



16th Annual Council Meeting

April 29, 2023

Trident Technical College
7000 Rivers Ave, Building 920, Suite 107
North Charleston

AGENDA

11:00 am	Delegate Registration
11:30 am – 1:00 pm	Annual Meeting <ul style="list-style-type: none">WelcomeOpening<ul style="list-style-type: none">Flag CeremonyPledge of Allegiance and Girl Scout PromiseCall to OrderIntroductionsCredentials ReportMinutes of the 2022 Annual Council MeetingFinancial ReportCEO/Board Chair Joint State of the CouncilGSUSA 56th National Council Session ProposalsBoard Development Committee ReportElectionsInstallation CeremonyClosing
1:00 pm	Lunch
2:00 – 4:00 pm	Girl Recognition Ceremony

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

MINUTES

REGISTRATION

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

WELCOME AND OPENING

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

CALL TO ORDER

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

CREDENTIALS REPORT

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

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

MINUTES

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

FINANCIAL REPORT

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

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

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

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

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

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

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

BYLAWS CHANGES

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

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

JOINT STATE OF THE COUNCIL REPORT

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

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

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

BOARD DEVELOPMENT COMMITTEE REPORT

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

Mrs. Cavatoni presented the 2022 slate:

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

Chair: Cliff McBride

2nd Vice Chair: Renida Manigault

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

Dr. Shakitha Barner

Dr. Valerie Frazier

Stephanie Shuster

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

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

National Council delegates:

Cliff McBride

Diane Flanagan

Amanda Phillips

Isela Reyes

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

Keitha McCall, 1st Alternate

Gerinda Doctor, 2nd Alternate

Alexandria Smith, 3rd Alternate

Sherry Holverson, 4th Alternate

Kaitlyn West, 5th Alternate

Brya Jackson, 6th Alternate

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

INSTALLATION CEREMONY

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

CLOSING

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

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

56th GSUSA National Council Session

Proposals for Action

Virtual National Council Session

This proposal would build on the 55th National Council Session held virtually in 2020 during the peak of the pandemic. The proposal would build flexibility into our governing documents by amending the Constitution to allow for, but not require, virtual sessions which reflect a more efficient and agile meeting format.

Gold Award Scholarship

This proposal would fulfill the action taken by the National Council in 2020 and establish a donor-restricted fund that invests in the post-high school education of Gold Award Girl Scouts. In response to overwhelming delegate support for Gold Award Girl Scouts voiced during NCS 2020, the National Board has been proactively fundraising to ensure scholarships are available to girls who earn the highest award in Girl Scouting.

Timing of Delegate Allocation

This proposal would amend the Constitution to simplify the process for councils as they choose National Council delegates. Changing the date on which delegate allocations are based would allow councils to more efficiently plan for and select their delegates. The number of delegates is calculated using council membership size.

DEIRJ Language

Girl Scouting remains dedicated to supporting diversity, equity, inclusion, and racial justice (DEIRJ). The Girl Scout Law affirms our commitment to being a sister to every Girl Scout. This proposal is an important step in our Movement's journey to become an anti-racist, inclusive organization. Inserting the word "anti-racist" in the Preamble to the Constitution would codify our commitment to racial equity in governing documents and would strengthen and refresh existing language that states, "Girl Scouts advance diversity and pluralism in our Movement and in the communities in which we live."

Council Representation on the National Board

This proposal would require the composition of the National Board to include three council CEOs. Recognizing implementation complexities including the National Board Development Committee (NBDC) effort required to assess the capabilities, geographic representation, diversity, etc. needed for an effective Board slate and then identifying, cultivating, and screening candidates relative to these requirements, this proposal will include a 2026 effective date.

Amend the Girl Scout Promise and Law

The wording of our Promise and Law is deeply meaningful to Girl Scouts of all ages. This proposal provides the opportunity to debate and decide whether we should remove the words "try," "to," and "do my best."

Formula for Delegates

This proposal would create a Constitutional Amendment to help keep the number of delegates as close to 1,500 as possible while ensuring the number of delegates allocated to councils remains proportional to the council's girl membership.

Report of the Board Development Committee
For Annual Council Meeting

Slate – Nominees for Election

Officers

3-Year Term – 2023-2026

3rd Vice Chair – Rachelle Jamerson-Holmes, Orangeburg
Secretary – Jane Pelletier, Summerville

Members-At-Large

3-Year Term – 2023-2026

Courtney Cavatoni, Daniel Island
Nichole Gibson, Darlington
Amanda Millen, North Charleston
Nancy Sulek, Hilton Head Island

Biographical Sketches
2023-26 Board of Directors Nominees

Officers

3rd Vice Chair 2023-2026 – Rachelle Jamerson-Holmes, Orangeburg

After graduating from Winthrop University, Rachelle lived in New York where she opened a Fashion Design Studio in Harlem. She designed and tailored custom apparel for men, women and celebrities. Rachelle studied at the Fashion Institute of Technology, worked for acclaimed fashion houses, and won numerous awards while living in New York. In 1990 she was named New Day Associates/Hennessy Cognac Designer of the Year and later captured the National Council of Negro Women Service Award. Her designs have been featured at the acclaimed Apollo Theater, MTV Style Report, BET Screen Scene and The New York Times feature on young designers. In 1992 Rachelle returned to Orangeburg and established Rachelle's Island, a downtown oasis comprised of shopping, dining, entertainment, travel agency and Thee Matriarch, an award winning bed & breakfast, meeting and events venue. Rachelle is the founder of the EmpowerHer Orangeburg Chapter of the American Business Women's Association (ABWA) and is currently serving as the 2022-2023 ABWA National Vice President. In 2020 she was named the South Carolina Rural Business Person of the Year by the United States Small Business Administration. Rachelle married the love of her life, Fred Holmes of Charleston, at Victoria Falls in Zimbabwe Africa. Their nuptials were featured in Ebony magazine as one of the top destination weddings.

Secretary 2023-2026 – Jane Pelletier, Summerville

Jane Pelletier has been a licensed CPA for over 20 years. She has 17 years of public accounting experience with an emphasis on auditing. She worked for a national public accounting firm in Boston and Richmond, VA prior to joining Webster Rogers LLP. Since leaving public accounting she has been with Grand Forest, Inc., a manufacturer located in Summerville, SC. While working in public accounting she specialized in not-for-profits and small to medium-size commercial entities. She has also taught numerous classes for University of Maryland University College state-side and overseas. Jane was a Girl Scout and served as a troop leader for her daughters' troop when she lived in Japan. While overseas, she was also the base-wide treasurer for USAGSO - Yokosuka, Japan for two and a half years. Her professional affiliations include Licensed Certified Public Accountant in the State of South Carolina, Member of the American Institute of Certified Public Accountants (AICPA), Member of South Carolina Association of Certified Public Accountants (SCACPA) and Member of Coastal Chapter of SCACPA. Her community involvement includes Chair and Finance Committee with Summerville Presbyterian Church, Past Treasurer of Flowertown Players and current member of GSESC Audit Committee and Board of Directors. Jane attended Colby College, Waterville, Maine - Bachelor of Arts in Economics & German and University of Pittsburgh - Masters of Business Administration. Jane resides in Summerville.

Members-At-Large 2023-2026

Courtney Cavatoni, Daniel Island

Courtney is a former Managing Director of the JPMorgan Private Bank in Chicago, where she managed private banking relationships for ultra high-net-worth individuals and families in the Midwestern U.S. She was named one of the “Top 100 Women Financial Advisers” in the United States by The Winner’s Circle and Barron’s Magazine, as well as one of the “Top 50 Financial Advisors” by Chicago Magazine. During her 14-year tenure with the firm, she also worked in Debt Capital Markets/Swaps Marketing and Investment Banking. Courtney received her B.A. in Mathematics and Economics from the University of North Carolina - Chapel Hill (1993), where she graduated summa cum laude and was a Morehead-Cain Scholar. She received her MBA from Harvard University (1999).

Courtney is active in a variety of community activities. She currently serves on the board of the Girl Scouts of Eastern South Carolina, the Porter-Gaud Foundation Board and Investment Committee, the Economics Advisory Board at UNC-Chapel Hill and the Parent Advisory Committee at the University of South Carolina. In the past, she chaired the Sustainer Committee for the Junior League of Charleston and served on the UNC-Chapel Hill College of Arts and Sciences Foundation Board and Board of Visitors. She was Chair and Vice-Chair of the Sullins Academy Board (an independent private school in Bristol, VA), a member of the Board of Directors of the Eleanor Foundation (Chicago, IL) and a member of the Lincoln Park Zoo Women’s Board (Chicago, IL). She participated in numerous selection processes of the Morehead-Cain Scholarship. She has been a member of the Junior Leagues in New York, Chicago, Bristol TN/VA and Charleston, SC.

Nichole Gibson, Darlington

Nichole works as a community outreach advocate with Welvista, a non-profit organization that helps uninsured and underserved South Carolinians gain access to essential health services while reducing the long-term costs of health care that result from untreated conditions. Nichole has a strong passion for helping the community and making a difference. She is an active member of the Junior League of Florence where she currently helps to provide diapers to families in need. Nicole has a BS in Business Administration from Coker College and an MBA from Walden University.

Amanda Millen, N. Charleston

Amanda is a Wealth Team Associate at UBS Financial Services Inc. in Mt. Pleasant. She previously worked with the Ellison & Kibler Team at Merrill Lynch Wealth Management in Columbia, SC. In her current role, she works with ultra-high net worth clients and specializes in wealth & estate planning and utilizing technology for client service items. She was born and raised in Myrtle Beach, SC and graduated from the University of South Carolina Darla Moore School of Business with a degree in International Business and Accounting. In her free time, Amanda volunteers as the New Member and Panhellenic advisor for the Zeta Gamma chapter of Chi Omega at the College of Charleston and she currently serves as the President of the Junior League of the Grand Strand. Amanda loves to watch sports, spend the day on the boat or at the beach, and read a good historical fiction novel. She lives in Park Circle with her significant other Brandon and their golden retriever Ruby.

Nancy Sulek, Hilton Head Island

Nancy is the Senior Director of Development for Programs for Exceptional People - Bluffton, a non-profit organization that enhances the lives of people with developmental, physical and intellectual disabilities by providing socialization, literacy and vocational training. Nancy previously worked for Girl Scouts of Eastern South Carolina as a consultant in fund development to conduct the “Death by Chocolate” event in Hilton Head. Nancy and her husband raised five children on Hilton Head Island over the last 26 years. She is a former troop leader for her two daughters from Daisies through Ambassadors and is a recipient of the Appreciation Pin and Honor Pin. Nancy’s community service includes serving as a Religious Ed. teacher and assisting with many school fundraising events. She is also a member of the Italian American Club of Hilton Head Island that focuses on raising money for local charities. Nancy earned a BA in Psychology with a focus on Early Childhood and Women’s Studies from Rutgers University and EdM and A.L.M. degrees from Harvard University.

Pending Vote of Slate at the Annual Meeting, April 29, 2023



Girl Scouts of Eastern South Carolina, Inc.
BOARD OF DIRECTORS 2023-2024

			Term Expires
Board Chair	Cliff McBride	Florence	2025
1st Vice-Chair	Teresa Mason	Latta	2024
2nd Vice-Chair	Renida Manigault	Moncks Corner	2025
3rd Vice-Chair	Rachelle Jamerson-Holmes	Orangeburg	2026
Secretary	Jane Pelletier	Summerville	2026
Treasurer	Dustin LaPorte	Mt. Pleasant	2024
 Members-at-Large			
	Dr. Shakitha Barner	Summerville	2025
	Courtney Cavatoni	Daniel Island	2026
	Deirdre "Dee" Fortson	Mt. Pleasant	2024
	Dr. Valerie Frazier	Ridgeville	2025
	Nichole Gibson	Darlington	2026
	Anne Liebergall	Charleston	2024
	Jennifer L. Meador	Summerville	2024
	Amanda Millen	N. Charleston	2026
	Stephanie Shuster	Mt. Pleasant	2025
	Nancy Sulek	Hilton Head Island	2026
	Elizabeth "Beth" Van Delden	Daniel Island	2024
	Dana P. Zamrik	North Myrtle Beach	2024
 CEO	 Diane Flanagan		