a BS in accounting, summa cum laude, from Florida A&M University.



Members-at-Large



Zeta Smith | Elkridge, Maryland

Zeta Smith began her Girl Scouting adventure as a Brownie. During her early years, she enjoyed learning and doing different activities that challenged her. She also enjoyed getting to know other girls that she would not have had exposure to in the normal school setting. Today, Zeta is a lifetime member and a leader known for developing talent and driving growth within some of the most respected global brands, including Starbucks, ExxonMobil, and now, Sodexo. She has taken the helm as CEO of Sodexo North America Seniors, overseeing more than 3,600 employees in more than 500 senior communities throughout the U.S.

Zeta is a member of Sodexo's Healthcare and Seniors Global Executive Committee and the North America Regional Leadership Committee.

Prior to joining Sodexo, Zeta served as a senior vice president at Starbucks, where she was responsible for growth and development of over 4,000 stores in 37 states. In her 12 years at Starbucks, she led teams through both extraordinary growth and an economic downturn. Prior to Starbucks, Zeta spent over 15 years at ExxonMobil, progressing through corporate and field operation management roles. While leading the company through constantly evolving market trends, Zeta effected positive changes in both corporate-owned and franchise operations, ultimately improving profit, revenue, and the customer experience.

Prior to moving from Washington to Maryland in the Fall of 2019, Zeta spent two years on the Executive Committee of the Junior Achievement of Washington, ensuring that children and parents were educated on the basics of financial literacy.

Zeta received a bachelor of science from the University of Maryland and an MBA from George Mason University, where she was a member of the Beta Gamma Sigma honor society. Zeta, her husband Anthony, and son Charles reside in Elkridge, MD.

Leadership for the 2020–2023 Triennium

Members-at-Large



Leslee A. Temple, FASLA | Black Mountain, North Carolina

Gold Award Girl Scout and Thanks Badge II recipient Leslee A. Temple, FASLA, has been a Girl Scout for 62 years. Invested as a Brownie, she continued through Mariner Girl Scouts, worked six years at Girl Scout resident camp, and was selected to participate in two Wider Opportunities, the precursor to Destinations. As an adult she became a troop leader. She was employed as council property manager. While on council staff, Leslee was chair of the 10 Southern California Girl Scout Councils' Resident Camp Task Force. A lifetime member of

GSUSA, Leslee reflects on her career. "I have broken a lot of glass ceilings, and I got to where I am because of leadership training in Girl Scouts. I'm honored to give back."

Leslee retired as president/CEO and majority shareholder of NUVIS, an international landscape architecture firm and a certified Women's Business Enterprise (WBE). She was the first female president of the National Landscape Architecture Foundation and the only person to serve simultaneously for three years as their interim executive director. She is one of 1,400 fellows of the American Society of Landscape Architecture (FASLA), holds certification from the Council of Landscape Architecture Registration Boards (CLARB), and has been licensed in seven states. She is currently serving on the Black Mountain Greenways Commission and has completely revised their Greenways Master Plan, which was adopted by the Aldermen in July 2019 and is being used to acquire state grants. She has decades of governance experience that includes leadership of nonprofit, public, and private boards. As board member of Plaza Bank, she was certified by the FDIC. Since 2011, she has served on the board of a privately held international medical device company.

Leslee brings 45 years of passion for the outdoors and professional experience in property development, master planning, and design to our National Board. She served on the Greater Long Beach Girl Scout Council board of directors and participated in two National Council Sessions. She served on land and resource management committees for both the San Bernardino and Los Padres National Forests. In her spare time, Leslee enjoys designing her four seasons mountain garden with a variety of color and texture, playing a five-string banjo or hammered dulcimer, and watching her golf handicap drop.



Members-at-Large



Diane Tipton | Bethesda, Maryland

Gold Award Girl Scout and Thanks Badge recipient Diane Tipton served as president of Girl Scouts Nation's Capital from 2008–2014. She was instrumental in leading the 2009 merger between neighboring Shawnee and Nation's Capital councils, expanding coverage from 11 to 25 counties. Invested as a Brownie in Georgia, and now a lifetime member, Diane was recognized for selling the most cookies in her council when she was a Junior, and earned her First Class Award, now known as the Gold Award. Diane's fondest Girl Scout memories as a girl include camping and hiking the Appalachian Trail with her troop. Diane was proud to be her daughter's troop leader.

Diane is the CEO, president, and cofounder of Self Storage Zone and has developed self-storage facilities in the Washington metropolitan region for the past 25 years. Along with her partners, she has developed, owned, and managed over 3,500,000 square feet in 33 self-storage projects in Maryland, Virginia, DC, New York, and New Jersey. Previously, Diane was vice president of finance and acquisitions for The Evans Company for ten years and was responsible for financial management, negotiating leases, and structuring debt and equity for large office and retail developments. A graduate of the University of Georgia with a BA in accounting and a MAcc in tax accounting, Diane practiced as a CPA, specializing in real estate and tax with Reznick, Fedder & Silverman. She began her career with Arthur Andersen.

Diane is a recipient of *Washington Business Journal's* Women Who Mean Business award. She is on the advisory board of CubeSmart and has served in leadership positions on numerous nonprofit boards. She is married and has two adult children, including a daughter who is a Gold Award Girl Scout.

Members-at-Large



Rachel Roché Walton | Jackson, Mississippi

Rachel's Girl Scout journey began in Girl Scouts Louisiana East. Her passion for the outdoors and youth advocacy led her to volunteer with the Girl Scout Movement over eighteen years ago. Rachel is a champion for girls and most recently served the Movement as chair of USA Girl Scouts Overseas' Council of Advisors. Rachel is a lifetime member of GSUSA and a member of the Juliette Gordon Low Society.

Rachel is a former retail buyer and market analyst. The events of September 11, 2001, led her on a path of public service in government as an intelligence analyst for the Federal Bureau of Investigation. Her professional competencies include strategic planning, forecasting, qualitative risk analysis, and protocol. Her academic strengths include international relations, forensic psychology, ethics, and human behavior.

Rachel, at her core, is a public servant and an advocate for social action. She is committed to volunteerism with more than 25 years of experience working with nonprofit organizations, including the American Legion Auxiliary, Veterans of Foreign Wars, and Delta Sigma Theta Sorority, Inc. Her passion is mentoring and empowering the next generation of female leaders.

Rachel and her husband are proud parents of five children, three of whom are Girl Scouts—a Cadette, a Senior, and lifetime member who is a Gold Award Girl Scout.



Members-at-Large



Maryann Waryjas | Bonita Springs, Florida; Burr Ridge, Illinois

Maryann Waryjas, a lifetime member, was first vice president of Girl Scouts of Greater Chicago and Northwest Indiana, chaired the Audit Committee, and was a member of the Executive Committee. She is proud of their work merging seven councils, managing property issues and banking concerns, and most of all, supporting volunteers and girls throughout the process. She has a deep-rooted passion for bringing Girl Scouts to all girls.

Most recently, Maryann served as senior vice president, chief legal officer, and corporate secretary for Herc Holdings Inc. in Bonita Springs, Florida. She has been a trusted advisor to the board of directors and a member of the senior management team, leading an organization with almost \$2 billion in revenues. Her professional experience has focused on finance and strategy. Maryann has structured and negotiated global mergers, acquisitions, divestitures, and joint ventures valued between \$20 million and \$5 billion.

Maryann spent four years as a member of the board of directors of the Chicago Stock Exchange and its parent company, CHX Holdings, Inc. She served as chair of their Nominating and Corporate Governance Committees, and as a member of the Executive, Audit, Regulatory Oversight, and Special Transaction Committees. She is a past president (two terms) of the Chicago Finance Exchange and has held other board governance roles in both for-profit and nonprofit entities. Recipient of a Woman of Vision in Business Award from the Women's Bar Association of Illinois, Maryann describes herself as "a businesswoman who happens to be an attorney." She received her law degree from Northwestern University Pritzker School of Law, cum laude, and earned her BS, magna cum laude, from Loyola University.

Leadership for the 2020–2023 Triennium

2020–2023 Non-Board, Board Development Committee Members



Felecia Gilmore-Long | Lutz, Florida

Felecia Gilmore-Long, a lifetime member and Girl Scout alum, spent 15 years as a volunteer in various leadership capacities at Girl Scouts of West Central Florida. She served on the Board of Directors for 12 years, as president for four years. She served as a delegate to three National Council Sessions, received the Thanks Badge II, and was instrumental in seeing her council grow to be a thriving, high-performing council that every day creates an environment where girls can be go-getters, innovators, risk-takers, and leaders.

Felecia worked in the banking industry for 21 years helping clients achieve their financial dreams, holding leadership roles in wealth management and branch banking with major financial institutions. Prior to banking she spent 12 years assisting clients with managing their energy usage with a local electric utility. She earned a bachelor's degree in business with a focus in marketing from Florida State University.

A life member of Alpha Kappa Alpha Sorority Inc., Felecia is active in Tampa's graduate chapter, Gamma Theta Omega, holding financial officer roles and serving on numerous committees to provide service to all mankind. A member of Allen Temple AME Church, she serves as a trustee and leads church communication via the media ministry.

She is currently fulfilling a dream to work for an organization whose mission is to create opportunities for those who are unable to do so independently through her work at Corporation to Develop Communities of Tampa, Inc. Felecia and her husband Charles reside in Lutz, Florida.



2020–2023 Non-Board, Board Development Committee Members



Robyn Ratcliffe Manzini | Las Vegas, Nevada

Gold Award Girl Scout, Thanks Badge II recipient, and past president of Girl Scouts of Southern Nevada, Robyn is a third-generation troop leader and the mother of a Gold Award Girl Scout. One of her greatest joys was leading her daughter's troop from Daisies to Girl Scouts lifetime membership, with nine young women earning their Gold Awards. Robyn served as service unit manager, council trainer, day camp director, two-time national delegate, WAGGGS representative to UNESCO in France, and resident camp staff volunteer in California and Ohio. In recognition for her work, her service unit

created the Robyn Manzini Make A Difference Award, which has been awarded annually for a decade to a volunteer. A song leader and guitarist, Robyn has led campfires and sing-alongs for thousands of girls in eight states, and she cocreated Songfest Jamboree, a high-adventure weekend for 735 Girl Scouts from 17 councils. Married 32 years, Robyn and her husband are both lifetime members of GSUSA and have two adult children. Robyn proudly says she “bleeds green”!

Under Robyn's leadership as president, Girl Scouts of Southern Nevada's financial situation moved from a significant deficit to a balanced budget with an additional 9+ months cash reserve and no debt. Multiyear cochair of the Dessert Before Dinner gala, Robyn helped raise millions of dollars for her council. She holds an MBA from the University of Chicago and a BA from DePauw University. She worked for Nestlé-USA and General Electric.

Robyn was honored to be elected a non-board member of the National Board Development Committee in 2018. She brings 20 years of governance experience, having served on the boards of Legal Aid Center of Southern Nevada, Three Square Food Bank, Foothill Family Service, Hill Harbison House, and the DePauw University Honor Scholar Board.

Leadership for the 2020–2023 Triennium

2020–2023 Non-Board, Board Development Committee Members



Monica L. Martinez | Detroit, Michigan

Thanks Badge recipient, lifetime member, former chair of the Girl Scouts of Southeastern Michigan Hispanic Advisory Committee, and 2014 One Tough Cookie honoree (GS Southeastern Michigan’s award recognizing female leaders) Monica Martinez is committed to supporting girls.

Monica is senior vice president, national community affairs, for Comerica Bank, which includes the management of external community initiatives and partnerships; Comerica’s Diversity Business Resource Groups; corporate volunteer programming with a focus on low- and moderate-income communities; and managing all aspects of the bank’s national Hispanic business development. She joined Comerica in 2006 in support of the bank’s commitment to building strong relationships with Hispanic business owners, entrepreneurs, and communities. Earlier in her career, Monica worked at Ford Motor Company, where she served as grassroots and political communications manager, holding a variety of positions on the corporate staff during her ten-year tenure.

Fluent in Spanish and English, Monica holds a bachelor’s degree from Eastern Michigan University, where she majored in international business with a focus in marketing. For her graduate work, she studied interdisciplinary technology with a concentration in business management at Eastern Michigan University. She has also earned certificates in nonprofit management from Duke University and corporate community relations management from Boston College. She is also a graduate of the prestigious SMU management program and is certified in diversity management from Cornell University.

Monica actively serves on the boards of the Michigan Hispanic Chamber, New Detroit, and the Metropolitan Affairs Coalition and has received a number of honors for her work. Most recently, she was named one of the 50 most powerful women in the nation by the Association of Latino Professionals for America (ALPFA) and one of the 75 most influential Latinas in the United States by *Latino Leaders* magazine. In addition, Monica was named one of the eight most influential women in Michigan by *DBusiness* magazine.

The following board members are being nominated for the NBDC (each of their bios is in the preceding section):

Vicki Gardner

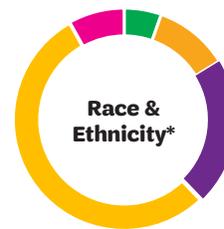
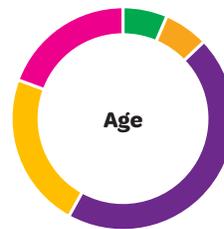
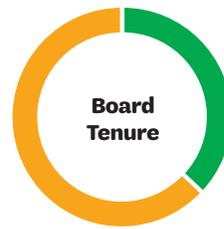
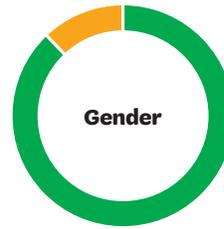
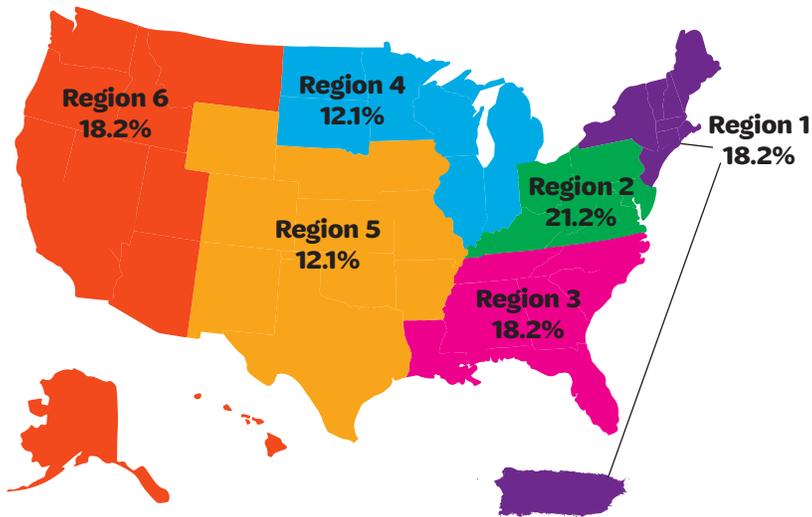
Lorraine Hack

Ileana Musa

Debbie Nielson

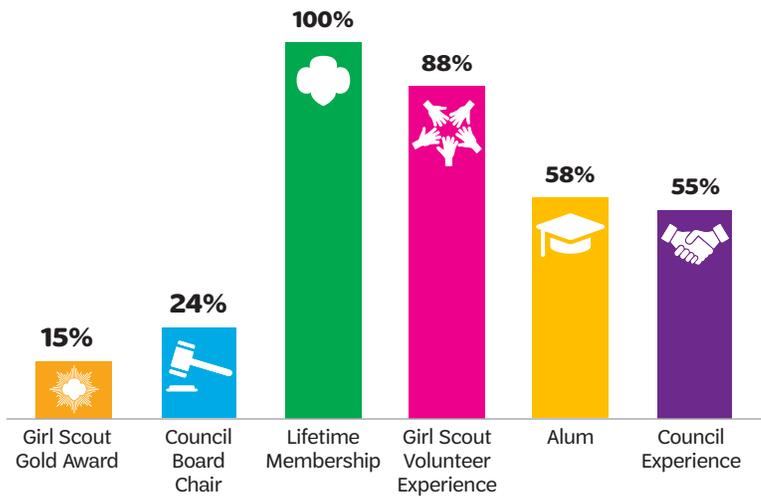
GSUSA Board and NBDC Slate Statistics 2020–2023 Triennium

Regional Demographics



*Race and Ethnicity data will exceed a 100% total, as members have self-identified as multiple races and ethnicities

Girl Scout Experience



Skills and Competencies

Change Management (84%)
Fund Development (58%)
Advocacy/Social Impact (48%)
Finance (48%)
Human Resources (48%)
Risk Management (45%)

Brand and Marketing (42%)
Technology and Innovation (42%)
Knowledge of Federated Models (35%)
Education (32%)
STEM/Outdoor Programming (32%)
Investments (29%)

Property/Land Management (29%)
Legal (26%)
Cybersecurity (19%)
Accounting (16%)

2020 National Council Session Agenda

Required Action Items

The National Council will adopt:

The Credentials Report

The credentials report is the official roll of voting members. A credentials chart is found on page 78.

Standing Rules for the Session

Proposed Standing Rules for the 55th National Council Session will be distributed with the official call to meeting prior to the National Council Session.

Program

The program is the schedule of proceedings, including the sequence of business items, and will be distributed with the official call to meeting prior to the National Council Session.



NCS 2020 Proposal Process

Every council was invited to partner with the National Board in building a strategic and future-focused agenda for the 55th National Council Session in October 2020. All councils were given the opportunity to suggest topics for the agenda via a proposal and discussion topic submission process that took place from October 2018 through August 2019.

For the first time, in 2018, GSUSA created a National Council Session (NCS) Advisory Team and invited councils to nominate individuals to participate. A group of eight representatives from seven different councils and USA Girl Scouts Overseas (USAGSO) was selected to provide guidance on NCS 2020, including reviewing proposals and discussion topics for strategic impact, making recommendations on how councils and GSUSA can prepare and engage national delegates, providing input to the National Board regarding the impact of proposals on councils and the Movement, and advising on creating an engaging and productive NCS agenda. The team includes current and former national board members and council board chairs, current and former council CEOs, and two governance interns from the G-Team, the 26-member all-girl team that had been contributing to all aspects of convention planning, including NCS, and is now contributing to developing our virtual NCS. In addition to USAGSO, they represent small, medium, and large councils and the states of Connecticut, Kansas, Minnesota, Missouri, North Carolina, Oregon, and Utah.

The NCS Advisory Team considered each proposal—the pros and cons of adopting it, what it would take to implement it, and additional information needed to make final recommendations. The NCS Advisory Team surveyed delegates via the official Girl Scout Delegate Website to seek input on concepts included in the proposals. They sought advice from subject matter experts, legal counsel, and parliamentarians. They worked with councils to gather input and feedback.

Further responding to Movement feedback, a subgroup of the NCS Advisory Team was created, composed of three members of the advisory team and three council CEOs (from California, Illinois, and Virginia), to explore the issue of dues setting in our Movement and whether additional proposals should be recommended to the board for the NCS 2020 agenda.

At the Board Chair/CEO Conference (an annual meeting of council and GSUSA leadership) in November 2019, the NCS Advisory Team and Dues Subgroup conducted information and feedback sessions on all of the proposals that councils submitted, as well as considerations for dues setting in our Movement. All proposals and discussion topics submitted to the Office of the National Board were also posted on the Delegate Website.

The NCS Advisory Team submitted information, the extensive feedback it had gathered, and recommendations to the board for its consideration. The board then voted on the proposals and discussion topics to place on the agenda.

2020 National Council Session Agenda

National Council Proposals

PROPOSAL 1

Establishment of a Task Force to Examine the Feasibility of a National Gold Award Scholarship Foundation

Originated By

Girl Scouts of Greater Chicago and Northwest Indiana

Proposal

That the National Council establish a task group, overseen by GSUSA and 2 council representatives, that includes volunteers, council staff, GSUSA Board members, and GSUSA representatives, charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group will report back on the feasibility, recommendation, and timeline for potential establishment of the foundation by the 2023 National Council Session. All members of this task force shall be appointed by the GSUSA Board of Directors.

Rationale Submitted by Originating Council

When the list of available scholarships dedicated to Gold Award Girl Scouts is examined, there are VERY few scholarship opportunities offered nationwide, no matter what college or university a recipient is attending. There are some local councils that have college scholarship opportunities for young women in their jurisdiction who have attained the Gold Award, but these are usually very limited in the number of recipients and the amount of financial help awarded. Certain colleges and universities offer scholarships to Gold Award Girl Scouts, but again, these are small in number and in the amount of financial assistance. When investigating the scholarships available to our male counterparts, the National Eagle Scout Association has a plethora of scholarships for the young men to access. As a national organization, we can do better for our Gold Award Girl Scouts. By establishing a task force to examine the feasibility of establishing a National Gold Award Scholarship Foundation which has the sole purpose of funding and awarding college scholarships to Gold Award Girl Scouts, we would be sending the message that we value what our girls have already accomplished AND that we are committed to helping them attain their future goals. If as a National Council we are thoughtful in how this scholarship foundation is created and funded, we would be able to offer a significant number of college scholarships to some of the brightest and most dedicated young women in the country. By establishing a task force to examine the feasibility of establishing a National Gold Award Scholarship Foundation to benefit Gold Award Girl Scouts, we would truly be upholding our mission to make the world a better place.



Financial Impact Statement Submitted by Originating Council

At the onset of establishing a task force to examine the feasibility of establishing a National Girl Scout Gold Award Scholarship Foundation, GSUSA would have the responsibility of providing the funding to support the work of the task group. Following the report back on the feasibility, recommendation, and timeline for potential establishment of the foundation by the 2023 National Council Session, the foundation would seek out donors and develop other means to fund the foundation.

Recommendation of the National Board

The board recommends adoption of this proposal.

Reason for the National Board's Recommendation

Promoting the Gold Award and ensuring that Gold Award Girl Scouts obtain every benefit possible for this highest achievement are important. GSUSA and councils continue to work to elevate this honor. GSUSA has developed and distributed public service announcements about the impact that Gold Award Girl Scouts have on the world, and Gold Award Girl Scouts and their achievements are highlighted locally through recognition events, fundraising opportunities, and awards. GSUSA also has obtained funding from generous donors to enable it to award scholarships to ten National Gold Award Girl Scouts each year.

If the National Council believes there is interest in establishing a Gold Award foundation, it is important to create a task force to examine the feasibility of such a foundation. The NCS Advisory Team supports the creation of this task force. There are many considerations in creating a national foundation for Gold Award scholarships. For example, significant funding would be required for a successful foundation and the source of that funding must be determined, as well as the time and resources it would take to raise such funding. The task force would also analyze the legal, tax, and financial aspects of establishing a foundation, as well as a plan for the structure and oversight of this foundation. A task force can thoughtfully work through these matters to assess whether a foundation is appropriate, and, if recommended, develop a proposed plan that would be best for the Movement.

2020 National Council Session Agenda

PROPOSAL 2

Constitutional Amendment on Membership Dues

Originated by

National Board, on recommendation of the National Council Session Advisory Team and Dues Subgroup

Proposal

To amend Article IX (Membership Dues) of the Constitution by adding as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual, lifetime, or other applicable membership dues to Girl Scouts of the United States of America.	Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual, lifetime, or other applicable membership dues to Girl Scouts of the United States of America. <u>Dues are set by the National Council or the National Board.</u> <u>The National Board shall implement procedures for communicating with and seeking input from Girl Scout councils and National Council delegates prior to any membership dues change by the National Board.</u>	Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual, lifetime, or other applicable membership dues to Girl Scouts of the United States of America. Dues are set by the National Council or the National Board. The National Board shall implement procedures for communicating with and seeking input from Girl Scout councils and National Council delegates prior to any membership dues change by the National Board.

Rationale

Given the relatedness of Proposal 2 and Proposal 3, a joint rationale is provided. See page 51 for the joint rationale.



PROPOSAL 3

Adoption of a Procedure for Communication on Dues Actions by the National Board

Originated By

National Board, on recommendation of the National Council Session Advisory Team and Dues Subgroup

Proposal

To amend the Credentials portion of the *Blue Book of Basic Documents* on page 25 following the Membership Dues and Procedures for Registration Section to create the following new procedure:

“Communications Procedures for National Board Dues Changes

Prior to any vote by the National Board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from local Girl Scout councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change.”

Rationale for Proposals 2 and 3

SUMMARY

Membership dues are an important topic for our Movement. Proposals 2 and 3 are the culmination of many months of discussion, reflection, and input gathering from many voices on the topic of setting dues. Together, these co-created proposals represent what the National Board believes is a shared vision for dues setting that will best meet the needs of our organization, our Movement, and the girls we serve.

Within the Movement in recent years, there has been increased dialogue and debate about membership dues. As discussed more fully below, council leadership has expressed that it is important for the National Board to have the flexibility to respond to opportunities or challenges by acting on membership dues between sessions of the National Council. Council boards and the National Board have similar responsibilities to assess local or national matters, including identifying funding needed to grow membership and serve our girls. The National Board has, since the Movement-wide discussion at the National Council Session in 2008, acted on dues in a variety of ways, including voting to raise dues in 2012 and 2016, creating an extended year membership for girls and later for adults, and approving a lifetime membership promotional incentive for long-term Girl Scout volunteers and staff. These changes have enabled the organization to serve millions of girls with our impactful girl-focused and girl-led program and have increased engagement of girls and alums with Girl Scouts.

2020 National Council Session Agenda

Council leadership has also expressed that it is important for the National Board to communicate with and gather input from the Movement on matters involving dues. Some have conveyed that communications and gathering input with respect to the increase in annual membership dues to \$25 were not sufficient and did not adequately consider the impact of the increase. Some have also voiced a desire for more information on the impact of changes. In addition, one of the councils in Alaska filed a lawsuit contesting the dues set by the National Board. That state recently interpreted our Girl Scout Constitution to reserve the right to set dues only to the National Council. The decision applies only in Alaska. While GSUSA respectfully disagrees with the decision, and other issues in the case continue to be litigated, it has added to the dialogue about how setting dues should work in our organization.

Given all of this, the National Board wanted to hear more from Girl Scout leadership overall about their concerns, issues, and views on membership dues. A Dues Subgroup of the NCS Advisory Team, including Girl Scout volunteers and council leadership, was created to bring together those important views. That group facilitated discussion and input from councils. Together with the NCS Advisory Team, it then provided recommendations that the National Board place proposals on the NCS agenda to affirm the board's authority to set dues and memorialize in our governing documents the requirement of information gathering and transparency when making decisions about dues.

The National Board agrees with the recommendations of the NCS Advisory Team and Dues Subgroup. Just as councils' boards of directors guide the councils, the National Board is elected to act as stewards of the organization and is directed to act for the National Council between the triennial sessions. This stewardship should enable the board to be nimble, especially when it comes to critical issues like finances, based on the requirements of the organization, changing circumstances, and the needs of girls and their families. The National Board continues to respect and recognize that our decisions must be informed by the Movement we serve and the insight of those who elected us. We believe these proposals balance those considerations and represent the best way for dues setting to work in our Movement.

Therefore, Proposal 2 is a Constitutional amendment that expressly affirms that both the National Council and National Board may set dues. At the same time, it mandates that the National Board must establish procedures to communicate with and seek input from councils and delegates prior to any dues changes originated by the National Board. Proposal 3 establishes those communication procedures, which include communicating about and seeking input on the proposed changes, the intended use of the funds, and potential impact on the Movement prior to the change, as well as providing for post-change reporting on the impact of the dues changes.

The following discussion provides background on dues setting since 2008, an overview of the feedback received through dialogue with the Movement, and the rationale for why the board supports the recommendations of the NCS Advisory Team and has placed the present proposals.



I. Background

Prior to 2008, membership dues were set during sessions of the National Council, which meets every three years. At the 2008 National Council Session, there was a robust discussion regarding the membership dues process and the need for the National Board to act on dues between sessions of the National Council. The National Board, noting its responsibility to oversee the organization's budget, take prudent action, and respond if financial circumstances warranted action, explained that it would begin setting dues in between National Council Sessions. The National Council could continue to bring dues proposals for vote at National Council Sessions, and the National Board would continually review the financial stewardship of the Movement and also act on dues in between sessions.

In 2012, after significant deliberation, the National Board raised dues from \$12 to \$15, effective as of the 2014 membership year. In 2016, after considering necessary investments, it announced another change in annual membership dues from \$15 to \$25, effective as of the 2018 membership year. The National Board created a \$35 extended-year membership for girls in 2017, a \$35 extended-year membership for adults in 2018, and a promotional lifetime membership discount for longtime volunteers as well as Girl Scout employees in 2019. Many of these changes were based upon recommendations and feedback from Movement task forces, and after the Constitution was amended in 2014 to enable the creation of different types of membership dues categories beyond annual and lifetime memberships.

A fuller summary of dues actions since 2008 is included in the Supplemental Information on page 57 as part of this rationale to provide additional background information.

GSUSA and councils have worked together over the years to drive membership, roll out strategic initiatives, and continue to make Girl Scouts the premier leadership development organization for girls. Members have responded positively to the extended year discount (which worked as a retention tool to increase girl signups over the summer) and the limited time lifetime membership discount. Many have expressed that \$25 is a reasonable membership fee for the value Girl Scouts receive, especially compared to other youth-serving activities. The increases in dues funded critical investments in programming, brand, and technology to sustain Girl Scouts in the future, including developing 105 new badges and 30 new Journeys, launching important research and evaluation tools, developing and scaling technology advancements with enhanced data analytics, improved volunteer tools, and Movement-wide brand campaigns.

At the same time, not all parties were happy with the \$25 dues increase. Some have expressed that there was insufficient collaboration in advance of the increase, given the understanding articulated in 2008 that implementation of dues increases would be done in consultation with and with input from councils. Some have also conveyed that \$25 dues create an adverse financial impact on girls in low-income communities and put pressure on councils that subsidize these girls' dues payments. Some voiced that a more collaborative communication, education, and evaluation process with councils in conjunction with this dues increase would have been beneficial.

2020 National Council Session Agenda

II. Input Gathering

Given the increased dialogue, the National Board wanted to hear more broadly about membership dues considerations that are important to the Movement as a whole. Accordingly, the NCS Advisory Team worked with a Dues Subgroup with additional council members to provide advice and input. The Dues Subgroup had representation from small, medium, and large councils, as well as longtime Movement volunteers.

In November 2019 the Dues Subgroup facilitated several Movement-wide leadership discussion sessions on the topic of membership dues at the Girl Scout council CEO and Board Chair conference. The sessions invited council board chairs and CEOs to discuss their views, concerns, and ideas for approaches to dues setting. 203 Board Chairs and CEOs, representing 104 Girl Scout councils, attended the conference, along with 17 National Board and National Board Development Committee members.

A range of perspectives on dues setting and parameters was discussed. At the end of the discussion session, a pulse poll was taken to gauge the Movement’s vision of the most important governance and structural considerations for dues setting in our Movement. The results of that pulse poll are shown below:

Pulse Poll Results November 2019 Board Chair/CEO Conference

What are the most important governance and structural considerations in dues setting for the Movement going forward?

Consideration	Most Important N=191	Second Most Important N=185
National Board’s flexibility to respond to opportunities or challenges by creating new membership categories, amounts, or promotions in between National Council Sessions.	50%	30%
Entire National Council Session vote	4%	2%
Collaboration with national delegates and councils prior to decisions to increase dues and/or change membership structures	25%	17%
Transparency and accountability for effective use of membership dues	17%	35%
Guardrails on amount and/or process for increasing dues	4%	16%



Participants in the sessions also submitted written feedback. Key themes arising from those comments were:

- The fiduciary responsibility of a board over financial matters, just as local boards have this responsibility
- The need for flexibility and nimbleness of a board’s decision making
- Advance communication with councils is necessary to share business need and seek input
- The importance of the board making its decisions after seeking input
- The importance of advance notice to implement changes
- The importance of considering the impact on Girl Scout councils and the girls they serve
- “Stewardship” or other reports showing accountability for the use and impact of changes in dues.

The Dues Subgroup and the NCS Advisory Team considered this feedback and the key themes of flexibility, communication and input, and transparency. They consulted with other councils and some delegates. The team reflected on the various membership dues initiatives that have been introduced over the years and the impact on the Movement, the needs of the Girl Scout organization as a whole, and how we can all work together for the good of the Movement.

III. Recommendations of the NCS Advisory Team and Dues Subgroup

Based on this input gathering, the Dues Subgroup and NCS Advisory Team ultimately recommended to the National Board that it initiate and place:

- (1) a Constitutional Amendment expressly stating that both the National Council and the National Board have authority to set dues, along with a requirement that the National Board establish procedures for communication and input gathering, and
- (2) procedures for communication and input from councils and delegates prior to changes and report outs on impact afterwards.

The National Board agrees with these recommendations. These proposals capture the key themes that have been expressed by our Movement: affirming the National Board’s ability to set dues, while ensuring communication, input, and transparency regarding the process. The National Board believes these proposals represent the best way for dues setting to work in our Movement. They encompass a collective vision for the Movement, derived after honest dialogue and consideration, that will enable our Movement to act in the best interest of our organization and the girls we serve. The proposals reflect a clear statement of our intent and ways of work.

The National Board—with fiduciary responsibilities over the affairs of GSUSA, including its finances—needs to continue to act on financial matters such as dues, which are a central part of the GSUSA budget, especially since the National Council meets once every three years. Girl Scout council boards similarly act on significant financial drivers for councils, such as the price of the council cookie box or council service or program fees, and may adjust other budgetary matters after consideration of council business needs. The National Board is elected as stewards of the organization and is tasked to act for the National Council between the triennial sessions. This stewardship requires the board to act on critical issues like finances based on the needs of the organization.

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At the same time, the National Board knows that our decisions must be informed by the Movement we serve and the insight of those who elected us. Councils, as well as delegates, have additional and important perspective on how potential dues increases or changes in dues structure may affect local programs, populations, and council plans. The National Board, in considering dues changes, should get the benefit of their insights, and wants that essential information. The National Board has heard the feedback that communication regarding the most recent dues increase could have been better and commits to a better communication process. Proposal 2 reflects that commitment by putting a promise of communication in the Constitution.

Proposal 3 expands on that promised communication by setting forth details on the communication procedures. The NCS Advisory Team and Dues Subgroup recommended the aspects of communication that were important to reflect in those procedures: communication and input from councils and delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. Further, councils were extremely interested in learning more about the results of the dues change. Accordingly, the procedures outline that GSUSA will provide reports on the outcomes of any dues changes. This could include results and analyses of membership pilots, use of the funds, changes to financial trajectories or membership figures, trends, and more. This data-driven analysis will benefit the Movement locally and nationally. In recognition of the unique perspectives of both councils and delegates, Proposals 2 and 3 include communication and input from both groups.

Recommendation of the National Board

We believe that Proposals 2 and 3, together, encompass a collective vision for decisions on dues that reflects good governance principles, with appropriate roles and responsibilities, and mechanisms for input from relevant stakeholders. Accordingly, we adopt the recommendations of the NCS Advisory Team and Dues Subgroup and recommend that the National Council support these proposals.



Supplemental Information

Background of Dues History since 2008

The following history on dues setting within the Girl Scout Movement is provided as additional background information as delegates consider Proposals 2 and 3.

A. 2008 National Council Session

Prior to 2008, the National Council voted on changes in membership dues. In 2008, the National Council debated and voted on amendments to the Constitution that removed some procedural language requiring ballots when the National Council voted on elections and dues. In the Workbook materials on the ballot proposal, as well as during the National Council Session, the National Board discussed with the National Council that, to be more agile and better meet the needs of the organization, and as fiduciaries elected by the National Council to oversee the organization's finances, the National Board was going to begin exercising its co-extensive authority to set dues in between National Council Sessions. The National Board indicated that it would make changes in consultation with and after receiving input from councils. The National Council still retained its shared authority for dues setting during National Council Sessions. The *2008 National Council Workbook* stated the following:

Dues

The Congressional Charter and Article X of the GSUSA Constitution vest the authority to manage the affairs of the corporation with the National Board of Directors between National Council Sessions. Article V specifies the procedure by which any vote taken at a National Council Session on dues will be taken by ballot. The interpretation of the word “ballot” is explained on p. 50.

The practice of timing dues proposals for National Council action is slow and outdated. The recent custom has been to bring a dues proposal to the National Council approximately every six years. A more agile practice is needed to allow dues to be adjusted when careful analysis indicates this is necessary. As fiduciaries, National Board members are elected by the National Council to oversee the organization's finances and to act in the Movement's interest. Since membership dues are a significant source of revenue for GSUSA, the National Board will exercise its authority to set dues and will seek the input of councils prior to taking action. Just as a council board of directors might raise the price of a box of Girl Scout cookies after careful analysis of resources and trends, the National Board would make a prudent adjustment in membership dues based on sound financial research, and with input from Girl Scout councils in advance of any action.

The Congressional Charter provides, in Section 80303(b)(1), that the board has the authority to act on behalf of the National Council. “To the extent provided in the constitution and bylaws, the board of directors shall have the powers of the Council and manage the activities of the corporation between meetings of the Council.” (See *Blue Book of Basic Documents* 2006, pp. 33–35.) Article X, Section 1, of the Constitution of Girl Scouts of the USA affirms the authority of the board referenced in the Congressional Charter to act for the National Council between sessions. (See *Blue Book of Basic Documents* 2006, pp. 8–9.) While the board would be the primary dues-setting agent, the National Council would retain full rights, providing a check and balance to the process. The National Council serves as a check and balance in two major ways:

1. Members of the National Board are elected by the National Council, and, therefore, are accountable to the National Council.
2. The National Council retains the right to act on a dues proposal placed on the agenda for consideration.

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Note: GSUSA is committed to seeking a broad-based fund development strategy and to reducing reliance on membership dues as a primary source of income. GSUSA will continue to partner with councils in generating and securing additional resources focused on membership extension.

This commitment is in keeping with recommended findings of the National Board’s Task Group on Membership Subsidization, formed following the dues increase approved by the 2002 National Council Session in recognition of the impact of a dues increase on council budgets. Constitutional amendments to create additional registration options to annual and lifetime membership (Amendment of Articles V, VIII, and IX) would potentially increase enrollment. Options might include multiyear membership, introductory registration, and family dues.

During the National Council debate on the Constitutional amendments, a motion was made to reinsert some of the language from the ballot and voting section of Article V, Section 5, of the Constitution so that the sentence that remained stated “Decision on membership dues shall require a majority of votes cast.” Delegates inquired from the floor whether the reinsertion of this sentence would limit dues authority to the National Council. Legal counsel advised the delegate body that it did not change the shared authority over dues that the Constitution otherwise provides. The body then passed the proposal.

B. 2012: National Board Votes to Raise Dues from \$12 to \$15

In January 2012, the National Board voted to raise dues from \$12 to \$15, effective October 1, 2013 (for the 2014 membership year). The vote was taken and announced more than a year in advance of the effective date to enable councils to plan for the change.

C. 2014: National Council Session

During the 2014 National Council Session, the National Council considered a proposal to amend the Constitution to increase flexibility for membership dues. A task group with council and GSUSA representation had sponsored the proposal after studying dues during the 2011–2014 triennium and concluding that the organization needed to be able to innovate and respond quickly to new opportunities. As set forth in the *2014 National Council Workbook*:

The Constitution of Girl Scouts of the USA references two types of membership dues categories—annual and lifetime. If adopted, this proposal allows future flexibility in membership dues categories and enables GSUSA, in partnership with councils, to align membership categories and dues with membership trends and needs. The intention is to introduce more general language to accommodate future categories of membership and dues.

The *Workbook* explained that the recommendation was for more flexible language to ensure that GSUSA’s governing documents could “accommodate innovation and enable quick organizational responses to new opportunities.” As examples, the task group suggested consideration of 16-month membership options for girls and adults, providing incentives or discounts for membership, or family memberships. A council representative from the task group placed the motion, stating:



“While authority for the establishment of any future membership or dues categories rests with the National Board of Directors, recommendations will be developed via a co-creation process with councils and you, the membership, as we together seek to extend the benefits of Girl Scouting to an increasingly diverse communities of girls and families. The time is now. Your vote for proposal one, all three parts, will create flexibility in our governing documents. It will demonstrate pragmatic leadership and enable Girl Scouting to be responsive to emerging realities. Thank you.”

The proposal was approved.

D. January 2016: National Board Votes to Raise Dues from \$15 to \$25

In January 2016, the National Board voted to change annual dues from \$15 to \$25, effective October 1, 2017, for the 2018 membership year. As with the 2012 vote to increase dues from \$12 to \$15, the vote was taken and announced more than a year in advance of the effective date to enable councils to plan for the change. The increase was intended to help GSUSA sustain and improve its leadership programs, implement digital innovations and technology to enhance the girl and volunteer experience nationwide, maintain services for 2.7 million members, and work to engage 59 million alums around the world. In connection with the dues increase, GSUSA granted \$4.9 million back to councils to assist with membership efforts for girls from underserved and underrepresented communities.

E. April 2017: National Board Approves Extended-Year Membership for Girls

Following the direction of the National Council to innovate and create additional types of membership dues categories and incentives, in April 2017, the National Board approved an extended-year membership option for new girls, to be effective May 1, 2018. This option enabled new girl members to sign up during summer activities and continue through the entire next year at a discounted rate of \$35. It addressed a commonly expressed pain point around recruiting for a full-year membership over the summer (as required to participate in summer camp activities) when less than half of the membership year was left. The concept came directly out of the recommendations of the 2011–14 Membership Task Group and was further refined by an additional working group that included eight council CEOs and board chairs.

F. 2017: National Council Session

During the 2017 National Council Session, the National Council passed a lifetime membership proposal that changed the amount of lifetime membership dues from 25 times annual dues to a flat amount of \$400 and changed the discounted rate of 13 times annual dues for graduating girls to a flat discount of \$200 for young alums (anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member). The adjusted lifetime membership dues pricing was immediately instituted following the affirmative vote.

G. April 2018: National Board Approves Extended-Year Membership for Adults

After further consideration of the \$35 extended-year membership dues, councils requested that the board expand it to new adult members as well. The National Board was able to act quickly to respond. In April 2018, in consultation with councils, the National Board voted to expand the previously approved extended-year membership for new girl members to include new adult members as well, in time for the same effective date of May 1, 2018.

Extended-year membership has been well received in the field. It allows councils to engage new members earlier so that councils can communicate and engage with them throughout the summer.

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H. January 2019: National Board Approves Lifetime Membership Discount

In January 2019, to encourage engagement, grow membership, and acknowledge those with longstanding commitments to the Movement, the National Board approved a one-month pilot promotion on lifetime membership, providing a temporary discounted lifetime membership rate of \$200 during April 2019 for volunteers with ten or more years of service and council and GSUSA employees. For each lifetime membership collected during this promotion and thereafter, \$25 was granted back to the local council through which the individual registered to fund an annual membership for a girl from an underserved community in the member's local council. In the case of those registering directly through GSUSA, the \$25 was granted to the council associated with the zip code of the member's residence.

The April 2019 lifetime membership promotion was extremely successful: for the past five years, an average of 3% of volunteers with ten or more years of service signed up for lifetime membership annually, and during this one-month promotion, approximately 13% of them signed up. Of those, 2.5%—1,800 volunteers—did so on the last day of the promotion, nearly double any other day of the promotion.

I. Litigation

As mentioned previously, one council in Alaska (the Farthest North Girl Scout Council) filed a lawsuit in Fairbanks, Alaska, against GSUSA contesting the \$15 and \$25 dues set by the National Board. On May 1, 2018, the trial court in Alaska dismissed the case and held that the Girl Scouts' governing documents give the National Board the authority to set dues. On September 13, 2019, the Alaska appellate court reversed and interpreted the Girl Scouts Constitution as providing the National Council with the exclusive right to set membership dues. It sent the case back to the trial court in Alaska for continued litigation on other issues, which is currently proceeding as of the publication of this Workbook. This litigation addresses only claims brought by one council in Alaska. Outside of Alaska, the National Board continues to believe in good faith that the Constitution and Blue Book as a whole provide it with the authority to set membership dues, as illustrated by the Movement's collective actions over the last decade.

J. NCS 2020

The National Council Session in October 2020 includes four proposals on membership dues. This is an opportunity for the delegate body to discuss and reflect on the dues-setting process. Coming together through our democratic process will help us move forward as a Movement at this critical time in our history, when girls need Girl Scouts more than ever.



PROPOSAL 4

Membership Dues Increase Restriction

Originated by

Girl Scouts of Greater Chicago and Northwest Indiana

Proposal

To amend provisions in the Membership Dues and Procedures for Registration section of the *Blue Book of Basic Documents* p. 24, by inserting after “affiliation” and before “Girl Scout” the wording, as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Membership Dues and Procedures for Registration</p> <p>In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council or USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.</p>	<p>Membership Dues and Procedures for Registration</p> <p>In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council or USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. <u>The National Board of Directors must seek approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium.</u> Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.</p>	<p>Membership Dues and Procedures for Registration</p> <p>In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council or USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. The National Board of Directors must seek approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium. Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.</p>

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Rationale Submitted by Originating Council

The most recent membership dues increase in 2017 came in at a rate of 67%. This increase, while financially advantageous for the national organization, posed a severe hardship for the councils. Since it is the responsibility of each council to provide financial assistance for girls in underserved and economically disadvantaged communities, the obligation for the membership dues for these girls falls upon the local councils. The councils are extremely committed to ensuring that Girl Scouting is available to all girls, no matter what their economic status might be. However, such an enormous increase at one time makes it difficult for the councils to provide the necessary funds for financial assistance and may force some councils to decrease the number of assisted memberships available. This proposal would increase collaboration between the National Board and councils in two ways: 1) Allow the National Board of Directors to continue to determine the amount for membership dues; and 2) Affirm that any increase would not prove to be too burdensome on the members, families, or councils.

Financial Impact Statement Submitted by Originating Council

Although there will always be some budgetary impact for the councils when the membership dues are increased, this proposal would ensure a more manageable impact by allowing councils to set their financial assistance budget based on the assumption of a membership dues increase below a total of 25% in any triennium.

Recommendation of the National Board

The board does not recommend adoption of this proposal.

Reasons for the Board's Recommendation

As financial stewards and fiduciaries of the organization, the National Board needs to be able to make economic decisions on behalf of the organization based on the circumstances at the time. Dues increases will be done after careful consideration of the need and impact. In addition, Proposals 2 and 3 will ensure that the board considers all factors and makes informed decisions in making dues decisions by seeking input from councils and delegates on the proposed changes. The NCS Advisory Team also does not recommend adoption of this proposal.



PROPOSAL 5

Constitutional Amendment on Consistency in Delegate Terms

Originated by

Girl Scouts of Central and Southern New Jersey and
Girl Scouts of Southeastern New England

Proposal

That Article IV (The National Council), Section 7 (Term of Delegates) of the Constitution of Girl Scouts of the USA be amended by inserting the words, “shall be elected in the calendar year preceding the National Council Session and” after the word “councils” and before the word “shall”. If adopted the text would read as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.</p>	<p>Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall be elected in the calendar year preceding the National Council Session and shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.</p>	<p>Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall be elected in the calendar year preceding the National Council Session and shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.</p>

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Rationale Submitted by Originating Councils

Currently the majority of National Council Delegates elected from councils begin their term 6–7 months prior to the National Council Session. This allows little time for these delegates to become knowledgeable about their role, informed about the issues to be addressed, and educated about how business is conducted during the National Council Session. The delegate experience for these individuals is not ideal. They experience an intense period of activity prior to the National Council Session, return to their councils and report on that experience, and then begin to develop concepts for the next National Council Session.

If all National Council delegates elected from councils began their terms during the year prior to the National Council Session, the delegate experience would follow a more logical pattern. In the first year of their term they would become familiar with their role, constituency, and issues or concepts to bring to the National Council by participating in the Proposal/Discussion topic submission process. During the second year of their term they would attend the National Council Session better prepared to address these agenda items. Finally, they would report back to their councils on the experience of and actions taken at the National Council Session. They would end their term by training their successors.

Financial Impact Statement Submitted by Originating Councils

This will have no financial impact on councils or the GSUSA. It is simply a change in timing for activities that already take place. Guidance on how to elect delegates in advance of knowing the exact allocation of delegates per council already exists and is implemented in approximately 15 councils. This proposal will make that process universal.



Recommendation of the National Board

The board recommends approval of this constitutional amendment.

Reason for the National Board's Recommendation

This proposal would improve the delegate experience and further the goal of delegate engagement. As noted by the originating councils, most councils currently elect their delegates to the National Council for a three-year term that starts only six to seven months prior to NCS. This is a compressed time period for delegates to become knowledgeable about their role and informed about the issues that will be addressed at NCS. If the three-year term started earlier, it would allow more time for councils to educate the delegate body. It also will enable those same delegates to start their term during the time period when councils submit proposals, allowing them to help shape the proposals that they will ultimately be voting on at the National Council Session.

Feedback from a delegate survey hosted on the Delegate Website cited the benefits of having more time to fully prepare for the role. Councils also advised that this would provide more opportunities for delegates to engage in the planning process for NCS and to engage on the topics that would be presented. The NCS Advisory Team supports this proposal.

Delegate engagement throughout the triennium is a priority for the National Board. In 2018, GSUSA reactivated the Delegate Website to communicate more frequently with delegates and will keep the website active throughout the triennium. GSUSA has additionally hired a full time National Engagement Lead devoted to delegate engagement, facilitated a mid-triennium call with national CEO Sylvia Acevedo for delegates in August 2019, in which she addressed important topics for our Movement, and distributed enhanced toolkits for delegate selection and engagement to councils. Electing delegates early and at a consistent time across the Movement will allow for more engagement and sharing of ideas and information.

2020 National Council Session Agenda

PROPOSAL 6

Lifetime Membership Discount

Originated by

Girl Scouts of Connecticut

Proposal

To amend provisions in the Credentials/Certificate of Membership/Membership Requirements/Lifetime Membership section of the *Blue Book of Basic Documents* (p.25) by adding as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members; discounted lifetime membership dues of \$200 shall be offered to anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member.	Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members; discounted lifetime membership dues of \$200 shall be offered to anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member; <u>discounted lifetime membership dues of \$200 shall be offered to anyone who is a registered member and has served as a volunteer for a period of 10 or more years at the time of becoming a lifetime member.</u>	Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members; discounted lifetime membership dues of \$200 shall be offered to anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member; discounted lifetime membership dues of \$200 shall be offered to anyone who is a registered member and has served as a volunteer for a period of 10 or more years at the time of becoming a lifetime member.



Rationale Submitted by Originating Council

Instituting a second category of membership eligible for the discounted rate of \$200 would recognize the continued support and commitment to the Girl Scout Movement that such long-term volunteers have shown, and it would encourage volunteer retention at a time when many volunteers are beginning to phase out of traditional troop leadership roles.

Implementing a long-term volunteer discount will further advance strategic alumnae goals by making lifetime membership more accessible and attractive to volunteers who may otherwise begin to leave the organization, by allowing them to solidify their commitment and promoting a broader base of support in local communities and councils. A larger pool of Lifetime Members will provide Councils with more links to communicate with adults committed to our organization while providing a platform through which Councils can encourage continued volunteer participation at the Service Unit and Council levels.

As volunteers reach higher levels with their troops and are perhaps past the under-30 “Young Alumnae” category, they may want to take advantage of lifetime membership to show their support for the Movement. They are more likely to purchase lifetime memberships for themselves and/or their daughters with this more affordable option in place. Councils have a better chance at retaining those volunteers with 7-8 years of membership who are close to the 10-year benchmark; likewise, they may retain those volunteers with 12-13 years of service who may otherwise end their involvement with Girl Scouts when their troop graduates.

Financial Impact Statement Submitted by Originating Council

There would be no initial cost to the national organization or Councils to implement this change; however, there is potential for some potential lost revenue to GSUSA.

Analysis of Lifetime Membership data during the special April 2019 promotion indicates a positive impact on the number of eligible volunteers who would take advantage of a discounted category. During April 2019 alone, almost 8,000 long-term volunteers nationally took advantage of the \$200 discounted Lifetime Membership rate. Over the past 15 years there’s been an average of 3,609 Adult Lifetime Membership sign ups per membership year nationally.

Based on current membership records in Looker, it appears that more than 57,000 volunteers have 10+ years of membership, do not have an existing Lifetime Membership, and would be eligible for this discounted category. If even 10% of those eligible members opted to purchase at the discounted rate, the initial membership fees would equal \$1 million! GSUSA would see initial lost revenue from each new class of discounted Lifetime members’ annual membership fees after year 9; however, there is no guarantee of retention year-to-year. In addition, if that upfront discounted Lifetime membership fee is invested partially in some sort of endowment fund, there might be an opportunity to recapture the future lost revenue that would begin in year 9. Over time, a long-time volunteer discount would be expected to broaden the base of Lifetime members, adding to overall revenue.

Another ancillary benefit that is hard to quantify at this time is the retention of girls. We know that many troops often disband because a leader no longer remains in his or her role. For those leaders in their roles for 6-7 years, the anticipation of a discounted Lifetime membership at year 10, might give them the incentive to keep going!

We believe there would be a net positive financial impact to GSUSA and the Councils as a more affordable category would lead to a greater number of volunteers purchasing Lifetime Memberships. The change would also create a more accessible option for Legacy Giving from Service Units or Girl Scout families who may gift a Lifetime Membership to long-time volunteers.

We believe this would result in a net positive effect to the Girl Scout Movement overall due to the increased retention of long-term volunteers, and maybe even extend troop longevity, by creating stronger bases within local communities that support Girl Scouts and generating goodwill for the brand overall.

As this pricing level was already put in place during the April special promotion, we do not believe there would be any associated operational costs to make this a permanent membership option.

Recommendation of the National Board

The board does not recommend adoption of this proposal.

Reason for the National Board's Recommendation

The board agrees that recognition for, and retention of, our long-tenured volunteers is important. These volunteers are critical to our mission; the knowledge and commitment that they bring to our girls is immeasurable. Recognition for this important group is why the board authorized a special promotion of \$200 for Lifetime Membership in April 2019 for tenured volunteers and GSUSA and council staff.

Limited time offers are motivators and incentivize individuals to act. Generating more lifetime members benefits the Movement in so many ways aside from revenue: it creates a stronger alumnae network, creates access to a pool of amazing volunteers whose expertise can benefit GSUSA and councils, and solidifies a life-long commitment to girls.

The limited April 2019 lifetime membership promotion resulted in a surge of lifetime membership registrations. For the past five years, an average of 3% of volunteers with ten or more years of service signed up for lifetime membership annually. However, during this one-month promotion, approximately 13% of them signed up. Of those, 20%—1,551 volunteers—did so on the last day of the promotion, more than double any other day of the promotion. Delegates who gave feedback on the Delegate Website agreed that targeted, periodic, limited-time promotions would serve to increase lifetime membership registrations. Permanently reducing the lifetime membership dues amount by half for 10+year volunteers would not create the same incentive.

The National Council also discussed and determined at the 2017 NCS that \$400 is an appropriate amount to contribute for a lifetime membership (for those other than young alum). A permanent 50% reduction of the cost for lifetime membership for volunteers with 10+ years of service would result in a reduction of revenues.

The board believes that keeping this standard amount and continuing to assess and, when appropriate, authorize limited-time promotions for this and other groups would be the best path forward in addition to considering other ways to incentivize, retain, and recognize our long-term volunteers.

Elections



55TH NATIONAL
COUNCIL SESSION

OCTOBER 23–25

2020

The National Council will elect the officers and members-at-large of the National Board of Directors and the members of the National Board Development Committee. (See pages 10–45.)

Basic Parliamentary Procedure

The 2020 National Council Session is unique in that it is being conducted virtually. To that end, the NCS will be streamlined and will focus centrally on the formal business of the Movement. We will use *Robert's Rules of Order Newly Revised (RONR)*, 11th Edition, the parliamentary authority of GSUSA. *RONR* allows the National Council to maintain order and accomplish business. Familiarize yourself with the contents of this section to ensure that you come to the National Council Session with an understanding of basic parliamentary procedure.

The following section provides guidance on parliamentary procedure options that Delegates can use to engage while participating in the NCS.

Main Motions

Main motions for the National Council Session are proposals. Only proposals printed in the *Workbook* or included with the call to session will be considered.

A main motion introduces a new item of business. The making of the motion comes first; discussion follows.

For this National Council Session only: The steps for handling a main motion are:

1. A member moves a motion/proposal.

- The Chair recognizes the speaker.
- The speaker states name and council name, or, if not a council delegate, name and position as a National Council member, and moves the motion/proposal. The form is: “[Name], [Council], I move that/to _____.”

2. Any member may second the motion, if a second is required, by calling out, “I second the motion” or “Second.”

- Committee motions and proposals contained in the *Workbook* do not require a second.

3. The Chair states the motion by repeating it, or by directing the members to the motion as displayed on the screen and printed in the Workbook, which formally places the motion before the assembly.

- The motion now belongs to the National Council, not to the individual who made the motion.

4. The Chair asks for discussion, giving the maker of the motion the first opportunity to speak.

- Thereafter, insofar as possible, the Chair alternates between those in favor and those against the motion.
- During this step, the motion is considered pending and may have secondary motions applied to it.
- During this period, after being recognized by the Chair, a member may introduce a privileged, subsidiary, or incidental motion. The discussion at all times must relate to the immediately pending question.
- After the discussion, or as it appears appropriate, the Chair asks, “Are you ready for the question?” or “Are you ready to vote?”



5. The Chair puts the question to a vote.

- The Chair repeats the question (motion) as made or as amended or directs the members to the motion displayed on the screen, calls for the affirmative vote, and then calls for the negative vote.
- If the Chair is in doubt as to the result of the vote, it is the duty of the Chair to verify the vote beyond a reasonable doubt.

6. The Chair announces the result of the vote.

- The Chair will announce whether the motion is adopted or lost and the result of the action.
- If there are other motions pending, discussion and voting will continue until a decision is made on the main motion.

Note: Please refer to the Order of Precedence of Motions chart below, which reflects the ranking of motions. When a given motion on the list is immediately pending, anything above it on the list is in order; anything below it on the list is out of order.

Order of Precedence of Motions

Privileged	13. Fix the time to which to adjourn	Undeatable
	12. Adjourn	
	11. Recess	
	10. Raise a question of privilege	
	9. Call for the orders of the day	
Subsidiary	8. Lay on the table	Debatable
	7. Previous question	
	6. Limit or extend limits of debate	
	5. Postpone to a certain time (or postpone definitely)	
	4. Commit (or refer)	
	3b. Amend an amendment	
3a. Amend a motion		
	2. Postpone indefinitely	
	1. Main motion	

Basic Parliamentary Procedure

Subsidiary Motions

Subsidiary motions assist in treating or disposing of the main motion and sometimes lower-ranking subsidiary motions. Such motions are in order while the main motion, or a subsidiary motion of lower rank, is pending, and must be voted on before the main motion is voted on. Subsidiary motions have a definite order of precedence from the lowest to the highest. The motion lower in rank yields to motions that are higher in rank. If several subsidiary motions are pending at one time, the vote is taken first on the motion with the highest rank, then on the motion next lower in rank, etc.

Below are the most frequently used subsidiary motions in order of rank from highest to lowest.

Previous Question

The purpose of this motion is to immediately close debate and the making of subsidiary motions except the motion to Lay on the Table.

The previous question can be applied to the immediately pending debatable or amendable question; to a series of pending debatable or amendable questions; or to any consecutive part of such a series, beginning with the immediately pending question.

The motion requires a second, is not debatable, is not amendable, requires a two-thirds vote, and may not be reconsidered after a vote has been taken under it.

The form is: “I move the previous question” (If the motion is on more than the immediately pending question, identify these additional questions).

Limit or Extend Debate

The purpose of this motion is to change the regular time limits of debate or to change the number of speeches allowed in debate.

This motion can be applied to any immediately pending debatable question; to an entire series of pending debatable questions; or to any consecutive part of such a series, beginning with the immediately pending question.

The motion requires a second, is not debatable, may be amended, and requires a two-thirds vote. The unexecuted part may be reconsidered.

The form is: “I move that the debate on the pending motion be limited to _____” or “extended to _____.”



Postpone to a Certain Time

The purpose of this motion is to delay action on the pending question or questions until a definite time later in the National Council Session.

The motion requires a second, is debatable as to the merits of postponing, is amendable as to the time to postpone, requires a majority vote, and may be reconsidered.

The form is: “I move that the question be postponed to [state the time to which the question is to be postponed].”

Refer to Committee

The purpose of this motion is to send a pending question to a committee for further investigation and for placement in a better form for presentation to the assembly.

This motion requires a second, is debatable as to the merits of referring the question, is amendable, requires a majority vote, and may be reconsidered if the committee has not begun consideration of the referred question.

The form is: “I move to refer the motion to the _____ Committee,” or “I move to refer the motion to a committee of _____” to be appointed by the Chair, National Board of Directors, to report back” (e.g., at the next meeting of the National Council, to the National Board of Directors, or at the next National Council Session).

A motion may be referred to a committee that will report back to the present National Council Session or, if so stipulated, to the next National Council Session in 2023.

Amend

The purpose of this motion is to modify the wording of the pending motion before the pending motion itself is acted upon.

The motion can be applied to a main motion, to a primary amendment, and to certain other motions containing a variable.

The motion requires a second, is debatable when the motion to be amended is debatable, is generally amendable, requires a majority vote, and can be reconsidered.

The form is: “I move to amend the motion by (inserting, adding, striking, striking and inserting).”

An amendment to the main motion is called a primary amendment. An amendment to the primary amendment is called a secondary amendment. Only two amendments are permitted to be on the floor at one time. A primary amendment must relate to the main motion. A secondary amendment must relate to the primary amendment. Only one primary amendment at a time, or one secondary amendment at a time, may be pending. An amendment to the third degree is not in order. As soon as an amendment is disposed of by vote, another amendment of the same degree is in order.

If the amendment pertains to one of the proposals, it may not alter the intent or increase the scope of the proposal as published in the *Workbook*.

Postpone Indefinitely

The purpose of this motion is to reject or kill the main motion without a vote on it.

The motion requires a second, is debatable and debate can go into the merits of the main motion, is not amendable, and requires a majority vote. An affirmative vote may be reconsidered.

The form is: “I move that the motion be postponed indefinitely.”

Basic Parliamentary Procedure

Incidental Motions

Incidental motions relate in some way to the pending business or to the business that was just pending. Most incidental motions are related to the question in such a way that they must be decided immediately before business can proceed.

Point of Order

The purpose of this motion is to call attention to a violation of the rules of the assembly or GSUSA.

The motion may interrupt a speaker, does not require a second, is not debatable, is not amendable, is normally ruled on by the Chair, and cannot be reconsidered.

The form is: “Point of order!” or “I rise to a point of order.”

The Chair asks that the point be stated, the member replies, and the Chair rules.

In ordinary meetings it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business.

—*Robert’s Rules of Order Newly Revised*, 11th Edition, page 250, lines 11–15

Appeal

Members have the right to appeal from the decision of the Chair at the time the ruling is made. Once any debate has commenced or business has intervened, it is too late to raise an appeal.

The motion may interrupt a speaker, requires a second, is debatable in most instances, is not amendable, and can be reconsidered. A majority or tie vote sustains the Chair’s decision.

The form is: “I appeal from the decision of the Chair.”

There is no appeal from the decision of the assembly.

When debatable, a member may speak only once; the Chair may speak twice.



Motions That Bring a Question Again Before the Assembly

Reconsider

The purpose of this motion is to enable a majority in an assembly, within a limited time and without notice, to bring back for further consideration a motion that has already been voted on. The purpose is to permit correction of hasty, ill-advised, or erroneous action, or to take into account added information or a changed situation that has developed since the taking of the vote.

The motion requires a second, is debatable when the motion proposed to be reconsidered is debatable (and debate can go into the merits of the question to be reconsidered), is not amendable, requires a majority vote, and cannot be reconsidered. This motion must be made by a member who voted with the prevailing side on the motion to be reconsidered. It must be made on the same day the original vote was taken or on the next succeeding day within the session in which a business meeting is held.

The form is: "I move to reconsider the vote on _____."

Business Procedures

National Council Credentials Chair

For the 2020 National Council Session, the National Council Credentials Chair is Vicki Gardner, a member of the National Board of Directors. The Credentials Chair will report the number of eligible voting members at the beginning of each meeting, and subsequent reports will be made, as necessary, throughout the session. A credentials report chart for your use can be found on page 78.

Delegate Credentials

1. The National Council of Girl Scouts of the USA Notice of Delegate Quota/Registration Form, signed by the council board chair/president or another authorized elected officer and listing the named person(s) duly elected as delegate(s) of that council shall, upon receipt by Girl Scouts of the USA, be presumptive proof that the individual meets requirements for membership in the National Council as set forth in Article IV of the Constitution of Girl Scouts of the USA and is entitled to a delegate credential.
2. A person elected by a Girl Scout council as a National Council delegate shall cease to be a delegate and therefore cease to be entitled to a credential if: (a) the person is unable to serve; (b) the person becomes ineligible; (c) the council for any reason takes action to end the person's delegate term; or (d) the council is no longer chartered by Girl Scouts of the United States of America.

It is the responsibility of the council to determine the eligibility of each of its delegates.

3. A letter signed by the council board chair/president, or another authorized elected officer, certifying that a person no longer remains a delegate of that council and that another named person, eligible to become a member of the National Council, has been duly designated to fill the vacancy so created, shall be submitted electronically to BoardOffice@girlscouts.org and will be considered proof that another individual has assumed the delegate seat and that individual will be provided a unique code with which to sign in to the National Council Session meetings.
4. Questions or challenges with respect to a delegate's credentials shall be forwarded to the National Council Credentials Chair to BoardOffice@girlscouts.org immediately preceding or during a meeting of the National Council.
5. A credential, which is a unique code for logging in to the meetings of the National Council Session, will be issued and will be sent electronically to each delegate entitled to attend the virtual National Council Session.



Office Hours for National Council Parliamentarian

Ann Homer, a certified and registered professional parliamentarian and certified teacher of parliamentary procedure, will serve as parliamentarian for the 2020 National Council Session. She will be available for consultation prior to the National Council Session and will be available during meetings of the National Council Session. She may be reached at ahomercps@aol.com.

Voting

Each National Council member logged in to the National Council Session meeting platform with his or her own unique code shall be considered to be present at the National Council Session and shall be entitled to one vote. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by the GSUSA Constitution or the parliamentary authority. An electronic voting system will be the only method of voting. Instructions will be given prior to each vote.

Individuals with Special Needs

GSUSA will seek to make reasonable accommodations for individuals with special needs. Any attendee who requires specific accommodations related to disability should include this information upon registering.

Appendix 1: Credentials Report

2020 NATIONAL COUNCIL SESSION				
VOTING MEMBERS	MEETING 1 October 23	MEETING 2 October 24	MEETING 3 October 24	MEETING 4 October 25
Delegates elected by Girl Scout councils				
Delegates from USA Girl Scouts Overseas				
Members of the National Board of Directors				
Members of the National Board Development Committee (non-board)				
Past presidents of Girl Scouts of the USA				
TOTAL ELIGIBLE VOTING MEMBERS				



Appendix 2: Basic Information on Motions

#	MOTION	INTERRUPT SPEAKER	SECOND NEEDED	DEBATABLE	AMENDABLE	VOTE REQUIRED
13	Fix the time to which to adjourn	No	Yes	No*	Yes	Majority
12	Adjourn	No	Yes	No	No	Majority
11	Recess	No	Yes	No*	Yes	Majority
10	Raise a question of privilege	Yes	No	No	No	Ruled by chair
9	Call for orders of the day	Yes	No	No	No	One member
8	Lay on the table	No	Yes	No	No	Majority
7	Previous question	No	Yes	No	No	Two-thirds
6	Limit or extend limits of debate	No	Yes	No	Yes	Two-thirds
5	Postpone to time certain	No	Yes	Yes	Yes	Majority
4	Commit/refer	No	Yes	Yes	Yes	Majority
3b	Secondary amendment	No	Yes	Yes**	No	Majority
3a	Primary amendment	No	Yes	Yes**	Yes	Majority
2	Postpone indefinitely	No	Yes	Yes	No	Majority
1	Main motion	No	Yes	Yes	Yes	Majority
	Point of order	Yes	No	No	No	Ruled by chair
	Appeal	Yes	Yes	Yes	No	Majority
	Suspend the rules	No	Yes	No	No	Two-thirds
	Objection to consideration	No	No	No	No	Two-thirds
	Division of the question	No	Yes	No	Yes	Majority
	Division of the assembly	Yes	No	No	No	One member
	Call for counted vote	Yes	Yes	No	No	Majority
	Parliamentary inquiry	Yes	No	No	No	Responded to by Chair
	Request for information	Yes	No	No	No	Responded to by Chair
	Withdraw motion (after stated by Chair)	Yes	Yes	No	No	Majority
	Take from the table	No	Yes	No	No	Majority
	Reconsider	Yes***	Yes	Yes	No	Majority
	Rescind or amend something previously adopted	No	Yes	Yes	Yes	Two-thirds

*Is debatable if a main motion and not a privileged motion

**Is debatable if motion to be amended is debatable

***May interrupt someone who is assigned the floor but not someone who is actually speaking

Appendix 3: What to Say When

To make a motion:

“I move to/that [state what you want to do].”

To kill the motion:

“I move that the question be postponed indefinitely.”

To amend:

“I move to amend the motion by [inserting, adding, striking, or striking and inserting].”

To refer to a committee:

“I move to refer the question to [state which standing committee, or if a new committee, state composition of committee and how appointed].” You may also include instructions as to when the committee is to report — during this National Council Session or at the 2023 National Council Session or to the Board of Directors.

To postpone to a certain time:

“I move to postpone the question to [state the time within the National Council Session to which you want the question postponed].”

To limit debate:

“I move to limit debate to [state amount of time] or to [state number] speeches.”

To extend debate:

“I move to extend debate to [state amount of time] or to allow [state number] speeches.”

To close debate:

“I move the previous question.”

To raise a point of order:

“I rise to a point of order” or “Point of order!”

To appeal the Chair’s ruling:

“I appeal from the decision of the Chair.”

To amend the Standing Rules of the session:

“I move to amend the Standing Rules by [state the change you want to make].”



Appendix 4: Glossary

Germane. Closely related to or has bearing on the subject at hand. Amendments must be germane to the motion they are amending. They must deal with the same subject and cannot introduce a new subject under the pretext of being an amendment. Debate must be germane to the question before the assembly—that is, the statements must have a bearing on whether the pending motion should be adopted.

Immediately pending question. A question that is before the assembly that must be dealt with before any other business can be handled. For example, if a main motion and a primary amendment are before the assembly, the primary amendment is the immediately pending question.

Meeting. A single official gathering of members in one room or area to transact business for a period with no break in the proceedings and in which the members do not separate except for a recess.

Question. After the Chair has stated a motion to the assembly, it is referred to as the question.

Scope. A range between what currently exists and the proposed change. When a motion requires previous notice, amendments to that motion must be within the scope (or range) of what currently exists and the change proposed by the motion.

Session. A series of connected meetings devoted to a single order of business.



**55TH NATIONAL
COUNCIL SESSION**

OCTOBER 23-25

2020





**55TH NATIONAL
COUNCIL SESSION**

OCTOBER 23-25

2020

Workbook

**55th National Council Session
October 23-25, 2020**

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National President
Kathy Hopinkah Hannan

Chief Executive Officer
Sylvia Acevedo

2020 National Council Session

From the National President

Dear Girl Scout,

I am happy to share with you this workbook to help you prepare for the 55th National Council Session (NCS). With this NCS, delegates and the National Board will be convening in a new way—virtually—to begin charting the course to our Movement’s future. On behalf of the National Board, I want to say how excited we are to collaborate with you and your fellow delegates on this important work.

At Girl Scouts, we live by our motto, “Be prepared,” and we’ve always placed safety at the center of all that we do as we bring our mission to life for girls. This led to our decision in April to hold our Movement’s 55th NCS virtually due to the global health pandemic. Even though we can’t meet in person this year, our virtual meeting format will continue to honor our democratic tradition, with delegates like yourself driving our democratic process. During our meeting, we will review what we have accomplished over the last three years, vote on proposals that will impact our upcoming work and initiatives, and elect our National Board and National Board Development Committee for the 2020–2023 triennium.

Over the summer, you will receive the formal call to meeting, which will contain the standing rules and program to help you better understand how this NCS will be conducted virtually. It will also contain specific directions for how to access the meeting. Also, in addition to reviewing this workbook in preparation for our 55th NCS, I encourage you to participate in the education opportunities that your council and Girl Scouts of the USA will be hosting in the months leading up to NCS and to regularly visit the [official Girl Scout Delegate Website](#). Via this website, you can see the latest information about the meeting; learn more about the proposals, board slate, and parliamentary procedure; ask questions; and discuss agenda items with fellow delegates.

The 55th NCS also represents the best of our dynamic democratic process—one that is for Girl Scouts, by Girl Scouts and constantly evolving at the speed of girls. As a national delegate chosen to represent your council, you play a vital role in helping this organization stay true to our mission.

Thank you for your dedication and for everything you do for Girl Scouts!

Sincerely,



Kathy Hopinkah Hannan

National President



2017–2020 Girl Scouts of the USA National Board of Directors

OFFICERS

Kathy Hopinkah Hannan

Sharon H. Matthews

Jeanne Kwong Bickford

Jeanmarie Grisi

Noorain Khan

Sylvia Acevedo*

NATIONAL BOARD OF DIRECTORS

Jenny Alonzo

Mary Ann Altergott

Mary Stengel Austen

Judith Batty

Eileen Drake

Wendy Drummond

Charlie Garcia

Vicki Gardner

Valarie Gelb

Heather Higginbottom

Karen P. Layng

Rose Littlejohn

Sue Major

Brit Morin

Ileana Musa

Mina Nguyen

Debbie Nielson

Erika Rottenberg

Trooper Sanders

Earl Simpkins Jr.

Becky Schmitt

Diane Tipton

Suzanne Wade

Ráchel Roché Walton

Loria Yeadon

**ex officio, without vote*



The Girl Scout Promise and Law and the Girl Scout Mission Statement

The Girl Scout Promise

On my honor, I will try:

To serve God and my country,
To help people at all times,
And to live by the Girl Scout Law.

The Girl Scout Law

I will do my best to be

honest and fair,
friendly and helpful,
considerate and caring,
courageous and strong, and
responsible for what I say and do,

and to

respect myself and others,
respect authority,
use resources wisely,
make the world a better place, and
be a sister to every Girl Scout.

Girl Scout Mission Statement

**Girl Scouting builds girls of courage, confidence, and character,
who make the world a better place.**

Basics of the National Council

The National Council is the membership body charged with giving broad policy direction to the future of the Girl Scout Movement in the United States. The National Council's responsibilities, eligibility requirements, composition, size, and how and when its meetings are held are outlined in the Congressional Charter and the Constitution of Girl Scouts of the United States of America, as found in the *Blue Book of Basic Documents*.

In 2020, due to the COVID-19 pandemic, the National Board made the difficult decision to hold the National Council Session virtually in order to protect the safety of all members.

The National Council convenes every three years, and its responsibilities are to:

- Elect the officers and other members of the National Board and National Board Development Committee
- Amend the Girl Scout Constitution as needed
- Establish requirements for certificates of membership, council charters, and all other credentials
- Act on proposals to foster and improve Girl Scouting, receive reports of the National Board of Directors, and give guidance to the National Board upon general lines of direction of the Girl Scout Movement and Girl Scout program



Composition

The National Council is composed of:

- Delegates elected by chartered Girl Scout councils
- Delegates from USA Girl Scouts Overseas
- Members of the National Board of Directors
- Members of the National Board Development Committee
- Past presidents of Girl Scouts of the USA
- Other persons as may be elected by the National Council

Delegates

The total membership of the National Council shall not exceed 1,500, and at least four-fifths of the entire membership shall consist of delegates from local councils and from USA Girl Scouts Overseas. A formula is used to determine how many delegates each council may send to the National Council Session. This same formula is also used to select delegates to represent USA Girl Scouts Overseas.

Preparation for the National Council Session

Every Girl Scout council should prepare its delegates to fulfill their responsibilities at the National Council Session by providing opportunities for delegates to:

- Review and discuss proposals and other items that require action by the National Council
- Become familiar with the meeting platform being used to host this virtual National Council Session
- Participate in the variety of online education and dialogue sessions surrounding the National Council Session and the proposals to be considered
- Become familiar with *Robert's Rules of Order Newly Revised*, 11th Edition that will be used during this session
- Understand the purpose of the triennial meeting so they can participate fully in the decision-influencing process

This National Council Session Workbook and the April 2020 *Blue Book of Basic Documents* are essential tools for delegates and should be brought to the meetings.



Following the National Council Session

National Council delegates are elected for a three-year term. Following the National Council Session, delegates are responsible for sharing the decisions adopted by the National Council with their council. Each council delegation should plan in advance on how to report out to its council on the discussions held, decisions made and the reasons for them, and all that the delegates may have learned about Girl Scouting as a national and international Movement.

National Council Delegates can contribute to the democratic process during the triennium by:

- Being active participants on the official Girl Scout Delegate Website and sharing information from that site with their council.
- Helping their councils understand their role in submitting agenda items for the next National Council Session.
- Sharing their knowledge with the National Council delegates who are elected for the following triennium

Leadership for the 2020–2023 Triennium

Message from the National Board Development Committee Chair



Dear National Council Member,

The National Board Development Committee (NBDC) is pleased to present the slate of nominees for the 2020–2023 Girl Scouts of the USA National Board of Directors (the board) and NBDC. We have nominated a highly talented and diverse group of individuals who are deeply committed to the future of the Girl Scout Movement and the girls and families we serve. The proposed slate of nominees is inspired by the power and potential of girls; these individuals have the innovative spirit to propel the Movement forward during this critical time in our history and are ready to take on the important work we have ahead of us.

The NBDC engaged in a thorough, multiyear process to identify, recruit, and cultivate potential candidates. We received nearly 200 referrals from across the Movement—from councils, alums, national staff, and the board. On behalf of the NBDC, I thank those of you who participated in this process. We sought individuals who are deeply committed to girls' success, understand Girl Scouts' vital role in our communities and beyond, and have the demonstrated potential to strengthen and advance the Movement. Please note the slate meets the requirements outlined in Articles X, XI, and XII of the Constitution of Girl Scouts of the USA (see the *Blue Book of Basic Documents* April 2020, pages 11–13) and includes a blend of new candidates as well as returning members who bring continuity to our governance.

According to Article XII, Section 10, of the Girl Scout Constitution: nominations may be made from the floor of the National Council Session. At this National Council Session, elections will be held during the meeting on Saturday, October 24, 2020. To make a nomination from the floor National President Kathy Hopinkah Hannan and I must receive notification by email at (floornominations@girlscouts.org) of the planned nomination from the floor, along with the nominee's written consent to serve on the board or NBDC, no later than 9:00 a.m. EDT on Thursday, October 22, 2020.



We encourage you to learn more about the nominees to the board and NBDC through the official Girl Scout Delegate Website. There will be opportunities to meet candidates virtually prior to the National Council Session. On behalf of the National Board Development Committee, thank you for entrusting us with this important responsibility. We look forward to your getting to know the candidates and joining you for our 55th NCS later this year.

Yours in Girl Scouting,

Trooper Sanders

Chair, National Board Development Committee (2017-2020)

Leadership for the 2020–2023 Triennium

National Board of Directors Nominations

Officer Nominees

Karen P. Layng
Chicago, Illinois

Jeanne Kwong Bickford
Darien, Connecticut

Judith M. Batty
Washington, District of
Columbia

Valarie Gelb
Middletown, Rhode Island

Noorain Khan
New York, New York

Member-at-Large Nominees

Mary Ann Altergott
St. Louis, Missouri

Beth Bovis*
Madison, Wisconsin

Eileen Drake
El Segundo, California

Wendy Drummond
Tulsa, Oklahoma

Vicki Gardner
Cincinnati, Ohio

Lorraine Hack*
New York, New York

Vivette Henry*
New York, New York

Vidya Krishnan*
Richardson, Texas

Rose Littlejohn
New York, New York

Sue Major
San Diego, California

Lydia Mallett*
Philadelphia, Pennsylvania

Rumi Morales*
Oak Park, Illinois

Brit Morin
San Francisco, California

Ileana Musa
Miami, Florida

Debbie Nielson
Ogden, Utah

Marcus Peacock*
Washington, District
of Columbia

Edmond C. Rastrelli*
Jacksonville, Florida

Erika Rottenberg
Portola Valley, California

Trooper Sanders
Philadelphia, Pennsylvania

Earl Simpkins Jr.
Dallas, Texas

Zeta Smith*
Elkridge, Maryland

Leslee A. Temple*
Black Mountain, North Carolina

Diane Tipton
Bethesda, Maryland

Rachel Roché Walton
Jackson, Mississippi

Maryann Waryjas*
Bonita Springs, Florida
Burr Ridge, Illinois

**new*



National Board Development Committee Nominations

Vicki Gardner

Cincinnati, Ohio

Felecia Gilmore-Long

Lutz, Florida

Lorraine Hack

New York, New York

Ileana Musa

Miami, Florida

Debbie Nielson

Ogden, Utah

Robyn Ratcliffe Manzini

Las Vegas, Nevada

Monica Martinez

Detroit, Michigan

Leadership for the 2020–2023 Triennium

National Board Nominee Bios Officers



President

Karen Layng
Chicago, Illinois

Founder and President
M.A.I.T. Co.

Karen is a devoted Girl Scout alum, lifetime member, and adult volunteer, serving as her Gold Award daughter's troop leader for 13 years. She has been awarded the Thanks Badge and Thanks Badge II. Karen is also the former board chair of Girl Scouts of Greater Chicago and Northwest Indiana.

Karen is founder and president of M.A.I.T. Co., a consulting firm focused on business strategy, construction and legal advisory services, and real estate development. She is an adjunct professor in Northwestern University's Master's in Executive Management for Design and Construction program and teaches courses in ethics, alternative dispute resolution, cybersecurity, and due diligence. Karen is the former chief strategy officer and general counsel of a national mechanical firm and a former partner in the international law firm Vedder Price.

Karen is a member of the American Arbitration Association national board of directors and serves on its panel of arbitrators (mega-case, commercial, construction, merger and acquisition disputes). At Vedder Price, she was a long-standing member of the board, chair of the construction and litigation practice areas, and chair of the compensation committee. Karen was the first female president of the Seventh Circuit Bar Association. She is currently a member of the Economic and Executives Clubs of Chicago and serves as an executive advisor to the Chicago Metropolitan Planning Council. Karen is a faculty member of the ABA Construction Forum Trial Academy and vice chair of the ABA Construction Litigation Committee.

She served on the board of the University of Illinois Alumni Association and was elected a life fellow of the American Bar Foundation. She served as the president of the Riverside Elementary Education Foundation and as chair of the Village of Riverside Plan Commission. Among her many recognitions, Karen has been named a Super and Leading Lawyer and was included in Chambers.



National Board Nominee Bios

First Vice President



Jeanne Kwong Bickford **Darien, Connecticut**

Managing Director and Senior Partner
Managing Partner, New York Office
Boston Consulting Group

Jeanne Kwong Bickford is a lifetime member and the mother of two Girl Scouts. While she didn't have the opportunity to participate in Girl Scouts as a child, she says that she "got here as soon as [she] could."

Jeanne is a managing director and senior partner of Boston Consulting Group, a global management consulting firm and the world's leading advisor on strategy. BCG partners with clients to identify their highest-value opportunities, address their most critical challenges, and transform their enterprises. Jeanne is the managing partner of the New York office and a member of the leadership team for the financial institutions practice in North America, specializing in risk and compliance. She is also a core member of the people and organization practice and cofounded BCG's Change Enablement Center, which emphasizes capability-building in the area of change management for large, multifaceted transformation programs. Prior to BCG, Jeanne worked at Cornerstone Research in economic and financial consulting. During her time there, she was involved in supporting precedent-setting litigation on the savings and loan industry bailout.

Jeanne graduated Phi Beta Kappa and magna cum laude from Harvard University with a bachelor's degree in economics. She obtained her MBA from the Stanford Graduate School of Business and was an Arjay Miller Scholar. Jeanne's philanthropic activities emphasize her passion for achieving gender equality.

As she begins her third term, Jeanne views the National Board as her personal Girl Scout troop. As part of her pro bono consulting work, Jeanne has supported GSUSA on a range of topics, including strategy and the cookie supply chain.

Leadership for the 2020–2023 Triennium



Second Vice President

Judith N. Batty
Washington, District of Columbia

Senior Counsel (Retired)
Exxon Mobil Corp.

Judith Batty grew up Girl Scouting, Brownie through Senior. Her mother was her Junior Troop Leader. Judith was a member of the first class of Girl Delegates to the National Convention in 1976. Judith also served as a Junior Troop co-leader and is a lifetime member of Girl Scouts. Girl

Scouting gave Judith confidence, while teaching her about different perspectives and the value of teamwork. Judith has served on the National Board since 2014, and during this triennium as GSUSA's International Commissioner.

Currently, Judith serves as the cochair of the governance committee on the board of the Metropolitan Washington Airports Authority (MWAA). MWAA operates Dulles International and Reagan National airports and the Dulles toll road and oversees the construction of the Metro's Silver Line to Dulles. She is the immediate past chair of the Governing Board of Trustees of Arena Stage, a major arts and cultural center in the nation's capital.

Judith was a pacesetter and role model during her 28 years as an executive and senior attorney at Exxon Mobil Corporation. Among her many achievements, her tenure as the first female, and first African American, general counsel of its publicly traded Japanese affiliate stands out. Prior to her tenure with ExxonMobil, Judith was a corporate attorney in private practice. Upon graduation from law school, she joined the United States Department of Justice, through its Honors Program, and was assigned to the trial section of the Antitrust Division, where she participated in civil and criminal investigations and trials.

Judith is active in several professional and charitable organizations and has held numerous committee and board officer positions on not-for-profit boards. A native New Yorker, she currently lives in Washington, DC. She has also lived in Dallas, London, and Tokyo. Judith received her bachelor of arts and juris doctor degrees from New York University.



Treasurer

Valarie Gelb Middletown, Rhode Island

Chief Executive Officer Gelb Global Business Growth Advisors

Born in Ohio, where she joined Girl Scouts as a Brownie, Valarie Gelb is a lifetime member and has built a career around empowering and mentoring the next generation of female leaders. While living in Connecticut, she was instrumental in

Girl Scouts of Connecticut's Camp CEO, a program designed to connect Girl Scouts with prominent businesswomen who share their life lessons and leadership journeys.

Valarie is CEO of Gelb Global Business Growth Advisors, providing viable business and brand strategies to corporations and nonprofits around the world. She leverages her passion and senior executive experience as chief sales development officer and executive vice president at Mastercard to mentor and enhance women's businesses. At Mastercard, Valarie served on the Management Committee with responsibility for the global sales force in 210 countries and territories. Upon her retirement, she served as chief executive officer of the Global Fund for Women, a champion for the human rights of women and girls around the world.

Valarie is a cofounder and president emeritus of the Women Entrepreneurs Empowerment Forum, mentoring and developing women in the growth of their businesses. She also served as president of the International Women's Forum of Connecticut and was honored with its Women Who Make a Difference Award as well as the YWCA Spirit of a Woman Award for exceptional leadership in advocating for and advancing women's leadership and empowerment. Valarie's passion for entrepreneurship is evident in her board service, especially her appointment by the Governor of Connecticut to the board of Connecticut Innovations, a leading source of financing for the state's growing tech companies.

Valarie holds an MBA and an undergraduate business degree with an emphasis in finance and economics from Baldwin Wallace University in Berea, Ohio. She now resides in Rhode Island.

Leadership for the 2020–2023 Triennium



Secretary

Noorain Khan
New York, New York

Director, Office of the President
Ford Foundation

Originally from Grand Rapids, Michigan, Noorain Khan is a passionate Girl Scout alum and lifetime member and was a National Gold Award Girl Scout. As a National Operating Volunteer, Noorain spent three years leading the girl planning efforts to commemorate the 100th anniversary of Girl Scouts

of the USA in 2012. Noorain cites her Girl Scout journey as one of the influences, along with her family and Muslim faith, that has defined her life and can't wait to share Girl Scouts with her daughter.

Noorain serves as director in the office of the president of the Ford Foundation, where she is responsible for the strategy and management of the grant-making portfolio of the foundation's president, Darren Walker. Before joining Ford in 2015, Noorain was a chief of staff at education nonprofit Teach For All, a network of organizations in 35 countries. Prior to that, Noorain was a corporate attorney at Wachtell, Lipton, Rosen & Katz, where she advised clients on cross-border mergers and acquisitions and corporate governance. She appeared on the Forbes 30 Under 30 list for law and policy, is a term member of the Council on Foreign Relations, and received the Rhodes Trust's George Parkin Service Award. Noorain earned a juris doctor degree from Yale Law School, where she was a PD Soros fellow; an MPhil from Oxford University, where she was a Rhodes Scholar; and a bachelor's degree with high honors from Rice University.



Members-at-Large



Mary Ann Altergott | St. Louis, Missouri

Elected to the GSUSA board of directors in 2017, Mary Ann Altergott is a member of the board's strategy and communications advisory groups as well as the Executive Development and Compensation Committee. A lifetime member, Gold Award Girl Scout, and frequent corporate relocatee, her first call in a new community is always to the local Girl Scout council to volunteer. Her first exposure to Girl Scout governance beyond her troop was as a high school council board member. Mary Ann has a passion for Global Girl Scouting, having developed her cross-cultural skills early in Thinking Day activities

and participating in several opportunities in the 1980s. These experiences built competencies Mary Ann uses in her professional life today. She has held a variety of Girl Scout volunteer roles, including troop leader, council trainer, and council board chair. She started her leadership career as a Girl Scout camp counselor.

Mary Ann serves as a principal responsible for Edward Jones's human capital efforts with a focus on business strategy and aligning people solutions to meet the firm's growth needs, including talent development, leadership succession, learning, and change enablement solutions. Before joining Edward Jones, she served as a principal with the Clermont Group, a collaborative global human resource consultancy. Previously, she held global leadership roles with Bank of America and Diageo/The Pillsbury Company.

Committed to girls' leadership development, Mary Ann has served on four local council boards leading strategic planning and governance efforts to enable regional Girl Scout councils to improve capacity and grow membership. She sits on several foundation boards and academic advisory groups in addition to supporting her children and church. As a lecturer on human development, ethics, and leadership, she frequently draws on her Girl Scout experiences. Mary Ann is a graduate of the Wharton School at the University of Pennsylvania's Securities Industry Institute and Vanderbilt University.

Leadership for the 2020–2023 Triennium

Members-at-Large



Beth Bovis | Madison, Wisconsin

Girl Scout alum, parent of a Silver Award Girl Scout, lifetime member, and corporate champion of Girl Scout programs, Beth Bovis understands the impact Girl Scouts makes and integrates Girl Scout programs into her professional world. She sponsored a Girl Scout summer intern at Kearney, published “Women@250,” a study featuring Girl Scouts of Greater New York leaders and girls, facilitated fundraising and outreach to disadvantaged girls, and invited Girl Scouts to events to learn about consulting. Beth was honored by GSGNY as a Woman of Distinction for her mentorship and commitment to women and girls.

Beth’s impact over her career at Kearney has reached almost every corner of the firm. As a partner, her work has spanned strategy, organization design and governance, mergers and acquisitions, and transformations. She served on the firm’s board of directors and senior leadership team, as leader of the firm’s Women’s Network and Partner Election Committee, and as a global practice leader. Beth serves as the leader of the firm’s social impact initiatives and several global accounts. In 2014, she was recognized by *Consulting* magazine as one of the Top 25 Consultants and is most proud of her work sponsoring and mentoring women in the firm.

Beth has been an integral member of numerous boards and committees, including World Economic Forum’s Gender Parity Steering Committee; Building Brave, an online community promoting women as leaders; the Wisconsin Women’s Network; the Conference Board Council for Advancement of Women in Leadership; Michael Fields Agricultural Institute; and advisory board for the Feldstein Medical Foundation.

Beth studied economics at the Wharton School of the University of Pennsylvania and was honored as one of the four students who made the greatest impact at Penn during their tenure. She lives in Madison, Wisconsin, with her husband, two children, and their pet snake and hedgehog.



Members-at-Large



Eileen Drake | El Segundo, California

Girl Scout alum Eileen Drake joined Girl Scouts as a Brownie and continued through Cadettes. With her mother as her troop leader, Girl Scouts reinforced for Eileen that she could succeed at anything. A lifetime member, trailblazer, and innovator, Eileen believes it's important to give back to our communities and mentor Girl Scouts, particularly those pursuing STEM careers.

Eileen began her career as an Army aviation officer, where she served for seven years and commanded Davison Army Airfield at Fort Belvoir, Virginia. She holds commercial and private pilot's licenses in both fixed-wing and rotary-wing aircraft. Eileen became chief executive officer and president of Aerojet Rocketdyne in 2015. She was previously with United Technologies Corporation (UTC), where she served as president of Pratt & Whitney AeroPower's auxiliary power unit and small turbojet propulsion business. She also served as the vice president of operations and vice president of quality, environmental, health and safety, and Achieving Competitive Excellence (ACE) for UTC's Carrier Corporation, as well as for Pratt & Whitney. Prior to joining UTC, Eileen managed production operations at both the Ford Motor Company and Visteon Corporation, where she was Ford's product line manager for steering systems and plant manager of Visteon's fuel system operation.

Since 2017 Eileen has been a member of the board of directors of Woodward, Inc., where she serves on the Audit Committee. Eileen also serves on the board of governors of the Aerospace Industries Association (AIA), where she is a member of the Executive Committee. Eileen was recently appointed to the Users' Advisory Group to the National Space Council, which is chaired by the vice president of the United States.

Eileen is a distinguished military graduate of the U.S. Army Aviation Officer School. She received a master of business administration from Butler University and a bachelor of arts from the College of New Rochelle. Eileen resides in California.

Leadership for the 2020–2023 Triennium

Members-at-Large



Wendy Drummond | Tulsa, Oklahoma

Growing up in California, Wendy Drummond was an active Girl Scout and is now a lifetime member. Many of her best memories come from her summers at Girl Scout camp. She attributes her ability to navigate through adversity and her leadership skills to her Girl Scouting experience.

Her mantra, “Great leaders make great leaders,” began with Girl Scouts, and she continues to follow it today as a leader in her businesses and community endeavors. Wendy is an attorney and CEO of Premier Locations, US Cellular’s largest national agent, with 42 stores in eight states.

For 25 years, Wendy has been a key fundraiser for many nonprofits and has served on numerous boards, including Girl Scouts of Eastern Oklahoma; Big Brothers Big Sisters of Oklahoma; Habitat for Humanity of Greater Brewton; Tulsa Botanic Garden; Tulsa Ballet; Emergency Infant Services; Transitional Living Centers of Oklahoma; and Visit Tulsa. She is the chair of Tulsa’s Film, Music, Arts & Culture Commission and a trustee for the Tulsa Performing Arts Trust. Wendy joined the GSUSA board in 2017 and serves as chair of the Fund Development Committee.

Wendy lives in Tulsa, Oklahoma. She and her husband have six children and five grandchildren. In her downtime, she loves spending time on the family’s ranch in Osage County, Oklahoma.



Vicki Gardner | Cincinnati, Ohio

Vicki Gardner was a Girl Scout for seven years growing up and led her older daughter’s Girl Scout troop for five years, following in her own mother’s footsteps. A West Virginia native but now a Cincinnati, Ohio, local, Vicki serves as principal for FCM. In this role, she provides operational, program management, and change management expertise to drive business transformations for FCM’s private equity clients. Vicki is a lifetime member of Girl Scouts and has served on the Girl Scouts of the USA National Board since 2017.

Vicki previously worked as senior vice president of sales operations and enablement at Nielsen, where she was responsible for business transformation across 20 markets and 4000 associates. Prior to this role, she oversaw data acquisition, data science, operations, and technology for Nielsen’s Buy segment in its two largest markets, accounting for more than \$1 billion. As a Master Black Belt in business process improvement, Vicki led a global team of Black Belts improving quality and reducing cycle time. She held senior commercial roles at Nielsen, including leading BASES North America, with responsibility for \$125 million+ in revenue and a team of 300+. In addition to her work in the North American business, Vicki also lived and worked in Belgium, with responsibility for client relationships in Europe, the Middle East, and Africa.



Members-at-Large



Lorraine Hack | New York, New York

Girl Scout alum and lifetime member Lorraine Hack has devoted her personal and professional life to empowering women and getting more women into positions of leadership. Lorraine’s mom, who was also her troop leader, raised her daughters with the belief that women could do anything.

Lorraine is a senior client partner at the renowned global public organizational consulting firm Korn Ferry. Before consulting, her prior corporate experience included executive positions in industry, including COO, head of corporate strategy, and CFO. Lorraine worked at MTV Networks/Viacom for a decade, with additional experience at Paramount Pictures, HBO, and Sesame Workshop. She was also an early employee at the for-profit online education venture Fathom, where she built the corporate infrastructure and had responsibility for finance, accounting, legal, and facilities, as well as human resources. This base in industry has led Lorraine to focus on the technology industry as well as to recruit digital executives and bring advanced technological capabilities to companies in a myriad of non-tech industries for various C-suite roles. She also places corporate board members, with a specialty in diversifying board composition.

A frequent public speaker, Lorraine has shared her expertise on upgrading organizational talent, transforming culture, and promoting women’s advancement. A founding board member of Women in America (WIA), a unique mentoring program matching early professional women with other female executives—including Fortune 500 CEOs—she was named chair of the organization in 2016. Over 200 young women have graduated from the WIA program. Lorraine has served as an adult volunteer for Girl Scouts since 2018, when she was elected to the National Board Development Committee.

Lorraine earned a bachelor of science from New York University in finance and international business; she holds an MBA from Fordham University, with a concentration in media and communications.

Leadership for the 2020–2023 Triennium

Members-at-Large



Vievette Henry | Muttontown, New York

Vievette Henry is the mother of a Girl Scout and is a passionate advocate for girls and women. Vievette, a lifetime member of GSUSA, grew up in Jamaica where she did not have the opportunity to join Girl Scouts as a child, but she enrolled her daughter as a Daisy and knows that the program has impacted her in many positive ways.

Vievette Henry is the global head of organizational effectiveness and inclusion at American Insurance Group (AIG), and previously was their head of HR for technology/digital and global legal regulatory and compliance. At AIG Vievette is a graduate of the Women's Executive Leadership Initiative (WELI), a cohort of global senior woman who champion culture change, ideation, diversity, and inclusion. Vievette led a global team of senior HR business partners, talent acquisition, learning & development (L&D) professionals in 100 locations. She was selected to spearhead location strategy efforts to build the new innovation center in San Francisco, a brand-new cyber center in Reston, Virginia, and the technology centers in Dublin and North Carolina. She achieved \$800M in cost savings in three years through strategic reorganizations. Prior to AIG, Vievette was executive director, senior human resources business partner at Columbia University. She holds an MBA from Dowling College and earned her BA in computer science from Clark University.

Vievette has strong volunteer and governance experience. At JP Morgan Chase she established a Diversity Champion Recognition program and was the three-time winner of the Corporate Diversity Champion Award. She also served on the board of the YWCA and East Woods School. She volunteers with the Harlem Educational Activities Fund and is a mentor/sponsor with the African Leadership Academy.

Born in Jamaica, Vievette is an American citizen who has worked in Switzerland, England, Spain, and the US.



Members-at-Large



Vidya Krishnan | Richardson, Texas

Lifetime member Vidya Krishnan currently serves as an executive sponsor for the Ericsson-Girl Scout Alliance, which works to align Ericsson's people, business, and technology with the programs, vision, and mission of Girl Scouts to build tomorrow's STEM leadership pipeline today. She is passionate about encouraging young women to take their rightful place in impacting business and society, leveraging Girl Scout STEM programs that build competence and confidence. She works actively with Girl Scouts towards the STEM Pledge to put 2.5 million girls into a progressive STEM pipeline by 2025.

Vidya is the global chief learning officer of Ericsson, building critical future skills for Ericsson's 95,000+ people across 180 countries. She is a recognized industry thought leader and speaker on the future of learning at work, 5G and IoT workforce readiness, connected learning, women in STEM, and youth outreach programs. She earned her MS in electrical engineering from Stanford University, and her BSE in electrical engineering from Princeton University. She is passionate about using digital learning solutions to build STEM readiness in Girl Scouts and volunteers.

Vidya serves as cochair of the Princeton University Electrical Engineering Alumni Advisory Council and is on the STEM Advisory Board of Girl Scouts of Northeast Texas. She and her best friend have long coached their kids' team for Destination Imagination, a global nonprofit that fosters creative problem-solving skills.

Vidya was born in Bangalore, India, and grew up in New Jersey. She now lives in Texas with her husband, two kids, and two (unruly) dogs. Although she missed out as a child, Vidya is a proud and grateful Girl Scout now, because, as she says, "The Girl Scout story is truly my story."

Leadership for the 2020–2023 Triennium

Members-at-Large



Rose Littlejohn | New York, New York

Rose Littlejohn joined the Girl Scout Movement as an adult volunteer where, she says, she found her purpose. She has been a dedicated and active board member of Girl Scouts of Greater New York and has served in several roles since 2007, including board chair, board president, Executive Committee member, and cochair of strategic planning. Serving on the Girl Scouts of Greater New York board gave Rose a connection to her hometown's council volunteers and the impact they have on girls. In 2017, Rose, a lifetime member, expanded her service to the Movement and joined the National Board.

Rose is the managing director for administrative services at PricewaterhouseCoopers (PwC), responsible for administrative staff, office services, digital and market meetings and events, US/MX security, and admin automation strategy. Prior to joining PwC, Rose was the director, global security, and ethics officer for American Standard Co. and the global security senior manager, responsible for Europe, the Middle East, and Africa, at Avon Products.

In addition to her professional work and Girl Scout volunteer service, Rose serves on the advisory board of Pace University's management program for safety and homeland security professionals and the advisory board for the Dyson School of Pace University. She has served as the chair of the secretary of state's Overseas Security Advisory Council for Security Awareness and Innovation and is a member of the Domestic Security Advisory Council.

Rose holds a bachelor's degree in business management, a master's degree in business administration, and a doctorate in organizational leadership from the University of Phoenix. She is also a graduate of the Cornell University College Program, a certified fraud examiner, and certified through Georgetown's Strategic Cybersecurity Program.



Members-at-Large



Sue Major | Rancho Santa Fe, California

Sue Major is a lifetime member and the second of three generations of Girl Scouts. Sue's mother was a lifelong Girl Scout and Sue's troop leader. Sue was her daughter's troop cookie mom and supported her daughter as she earned her Silver Award.

Sue is founder & CEO of Major Executive Search, a global retained search firm based in San Diego, bringing a blend of experience from both search and the technology industry itself. Prior to establishing Major Executive Search, she opened San Diego's first top ten search office for A.T. Kearney Executive Search. Sue's expertise is in the technology industry and global high-growth companies. As an executive at Motorola, she introduced numerous technology products, including cellular handsets and a first-generation PDA smartphone. At Ameritech, she led marketing efforts that expanded paging and wireless data services. Additionally, she has been awarded two patents in wireless messaging

Sue has been a member of the National Board since 2017. Prior to that, she held several volunteer leadership positions with Girl Scouts San Diego. She completed two terms as a board director, chaired the Fund Development Committee, and served on the Board Development Committee. She was also awarded the Promise Circle Award and Courage, Confidence, and Character Award from Girl Scouts San Diego. Sue is active in both professional and community service communities. She serves as a board member for the Global Telecom Women's Network. She also serves on a number of private boards, including Northeastern University Board of Overseers, Foundation of the Zoological Society of San Diego, and the La Jolla Music Society.

Sue graduated with a BA and MBA from Northeastern University. She and her husband, John, live in Rancho Santa Fe, California, and have two children.

Leadership for the 2020–2023 Triennium

Members-at-Large



Lydia Mallett, Ph.D. | Philadelphia, Pennsylvania

Dr. Lydia Mallett is the daughter of educators who were activists and community organizers. This instilled in her a passion for her community. A native Detroiter, Lydia has always been an advocate for women and girls. While she was not a Girl Scout growing up, she is now a lifetime member and has been involved with and led several organizations focused on women and girls. Her commitment to women and girls reaching their full potential has also been an integral part of her professional life. Lydia has experience in the consumer foods, safety and security, and manufacturing industries. Her leadership roles have included chief

diversity officer and leader of global talent acquisition at DuPont. She led the development and execution of aggressive strategies for inclusion and diversity, employee engagement, and talent acquisition. Her dynamic, thoughtful, and inclusive approach garnered leadership commitment to support the implementation of business-aligned programs and initiatives resulting in strong outcomes.

Some of Lydia's roles prior to DuPont include vice president of global staffing and diversity with Tyco International, where she led the design and implementation of a global inclusion and diversity center of excellence; and director of global talent acquisition and chief diversity officer for General Mills.

Lydia holds a PhD and an MA in social psychology (Michigan State University), an MA in labor and industrial relations (Michigan State University), and a BA in psychology (Michigan State University). She attended Harvard Business School's *Women on Boards: Succeeding as a Corporate Director*.

She has been a member of the Executive Leadership Council (ELC), serving as cochair of the governance committee; the Minnesota Women's Campaign Fund, where she served as president; and the Council on Global Diversity, where she was conference board chair.



Members-at-Large



Rumi Morales | Oak Park, Illinois

Lifetime member Rumi Morales is a globally recognized leader in identifying, developing, and investing in the emerging technologies that will define our economy's next generation. As a proud daughter, sister, wife, and mother of a young girl and boy, she is inspired every day by the motto "Be the change you wish to see in the world."

An early specialist on the impact of digital currency, robotics, and artificial intelligence on established industries, Rumi is also a longtime financial executive with deep expertise in economic policy and capital markets. Rumi is a partner at Outlier Ventures and previously led the venture arm of the CME Group and the Global Markets Institute at Goldman Sachs. She also launched her own economic research firm and has been a guest lecturer at leading universities around the world. *Institutional Investor* magazine twice named her one of the "most powerful dealmakers in financial technology" and Crain's recognized her in their esteemed 40 Under 40 list. Currently based in Chicago, she began her career in venture capital in London, Kuala Lumpur, and New York, and has invested across three continents and lived in seven countries.

An MBA graduate from the NYU Stern School of Business, Rumi received her undergraduate degree from Wellesley College, where she was committed to the education and advancement of young women. She was a founder and board member of the Women's Initiative Network at the CME Group and is an advisory board member of Fintex FTW, a group working to inspire, attract, and advance women in the financial technology space.

Leadership for the 2020–2023 Triennium

Members-at-Large



Brit Morin | San Francisco, California

Brit Morin is a Girl Scout alum and lifetime member, and joined the Girl Scouts of the USA Board of Directors in 2019. She is passionate about mentoring women and girls and engaging in honest dialogue about the issues that matter to them. Her interests include tech, storytelling, design, women, photography, the great outdoors, and just about any creative project she can get her hands on.

Brit is the founder & CEO of Brit + Co, a lifestyle and online learning company providing classes, content, product, and experiences geared towards women with a creative spirit and a do-it-yourself attitude. With an engaged community of 125+ million women and over 200,000 online class enrollments, Brit + Co is the leading destination for learning and discovery among female millennials. Brit has been named to *Ad Age's* 40 Under 40, *Adweek's* Creative 100, *Forbes's* 30 Under 30, *Fortune's* Most Promising Entrepreneurs, *Refinery29's* 30 Under 30, *Parents* magazine's Most Influential Millennial Moms, and *ELLE* magazine's American Women at 30. Morin is also the author of the bestselling book *Homemakers: A Domestic Handbook for the Digital Generation*, which debuted in early 2015. She is a regular lifestyle expert on *Good Morning America*, the *Today* show, *Live with Kelly & Ryan*, *Rachael Ray*, and more.

In addition to her volunteer board service for GSUSA, Brit is a board member of Life360. She's a Henry Crown fellow and member of the Young Presidents' Organization (YPO). Prior to founding Brit + Co, she worked in product and marketing roles at Google and Apple.

Brit was raised in San Antonio and attended the University of Texas. She currently resides in San Francisco with her husband and two young sons.



Members-at-Large



Ileana Musa | Miami, Florida

Originally from Cuba and raised in Miami, Florida, Ileana Musa is a lifetime member of GSUSA and strives to mentor young Latinas and build the entrepreneurship and finance workforce pipeline. She leads by example as managing director and cohead of international wealth management, and head of international banking and lending, at Morgan Stanley. Ileana hopes to instill her mantra in her young daughter and Girl Scouts around the world: “Take personal risks, never hesitate to ask, use your influence to serve, not take. Remember the one caveat: Never fail to embrace the unknown while never forgetting who you are.”

Prior to joining Morgan Stanley, Ileana was the global client segment and strategy executive for Merrill Lynch Wealth Management. Before that, she was head of international credit and banking within Bank of America’s Global Wealth & Investment Management Banking group. Ileana held numerous assignments in wealth management banking and brokerage after joining Bank of America in 2005. Prior to that, she held several leadership roles in the domestic, international, and affluent banking platforms at JPMorgan Chase. Ileana was named to the 2019 MAKERS list at Morgan Stanley. In 2017 and 2018 Ileana was featured in *Fortune* magazine, and in 2019 she was recognized as one of ALPFA’s Top 50 Most Powerful Latinas in corporate America.

Ileana is a member of the corporate advisory board of the Association of Latino Professionals for America (ALPFA) and leads Women of ALPFA, a strategic initiative focused on advancing Latinas. She serves on the advisory board of Florida International University Honors College and the board of the Cuban Heritage Collection at the University of Miami.

Ileana received her BBA degree with a concentration in finance from the University of Miami and an MBA degree from Florida International University.

Leadership for the 2020–2023 Triennium

Members-at-Large



Debbie Nielson | Ogden, Utah

Debbie Nielson is a lifetime member of Girl Scouts of the USA and has served as a Girl Scout volunteer for 35 years, beginning as a troop leader for her daughter's troop and later becoming a board member of Girl Scouts of Utah, serving as its president for six years and receiving the Thanks Badge II. Under Debbie's leadership, Girl Scouts of Utah created a strategic board development committee, protected and enhanced its camp properties, conducted a capital campaign, and brought the triennial convention of Girl Scouts of the USA to Salt Lake City in 2014. Debbie has also served on national governance task groups for GSUSA. Additionally, she served as interim CEO for the Utah council.

Debbie has been recognized by the Lt. Governor's office in Utah and the local Chamber of Commerce in Ogden for her volunteerism and philanthropic efforts. She has served on the National Board since 2014 and serves on the National Board Development Committee and Executive Development & Compensation Committee, and chairs the Pension Advisory Committee. In addition, she is serving on the National Council Session 2020 Advisory Task Group.

Debbie, a Wisconsin native, has lived in Utah for over 40 years. Her career with the West Bend Company took her to New York, NY, and later to Ogden, Utah. For 23 years, Debbie and her husband operated a successful wholesale supplier business for home improvement products in Utah and Idaho.



Members-at-Large



Marcus Peacock | Washington, District of Columbia

Marcus Peacock married into a family of Girl Scout alums and was a proud volunteer for his twin daughters' Girl Scout troop. His wife was co-leader, and Marcus frequently supported the troop's activities, serving as everything from bus driver to camp counselor.

As chief operating officer at Business Roundtable, Marcus is responsible for the organization's day-to-day operations. He has held several high-level positions in the federal government, including deputy administrator at the Environmental Protection Agency (EPA) and associate director for natural resources, energy, and science at the Office of Management and Budget (OMB). Marcus also served as a staff director on committees in both the US House and Senate, directed a project on federal subsidies at the Pew Charitable Trusts, and, earlier in his career, was a licensed professional engineer.

While Marcus was serving as EPA's COO, the agency won the President's Quality Award for Excellence in Overall Management two years in a row—the first time an agency had won the award back-to-back. At OMB, Marcus led the team that created the Program Assessment Rating Tool (PART), used to measure the performance of federal programs. Subsequently, the PART won Harvard University's Innovations in Government Award and the American Society of Public Administration's Leadership Award.

Marcus has a bachelor's degree in industrial and systems engineering from the University of Southern California and a master's degree in public policy from Harvard University. He is a fellow of the National Academy of Public Administration and a senior member of the Institute of Industrial Engineers.



Ed C. Rastrelli | Jacksonville, Florida

Ed is a lifetime member and joined Girl Scouts of Gateway Council's board of directors in 2014. His daughter, Bella, was a Brownie at the time and his wife, Brenna, was her troop leader, so he was familiar with Girl Scouts. But it was only after joining the board that he began to truly appreciate the scope and power of the Girl Scout Movement and Girl Scouts' fundamental contribution to leadership development in young women. Building girls of courage, confidence, and character resonated with Ed, whose professional experiences had made him keenly aware that corporate America needed more female leaders; Girl Scouts was a proven leadership development organization for girls that could be a great resource for corporate America's future leaders.

Ed spent his entire 33-year professional career at Johnson & Johnson Vision Care Inc., the world leader in contact lens innovation and sales. He applied his BS in materials science and engineering and MBA degrees to multiple, varied roles in the organization. He held positions as a research scientist and manager, marketing director, and lastly as a business development executive focused on technology licensing, mergers, and acquisitions. Ed retired from Johnson & Johnson in January of 2020.

Leadership for the 2020–2023 Triennium

Members-at-Large



Erika Rottenberg | Portola Valley, California

Lifetime member Erika Rottenberg was an active Girl Scout in elementary and high school in Maryland and looks back on her cookie-selling experience as her first exposure to business, resilience-building, and entrepreneurship. Girl Scouts fueled Erika's love of the outdoors and gave her the opportunity to try new things that she wouldn't have gotten anywhere else.

Her favorite Girl Scout memories center around the outdoors, where she hiked, camped, and backpacked.

Erika has over twenty years of operational executive officer experience at successful disruptive global technology companies. Most recently, Erika was vice president, general counsel, and secretary of LinkedIn, where she built and led the company's global legal affairs, privacy, and public policy teams. As an executive and general counsel, Erika was named one of the 50 Most Powerful Women in Technology, the *Financial Times*' Most Innovative Lawyer of the Year, and the San Francisco Bay Area Best General Counsel.

Erika serves on the boards of Twilio, a leading cloud communications platform, and Wix.com, a leading web development platform. She also serves on the boards of the Center for Democracy and Technology, a global multistakeholder organization that advocates for the free, open, and innovative internet, and the Silicon Valley Law Foundation, the largest provider of pro bono legal services in Silicon Valley.

Prior to becoming a lawyer, Erika taught special education and was a teacher advocate in Anchorage, Alaska. She earned her JD from the University of California, Berkeley, and her BS in special and elementary education from the State University of New York at Geneseo. In her spare time, you'll find Erika exploring the world, hiking or biking her local trails, or making s'mores around a campfire.



Members-at-Large



Trooper Sanders | Philadelphia, Pennsylvania

A Detroit native and current Philadelphia resident, Trooper Sanders has more than 20 years of experience working at the crossroads of business, government, and the nonprofit sector. Trooper, a lifetime member, joined the National Board of Directors in 2014 to have an impact on a Movement that he sees as a powerful force in the lives of girls and the communities they live in.

Trooper currently serves as chief executive officer at Benefits Data Trust, a national nonprofit that helps people live healthier, more independent lives by creating smarter ways to access essential benefits and services. Prior to joining BDT, Trooper was a social impact and policy advisor to financial technology startups, business leaders, and philanthropic initiatives. At the Clinton Foundation, Trooper helped create the Alliance for a Healthier Generation, a joint venture with the American Heart Association to reduce obesity in the U.S. Trooper also held White House policy staff positions during two separate administrations. He most recently served as a Rockefeller Foundation fellow, carrying out a project to identify opportunities to ensure that artificial intelligence improves social and economic equity.

Trooper is a graduate of the University of Michigan and holds a Master of Science degree from the London School of Economics and a Master of Laws from the University of London.

In reflecting on his volunteer service on the National Board, Trooper says, “Seeing girls that are ready to take on the world inspires me to work hard for the Movement and make sure they have the tools to succeed.”

Leadership for the 2020–2023 Triennium

Members-at-Large



Earl M. Simpkins Jr. | Dallas, Texas

Earl is a lifetime member and the proud father of a Girl Scout who is currently working on her Gold Award. He supported her by serving as her troop's cookie dad for two years (Troop #7204), providing him a solid on-the-ground understanding of the business of cookies from both a parent and girl-experience perspective.

Earl is a partner at Strategy& (formerly Booz & Company, which merged with PwC in 2014) with over 25 years of strategy and operations experience. As the US strategy leader for the industrial products and services (IPS) business, his leadership

responsibility includes aerospace and defense, automotive, chemicals, engineering and construction, industrial manufacturing, mining, oil and gas, oil field services, and power and utilities. Earl serves in a number of additional leadership roles within Strategy&. His client experience spans a variety of topics, including corporate, business unit, and growth strategy; enterprise performance improvement; business performance management; customer strategy and operations; shared services; market assessments; mergers and acquisitions; divestitures; business planning; and capital management. He has authored several articles/viewpoints on strategic topics and been published in *strategy + business* and *Financier Worldwide*. Prior to Strategy&, Earl was with Deloitte Consulting for ten years.

Earl recently completed 12 years of service on the Girl Scouts of Northeast Texas board, where he held several officer positions, including chair of the Strategic Planning Committee, advisor to the STEM Center of Excellence, and coleader for the Strategic Learning Pilot. Earl supported the GSUSA National Cookie Task Force for three years, working with GSUSA representatives and various council CEOs. Earl serves on the board of the Perot Museum of Nature and Science and has served his church since its inception 12 years ago.

Earl holds an MBA from Harvard Business School and a BS in accounting, summa cum laude, from Florida A&M University.



Members-at-Large



Zeta Smith | Elkridge, Maryland

Zeta Smith began her Girl Scouting adventure as a Brownie. During her early years, she enjoyed learning and doing different activities that challenged her. She also enjoyed getting to know other girls that she would not have had exposure to in the normal school setting. Today, Zeta is a lifetime member and a leader known for developing talent and driving growth within some of the most respected global brands, including Starbucks, ExxonMobil, and now, Sodexo. She has taken the helm as CEO of Sodexo North America Seniors, overseeing more than 3,600 employees in more than 500 senior communities throughout the U.S.

Zeta is a member of Sodexo's Healthcare and Seniors Global Executive Committee and the North America Regional Leadership Committee.

Prior to joining Sodexo, Zeta served as a senior vice president at Starbucks, where she was responsible for growth and development of over 4,000 stores in 37 states. In her 12 years at Starbucks, she led teams through both extraordinary growth and an economic downturn. Prior to Starbucks, Zeta spent over 15 years at ExxonMobil, progressing through corporate and field operation management roles. While leading the company through constantly evolving market trends, Zeta effected positive changes in both corporate-owned and franchise operations, ultimately improving profit, revenue, and the customer experience.

Prior to moving from Washington to Maryland in the Fall of 2019, Zeta spent two years on the Executive Committee of the Junior Achievement of Washington, ensuring that children and parents were educated on the basics of financial literacy.

Zeta received a bachelor of science from the University of Maryland and an MBA from George Mason University, where she was a member of the Beta Gamma Sigma honor society. Zeta, her husband Anthony, and son Charles reside in Elkridge, MD.

Leadership for the 2020–2023 Triennium

Members-at-Large



Leslee A. Temple, FASLA | Black Mountain, North Carolina

Gold Award Girl Scout and Thanks Badge II recipient Leslee A. Temple, FASLA, has been a Girl Scout for 62 years. Invested as a Brownie, she continued through Mariner Girl Scouts, worked six years at Girl Scout resident camp, and was selected to participate in two Wider Opportunities, the precursor to Destinations. As an adult she became a troop leader. She was employed as council property manager. While on council staff, Leslee was chair of the 10 Southern California Girl Scout Councils' Resident Camp Task Force. A lifetime member of

GSUSA, Leslee reflects on her career. "I have broken a lot of glass ceilings, and I got to where I am because of leadership training in Girl Scouts. I'm honored to give back."

Leslee retired as president/CEO and majority shareholder of NUVIS, an international landscape architecture firm and a certified Women's Business Enterprise (WBE). She was the first female president of the National Landscape Architecture Foundation and the only person to serve simultaneously for three years as their interim executive director. She is one of 1,400 fellows of the American Society of Landscape Architecture (FASLA), holds certification from the Council of Landscape Architecture Registration Boards (CLARB), and has been licensed in seven states. She is currently serving on the Black Mountain Greenways Commission and has completely revised their Greenways Master Plan, which was adopted by the Aldermen in July 2019 and is being used to acquire state grants. She has decades of governance experience that includes leadership of nonprofit, public, and private boards. As board member of Plaza Bank, she was certified by the FDIC. Since 2011, she has served on the board of a privately held international medical device company.

Leslee brings 45 years of passion for the outdoors and professional experience in property development, master planning, and design to our National Board. She served on the Greater Long Beach Girl Scout Council board of directors and participated in two National Council Sessions. She served on land and resource management committees for both the San Bernardino and Los Padres National Forests. In her spare time, Leslee enjoys designing her four seasons mountain garden with a variety of color and texture, playing a five-string banjo or hammered dulcimer, and watching her golf handicap drop.



Members-at-Large



Diane Tipton | Bethesda, Maryland

Gold Award Girl Scout and Thanks Badge recipient Diane Tipton served as president of Girl Scouts Nation's Capital from 2008–2014. She was instrumental in leading the 2009 merger between neighboring Shawnee and Nation's Capital councils, expanding coverage from 11 to 25 counties. Invested as a Brownie in Georgia, and now a lifetime member, Diane was recognized for selling the most cookies in her council when she was a Junior, and earned her First Class Award, now known as the Gold Award. Diane's fondest Girl Scout memories as a girl include camping and hiking the Appalachian Trail with her troop. Diane was proud to be her daughter's troop leader.

Diane is the CEO, president, and cofounder of Self Storage Zone and has developed self-storage facilities in the Washington metropolitan region for the past 25 years. Along with her partners, she has developed, owned, and managed over 3,500,000 square feet in 33 self-storage projects in Maryland, Virginia, DC, New York, and New Jersey. Previously, Diane was vice president of finance and acquisitions for The Evans Company for ten years and was responsible for financial management, negotiating leases, and structuring debt and equity for large office and retail developments. A graduate of the University of Georgia with a BA in accounting and a MAcc in tax accounting, Diane practiced as a CPA, specializing in real estate and tax with Reznick, Fedder & Silverman. She began her career with Arthur Andersen.

Diane is a recipient of *Washington Business Journal's* Women Who Mean Business award. She is on the advisory board of CubeSmart and has served in leadership positions on numerous nonprofit boards. She is married and has two adult children, including a daughter who is a Gold Award Girl Scout.

Members-at-Large



Rachel Roché Walton | Jackson, Mississippi

Rachel's Girl Scout journey began in Girl Scouts Louisiana East. Her passion for the outdoors and youth advocacy led her to volunteer with the Girl Scout Movement over eighteen years ago. Rachel is a champion for girls and most recently served the Movement as chair of USA Girl Scouts Overseas' Council of Advisors. Rachel is a lifetime member of GSUSA and a member of the Juliette Gordon Low Society.

Rachel is a former retail buyer and market analyst. The events of September 11, 2001, led her on a path of public service in government as an intelligence analyst for the Federal Bureau of Investigation. Her professional competencies include strategic planning, forecasting, qualitative risk analysis, and protocol. Her academic strengths include international relations, forensic psychology, ethics, and human behavior.

Rachel, at her core, is a public servant and an advocate for social action. She is committed to volunteerism with more than 25 years of experience working with nonprofit organizations, including the American Legion Auxiliary, Veterans of Foreign Wars, and Delta Sigma Theta Sorority, Inc. Her passion is mentoring and empowering the next generation of female leaders.

Rachel and her husband are proud parents of five children, three of whom are Girl Scouts—a Cadette, a Senior, and lifetime member who is a Gold Award Girl Scout.



Members-at-Large



Maryann Waryjas | Bonita Springs, Florida; Burr Ridge, Illinois

Maryann Waryjas, a lifetime member, was first vice president of Girl Scouts of Greater Chicago and Northwest Indiana, chaired the Audit Committee, and was a member of the Executive Committee. She is proud of their work merging seven councils, managing property issues and banking concerns, and most of all, supporting volunteers and girls throughout the process. She has a deep-rooted passion for bringing Girl Scouts to all girls.

Most recently, Maryann served as senior vice president, chief legal officer, and corporate secretary for Herc Holdings Inc. in Bonita Springs, Florida. She has been a trusted advisor to the board of directors and a member of the senior management team, leading an organization with almost \$2 billion in revenues. Her professional experience has focused on finance and strategy. Maryann has structured and negotiated global mergers, acquisitions, divestitures, and joint ventures valued between \$20 million and \$5 billion.

Maryann spent four years as a member of the board of directors of the Chicago Stock Exchange and its parent company, CHX Holdings, Inc. She served as chair of their Nominating and Corporate Governance Committees, and as a member of the Executive, Audit, Regulatory Oversight, and Special Transaction Committees. She is a past president (two terms) of the Chicago Finance Exchange and has held other board governance roles in both for-profit and nonprofit entities. Recipient of a Woman of Vision in Business Award from the Women's Bar Association of Illinois, Maryann describes herself as "a businesswoman who happens to be an attorney." She received her law degree from Northwestern University Pritzker School of Law, cum laude, and earned her BS, magna cum laude, from Loyola University.

Leadership for the 2020–2023 Triennium

2020–2023 Non-Board, Board Development Committee Members



Felecia Gilmore-Long | Lutz, Florida

Felecia Gilmore-Long, a lifetime member and Girl Scout alum, spent 15 years as a volunteer in various leadership capacities at Girl Scouts of West Central Florida. She served on the Board of Directors for 12 years, as president for four years. She served as a delegate to three National Council Sessions, received the Thanks Badge II, and was instrumental in seeing her council grow to be a thriving, high-performing council that every day creates an environment where girls can be go-getters, innovators, risk-takers, and leaders.

Felecia worked in the banking industry for 21 years helping clients achieve their financial dreams, holding leadership roles in wealth management and branch banking with major financial institutions. Prior to banking she spent 12 years assisting clients with managing their energy usage with a local electric utility. She earned a bachelor's degree in business with a focus in marketing from Florida State University.

A life member of Alpha Kappa Alpha Sorority Inc., Felecia is active in Tampa's graduate chapter, Gamma Theta Omega, holding financial officer roles and serving on numerous committees to provide service to all mankind. A member of Allen Temple AME Church, she serves as a trustee and leads church communication via the media ministry.

She is currently fulfilling a dream to work for an organization whose mission is to create opportunities for those who are unable to do so independently through her work at Corporation to Develop Communities of Tampa, Inc. Felecia and her husband Charles reside in Lutz, Florida.



Robyn Ratcliffe Manzini | Las Vegas, Nevada

Gold Award Girl Scout, Thanks Badge II recipient, and past president of Girl Scouts of Southern Nevada, Robyn is a third-generation troop leader and the mother of a Gold Award Girl Scout. One of her greatest joys was leading her daughter's troop from Daisies to Girl Scouts lifetime membership, with nine young women earning their Gold Awards. Robyn served as service unit manager, council trainer, day camp director, two-time national delegate, WAGGGS representative to UNESCO in France, and resident camp staff volunteer in California and Ohio. In recognition for her work, her service unit created the Robyn Manzini Make A Difference Award, which has been awarded annually for a decade to a volunteer. A song leader and guitarist, Robyn has led campfires and sing-alongs for thousands of girls in eight states, and she cocreated Songfest Jamboree, a high-adventure weekend for 735 Girl Scouts from 17 councils. Married 32 years, Robyn and her husband are both lifetime members of GSUSA and have two adult children. Robyn proudly says she “bleeds green”!

Under Robyn's leadership as president, Girl Scouts of Southern Nevada's financial situation moved from a significant deficit to a balanced budget with an additional 9+ months cash reserve and no debt. Multiyear cochair of the Dessert Before Dinner gala, Robyn helped raise millions of dollars for her council. She holds an MBA from the University of Chicago and a BA from DePauw University. She worked for Nestlé-USA and General Electric.

Robyn was honored to be elected a non-board member of the National Board Development Committee in 2018. She brings 20 years of governance experience, having served on the boards of Legal Aid Center of Southern Nevada, Three Square Food Bank, Foothill Family Service, Hill Harbison House, and the DePauw University Honor Scholar Board.

Leadership for the 2020–2023 Triennium



Monica L. Martinez | Detroit, Michigan

Thanks Badge recipient, lifetime member, former chair of the Girl Scouts of Southeastern Michigan Hispanic Advisory Committee, and 2014 One Tough Cookie honoree (GS Southeastern Michigan's award recognizing female leaders) Monica Martinez is committed to supporting girls.

Monica is senior vice president, national community affairs, for Comerica Bank, which includes the management of external community initiatives and partnerships; Comerica's Diversity Business Resource Groups; corporate volunteer programming with a focus on low- and moderate-income communities; and managing all aspects of the bank's national Hispanic business development. She joined Comerica in 2006 in support of the bank's commitment to building strong relationships with Hispanic business owners, entrepreneurs, and communities. Earlier in her career, Monica worked at Ford Motor Company, where she served as grassroots and political communications manager, holding a variety of positions on the corporate staff during her ten-year tenure.

Fluent in Spanish and English, Monica holds a bachelor's degree from Eastern Michigan University, where she majored in international business with a focus in marketing. For her graduate work, she studied interdisciplinary technology with a concentration in business management at Eastern Michigan University. She has also earned certificates in nonprofit management from Duke University and corporate community relations management from Boston College. She is also a graduate of the prestigious SMU management program and is certified in diversity management from Cornell University.

Monica actively serves on the boards of the Michigan Hispanic Chamber, New Detroit, and the Metropolitan Affairs Coalition and has received a number of honors for her work. Most recently, she was named one of the 50 most powerful women in the nation by the Association of Latino Professionals for America (ALPFA) and one of the 75 most influential Latinas in the United States by *Latino Leaders* magazine. In addition, Monica was named one of the eight most influential women in Michigan by *DBusiness* magazine.

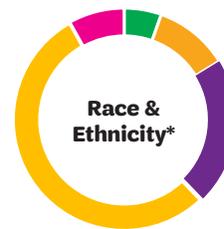
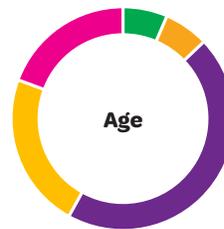
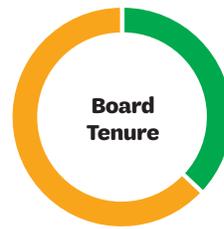
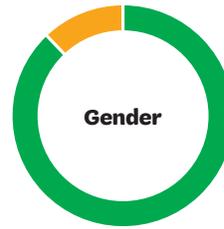
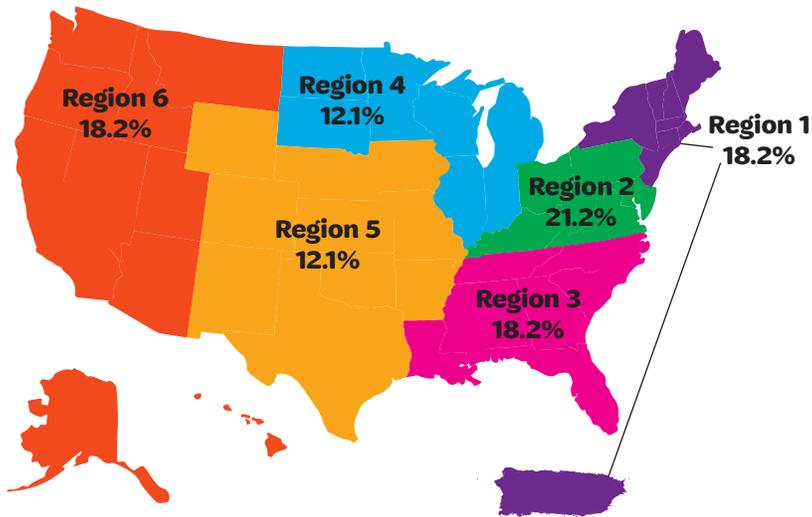
The following board members are being nominated for the NBDC (each of their bios is in the preceding section):

Vicki Gardner
Lorraine Hack

Ileana Musa
Debbie Nielson

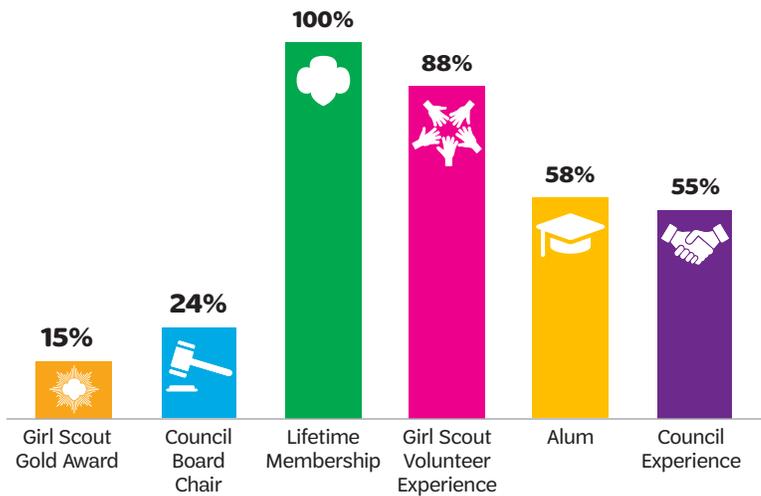
GSUSA Board and NBDC Slate Statistics 2020–2023 Triennium

Regional Demographics



*Race and Ethnicity data will exceed a 100% total, as members have self-identified as multiple races and ethnicities

Girl Scout Experience



Skills and Competencies

Change Management (84%)
Fund Development (58%)
Advocacy/Social Impact (48%)
Finance (48%)
Human Resources (48%)
Risk Management (45%)

Brand and Marketing (42%)
Technology and Innovation (42%)
Knowledge of Federated Models (35%)
Education (32%)
STEM/Outdoor Programming (32%)
Investments (29%)

Property/Land Management (29%)
Legal (26%)
Cybersecurity (19%)
Accounting (16%)

2020 National Council Session Agenda

Required Action Items

The National Council will adopt:

The Credentials Report

The credentials report is the official roll of voting members. A credentials chart is found on page 78.

Standing Rules for the Session

Proposed Standing Rules for the 55th National Council Session will be distributed with the official call to meeting prior to the National Council Session.

Program

The program is the schedule of proceedings, including the sequence of business items, and will be distributed with the official call to meeting prior to the National Council Session.



NCS 2020 Proposal Process

Every council was invited to partner with the National Board in building a strategic and future-focused agenda for the 55th National Council Session in October 2020. All councils were given the opportunity to suggest topics for the agenda via a proposal and discussion topic submission process that took place from October 2018 through August 2019.

For the first time, in 2018, GSUSA created a National Council Session (NCS) Advisory Team and invited councils to nominate individuals to participate. A group of eight representatives from seven different councils and USA Girl Scouts Overseas (USAGSO) was selected to provide guidance on NCS 2020, including reviewing proposals and discussion topics for strategic impact, making recommendations on how councils and GSUSA can prepare and engage national delegates, providing input to the National Board regarding the impact of proposals on councils and the Movement, and advising on creating an engaging and productive NCS agenda. The team includes current and former national board members and council board chairs, current and former council CEOs, and two governance interns from the G-Team, the 26-member all-girl team that had been contributing to all aspects of convention planning, including NCS, and is now contributing to developing our virtual NCS. In addition to USAGSO, they represent small, medium, and large councils and the states of Connecticut, Kansas, Minnesota, Missouri, North Carolina, Oregon, and Utah.

The NCS Advisory Team considered each proposal—the pros and cons of adopting it, what it would take to implement it, and additional information needed to make final recommendations. The NCS Advisory Team surveyed delegates via the official Girl Scout Delegate Website to seek input on concepts included in the proposals. They sought advice from subject matter experts, legal counsel, and parliamentarians. They worked with councils to gather input and feedback.

Further responding to Movement feedback, a subgroup of the NCS Advisory Team was created, composed of three members of the advisory team and three council CEOs (from California, Illinois, and Virginia), to explore the issue of dues setting in our Movement and whether additional proposals should be recommended to the board for the NCS 2020 agenda.

At the Board Chair/CEO Conference (an annual meeting of council and GSUSA leadership) in November 2019, the NCS Advisory Team and Dues Subgroup conducted information and feedback sessions on all of the proposals that councils submitted, as well as considerations for dues setting in our Movement. All proposals and discussion topics submitted to the Office of the National Board were also posted on the Delegate Website.

The NCS Advisory Team submitted information, the extensive feedback it had gathered, and recommendations to the board for its consideration. The board then voted on the proposals and discussion topics to place on the agenda.

2020 National Council Session Agenda

National Council Proposals

PROPOSAL 1

Establishment of a Task Force to Examine the Feasibility of a National Gold Award Scholarship Foundation

Originated By

Girl Scouts of Greater Chicago and Northwest Indiana

Proposal

That the National Council establish a task group, overseen by GSUSA and 2 council representatives, that includes volunteers, council staff, GSUSA Board members, and GSUSA representatives, charged with examining the feasibility of developing a college scholarship foundation to benefit Gold Award Girl Scouts. The task group will report back on the feasibility, recommendation, and timeline for potential establishment of the foundation by the 2023 National Council Session. All members of this task force shall be appointed by the GSUSA Board of Directors.

Rationale Submitted by Originating Council

When the list of available scholarships dedicated to Gold Award Girl Scouts is examined, there are VERY few scholarship opportunities offered nationwide, no matter what college or university a recipient is attending. There are some local councils that have college scholarship opportunities for young women in their jurisdiction who have attained the Gold Award, but these are usually very limited in the number of recipients and the amount of financial help awarded. Certain colleges and universities offer scholarships to Gold Award Girl Scouts, but again, these are small in number and in the amount of financial assistance. When investigating the scholarships available to our male counterparts, the National Eagle Scout Association has a plethora of scholarships for the young men to access. As a national organization, we can do better for our Gold Award Girl Scouts. By establishing a task force to examine the feasibility of establishing a National Gold Award Scholarship Foundation which has the sole purpose of funding and awarding college scholarships to Gold Award Girl Scouts, we would be sending the message that we value what our girls have already accomplished AND that we are committed to helping them attain their future goals. If as a National Council we are thoughtful in how this scholarship foundation is created and funded, we would be able to offer a significant number of college scholarships to some of the brightest and most dedicated young women in the country. By establishing a task force to examine the feasibility of establishing a National Gold Award Scholarship Foundation to benefit Gold Award Girl Scouts, we would truly be upholding our mission to make the world a better place.



Financial Impact Statement Submitted by Originating Council

At the onset of establishing a task force to examine the feasibility of establishing a National Girl Scout Gold Award Scholarship Foundation, GSUSA would have the responsibility of providing the funding to support the work of the task group. Following the report back on the feasibility, recommendation, and timeline for potential establishment of the foundation by the 2023 National Council Session, the foundation would seek out donors and develop other means to fund the foundation.

Recommendation of the National Board

The board recommends adoption of this proposal.

Reason for the National Board’s Recommendation

Promoting the Gold Award and ensuring that Gold Award Girl Scouts obtain every benefit possible for this highest achievement are important. GSUSA and councils continue to work to elevate this honor. GSUSA has developed and distributed public service announcements about the impact that Gold Award Girl Scouts have on the world, and Gold Award Girl Scouts and their achievements are highlighted locally through recognition events, fundraising opportunities, and awards. GSUSA also has obtained funding from generous donors to enable it to award scholarships to ten National Gold Award Girl Scouts each year.

If the National Council believes there is interest in establishing a Gold Award foundation, it is important to create a task force to examine the feasibility of such a foundation. The NCS Advisory Team supports the creation of this task force. There are many considerations in creating a national foundation for Gold Award scholarships. For example, significant funding would be required for a successful foundation and the source of that funding must be determined, as well as the time and resources it would take to raise such funding. The task force would also analyze the legal, tax, and financial aspects of establishing a foundation, as well as a plan for the structure and oversight of this foundation. A task force can thoughtfully work through these matters to assess whether a foundation is appropriate, and, if recommended, develop a proposed plan that would be best for the Movement.

2020 National Council Session Agenda

PROPOSAL 2

Constitutional Amendment on Membership Dues

Originated by

National Board, on recommendation of the National Council Session Advisory Team and Dues Subgroup

Proposal

To amend Article IX (Membership Dues) of the Constitution by adding as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual, lifetime, or other applicable membership dues to Girl Scouts of the United States of America.	Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual, lifetime, or other applicable membership dues to Girl Scouts of the United States of America. <u>Dues are set by the National Council or the National Board.</u> <u>The National Board shall implement procedures for communicating with and seeking input from Girl Scout councils and National Council delegates prior to any membership dues change by the National Board.</u>	Every person accepting the principles of the Girl Scout Movement and desiring to be a member of the Girl Scout Movement in the United States of America shall pay annual, lifetime, or other applicable membership dues to Girl Scouts of the United States of America. Dues are set by the National Council or the National Board. The National Board shall implement procedures for communicating with and seeking input from Girl Scout councils and National Council delegates prior to any membership dues change by the National Board.

Rationale

Given the relatedness of Proposal 2 and Proposal 3, a joint rationale is provided. See page 51 for the joint rationale.



PROPOSAL 3

Adoption of a Procedure for Communication on Dues Actions by the National Board

Originated By

National Board, on recommendation of the National Council Session Advisory Team and Dues Subgroup

Proposal

To amend the Credentials portion of the *Blue Book of Basic Documents* on page 25 following the Membership Dues and Procedures for Registration Section to create the following new procedure:

“Communications Procedures for National Board Dues Changes

Prior to any vote by the National Board to change membership dues structure or amount, Girl Scouts of the USA shall communicate with and seek input from local Girl Scout councils and National Council delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. After action is taken by the National Board, there shall be a report to Girl Scout councils and National Council delegates of the decision taken and the impact of the dues change.”

Rationale for Proposals 2 and 3

SUMMARY

Membership dues are an important topic for our Movement. Proposals 2 and 3 are the culmination of many months of discussion, reflection, and input gathering from many voices on the topic of setting dues. Together, these co-created proposals represent what the National Board believes is a shared vision for dues setting that will best meet the needs of our organization, our Movement, and the girls we serve.

Within the Movement in recent years, there has been increased dialogue and debate about membership dues. As discussed more fully below, council leadership has expressed that it is important for the National Board to have the flexibility to respond to opportunities or challenges by acting on membership dues between sessions of the National Council. Council boards and the National Board have similar responsibilities to assess local or national matters, including identifying funding needed to grow membership and serve our girls. The National Board has, since the Movement-wide discussion at the National Council Session in 2008, acted on dues in a variety of ways, including voting to raise dues in 2012 and 2016, creating an extended year membership for girls and later for adults, and approving a lifetime membership promotional incentive for long-term Girl Scout volunteers and staff. These changes have enabled the organization to serve millions of girls with our impactful girl-focused and girl-led program and have increased engagement of girls and alums with Girl Scouts.

2020 National Council Session Agenda

Council leadership has also expressed that it is important for the National Board to communicate with and gather input from the Movement on matters involving dues. Some have conveyed that communications and gathering input with respect to the increase in annual membership dues to \$25 were not sufficient and did not adequately consider the impact of the increase. Some have also voiced a desire for more information on the impact of changes. In addition, one of the councils in Alaska filed a lawsuit contesting the dues set by the National Board. That state recently interpreted our Girl Scout Constitution to reserve the right to set dues only to the National Council. The decision applies only in Alaska. While GSUSA respectfully disagrees with the decision, and other issues in the case continue to be litigated, it has added to the dialogue about how setting dues should work in our organization.

Given all of this, the National Board wanted to hear more from Girl Scout leadership overall about their concerns, issues, and views on membership dues. A Dues Subgroup of the NCS Advisory Team, including Girl Scout volunteers and council leadership, was created to bring together those important views. That group facilitated discussion and input from councils. Together with the NCS Advisory Team, it then provided recommendations that the National Board place proposals on the NCS agenda to affirm the board's authority to set dues and memorialize in our governing documents the requirement of information gathering and transparency when making decisions about dues.

The National Board agrees with the recommendations of the NCS Advisory Team and Dues Subgroup. Just as councils' boards of directors guide the councils, the National Board is elected to act as stewards of the organization and is directed to act for the National Council between the triennial sessions. This stewardship should enable the board to be nimble, especially when it comes to critical issues like finances, based on the requirements of the organization, changing circumstances, and the needs of girls and their families. The National Board continues to respect and recognize that our decisions must be informed by the Movement we serve and the insight of those who elected us. We believe these proposals balance those considerations and represent the best way for dues setting to work in our Movement.

Therefore, Proposal 2 is a Constitutional amendment that expressly affirms that both the National Council and National Board may set dues. At the same time, it mandates that the National Board must establish procedures to communicate with and seek input from councils and delegates prior to any dues changes originated by the National Board. Proposal 3 establishes those communication procedures, which include communicating about and seeking input on the proposed changes, the intended use of the funds, and potential impact on the Movement prior to the change, as well as providing for post-change reporting on the impact of the dues changes.

The following discussion provides background on dues setting since 2008, an overview of the feedback received through dialogue with the Movement, and the rationale for why the board supports the recommendations of the NCS Advisory Team and has placed the present proposals.



I. Background

Prior to 2008, membership dues were set during sessions of the National Council, which meets every three years. At the 2008 National Council Session, there was a robust discussion regarding the membership dues process and the need for the National Board to act on dues between sessions of the National Council. The National Board, noting its responsibility to oversee the organization's budget, take prudent action, and respond if financial circumstances warranted action, explained that it would begin setting dues in between National Council Sessions. The National Council could continue to bring dues proposals for vote at National Council Sessions, and the National Board would continually review the financial stewardship of the Movement and also act on dues in between sessions.

In 2012, after significant deliberation, the National Board raised dues from \$12 to \$15, effective as of the 2014 membership year. In 2016, after considering necessary investments, it announced another change in annual membership dues from \$15 to \$25, effective as of the 2018 membership year. The National Board created a \$35 extended-year membership for girls in 2017, a \$35 extended-year membership for adults in 2018, and a promotional lifetime membership discount for longtime volunteers as well as Girl Scout employees in 2019. Many of these changes were based upon recommendations and feedback from Movement task forces, and after the Constitution was amended in 2014 to enable the creation of different types of membership dues categories beyond annual and lifetime memberships.

A fuller summary of dues actions since 2008 is included in the Supplemental Information on page 57 as part of this rationale to provide additional background information.

GSUSA and councils have worked together over the years to drive membership, roll out strategic initiatives, and continue to make Girl Scouts the premier leadership development organization for girls. Members have responded positively to the extended year discount (which worked as a retention tool to increase girl signups over the summer) and the limited time lifetime membership discount. Many have expressed that \$25 is a reasonable membership fee for the value Girl Scouts receive, especially compared to other youth-serving activities. The increases in dues funded critical investments in programming, brand, and technology to sustain Girl Scouts in the future, including developing 105 new badges and 30 new Journeys, launching important research and evaluation tools, developing and scaling technology advancements with enhanced data analytics, improved volunteer tools, and Movement-wide brand campaigns.

At the same time, not all parties were happy with the \$25 dues increase. Some have expressed that there was insufficient collaboration in advance of the increase, given the understanding articulated in 2008 that implementation of dues increases would be done in consultation with and with input from councils. Some have also conveyed that \$25 dues create an adverse financial impact on girls in low-income communities and put pressure on councils that subsidize these girls' dues payments. Some voiced that a more collaborative communication, education, and evaluation process with councils in conjunction with this dues increase would have been beneficial.

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II. Input Gathering

Given the increased dialogue, the National Board wanted to hear more broadly about membership dues considerations that are important to the Movement as a whole. Accordingly, the NCS Advisory Team worked with a Dues Subgroup with additional council members to provide advice and input. The Dues Subgroup had representation from small, medium, and large councils, as well as longtime Movement volunteers.

In November 2019 the Dues Subgroup facilitated several Movement-wide leadership discussion sessions on the topic of membership dues at the Girl Scout council CEO and Board Chair conference. The sessions invited council board chairs and CEOs to discuss their views, concerns, and ideas for approaches to dues setting. 203 Board Chairs and CEOs, representing 104 Girl Scout councils, attended the conference, along with 17 National Board and National Board Development Committee members.

A range of perspectives on dues setting and parameters was discussed. At the end of the discussion session, a pulse poll was taken to gauge the Movement’s vision of the most important governance and structural considerations for dues setting in our Movement. The results of that pulse poll are shown below:

Pulse Poll Results November 2019 Board Chair/CEO Conference

What are the most important governance and structural considerations in dues setting for the Movement going forward?

Consideration	Most Important N=191	Second Most Important N=185
National Board’s flexibility to respond to opportunities or challenges by creating new membership categories, amounts, or promotions in between National Council Sessions.	50%	30%
Entire National Council Session vote	4%	2%
Collaboration with national delegates and councils prior to decisions to increase dues and/or change membership structures	25%	17%
Transparency and accountability for effective use of membership dues	17%	35%
Guardrails on amount and/or process for increasing dues	4%	16%



Participants in the sessions also submitted written feedback. Key themes arising from those comments were:

- The fiduciary responsibility of a board over financial matters, just as local boards have this responsibility
- The need for flexibility and nimbleness of a board’s decision making
- Advance communication with councils is necessary to share business need and seek input
- The importance of the board making its decisions after seeking input
- The importance of advance notice to implement changes
- The importance of considering the impact on Girl Scout councils and the girls they serve
- “Stewardship” or other reports showing accountability for the use and impact of changes in dues.

The Dues Subgroup and the NCS Advisory Team considered this feedback and the key themes of flexibility, communication and input, and transparency. They consulted with other councils and some delegates. The team reflected on the various membership dues initiatives that have been introduced over the years and the impact on the Movement, the needs of the Girl Scout organization as a whole, and how we can all work together for the good of the Movement.

III. Recommendations of the NCS Advisory Team and Dues Subgroup

Based on this input gathering, the Dues Subgroup and NCS Advisory Team ultimately recommended to the National Board that it initiate and place:

- (1) a Constitutional Amendment expressly stating that both the National Council and the National Board have authority to set dues, along with a requirement that the National Board establish procedures for communication and input gathering, and
- (2) procedures for communication and input from councils and delegates prior to changes and report outs on impact afterwards.

The National Board agrees with these recommendations. These proposals capture the key themes that have been expressed by our Movement: affirming the National Board’s ability to set dues, while ensuring communication, input, and transparency regarding the process. The National Board believes these proposals represent the best way for dues setting to work in our Movement. They encompass a collective vision for the Movement, derived after honest dialogue and consideration, that will enable our Movement to act in the best interest of our organization and the girls we serve. The proposals reflect a clear statement of our intent and ways of work.

The National Board—with fiduciary responsibilities over the affairs of GSUSA, including its finances—needs to continue to act on financial matters such as dues, which are a central part of the GSUSA budget, especially since the National Council meets once every three years. Girl Scout council boards similarly act on significant financial drivers for councils, such as the price of the council cookie box or council service or program fees, and may adjust other budgetary matters after consideration of council business needs. The National Board is elected as stewards of the organization and is tasked to act for the National Council between the triennial sessions. This stewardship requires the board to act on critical issues like finances based on the needs of the organization.

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At the same time, the National Board knows that our decisions must be informed by the Movement we serve and the insight of those who elected us. Councils, as well as delegates, have additional and important perspective on how potential dues increases or changes in dues structure may affect local programs, populations, and council plans. The National Board, in considering dues changes, should get the benefit of their insights, and wants that essential information. The National Board has heard the feedback that communication regarding the most recent dues increase could have been better and commits to a better communication process. Proposal 2 reflects that commitment by putting a promise of communication in the Constitution.

Proposal 3 expands on that promised communication by setting forth details on the communication procedures. The NCS Advisory Team and Dues Subgroup recommended the aspects of communication that were important to reflect in those procedures: communication and input from councils and delegates on the proposed changes, intended use of the funds, and potential impact on the Girl Scout Movement. Further, councils were extremely interested in learning more about the results of the dues change. Accordingly, the procedures outline that GSUSA will provide reports on the outcomes of any dues changes. This could include results and analyses of membership pilots, use of the funds, changes to financial trajectories or membership figures, trends, and more. This data-driven analysis will benefit the Movement locally and nationally. In recognition of the unique perspectives of both councils and delegates, Proposals 2 and 3 include communication and input from both groups.

Recommendation of the National Board

We believe that Proposals 2 and 3, together, encompass a collective vision for decisions on dues that reflects good governance principles, with appropriate roles and responsibilities, and mechanisms for input from relevant stakeholders. Accordingly, we adopt the recommendations of the NCS Advisory Team and Dues Subgroup and recommend that the National Council support these proposals.



Supplemental Information

Background of Dues History since 2008

The following history on dues setting within the Girl Scout Movement is provided as additional background information as delegates consider Proposals 2 and 3.

A. 2008 National Council Session

Prior to 2008, the National Council voted on changes in membership dues. In 2008, the National Council debated and voted on amendments to the Constitution that removed some procedural language requiring ballots when the National Council voted on elections and dues. In the Workbook materials on the ballot proposal, as well as during the National Council Session, the National Board discussed with the National Council that, to be more agile and better meet the needs of the organization, and as fiduciaries elected by the National Council to oversee the organization's finances, the National Board was going to begin exercising its co-extensive authority to set dues in between National Council Sessions. The National Board indicated that it would make changes in consultation with and after receiving input from councils. The National Council still retained its shared authority for dues setting during National Council Sessions. The *2008 National Council Workbook* stated the following:

Dues

The Congressional Charter and Article X of the GSUSA Constitution vest the authority to manage the affairs of the corporation with the National Board of Directors between National Council Sessions. Article V specifies the procedure by which any vote taken at a National Council Session on dues will be taken by ballot. The interpretation of the word “ballot” is explained on p. 50.

The practice of timing dues proposals for National Council action is slow and outdated. The recent custom has been to bring a dues proposal to the National Council approximately every six years. A more agile practice is needed to allow dues to be adjusted when careful analysis indicates this is necessary. As fiduciaries, National Board members are elected by the National Council to oversee the organization's finances and to act in the Movement's interest. Since membership dues are a significant source of revenue for GSUSA, the National Board will exercise its authority to set dues and will seek the input of councils prior to taking action. Just as a council board of directors might raise the price of a box of Girl Scout cookies after careful analysis of resources and trends, the National Board would make a prudent adjustment in membership dues based on sound financial research, and with input from Girl Scout councils in advance of any action.

The Congressional Charter provides, in Section 80303(b)(1), that the board has the authority to act on behalf of the National Council. “To the extent provided in the constitution and bylaws, the board of directors shall have the powers of the Council and manage the activities of the corporation between meetings of the Council.” (See *Blue Book of Basic Documents* 2006, pp. 33–35.) Article X, Section 1, of the Constitution of Girl Scouts of the USA affirms the authority of the board referenced in the Congressional Charter to act for the National Council between sessions. (See *Blue Book of Basic Documents* 2006, pp. 8–9.) While the board would be the primary dues-setting agent, the National Council would retain full rights, providing a check and balance to the process. The National Council serves as a check and balance in two major ways:

1. Members of the National Board are elected by the National Council, and, therefore, are accountable to the National Council.
2. The National Council retains the right to act on a dues proposal placed on the agenda for consideration.

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Note: GSUSA is committed to seeking a broad-based fund development strategy and to reducing reliance on membership dues as a primary source of income. GSUSA will continue to partner with councils in generating and securing additional resources focused on membership extension.

This commitment is in keeping with recommended findings of the National Board’s Task Group on Membership Subsidization, formed following the dues increase approved by the 2002 National Council Session in recognition of the impact of a dues increase on council budgets. Constitutional amendments to create additional registration options to annual and lifetime membership (Amendment of Articles V, VIII, and IX) would potentially increase enrollment. Options might include multiyear membership, introductory registration, and family dues.

During the National Council debate on the Constitutional amendments, a motion was made to reinsert some of the language from the ballot and voting section of Article V, Section 5, of the Constitution so that the sentence that remained stated “Decision on membership dues shall require a majority of votes cast.” Delegates inquired from the floor whether the reinsertion of this sentence would limit dues authority to the National Council. Legal counsel advised the delegate body that it did not change the shared authority over dues that the Constitution otherwise provides. The body then passed the proposal.

B. 2012: National Board Votes to Raise Dues from \$12 to \$15

In January 2012, the National Board voted to raise dues from \$12 to \$15, effective October 1, 2013 (for the 2014 membership year). The vote was taken and announced more than a year in advance of the effective date to enable councils to plan for the change.

C. 2014: National Council Session

During the 2014 National Council Session, the National Council considered a proposal to amend the Constitution to increase flexibility for membership dues. A task group with council and GSUSA representation had sponsored the proposal after studying dues during the 2011–2014 triennium and concluding that the organization needed to be able to innovate and respond quickly to new opportunities. As set forth in the *2014 National Council Workbook*:

The Constitution of Girl Scouts of the USA references two types of membership dues categories—annual and lifetime. If adopted, this proposal allows future flexibility in membership dues categories and enables GSUSA, in partnership with councils, to align membership categories and dues with membership trends and needs. The intention is to introduce more general language to accommodate future categories of membership and dues.

The *Workbook* explained that the recommendation was for more flexible language to ensure that GSUSA’s governing documents could “accommodate innovation and enable quick organizational responses to new opportunities.” As examples, the task group suggested consideration of 16-month membership options for girls and adults, providing incentives or discounts for membership, or family memberships. A council representative from the task group placed the motion, stating:



“While authority for the establishment of any future membership or dues categories rests with the National Board of Directors, recommendations will be developed via a co-creation process with councils and you, the membership, as we together seek to extend the benefits of Girl Scouting to an increasingly diverse communities of girls and families. The time is now. Your vote for proposal one, all three parts, will create flexibility in our governing documents. It will demonstrate pragmatic leadership and enable Girl Scouting to be responsive to emerging realities. Thank you.”

The proposal was approved.

D. January 2016: National Board Votes to Raise Dues from \$15 to \$25

In January 2016, the National Board voted to change annual dues from \$15 to \$25, effective October 1, 2017, for the 2018 membership year. As with the 2012 vote to increase dues from \$12 to \$15, the vote was taken and announced more than a year in advance of the effective date to enable councils to plan for the change. The increase was intended to help GSUSA sustain and improve its leadership programs, implement digital innovations and technology to enhance the girl and volunteer experience nationwide, maintain services for 2.7 million members, and work to engage 59 million alums around the world. In connection with the dues increase, GSUSA granted \$4.9 million back to councils to assist with membership efforts for girls from underserved and underrepresented communities.

E. April 2017: National Board Approves Extended-Year Membership for Girls

Following the direction of the National Council to innovate and create additional types of membership dues categories and incentives, in April 2017, the National Board approved an extended-year membership option for new girls, to be effective May 1, 2018. This option enabled new girl members to sign up during summer activities and continue through the entire next year at a discounted rate of \$35. It addressed a commonly expressed pain point around recruiting for a full-year membership over the summer (as required to participate in summer camp activities) when less than half of the membership year was left. The concept came directly out of the recommendations of the 2011–14 Membership Task Group and was further refined by an additional working group that included eight council CEOs and board chairs.

F. 2017: National Council Session

During the 2017 National Council Session, the National Council passed a lifetime membership proposal that changed the amount of lifetime membership dues from 25 times annual dues to a flat amount of \$400 and changed the discounted rate of 13 times annual dues for graduating girls to a flat discount of \$200 for young alums (anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member). The adjusted lifetime membership dues pricing was immediately instituted following the affirmative vote.

G. April 2018: National Board Approves Extended-Year Membership for Adults

After further consideration of the \$35 extended-year membership dues, councils requested that the board expand it to new adult members as well. The National Board was able to act quickly to respond. In April 2018, in consultation with councils, the National Board voted to expand the previously approved extended-year membership for new girl members to include new adult members as well, in time for the same effective date of May 1, 2018.

Extended-year membership has been well received in the field. It allows councils to engage new members earlier so that councils can communicate and engage with them throughout the summer.

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H. January 2019: National Board Approves Lifetime Membership Discount

In January 2019, to encourage engagement, grow membership, and acknowledge those with longstanding commitments to the Movement, the National Board approved a one-month pilot promotion on lifetime membership, providing a temporary discounted lifetime membership rate of \$200 during April 2019 for volunteers with ten or more years of service and council and GSUSA employees. For each lifetime membership collected during this promotion and thereafter, \$25 was granted back to the local council through which the individual registered to fund an annual membership for a girl from an underserved community in the member's local council. In the case of those registering directly through GSUSA, the \$25 was granted to the council associated with the zip code of the member's residence.

The April 2019 lifetime membership promotion was extremely successful: for the past five years, an average of 3% of volunteers with ten or more years of service signed up for lifetime membership annually, and during this one-month promotion, approximately 13% of them signed up. Of those, 2.5%—1,800 volunteers—did so on the last day of the promotion, nearly double any other day of the promotion.

I. Litigation

As mentioned previously, one council in Alaska (the Farthest North Girl Scout Council) filed a lawsuit in Fairbanks, Alaska, against GSUSA contesting the \$15 and \$25 dues set by the National Board. On May 1, 2018, the trial court in Alaska dismissed the case and held that the Girl Scouts' governing documents give the National Board the authority to set dues. On September 13, 2019, the Alaska appellate court reversed and interpreted the Girl Scouts Constitution as providing the National Council with the exclusive right to set membership dues. It sent the case back to the trial court in Alaska for continued litigation on other issues, which is currently proceeding as of the publication of this Workbook. This litigation addresses only claims brought by one council in Alaska. Outside of Alaska, the National Board continues to believe in good faith that the Constitution and Blue Book as a whole provide it with the authority to set membership dues, as illustrated by the Movement's collective actions over the last decade.

J. NCS 2020

The National Council Session in October 2020 includes four proposals on membership dues. This is an opportunity for the delegate body to discuss and reflect on the dues-setting process. Coming together through our democratic process will help us move forward as a Movement at this critical time in our history, when girls need Girl Scouts more than ever.



PROPOSAL 4

Membership Dues Increase Restriction

Originated by

Girl Scouts of Greater Chicago and Northwest Indiana

Proposal

To amend provisions in the Membership Dues and Procedures for Registration section of the *Blue Book of Basic Documents* p. 24, by inserting after “affiliation” and before “Girl Scout” the wording, as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Membership Dues and Procedures for Registration</p> <p>In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.</p>	<p>Membership Dues and Procedures for Registration</p> <p>In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. <u>The National Board of Directors must seek approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium.</u> Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.</p>	<p>Membership Dues and Procedures for Registration</p> <p>In order to be a member of the Girl Scout Movement in the United States of America, a person must register with and pay annual, lifetime or other applicable membership dues to Girl Scouts of the United States of America. This is done locally through the Girl Scout council of USA Girl Scouts Overseas committee with which she or he is affiliated or through national headquarters if she or he has no council affiliation. The National Board of Directors must seek approval from the National Council whenever a planned dues increase will result in dues increasing more than a total of 25% in any one triennium. Girl Scout councils account for membership dues in the custodian fund and transmit to GSUSA within two months of receipt all monies received for membership dues. These funds are not to be invested by the council for the purpose of generating income for the council.</p>

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Rationale Submitted by Originating Council

The most recent membership dues increase in 2017 came in at a rate of 67%. This increase, while financially advantageous for the national organization, posed a severe hardship for the councils. Since it is the responsibility of each council to provide financial assistance for girls in underserved and economically disadvantaged communities, the obligation for the membership dues for these girls falls upon the local councils. The councils are extremely committed to ensuring that Girl Scouting is available to all girls, no matter what their economic status might be. However, such an enormous increase at one time makes it difficult for the councils to provide the necessary funds for financial assistance and may force some councils to decrease the number of assisted memberships available. This proposal would increase collaboration between the National Board and councils in two ways: 1) Allow the National Board of Directors to continue to determine the amount for membership dues; and 2) Affirm that any increase would not prove to be too burdensome on the members, families, or councils.

Financial Impact Statement Submitted by Originating Council

Although there will always be some budgetary impact for the councils when the membership dues are increased, this proposal would ensure a more manageable impact by allowing councils to set their financial assistance budget based on the assumption of a membership dues increase below a total of 25% in any triennium.

Recommendation of the National Board

The board does not recommend adoption of this proposal.

Reasons for the Board's Recommendation

As financial stewards and fiduciaries of the organization, the National Board needs to be able to make economic decisions on behalf of the organization based on the circumstances at the time. Dues increases will be done after careful consideration of the need and impact. In addition, Proposals 2 and 3 will ensure that the board considers all factors and makes informed decisions in making dues decisions by seeking input from councils and delegates on the proposed changes. The NCS Advisory Team also does not recommend adoption of this proposal.



PROPOSAL 5

Constitutional Amendment on Consistency in Delegate Terms

Originated by

Girl Scouts of Central and Southern New Jersey and
Girl Scouts of Southeastern New England

Proposal

That Article IV (The National Council), Section 7 (Term of Delegates) of the Constitution of Girl Scouts of the USA be amended by inserting the words, “shall be elected in the calendar year preceding the National Council Session and” after the word “councils” and before the word “shall”. If adopted the text would read as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.	Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall be elected in the calendar year preceding the National Council Session and shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.	Subject to the requirements of the preceding sections of this article, delegates elected by local councils shall be elected in the calendar year preceding the National Council Session and shall serve as members of the National Council for three years from the date of their election or until their successors are elected, provided they remain the delegates of the local council which elected them; delegates from USA Girl Scouts Overseas shall serve as members for three years from the date of their selection or until their successors are selected, provided they remain delegates from USA Girl Scouts Overseas; members of the National Board of Directors and National Board Development Committee shall be members of the National Council during their term of office; those persons elected by the National Council shall serve until the next regular session of the National Council.

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Rationale Submitted by Originating Councils

Currently the majority of National Council Delegates elected from councils begin their term 6–7 months prior to the National Council Session. This allows little time for these delegates to become knowledgeable about their role, informed about the issues to be addressed, and educated about how business is conducted during the National Council Session. The delegate experience for these individuals is not ideal. They experience an intense period of activity prior to the National Council Session, return to their councils and report on that experience, and then begin to develop concepts for the next National Council Session.

If all National Council delegates elected from councils began their terms during the year prior to the National Council Session, the delegate experience would follow a more logical pattern. In the first year of their term they would become familiar with their role, constituency, and issues or concepts to bring to the National Council by participating in the Proposal/Discussion topic submission process. During the second year of their term they would attend the National Council Session better prepared to address these agenda items. Finally, they would report back to their councils on the experience of and actions taken at the National Council Session. They would end their term by training their successors.

Financial Impact Statement Submitted by Originating Councils

This will have no financial impact on councils or the GSUSA. It is simply a change in timing for activities that already take place. Guidance on how to elect delegates in advance of knowing the exact allocation of delegates per council already exists and is implemented in approximately 15 councils. This proposal will make that process universal.



Recommendation of the National Board

The board recommends approval of this constitutional amendment.

Reason for the National Board’s Recommendation

This proposal would improve the delegate experience and further the goal of delegate engagement. As noted by the originating councils, most councils currently elect their delegates to the National Council for a three-year term that starts only six to seven months prior to NCS. This is a compressed time period for delegates to become knowledgeable about their role and informed about the issues that will be addressed at NCS. If the three-year term started earlier, it would allow more time for councils to educate the delegate body. It also will enable those same delegates to start their term during the time period when councils submit proposals, allowing them to help shape the proposals that they will ultimately be voting on at the National Council Session.

Feedback from a delegate survey hosted on the Delegate Website cited the benefits of having more time to fully prepare for the role. Councils also advised that this would provide more opportunities for delegates to engage in the planning process for NCS and to engage on the topics that would be presented. The NCS Advisory Team supports this proposal.

Delegate engagement throughout the triennium is a priority for the National Board. In 2018, GSUSA reactivated the Delegate Website to communicate more frequently with delegates and will keep the website active throughout the triennium. GSUSA has additionally hired a full time National Engagement Lead devoted to delegate engagement, facilitated a mid-triennium call with national CEO Sylvia Acevedo for delegates in August 2019, in which she addressed important topics for our Movement, and distributed enhanced toolkits for delegate selection and engagement to councils. Electing delegates early and at a consistent time across the Movement will allow for more engagement and sharing of ideas and information.

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PROPOSAL 6

Lifetime Membership Discount

Originated by

Girl Scouts of Connecticut

Proposal

To amend provisions in the Credentials/Certificate of Membership/Membership Requirements/Lifetime Membership section of the *Blue Book of Basic Documents* (p.25) by adding as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members; discounted lifetime membership dues of \$200 shall be offered to anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member.	Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members; discounted lifetime membership dues of \$200 shall be offered to anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member; <u>discounted lifetime membership dues of \$200 shall be offered to anyone who is a registered member and has served as a volunteer for a period of 10 or more years at the time of becoming a lifetime member.</u>	Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members; discounted lifetime membership dues of \$200 shall be offered to anyone who was a registered Girl Scout member before the age of 18 and is under the age of 30 at the time of becoming a lifetime member; discounted lifetime membership dues of \$200 shall be offered to anyone who is a registered member and has served as a volunteer for a period of 10 or more years at the time of becoming a lifetime member.



Rationale Submitted by Originating Council

Instituting a second category of membership eligible for the discounted rate of \$200 would recognize the continued support and commitment to the Girl Scout Movement that such long-term volunteers have shown, and it would encourage volunteer retention at a time when many volunteers are beginning to phase out of traditional troop leadership roles.

Implementing a long-term volunteer discount will further advance strategic alumnae goals by making lifetime membership more accessible and attractive to volunteers who may otherwise begin to leave the organization, by allowing them to solidify their commitment and promoting a broader base of support in local communities and councils. A larger pool of Lifetime Members will provide Councils with more links to communicate with adults committed to our organization while providing a platform through which Councils can encourage continued volunteer participation at the Service Unit and Council levels.

As volunteers reach higher levels with their troops and are perhaps past the under-30 “Young Alumnae” category, they may want to take advantage of lifetime membership to show their support for the Movement. They are more likely to purchase lifetime memberships for themselves and/or their daughters with this more affordable option in place. Councils have a better chance at retaining those volunteers with 7-8 years of membership who are close to the 10-year benchmark; likewise, they may retain those volunteers with 12-13 years of service who may otherwise end their involvement with Girl Scouts when their troop graduates.

Financial Impact Statement Submitted by Originating Council

There would be no initial cost to the national organization or Councils to implement this change; however, there is potential for some potential lost revenue to GSUSA.

Analysis of Lifetime Membership data during the special April 2019 promotion indicates a positive impact on the number of eligible volunteers who would take advantage of a discounted category. During April 2019 alone, almost 8,000 long-term volunteers nationally took advantage of the \$200 discounted Lifetime Membership rate. Over the past 15 years there’s been an average of 3,609 Adult Lifetime Membership sign ups per membership year nationally.

Based on current membership records in Looker, it appears that more than 57,000 volunteers have 10+ years of membership, do not have an existing Lifetime Membership, and would be eligible for this discounted category. If even 10% of those eligible members opted to purchase at the discounted rate, the initial membership fees would equal \$1 million! GSUSA would see initial lost revenue from each new class of discounted Lifetime members’ annual membership fees after year 9; however, there is no guarantee of retention year-to-year. In addition, if that upfront discounted Lifetime membership fee is invested partially in some sort of endowment fund, there might be an opportunity to recapture the future lost revenue that would begin in year 9. Over time, a long-time volunteer discount would be expected to broaden the base of Lifetime members, adding to overall revenue.

Another ancillary benefit that is hard to quantify at this time is the retention of girls. We know that many troops often disband because a leader no longer remains in his or her role. For those leaders in their roles for 6-7 years, the anticipation of a discounted Lifetime membership at year 10, might give them the incentive to keep going!

We believe there would be a net positive financial impact to GSUSA and the Councils as a more affordable category would lead to a greater number of volunteers purchasing Lifetime Memberships. The change would also create a more accessible option for Legacy Giving from Service Units or Girl Scout families who may gift a Lifetime Membership to long-time volunteers.

We believe this would result in a net positive effect to the Girl Scout Movement overall due to the increased retention of long-term volunteers, and maybe even extend troop longevity, by creating stronger bases within local communities that support Girl Scouts and generating goodwill for the brand overall.

As this pricing level was already put in place during the April special promotion, we do not believe there would be any associated operational costs to make this a permanent membership option.

Recommendation of the National Board

The board does not recommend adoption of this proposal.

Reason for the National Board's Recommendation

The board agrees that recognition for, and retention of, our long-tenured volunteers is important. These volunteers are critical to our mission; the knowledge and commitment that they bring to our girls is immeasurable. Recognition for this important group is why the board authorized a special promotion of \$200 for Lifetime Membership in April 2019 for tenured volunteers and GSUSA and council staff.

Limited time offers are motivators and incentivize individuals to act. Generating more lifetime members benefits the Movement in so many ways aside from revenue: it creates a stronger alumnae network, creates access to a pool of amazing volunteers whose expertise can benefit GSUSA and councils, and solidifies a life-long commitment to girls.

The limited April 2019 lifetime membership promotion resulted in a surge of lifetime membership registrations. For the past five years, an average of 3% of volunteers with ten or more years of service signed up for lifetime membership annually. However, during this one-month promotion, approximately 13% of them signed up. Of those, 20%—1,551 volunteers—did so on the last day of the promotion, more than double any other day of the promotion. Delegates who gave feedback on the Delegate Website agreed that targeted, periodic, limited-time promotions would serve to increase lifetime membership registrations. Permanently reducing the lifetime membership dues amount by half for 10+year volunteers would not create the same incentive.

The National Council also discussed and determined at the 2017 NCS that \$400 is an appropriate amount to contribute for a lifetime membership (for those other than young alum). A permanent 50% reduction of the cost for lifetime membership for volunteers with 10+ years of service would result in a reduction of revenues.

The board believes that keeping this standard amount and continuing to assess and, when appropriate, authorize limited-time promotions for this and other groups would be the best path forward in addition to considering other ways to incentivize, retain, and recognize our long-term volunteers.

Elections



55TH NATIONAL
COUNCIL SESSION

OCTOBER 23–25

2020

The National Council will elect the officers and members-at-large of the National Board of Directors and the members of the National Board Development Committee. (See pages 10–45.)

Basic Parliamentary Procedure

The 2020 National Council Session is unique in that it is being conducted virtually. To that end, the NCS will be streamlined and will focus centrally on the formal business of the Movement. We will use *Robert's Rules of Order Newly Revised (RONR)*, 11th Edition, the parliamentary authority of GSUSA. *RONR* allows the National Council to maintain order and accomplish business. Familiarize yourself with the contents of this section to ensure that you come to the National Council Session with an understanding of basic parliamentary procedure.

The following section provides guidance on parliamentary procedure options that Delegates can use to engage while participating in the NCS.

Main Motions

Main motions for the National Council Session are proposals. Only proposals printed in the *Workbook* or included with the call to session will be considered.

A main motion introduces a new item of business. The making of the motion comes first; discussion follows.

For this National Council Session only: The steps for handling a main motion are:

1. A member moves a motion/proposal.

- The Chair recognizes the speaker.
- The speaker states name and council name, or, if not a council delegate, name and position as a National Council member, and moves the motion/proposal. The form is: “[Name], [Council], I move that/to _____.”

2. Any member may second the motion, if a second is required, by calling out, “I second the motion” or “Second.”

- Committee motions and proposals contained in the *Workbook* do not require a second.

3. The Chair states the motion by repeating it, or by directing the members to the motion as displayed on the screen and printed in the Workbook, which formally places the motion before the assembly.

- The motion now belongs to the National Council, not to the individual who made the motion.

4. The Chair asks for discussion, giving the maker of the motion the first opportunity to speak.

- Thereafter, insofar as possible, the Chair alternates between those in favor and those against the motion.
- During this step, the motion is considered pending and may have secondary motions applied to it.
- During this period, after being recognized by the Chair, a member may introduce a privileged, subsidiary, or incidental motion. The discussion at all times must relate to the immediately pending question.
- After the discussion, or as it appears appropriate, the Chair asks, “Are you ready for the question?” or “Are you ready to vote?”



5. The Chair puts the question to a vote.

- The Chair repeats the question (motion) as made or as amended or directs the members to the motion displayed on the screen, calls for the affirmative vote, and then calls for the negative vote.
- If the Chair is in doubt as to the result of the vote, it is the duty of the Chair to verify the vote beyond a reasonable doubt.

6. The Chair announces the result of the vote.

- The Chair will announce whether the motion is adopted or lost and the result of the action.
- If there are other motions pending, discussion and voting will continue until a decision is made on the main motion.

Note: Please refer to the Order of Precedence of Motions chart below, which reflects the ranking of motions. When a given motion on the list is immediately pending, anything above it on the list is in order; anything below it on the list is out of order.

Order of Precedence of Motions

Privileged	13. Fix the time to which to adjourn	Undeatable
	12. Adjourn	
	11. Recess	
	10. Raise a question of privilege	
	9. Call for the orders of the day	
Subsidiary	8. Lay on the table	Debatable
	7. Previous question	
	6. Limit or extend limits of debate	
	5. Postpone to a certain time (or postpone definitely)	
	4. Commit (or refer)	
	3b. Amend an amendment	
	3a. Amend a motion	
	2. Postpone indefinitely	
	1. Main motion	

Basic Parliamentary Procedure

Subsidiary Motions

Subsidiary motions assist in treating or disposing of the main motion and sometimes lower-ranking subsidiary motions. Such motions are in order while the main motion, or a subsidiary motion of lower rank, is pending, and must be voted on before the main motion is voted on. Subsidiary motions have a definite order of precedence from the lowest to the highest. The motion lower in rank yields to motions that are higher in rank. If several subsidiary motions are pending at one time, the vote is taken first on the motion with the highest rank, then on the motion next lower in rank, etc.

Below are the most frequently used subsidiary motions in order of rank from highest to lowest.

Previous Question

The purpose of this motion is to immediately close debate and the making of subsidiary motions except the motion to Lay on the Table.

The previous question can be applied to the immediately pending debatable or amendable question; to a series of pending debatable or amendable questions; or to any consecutive part of such a series, beginning with the immediately pending question.

The motion requires a second, is not debatable, is not amendable, requires a two-thirds vote, and may not be reconsidered after a vote has been taken under it.

The form is: “I move the previous question” (If the motion is on more than the immediately pending question, identify these additional questions).

Limit or Extend Debate

The purpose of this motion is to change the regular time limits of debate or to change the number of speeches allowed in debate.

This motion can be applied to any immediately pending debatable question; to an entire series of pending debatable questions; or to any consecutive part of such a series, beginning with the immediately pending question.

The motion requires a second, is not debatable, may be amended, and requires a two-thirds vote. The unexecuted part may be reconsidered.

The form is: “I move that the debate on the pending motion be limited to _____” or “extended to _____.”



Postpone to a Certain Time

The purpose of this motion is to delay action on the pending question or questions until a definite time later in the National Council Session.

The motion requires a second, is debatable as to the merits of postponing, is amendable as to the time to postpone, requires a majority vote, and may be reconsidered.

The form is: “I move that the question be postponed to [state the time to which the question is to be postponed].”

Refer to Committee

The purpose of this motion is to send a pending question to a committee for further investigation and for placement in a better form for presentation to the assembly.

This motion requires a second, is debatable as to the merits of referring the question, is amendable, requires a majority vote, and may be reconsidered if the committee has not begun consideration of the referred question.

The form is: “I move to refer the motion to the _____ Committee,” or “I move to refer the motion to a committee of _____” to be appointed by the Chair, National Board of Directors, to report back” (e.g., at the next meeting of the National Council, to the National Board of Directors, or at the next National Council Session).

A motion may be referred to a committee that will report back to the present National Council Session or, if so stipulated, to the next National Council Session in 2023.

Amend

The purpose of this motion is to modify the wording of the pending motion before the pending motion itself is acted upon.

The motion can be applied to a main motion, to a primary amendment, and to certain other motions containing a variable.

The motion requires a second, is debatable when the motion to be amended is debatable, is generally amendable, requires a majority vote, and can be reconsidered.

The form is: “I move to amend the motion by (inserting, adding, striking, striking and inserting).”

An amendment to the main motion is called a primary amendment. An amendment to the primary amendment is called a secondary amendment. Only two amendments are permitted to be on the floor at one time. A primary amendment must relate to the main motion. A secondary amendment must relate to the primary amendment. Only one primary amendment at a time, or one secondary amendment at a time, may be pending. An amendment to the third degree is not in order. As soon as an amendment is disposed of by vote, another amendment of the same degree is in order.

If the amendment pertains to one of the proposals, it may not alter the intent or increase the scope of the proposal as published in the *Workbook*.

Postpone Indefinitely

The purpose of this motion is to reject or kill the main motion without a vote on it.

The motion requires a second, is debatable and debate can go into the merits of the main motion, is not amendable, and requires a majority vote. An affirmative vote may be reconsidered.

The form is: “I move that the motion be postponed indefinitely.”

Basic Parliamentary Procedure

Incidental Motions

Incidental motions relate in some way to the pending business or to the business that was just pending. Most incidental motions are related to the question in such a way that they must be decided immediately before business can proceed.

Point of Order

The purpose of this motion is to call attention to a violation of the rules of the assembly or GSUSA.

The motion may interrupt a speaker, does not require a second, is not debatable, is not amendable, is normally ruled on by the Chair, and cannot be reconsidered.

The form is: “Point of order!” or “I rise to a point of order.”

The Chair asks that the point be stated, the member replies, and the Chair rules.

In ordinary meetings it is undesirable to raise points of order on minor irregularities of a purely technical character, if it is clear that no one’s rights are being infringed upon and no real harm is being done to the proper transaction of business.

—*Robert’s Rules of Order Newly Revised*, 11th Edition, page 250, lines 11–15

Appeal

Members have the right to appeal from the decision of the Chair at the time the ruling is made. Once any debate has commenced or business has intervened, it is too late to raise an appeal.

The motion may interrupt a speaker, requires a second, is debatable in most instances, is not amendable, and can be reconsidered. A majority or tie vote sustains the Chair’s decision.

The form is: “I appeal from the decision of the Chair.”

There is no appeal from the decision of the assembly.

When debatable, a member may speak only once; the Chair may speak twice.



Motions That Bring a Question Again Before the Assembly

Reconsider

The purpose of this motion is to enable a majority in an assembly, within a limited time and without notice, to bring back for further consideration a motion that has already been voted on. The purpose is to permit correction of hasty, ill-advised, or erroneous action, or to take into account added information or a changed situation that has developed since the taking of the vote.

The motion requires a second, is debatable when the motion proposed to be reconsidered is debatable (and debate can go into the merits of the question to be reconsidered), is not amendable, requires a majority vote, and cannot be reconsidered. This motion must be made by a member who voted with the prevailing side on the motion to be reconsidered. It must be made on the same day the original vote was taken or on the next succeeding day within the session in which a business meeting is held.

The form is: "I move to reconsider the vote on _____."

Business Procedures

National Council Credentials Chair

For the 2020 National Council Session, the National Council Credentials Chair is Vicki Gardner, a member of the National Board of Directors. The Credentials Chair will report the number of eligible voting members at the beginning of each meeting, and subsequent reports will be made, as necessary, throughout the session. A credentials report chart for your use can be found on page 78.

Delegate Credentials

1. The National Council of Girl Scouts of the USA Notice of Delegate Quota/Registration Form, signed by the council board chair/president or another authorized elected officer and listing the named person(s) duly elected as delegate(s) of that council shall, upon receipt by Girl Scouts of the USA, be presumptive proof that the individual meets requirements for membership in the National Council as set forth in Article IV of the Constitution of Girl Scouts of the USA and is entitled to a delegate credential.
2. A person elected by a Girl Scout council as a National Council delegate shall cease to be a delegate and therefore cease to be entitled to a credential if: (a) the person is unable to serve; (b) the person becomes ineligible; (c) the council for any reason takes action to end the person's delegate term; or (d) the council is no longer chartered by Girl Scouts of the United States of America.

It is the responsibility of the council to determine the eligibility of each of its delegates.

3. A letter signed by the council board chair/president, or another authorized elected officer, certifying that a person no longer remains a delegate of that council and that another named person, eligible to become a member of the National Council, has been duly designated to fill the vacancy so created, shall be submitted electronically to BoardOffice@girlscouts.org and will be considered proof that another individual has assumed the delegate seat and that individual will be provided a unique code with which to sign in to the National Council Session meetings.
4. Questions or challenges with respect to a delegate's credentials shall be forwarded to the National Council Credentials Chair to BoardOffice@girlscouts.org immediately preceding or during a meeting of the National Council.
5. A credential, which is a unique code for logging in to the meetings of the National Council Session, will be issued and will be sent electronically to each delegate entitled to attend the virtual National Council Session.



Office Hours for National Council Parliamentarian

Ann Homer, a certified and registered professional parliamentarian and certified teacher of parliamentary procedure, will serve as parliamentarian for the 2020 National Council Session. She will be available for consultation prior to the National Council Session and will be available during meetings of the National Council Session. She may be reached at ahomercps@aol.com.

Voting

Each National Council member logged in to the National Council Session meeting platform with his or her own unique code shall be considered to be present at the National Council Session and shall be entitled to one vote. All matters shall be determined by a majority vote of the members present and voting, unless otherwise provided by the GSUSA Constitution or the parliamentary authority. An electronic voting system will be the only method of voting. Instructions will be given prior to each vote.

Individuals with Special Needs

GSUSA will seek to make reasonable accommodations for individuals with special needs. Any attendee who requires specific accommodations related to disability should include this information upon registering.

Appendix 1: Credentials Report

2020 NATIONAL COUNCIL SESSION				
VOTING MEMBERS	MEETING 1 October 23	MEETING 2 October 24	MEETING 3 October 24	MEETING 4 October 25
Delegates elected by Girl Scout councils				
Delegates from USA Girl Scouts Overseas				
Members of the National Board of Directors				
Members of the National Board Development Committee (non-board)				
Past presidents of Girl Scouts of the USA				
TOTAL ELIGIBLE VOTING MEMBERS				



Appendix 2: Basic Information on Motions

#	MOTION	INTERRUPT SPEAKER	SECOND NEEDED	DEBATABLE	AMENDABLE	VOTE REQUIRED
13	Fix the time to which to adjourn	No	Yes	No*	Yes	Majority
12	Adjourn	No	Yes	No	No	Majority
11	Recess	No	Yes	No*	Yes	Majority
10	Raise a question of privilege	Yes	No	No	No	Ruled by chair
9	Call for orders of the day	Yes	No	No	No	One member
8	Lay on the table	No	Yes	No	No	Majority
7	Previous question	No	Yes	No	No	Two-thirds
6	Limit or extend limits of debate	No	Yes	No	Yes	Two-thirds
5	Postpone to time certain	No	Yes	Yes	Yes	Majority
4	Commit/refer	No	Yes	Yes	Yes	Majority
3b	Secondary amendment	No	Yes	Yes**	No	Majority
3a	Primary amendment	No	Yes	Yes**	Yes	Majority
2	Postpone indefinitely	No	Yes	Yes	No	Majority
1	Main motion	No	Yes	Yes	Yes	Majority
	Point of order	Yes	No	No	No	Ruled by chair
	Appeal	Yes	Yes	Yes	No	Majority
	Suspend the rules	No	Yes	No	No	Two-thirds
	Objection to consideration	No	No	No	No	Two-thirds
	Division of the question	No	Yes	No	Yes	Majority
	Division of the assembly	Yes	No	No	No	One member
	Call for counted vote	Yes	Yes	No	No	Majority
	Parliamentary inquiry	Yes	No	No	No	Responded to by Chair
	Request for information	Yes	No	No	No	Responded to by Chair
	Withdraw motion (after stated by Chair)	Yes	Yes	No	No	Majority
	Take from the table	No	Yes	No	No	Majority
	Reconsider	Yes***	Yes	Yes	No	Majority
	Rescind or amend something previously adopted	No	Yes	Yes	Yes	Two-thirds

*Is debatable if a main motion and not a privileged motion

**Is debatable if motion to be amended is debatable

***May interrupt someone who is assigned the floor but not someone who is actually speaking

Appendix 3: What to Say When

To make a motion:

“I move to/that [state what you want to do].”

To kill the motion:

“I move that the question be postponed indefinitely.”

To amend:

“I move to amend the motion by [inserting, adding, striking, or striking and inserting].”

To refer to a committee:

“I move to refer the question to [state which standing committee, or if a new committee, state composition of committee and how appointed].” You may also include instructions as to when the committee is to report — during this National Council Session or at the 2023 National Council Session or to the Board of Directors.

To postpone to a certain time:

“I move to postpone the question to [state the time within the National Council Session to which you want the question postponed].”

To limit debate:

“I move to limit debate to [state amount of time] or to [state number] speeches.”

To extend debate:

“I move to extend debate to [state amount of time] or to allow [state number] speeches.”

To close debate:

“I move the previous question.”

To raise a point of order:

“I rise to a point of order” or “Point of order!”

To appeal the Chair’s ruling:

“I appeal from the decision of the Chair.”

To amend the Standing Rules of the session:

“I move to amend the Standing Rules by [state the change you want to make].”



Appendix 4: Glossary

Germane. Closely related to or has bearing on the subject at hand. Amendments must be germane to the motion they are amending. They must deal with the same subject and cannot introduce a new subject under the pretext of being an amendment. Debate must be germane to the question before the assembly—that is, the statements must have a bearing on whether the pending motion should be adopted.

Immediately pending question. A question that is before the assembly that must be dealt with before any other business can be handled. For example, if a main motion and a primary amendment are before the assembly, the primary amendment is the immediately pending question.

Meeting. A single official gathering of members in one room or area to transact business for a period with no break in the proceedings and in which the members do not separate except for a recess.

Question. After the Chair has stated a motion to the assembly, it is referred to as the question.

Scope. A range between what currently exists and the proposed change. When a motion requires previous notice, amendments to that motion must be within the scope (or range) of what currently exists and the change proposed by the motion.

Session. A series of connected meetings devoted to a single order of business.



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