

**Your Voice Matters!**

# Understanding Council Governance

*November 2016*



# Your Voice Matters!

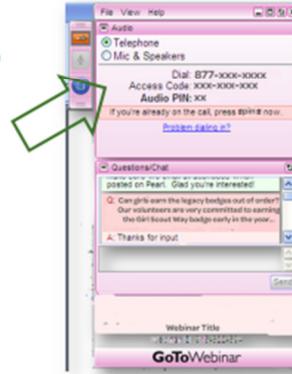
## Webinar Audio Instructions

### Audio Set-up

Step#1: Dial in

Step #2: Enter Access Code

Step #3: Enter Audio Pin #



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### **Hadley:**

Good evening.

- Review and check audio and visual.
- Review chat and raising hands functions.
- Point out download handout -- Your Voice Matters which outlines opportunities available this year for our members -- both girls and adults-- to play a vital role at both the council and national level in the governance process.
- Announce presentation will be posted on website (when, after 10<sup>th</sup>?)

## Your Voice Matters!



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**Harriett:**

Good evening, and thank you for joining tonight's webinar.

This is Harriett Thompson, the second vice president of our Council's Board of Directors.

With me Antoinette Barksdale, the Chair of the Nominating Committee and Lidia Soto-Harmon, our CEO.

## Overview

Tonight, we will discuss:

- Definition of governance
- Key elements of our Council Bylaws
- Governance roles and responsibilities
- Nomination and election process
- Opportunities to influence policy
- Difference between Governance and Operations



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### **Harriett:**

Tonight, we hope to accomplish two things:

- First, we want to provide an overview of governance and specifically how our Council is governed.
  - We will define governance
  - Discuss our bylaws which actually serve as the blueprint for our governance process
  - We will review the governance roles and how we determine the individuals that assume those roles.
  - We will discuss how our members influence policy
  - And discuss the difference between Council governance and Council operations
- Second, we would like to provide an opportunity for you to ask questions and share your thoughts about governance.

## Governance Participation Poll

- Poll about who has been to annual meeting, convention and served as delegate

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### **Harriett:**

Let's start with a poll to help us know how much experience those on the call have with the Council's governance process. Read the sentences here and select the ones that best describe your experience.

*(wait a moment)*

Well it looks like ... (report on results)

- Looks like most of you should be leading this webinar
- Looks like we have a real range of experience

# Council Website Resources

The screenshot displays the website for Girl Scouts National's Capital. The main navigation bar includes links for ABOUT, EVENTS, CAMP, COOKIES, VOLUNTEER, COUNCIL, DONATE, and MY GS SIGN IN. The 'COUNCIL' link is circled in pink. On the left sidebar, 'Our Structure' is highlighted, with 'Governance' selected below it. The main content area features a 'Governance' section with links to 'Corporate Goals | Bylaws | Finances/Annual Report' and 'Procedure for Nominations from the Floor'. Below this, there is a call to action for nominations, with 'Adult Application' and 'Teen Girl Application' links circled in pink. A small icon of two people with speech bubbles is located in the bottom right corner of the screenshot area.

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## Harriett:

We will be sharing a great deal of information with you this evening and there may be some information that you would like to review after the call. We actually have an entire section of our website devoted to governance.

From the home page, you click on Council in the main tool bar. In the left hand tool bar you click on Structure and then Governance. The page provides links to all our key governance documents as well as links to the forms required to nominate a girl or adult for a governance position.

So, let's begin with basics – defining governance.

## What is Governance?

Governance refers to structures and processes that are designed to ensure accountability, transparency, equity and inclusiveness, empowerment, and broad-based participation.

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### Harriett:

Governance is a broad term that captures all the structures and processes that an entity puts into place to establish clear expectations for a community. We often think governance is about country, state, and local governments but actually any organization or group that wants to establish shared expectations for things like accountability, equity, inclusiveness, empowerment is “governed”.

## Council Governance

### Our Council defines Structures and Processes in the Council Bylaws

- Adopted on February 23, 1974
- Amended 16 times; last time was April 2014.

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**Harriett:**

In our Council, the governance structures and processes are defined in our bylaws. Our current Bylaws were adopted in adopted on February 23, 1974 but have be amended 16 time; last time was April 2014. As you can imagine, a few things have changed since 1974!

## Council Bylaw Articles

- |                              |                                |
|------------------------------|--------------------------------|
| I. The Council               | VIII. Policy Influencing       |
| II. Nominating Committee     | IX. National Council Delegates |
| III. Partial Terms           | X. Finance                     |
| IV. The Officers             | XI. Indemnification            |
| V. Board of Directors        | XII. Rules of Order            |
| VI. Board Committees         | XIII. Amendments               |
| VII. Chief Executive Officer |                                |

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### **Harriett:**

Our Bylaws have 13 articles or sections. We have listed them here to give you a sense of scope.

The Bylaws provide us with definitions of governance structures like the Nominating Committee and the Board of Directors as well as who is a member of the Council and which members are considered voting members.

Perhaps the most important article is the one about policy influencing which defines the process by which members guide the direction of the Council.

Tonight, we will try to provide you with a deeper dive into the By Laws in layperson's terms. For those who are more like me, you will see the Bylaw Article number in the upper right corner of each slide as a reference. So, let's get started.

## Council Members

I.

### **Who is considered an eligible Member in our governance process?**

Individuals 14 years and older who are members of the Girl Scout movement and are currently registered or lifetime members affiliated with Girl Scouts Nation's Capital.



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#### **Harriett:**

The Bylaws provide a definition of both a Council member and voting member. Now, we are all registered members of Girl Scouts of the USA. In our Bylaws, however, a member refers to members of our Council who are eligible to serve as voting members.

As you can read here, individuals 14 years and older who are members of the Girl Scout movement and are currently registered or lifetime members affiliated with Girl Scouts Nation's Capital are considered members of the Council.

## Council Voting Members

I.

**Service Unit Delegates:** selected by service unit;  
process defined by service unit

**Board of Directors:** elected by service unit  
delegates at Annual Meeting

**Nominating Committee:** elected by service unit  
delegates at Annual Meeting



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### Harriett:

In our Council, we have three primary governance or voting positions that are all held by our volunteers.

We have Service Unit Delegates which are selected by each service unit. It is up to the service unit to define their selection process. The number of delegates that a service unit may select is based on its girl membership from the previous year.

Nominating Committee: elected by voting members at our Annual Meeting.

Board of Directors: elected by voting members at our Annual Meeting.

## Voting Member Responsibilities I.

- Elect:
  - Board of Directors – officers and members-at-large
  - Nominating Committee
  - Delegates and Alternate Delegates to the National Council Session
- Determine “lines of direction” for Girl Scouting locally
- Amend Articles of Incorporation and Bylaws
- Action requiring membership vote
- Conduct business that comes before them

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### Harriett:

Voting members have responsibility for electing

- The Board of Directors, both officers and members-at-large
- The Nominating Committee and
- Delegates and Alternate Council Delegates to the National Council Session

They are also responsible for determining the “lines of direction” for Girl Scouting locally. They amend the Articles of Incorporation and Bylaws when necessary. And they can also be called upon to take action when a membership vote is required or conduct business that comes before them.

In our Council, voting members are required to convene every year in April for our Annual Meeting. Any business to be considered during the Annual Meeting is provided to voting members in advance. In our Council, the materials are posted on our website but printed materials are available upon request.

So, how do we decide who our voting members will be? Antoinette?

## Council Election Process

II.

- Member submits an application and are also recruited through members of the Nominating Committee
- When we receive applications, they are routed to Nominating Committee
- Nominating Committee reviews applications and interviews prospective nominees
- Nominating Committee selects one individual for each open position to create a single slate
- Voting Members take action on slate at Annual Meeting



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### **Antoinette:**

Thank you Harriett. Again I am Antoinette Barksdale, the chair of the Nominating Committee.

As Harriett mentioned earlier, service unit delegates are selected by their service units. The method of selection is determined by each service unit.

For the Board and Nominating Committee positions, there is a formal nomination and election process.

Eligible Members submit an application and referral form. An application may be submitted by an individual or on her or his behalf.

The application forms are routed to the Nominating Committee.

The Nominating Committee reviews applications and interviews prospective nominees to create a pipeline based on the needs of the board.

The Nominating Committee selects one individual for each open position to create a single slate

Girl Scout Councils and GSUSA both use a single slate to conduct elections. This is considered best practice by Board Source, the premier resource on non profit board governance.

And finally, voting members take action on the slate at Annual Meeting.

Let's take a moment to review this process in more detail.

## Nominations – Due December 15<sup>th</sup>

girl scouts  
nation's capital  
TEEN GIRL APPLICATION FORM  
Please complete and submit by December 15

girl scouts  
nation's capital  
1. ADULT APPLICATION and REFERRAL FORM  
All applications and referrals must be received by December 15.

Please provide the following information for you or any individual you wish to recommend for Board Member, Nominating Committee Member, National Delegate, Alternate Delegate, or Board Committee positions.

1. Prospect's Information

Name	<input type="text"/>
Address	<input type="text"/>
Address 2	<input type="text"/>
City/Town	<input type="text"/>
State/Province	<input type="text"/>
ZIP/Postal Code	<input type="text"/>
Email Address	<input type="text"/>
Phone Number	<input type="text"/>

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- Complete Application Form
- Form used for all opportunities:
  - Board Member
  - Nominating Committee Member
  - National Delegate
  - Alternate National Delegate
  - Board Committee positions

### **Antoinette:**

If you are a registered adult member or a girl member 14 years or older, you are invited to apply to be considered.

The application is posted on our website and submitted online between now and December 15, 2016 to be considered for a position this year.

## Nominating Committee

II.

- Nine, elected members
  - Our Bylaws require that at least two are members of the Board, and that at least five are non – Board Members
- Members serve one, three-year term; one third of Committee elected each year
- Chair appointed by President of the Board for one year; and must have served on Nominating Committee at least previous year



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### **Harriett:**

After December 15<sup>th</sup>, all the forms will be shared with the Nominating Committee. The Committee is made up of nine elected members with at least two being on our Board of Directors and at least five members who are not members of the Board.

It is important to note that the Nominating Committee, known as the Board Development Committee in other institutions, is elected by the full membership through our Council Delegates.

Committee members serve only one three year term and one-third of Committee is elected each year by the council delegates at the annual meeting.

Each year the Committee chair is appointed by the Board President for one year. The Chair must have served on the Nominating Committee for at least one year before assuming the role.

## Committee Responsibilities II.

The Nominating Committee works on an ongoing basis to identify – and address – the knowledge and skill gaps on the Board ensuring its composition and performance are aligned with organizational needs.

They are responsible for creating a pipeline of possible nominees.



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### **Antoinette:**

The Nominating Committee works on an ongoing basis to identify – and address – the knowledge and skills gaps on the Board ensuring its composition and performance are aligned with organizational needs.

The Committee wants to make sure that there is representation of expertise in areas such as finance, real estate, technology, human resources and the law. They consider geographic representation and experience as a Girl Scout.

As a non-profit, we know that raising money is one of the keys to the Council's financial health. Members of the Board are an important part of the fundraising effort by making a personal financial commitment and by connecting the Council with new prospective donors, individuals or corporations and foundations.

## Committee Responsibilities II.

The Nominating Committee is responsible for:

- Presenting single slate to the membership every year at Annual Meeting for:
  - Members-at-Large for Board of Directors
  - Members of the Nominating Committee

And every three years the committee:

- Presents a National single at Annual Meeting for:
  - Officers for Board of Directors
  - Council Delegates to the National Council Session



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### **Antoinette:**

So, every year, the Nominating Committee presents a slate to membership at the Annual Meeting for:

- Members-at-Large for Board of Directors and
- Members of the Nominating Committee.

Every three years, the committee is responsible for two additional slates,

- One for the Officers for Board of Directors, and
- One for the Council Delegates and Alternate Delegates to the National Council Session

## Committee Review Process

For adults, the Committee reviews applicant forms for all prospective nominees.

For Girl Scout teens, the Committee reviews applicant forms for all prospective candidates and conducts in-person interviews with any girls who meet the requirements and apply.



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### **Antoinette:**

For adults, the Committee reviews applicant forms for all prospective nominees. This allows the committee to create a pipeline of prospective candidates.

For teen girls, the Committee reviews applicant forms for all prospective candidates as well as conducts in-person interviews with an average of 25 girls even though more may apply.

After the interviews, the Committee builds the slates in order to address the gaps that they have identified on the board.

So what happens if a voting member wants to make an additional nomination not included in the single slate?

## Additional Nominations

- A voting member may submit application and referral for future consideration by Nominating Committee.
- Nominations can be made from the floor at the Annual Meeting, as long the Secretary of the Board receives the information at beginning of the Annual Meeting:
  1. Evidence of the eligibility of the nominee
  2. Letter from the nominee indicating her or his willingness to serve
  3. Completed “Referral for Girl Scout Positions” form



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### **Antoinette:**

If a voting member reviews the slate and believes there may be someone who could meet the needs of the Council, she can suggest that name through our current process by filling out the form to be submitted to the committee.

In an extreme circumstances, Girl Scout member can also nominate the individual the day of the Annual Meeting from the floor. Based on our experience this past April, the Board decided to create a more defined process for nominations from the floor. We have posted a new procedure for nominations to help facilitate the process in the event this happens at our meeting.

The Secretary of the Board must receive at the beginning of the Annual Meeting information to support a nomination from the floor. This allows us to replicate the information that was required for the other nominees. Once the required information is verified, the nominee’s name, will be added the ballot.

Now that, we just reviewed the role our Nominating Committee. Let’s tackle the Board, Harriett?

## Board Responsibility

V.

The Board of Directors is the governing body responsible for advising management on financial and policy issues that shape the Council's strategic plans.

Board members are the **fiduciaries** who steer the organization towards a **sustainable future** by adopting sound, ethical, and legal governance and financial management policies, as well as making sure the Council has **adequate resources to advance our mission**.



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### Harriett

The Board of Directors is the governing body responsible for advising management on financial and policy issues that shape the Council's strategic plans.

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## Board Officers

IV.

- President (Chair, Board of Directors)
- First Vice President
- Second (Field) Vice President
- Third (Committee) Vice President
- Secretary
- Treasurer
- Assistant Treasurer

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### **Harriett:**

Let's begin with the Board Officers. The Council has an officer team made up of seven positions:

- The President who also serves as the Chair of the Board
- The First Vice President who serves in the president's absence
- The Second Vice President who serves as primary liaison to the volunteers and girls (that's me)
- The Third Vice President who is responsible for managing the Board committees as well as
- A Secretary ( or parliamentarian)
- A Treasurer and an
- Assistant Treasurer ( to ensure the financial health of the council)

## Board Composition

V.

Board Officers (7)

Members-at-Large serving three year terms (21)

Members-at-Large serving a one year term  
(reserved for 2 girl members)

Chair, Nominating Committee, if not elected to  
the Board, is ex-officio member

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### **Harriett:**

The Board of Directors is composed of 30 members – 7 officers, 23 members-at-large. Two of the members at large serve a one year term and according to our Bylaws are reserved for girl members.

The Chair of the Nominating Committee, if they are not already an elected member of the Board, will serve as an ex-officio member of the Board during the year they chair the nominating committee. This allows for her to observe how the Board functions and how Board members participate.

## Board Accountability

V.

- Managing the affairs of the Council with due regard for the views of the Council membership.

Accountable to:

- Girl Scouts of the USA, for compliance with charter requirements
- Commonwealth Virginia in which Council is incorporated, for adhering to corporate law
- Federal government in matters relating to legislation affecting non-profit and nonstock organizations



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### **Harriett:**

The Board is accountable to Council members to make sure that they are managing the Council's affairs with due regard for their views.

They are accountable to GSUSA for compliance with charter requirements

To the Commonwealth Virginia in which the Council is incorporated, for adhering to corporate law.

And to the federal government in matters relating to legislation affecting non-profit and nonstock organizations.

So with GSUSA and governments there are written guidelines, policies, laws, etcetera to help guide the work of the Board. But how does the Board acquire information about the views of the members?

### Forums

- February and March annually
- Minimum of six regional locations
- Lead by members of the Board
- Primary participants are service unit delegates



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#### **Harriett:**

Our members have an opportunity to influence Council policy by participating in our Forums – lead by Board members – in February and March annually. Ideally, service unit delegates attend the Forums. It is the responsibility of the service unit delegate to ask questions, listen and understand the issues impacting fellow service unit members so they can bring that perspective to the Forum discussion.

## 2017 Forums

VIII.

**DC (Teen and Adult):** Sat., February 11, 2:00 p.m.

**Kingstowne:** Thurs., February 16<sup>th</sup>: 6:30 p.m.

**Germantown:** Wed., February 22<sup>nd</sup>: 6:30 p.m.

**South Riding,** Dulles South Multipurpose Center: Sat. February 25<sup>th</sup>, 10:00 a.m.

**Martinsburg:** Sun., February 26<sup>th</sup>, 2:00 p.m.

**Waldorf:** Mon., February 27<sup>th</sup>: 6:30 p.m.

**Virtual:** Wed. March 1<sup>st</sup>, 7:00 p.m.



25 Registration opens mid-December

### Harriett:

The dates for the Forums have been set for this year. Registration opens in mid-December.

DC (Teen and Adult): Sat., February 11, 2:00 p.m.

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Virtual: Wed. March 1<sup>st</sup>, 7:00 p.m.

Lidia?

## Council Management

## VII.

- Board of Directors appoints Chief Executive Officer to manage the execution of corporate goals.
- Chief Executive Officer hires Council staff to execute corporate goals in partnership with volunteers.



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**Lidia:**

Thank you Harriett.

We have spent time talking about governance but what about the actual operations of the Council.

The Board of Directors appoints Chief Executive Officer to manage the execution of corporate goals.

Chief Executive Officer hires Council staff to “operationalize” the corporate goals in partnership with volunteers.

We are so fortunate to have great staff volunteer partnership evidenced by our adult retention rate year after year of over 70%.

We all know that the real work of Girl Scouting is done by our volunteers in troops, service units, and associations. So the staff partners with volunteers at each of these levels to support the day to day operations of the Council. It is important to note most operational concerns or issues can be addressed through this partnership and do not require action at the Board level.

# National Council Session

IX.

Our 2017 National Council Session/54th Convention  
October 4 through October 8, 2017  
Columbus, Ohio



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**Lidia:**

In addition to Council Governance and Operations, we have an opportunity to play a role in national governance of the Girl Scout movement.

Every three years, the Girl Scout movement gathers for a National Council Session. In 2017, we will be gathering in Columbus, Ohio. This is our opportunity for policy influencing at the national level.

## National Council Session



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### **Lidia:**

And, our Council always is always represented by delegates, alternate delegates and visitors that attend and share the joy of our movement as they meet Girl Scouts from across the country and around the world.

This past week I was in Philadelphia ...

# National Council Session

## G.I.R.L. 2017/54th National Council Session Week Schedule

TUES 10/3	WED 10/4	THURS 10/5	FRI 10/6	SAT 10/7	SUN 10/8
Board Chair/CEO Summit	Board Chair/CEO Summit	NCS	NCS Closing	Public Program	Public Program Closing
Board Chair/CEO Reception	Delegate Reception	Hall of Experiences Business Opening	Hall of Experiences Consumer Show	Hall of Experiences Consumer Show	
	NCS Opening		VIP Reception	Inclusive Evening Event	
			Public Program Opening		

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**Lidia:**

Here is a copy of the schedule ...

Harriett?

## Council Delegates

IX.

**Council Delegates to National Council:** elected at Annual Meeting, every three years

- Application due December 15, 2016
- Can self nominate
- Girls are encouraged to apply (ninth, tenth, or eleventh grade)



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### Harriett:

In preparation for the National Council Session, we will be electing National Council Delegates at our Annual Meeting this year. The number of Council Delegates is calculated based on girl membership. Councils are given one delegate for every 2,000 girl members. Our Council usually has over 30 delegates!

The application is the same form as for the Board and Nominating Committee and must be submitted by December 15<sup>th</sup>. You can self nominate and we encourage girls in grades 9, 10 and 11 to apply.

The nominating committee will be looking at representations from all our jurisdictions and from all levels of our volunteer structure – troop leaders, parents, association chairs.

## Council Delegates

IX.

If selected as a National Delegate, Council will pay for your transportation, double occupancy, GSUSA registration fee, and a small stipend for food.

Delegates are required to attend an in person meeting prior to Convention.



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**Harriett:**

If selected as a National Delegate, Council will pay for your transportation, double occupancy, GSUSA registration fee, and a small stipend for food.

Delegates are required to attend an in person meeting prior to Convention.

# Your Voice Matters!

## Questions?

Type into chatter or raise hand



**Harriet:**

I'd like to take a moment to answer any questions you may have. You can type your question into chatter or raise your hand so we can unmute you.

## Tell A Friend

If you found this webinar beneficial, please encourage other members – girls and adults to register.

November 10, 2016 @ 6:00 pm  
Understanding Council Governance



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**Harriett:**

If you found this webinar beneficial, please encourage other members – girls and adults to register.

November 10, 2016 @ 6:00 pm  
Understanding Council Governance

## Dates to Remember

**December 15, 2016 @5:00 pm**  
**Deadline for teen girl and adult applications to Nominating Committee**

**February 11 – March 1, 2017**  
**Forums (registration opens mid-December)**

**Saturday, April 8, 2017**  
**Annual Meeting (registration opens February 10)**

**October 4-8, 2017**  
**GSUSA National Council Session**



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**Harriett:**

Here are some of the dates that we discussed tonight, but we wanted to share them one more time.

# Your Voice Matters!

## Thank you!

Questions? [hpettway@gscnc.org](mailto:hpettway@gscnc.org)



**Harriett:**

Thank you all for joining us.

If you have any questions, please send them to Hadley Pettway and she will find the right person to answer it.

Have a great night.