



**Annual Meeting
of the
General Assembly**

April 9, 2022

Welcome!



Call to Order

**Judith Matsko,
Board Chair**

- **Board of Directors**
- **Board Development Committee**
- **Membership Delegates**
- **National Delegates**



Gratitude

Adult Board of Directors

**Allison Baker
Matt Inks**

Board Development Committee

**James Harris
Kathy Mook**



Retiring

- **Jane Christyson, CEO**
- **National Delegates**
- **Alternate National Delegates**
- **Membership Delegates**



Gratitude

Annual Meeting Agenda Part 1

Procedures for the Annual Meeting

Today's Annual Meeting will be divided into two parts.

Part 1 is for Voting Members of the General Assembly Only.

Elections via Qualtrics of:

Board Officers

Adult Board of Directors

Girl Board of Directors

Board Development Committee

National and Alternate National Delegates

Bylaws Amendments voting via Qualtrics

Annual Meeting Agenda

Part 2

Part 2 –Open to Voting and Non-Voting Members

- **Welcome and Call to Order** – Judith Matsko, Board Chair
- **Treasurer Report** – Kate Asbeck, Treasurer, Board of Directors

Committee Reports

- **Audit & Risk Management** – Tami Bolder reporting for Sandra Rapp
- **Community Engagement**– Laura Schultz, Esq. and Allison Baker, Committee Co Chairs
- **Properties** – Cindy Skelton-Becker, Committee Chair
- **Strategic Initiatives & Special Projects** – Matt Inks, Committee Chair
- **STEM Advisory** – Dr. Diana Bilimoria, Ph.D., Committee Chair
- **Operations Report** – Jane Christyson, CEO
- **Questions and Answers**
- **Quorum Report and Election Results** – Roxanne Basel, Ph.D., Research Analyst
- **New Business**
- **Adjournment** – Judith Matsko, Board Chair

Establishment of Quorum

- If you have a question or comment, please raise your hand and you will be unmuted or type in the chat log.
- For quorum purposes, please raise your hand.
- Each voting member should vote separately via the Qualtrics link for quorum purposes.
- According to the Girl Scouts of North East Ohio Bylaws, Article IV, Section 1 – Voting members of the General Assembly shall consist of: all voting members of the Board of Directors; all Girl Board of Directors-at-Large; all members of the Board Development Committee; Membership Delegates; and National Delegates and Alternate National Delegates.

Establishment of Quorum (con't)

- Per Article V, Section 1 –Thirty-five (35) voting members of the Council shall be present to constitute a quorum for the transaction of business, provided that at least twenty-three (23) of the voting members present are Membership Delegates.
- Due to today's meeting being virtual, the Quorum Report will be established by Qualtrics voting link and will be delivered during the Annual Meeting, Part 2 session.
- Any questions?

Adoption of Agenda



*2022 Annual Meeting Agenda
Saturday, April 9, 2022, 9:30am
Virtual via Zoom*

PART 1 – 9:30-10:30 am (Voting Members of the General Assembly Only)

- I. Call to Order Judith E. Matsko, Chair
GSNEO Board of Directors
- II. Welcome Explanation of Annual Meeting Process
- III. Adoption of Agenda Judith E. Matsko, Chair
- IV. Elections Kathy Moock & Karen Stock,
Board Development Committee Co-Chairs
 - a. Board Officers
 - b. Board of Directors: Directors-at-Large
 - c. Board of Directors: Girl Directors-at-Large
 - d. Board Development Committee
 - e. National Delegates
 - f. Alternate National Delegates
- V. Proposed GSNEO By Law Amendments Laura Schultz, Esq., Bylaws Committee Chair
- VI. Adjournment

PART 2 –10:30 am (Open to Voting and Non-Voting Members)

- I. Welcome and Call to Order Judith E. Matsko, Chair
GSNEO Board of Directors
- II. Treasurer Report: Kate Asbeck, Treasurer
GSNEO Board of Directors
- III. Committee Reports Laura Schultz, Esq., and Allison Baker, Committee Co-Chairs
 - a. Community Engagement Cindy Skelton-Becker, Committee Chair
 - b. Properties Matthew Inks, Committee Chair
 - c. Strategy Alignment Diana Bilimoria PhD, Committee Chair
 - d. STEM Advisory
- IV. Operations Report Jane Christyson
GSNEO Chief Executive Officer
- VII. Curriculum Report Roxanne Basel
GSNEO Research and Evaluation
- VIII. Election Results Roxanne Basel
GSNEO Research and Evaluation
- V. New Business Judith E. Matsko, Chair
- VI. Question and Answers Judith E. Matsko, Chair
- VII. Turning Over the Gavel & Adjournment Judith E. Matsko, Chair

Elections & The Roles and Responsibilities of the Board Development Committee



**Kathy Moock & Karen Stock
Co-Chairs,
Board Development Committee**

Elections

Board Officers Slate – Board of Directors



Kathy Moock
Chair
Community Volunteer



Robyn Gordon
Vice Chair
NASA



Kate Asbeck
Treasurer
Retired Financial
Executive



Cindy Skelton-Becker
Secretary
Retired

Board of Directors-at-Large Slate



Judith Matsko
The Byzantine Catholic
Eparchy of Parma



Sandra Reid
Davey Tree
Expert Company



Nicole Rodenfels
Gilmour Academy



Laura Schultz
Preservation
Retirement Services



Ellen Stephens
Sherwin-Williams
Company



Karen Stock
Walsh University



Kimberly Togliatti-Trickett
University Hospital
Parma Medical Center



Chris Venditti
Moen



Chris Walker
FirstEnergy Corp.

Girl Board Directors-at-Large Slate



Shelby Bennett



Sydney Harbour

Board Development Committee Slate



Erin Brady Curtis
Cleveland Clinic Akron General Hospital



Tania Nemer
Summit County Prosecutor's Office



Sandra Reid
Davey Tree Expert Company



Karen Stock
Walsh University



Kimberly Togliatti-Trickett
University Hospital
Parma Medical Center



Ebony Yeboah-Amankwah
Signet Jewelers

National Delegate Slate



**Lilly Didytch
(Girl)**



**Grace Guy
(Girl)**



**Sydney Harbour
(Girl)**



**Jennifer Hazelwood Ugarte
(Adult)**



**Sarah Hermann
(Girl)**



**Erin Hosek
(Adult)**



**Cheyenne Nowak
(Girl)**

National Delegate Slate



**Maria Pocek
(Adult)**



**Amy Preneta
(Adult)**



**Heather Renz
(Adult)**



**Irenne Scherer
(Girl)**



**Crystal Siembida Boggs
(Adult)**



**Elizabeth Siembida
(Girl)**

Alternate National Delegate Slate



Crystal Nowak (Adult)
1st Alternate



Jane Christyson (Adult)
2nd Alternate



Emily Fein (Adult)
3rd Alternate



John Graves (Adult)
4th Alternate



Mona Karoghlanian (Adult)
5th Alternate



Proposed GSNEO Bylaw Amendments

Laura Schultz,
Bylaws Committee Chair

Article VII, Section 1 – Board of Directors Composition

Currently Reads:

The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, fifteen (15) Directors at Large, and two (2) Girl Directors at large. The Chief Executive Officer shall be an ex officio member of the board without vote.

Proposed Change:

The Board of Directors shall consist of the Chair, Vice-Chair, Treasurer, Secretary, fifteen (15) Directors at Large, and two (2) Girl Directors at large. Beginning with the 2023 Annual Meeting of the Council, an additional four (4) Directors at Large shall be elected, for a total of nineteen (19) Directors at Large, and two (2) Girl Directors at Large. For the four (4) new Director at Large positions elected at the 2023 Annual Meeting of the Council, 2 shall have a 2-year term and 2 shall have a 1-year term. After their initial term, all four of those positions shall have 2-year terms thereafter. The Chief Executive Officer shall be an ex officio member of the board without vote.

Article VII, Section 1 – Board of Directors Composition

Rationale

The Bylaws would be amended to add four (4) additional Directors at Large, for a total of nineteen (19) Directors at Large and two (2) Girl Directors At Large.

This change is beneficial to GSNEO because expanding the Board will allow for the inclusion of board members with additional areas of expertise, access to potential funding sources and strategic partnerships, and will allow for a more diverse board overall. This change was also recommended because the Board Development Committee has found itself consistently having more qualified Board of Directors candidates in its candidate pipeline than open board positions available.

Article V, Section 1D- Annual Meeting

Currently Reads:

Quorum. The quorum for the Annual Meeting shall be 35 members of the General Assembly present provided that at least twenty-three (23) of the voting members present are Membership Delegates.

Proposed Change:

Quorum. The quorum for the Annual Meeting shall be 35 members of the General Assembly present provided that at least twenty-three (23) of the voting members present are Membership Delegates. Such members shall be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to contemporaneously hear one another and participate in the proceedings to constitute a quorum for the transaction of business.

Article V, Section 1 – Annual Meeting

Rationale

The Bylaws would be amended to explicitly allow for the Annual Meeting of the General Assembly to be conducted remotely. The Bylaws did not previously prohibit this practice, but it is in GSNEO's best interest to make remote meetings expressly allowable within the Bylaws.

General Bylaw Amendment

The Bylaws would be amended to make all pronouns throughout the Bylaws gender inclusive. This is consistent with Girl Scouts' core values of diversity and equity, and that Girl Scouts welcomes members from across the gender spectrum (except for cisgender boys).



**Judith Matsko,
Board Chair**

**Zoom
Information
for
Annual Meeting
Part 2**

Annual Meeting, Part 2

Open to Voting and Non-Voting Members

Part One will end now and we will begin Part 2 at 10:30 am.

If you haven't already done so, please click on the link to register:

https://zoom.us/webinar/register/WN_3k1J-rw6SK6sMY00TKXzkA

After registering, you will receive a confirmation email containing information about joining the webinar for Part 2 of today's Annual Meeting of the General Assembly.

This information was sent out in advance of the meeting and can also be found on the Governance Page of the GSNEO website.

The presentation and recording of the meeting will be posted on the Governance Page of our website afterwards

Adjournment