

Annual Meeting of the General Assembly

April 9, 2022





Call to Order

Judith Matsko, Board Chair

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



Adult Board of Directors
Allison Baker
Matt Inks

Board Development Committee
James Harris
Kathy Moock



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



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 Directorsat-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)

Call to Order Judith E. Matsko, Chair
 GSNEO Board of Directors

II. Welcome Explanation of Annual Meeting Process

Adoption of Agenda Judith E. Matsko, Chair

. Elections Kathy Moock & Karen Stock,

Board Development Committee Co-Chairs

a. Board Officers

Board of Directors: Directors-at-Large
 Board of Directors: Girl Directors-at-Large

Board of Directors: Girl Directors-at-Large
 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)

Welcome and Call to Order Judith E. Matsko, Chair GSNEO Board of Directors

Treasurer Report Kate Asbeck, Treasurer
GSNEO Board of Directors

III. Committee Reports

a. Community Engagement Laura Schultz, Esg., and Allison Baker, Committee Co-Chairs

b. Properties Clind's Skelton-Becker, Committee Chair
c. Strategy Alignment Matthew Inks, Committee Chair
Jiana Billimoria PhD.; Committee Chair

IV. Operations Report Jane Christyson

GSNEO Chief Executive Officer

Quorum Report Roxanne Basel

GSNEO Research and Evaluation

VIII. Election Results Roxanne Basel

GSNEO Research and Evaluation

New Business Judith E. Matsko, Chair
 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



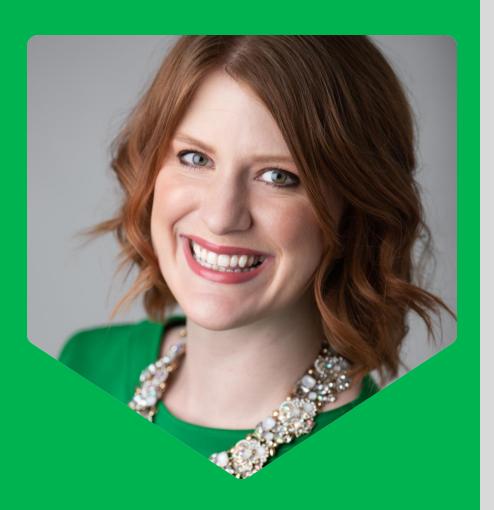
Emily Fein (Adult) 3rd Alternate



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.

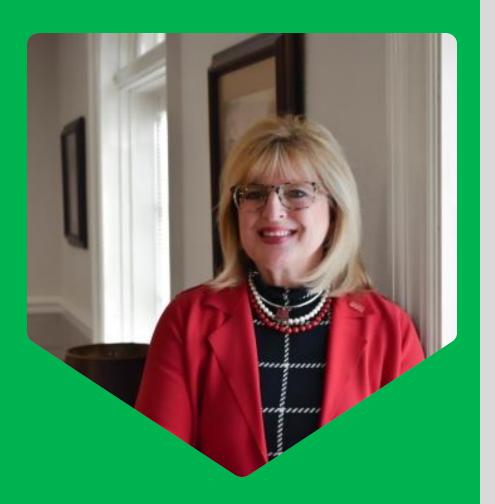
Article V, Section 1 - Annual Meeting

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-rw6SK6sMYO0TKXzkA

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

