

G.I.R.L. **COLUMBUS, OH**
2017

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GO-GETTER

INNOVATOR

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GIRL SCOUTS' 54TH NATIONAL COUNCIL SESSION • OCTOBER 4-6

Workbook

2017 National Council Session/54th Convention
Greater Columbus Convention Center
October 4-6, 2017

EXPERIENCE THE
POWER OF A
G.I.R.L.

**National President
Kathy Hopinkah Hannan**

**Chief Executive Officer
Sylvia Acevedo**

**G.I.R.L. COLUMBUS, OH
2017**

TM

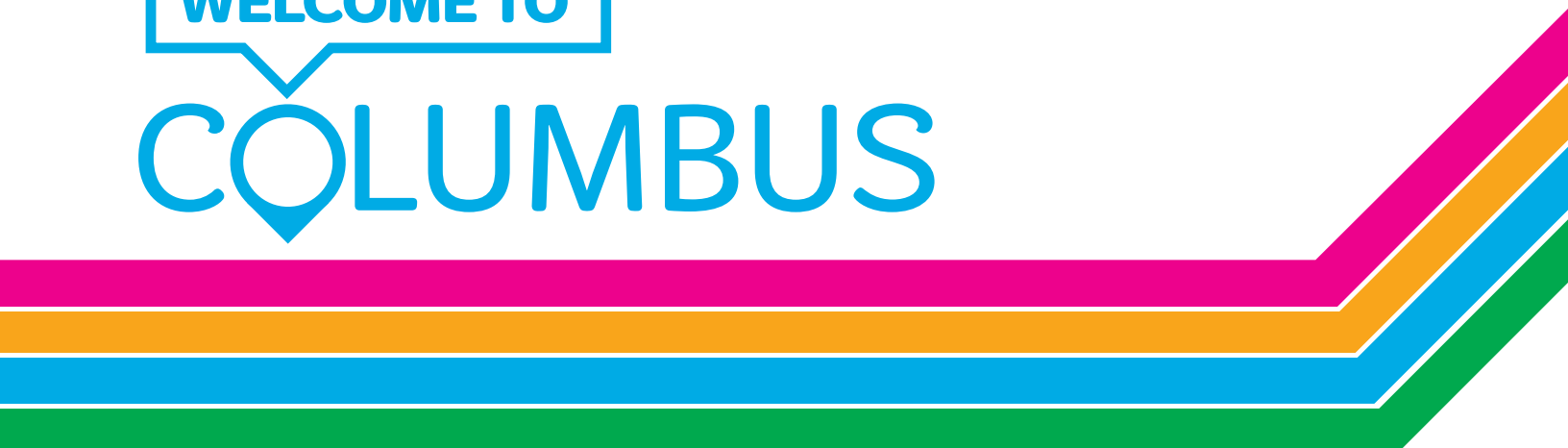
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GIRL SCOUTS' 54TH NATIONAL COUNCIL SESSION • OCTOBER 4-6

WELCOME TO

COLUMBUS



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Call to the 2017 National Council Session



From the National President

Dear Girl Scout,

I am so excited to welcome you, your friends, and your loved ones to G.I.R.L. 2017/54th National Council Session in Columbus, Ohio, October 4–6! We at Girl Scouts of the USA can't wait to get started setting the course for the next three years of our Movement and are so happy you are here to collaborate on this important work.

Convention only comes once every three years, and G.I.R.L. 2017—the largest girl-led event for girls and women in history—is our chance not only to advance our Movement and the girls who lead it but also to set our future direction. We'll do this by reviewing the work of the last three years, voting on proposals, and electing our National Board and National Board Development Committee. The 54th National Council Session represents the best of our democratic process—one that is for Girl Scouts and by Girl Scouts. As a delegate chosen to represent your council's constituency, you have an incredibly important role to play in helping our Movement stay true to its mission.

G.I.R.L. 2017 is for *every* G.I.R.L. (Go-getter, Innovator, Risk-taker, Leader)[™] who wants to stand up, take charge, and change the world. That's why, in addition to coming together to complete important business and celebrate all our girls and volunteers, we are gathered here in Ohio to welcome the G.I.R.L.s of the general public who want to join in the fun and see what makes Girl Scouts such a life-changing experience for the nearly 2 million girls we serve.

Over the next few days, you'll be front and center participating not only in the National Council Session but also in G.I.R.L. 2017 breakout sessions, featuring thought-provoking speakers, and hands-on workshops designed to empower you, enrich your leadership journey, and give you the tools you need to take action and make things happen. Other highlights will include the inspiring Hall of Experiences (opening October 6), which will host daily performances, interactive exhibits, the Girl Scout Merchandise Superstore, a SWAPS station, and a service project area. Not to mention special social events, such as sing-along parties hosted by the former first lady of Ohio!

G.I.R.L. 2017 will be an exhilarating gathering full of motivational activities, speeches, and performances, as well as eye-opening learning and rare networking experiences. I look forward to connecting with you and Girl Scout supporters from across the globe to celebrate all that we have accomplished together—and all the exciting opportunities that lie ahead for our Movement.

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

2014-2017 Girl Scouts of the USA National Board of Directors

OFFICERS

Kathy Hopinkah Hannan
Sharon H. Matthews
Wonya Lucas
Charles D. (Chuck) McLane Jr.
Sapreet Kaur Saluja
Sylvia Acevedo*

NATIONAL BOARD OF DIRECTORS

Jenny Alonzo	Noorain Khan
Carri Baker	Mina T. Nguyen
Judith N. Batty	Debbie Nielson
Jeanne Kwong Bickford	Susan P. Peters
Anne H. Chow	Norma Provencio Pichardo
Lynn M. Gangone	Nancy A. Reardon
Dineen Garcia	Trooper Sanders
Mónica Gil	Julie Sygiel
Steven F. Gilliland	Sharon I. Wibben
Jeanmarie C. Grisi	Loria B. Yeadon
John Hom	

**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, and 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*.

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 number of delegates from councils chartered by GSUSA and USA Girl Scouts Overseas collectively represents four-fifths of the entire membership and may not exceed 1,500. A formula is used to determine how many voting members each council may send to the National Council Session. This same formula is also used to select delegates to represent USA Girl Scouts Overseas.

Leadership for the 2017–2020 Triennium



Message from the Chair of the National Board Development Committee

Dear National Council Member,

The National Board Development Committee (NBDC) is pleased to present the nominee slates for the 2017–2020 National Board of Directors and NBDC. Through an extensive process and with your support, we have selected a highly talented and diverse group of individuals who are deeply committed to the future of the Girl Scout Movement. They recognize the important work that lies ahead to help every girl discover her potential as a go-getter, innovator, risk-taker, and leader, and they are excited to take it on.

The NBDC engaged in a thorough, yearlong process to identify, recruit, and cultivate talent. We received nearly 200 candidate referrals from across the Movement—from councils, alumnae, national staff, and the National Board—and we sought individuals who understand Girl Scouts and how to expand our efforts to a national scale, and who are deeply invested in girls' success. We thank those of you who referred such wonderful candidates, which allowed us to build the best possible slates. Note that the slates meet 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* 2017, pages 11–13) and include a combination of new candidates who offer fresh insight and returning members who bring continuity to the leadership outlined in the *Stewardship Report*, the companion resource to the *Workbook*.

According to Article XII, Section 10, of the Girl Scout Constitution: “Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held.” At this National Council Session, elections will be held on Thursday, October 5, during the day session. To make a nomination from the floor, National President Kathy Hopinkah Hannan and National Board Development Committee Chair Mónica Gil must both be notified by email (floornominations@girlscouts.org) of your intentions no later than 8:30 a.m. on Tuesday, October 3.

The NBDC is confident that you'll find the incoming class of National Board and NBDC members, as you learn more through their bios or by meeting them at the National Council Session, to be more than qualified for the job.

On behalf of the National Board Development Committee, thank you for entrusting us to serve the Girl Scout Movement.

Yours in Girl Scouting,

A handwritten signature in blue ink that reads "M Gil".

Mónica Gil Chair, National Board Development Committee (2014–2017)

National Board of Directors Nominations

Officer Nominees

Kathy Hopinkah Hannan

Wheaton, Illinois

Sharon H. Matthews

Charlotte, North Carolina

Jeanne Kwong Bickford

Darien, Connecticut

Charles D. (Chuck)

McLane Jr.

Fort Meyers, Florida

Noorain Khan

New York, New York

Anne H. Chow

Dallas, Texas

Wendy Drummond

Osage County, Oklahoma

Charlie Garcia

Boca Raton, Florida

Dineen Garcia

Miami, Florida

Vicki Gardner

Cincinnati, Ohio

Valarie A. Gelb

Middletown, Rhode Island

Steven F. Gilliland

Houston, Texas

Jeanmarie C. Grisi

Murray Hill, New Jersey

Karen P. Layng

Chicago, Illinois

Rose Littlejohn

New York, New York

Sue Major

San Diego, California

Cindy Miller

Atlanta, Georgia

Mina T. Nguyen

Boston, Massachusetts

Debbie Nielson

Ogden, Utah

Norma Provencio Pichardo

Los Angeles, California

Erika Rottenberg

San Francisco, California

Sapreet Kaur Saluja

Jersey City, New Jersey

Trooper Sanders

Washington, District of Columbia

Becky Schmitt

Bentonville, Arkansas

Mary Stengel Austen

Philadelphia, Pennsylvania

Suzanne Wade

San Antonio, Texas

Loria B. Yeadon

Mercer Island, Washington

Member-at-Large Nominees

Jenny Alonzo

Sunnyside, New York

Judith N. Batty

Washington, District of Columbia

Cynthia Brinkley

St. Louis, Missouri

Leadership for the 2017–2020 Triennium

National Board Development Committee Nominations

Charlie Garcia

Boca Raton, Florida

Heather Higginbottom

Washington, District of Columbia

John Hom

South Orange, New Jersey

Sue Major

San Diego, California

Debbie Nielson

Ogden, Utah

Trooper Sanders

Washington, District of Columbia

Teresa C. Younger

Hartford, Connecticut



National Board Nominee Bios



President

**Kathy Hopinkah Hannan, PhD, CPA
 Wheaton, Illinois**

National President and Board Chair, GSUSA

**Global Lead Partner, National Leader:
 Total Impact Strategy, KPMG LLP**

Dr. Kathy Hannan is the National President and Chairman of the Board of the Girl Scouts of the USA. She also serves on the Advisory Board for the Women Corporate Directors Foundation which promotes and strengthens

women in the boardroom. Kathy is also co-chair of the Thought Leadership and Communication committee for WCD. She also currently serves as a Board member for the Adler Planetarium and the Metropolitan Planning Council and as trustee for the Committee for Economic Development. She recently was appointed as a public member of the Institutional Actions Council of the Higher Learning Commission.

Kathy's tenure in the accounting profession reflects more than 30 years of expertise with a series of leadership roles within KPMG, including Managing Partner of Tax, Vice Chairman of Human Resources, Chief Diversity Officer and Chief Corporate Responsibility Officer. She currently works with the KPMG Board Leadership Center to broaden governance discussions regarding business and society and is the National Leader for Total Impact Strategy.

As a Native American Indian and member of the Ho-Chunk Nation Tribe, Kathy previously served on President George W. Bush's National Advisory Council on Indian Education. She also served as a commissioner on the Ho-Chunk Nation Tribal Employment Rights Office Commission, where she was responsible for guiding the tribe's economic investments, approving development contracts, and reviewing educational programs.

Kathy earned a Bachelor's degree in Accounting and Political Science from Loras College and is a graduate of the Institute of Comparative Political & Economic Systems at Georgetown University. She is also a graduate of the Chicago Management Institute at the University Of Chicago Booth School Of Business and recently earned her PhD at Benedictine University.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Officers



First Vice President

Sharon H. Matthews
Charlotte, North Carolina

Sharon H. Matthews is senior vice president and head of employee relations at Wells Fargo, a global financial services company. As a human resources executive, she leads a team that provides company-wide employee relations consultation, workplace issue resolution, and strategies to mitigate employment-related risk. Her team is also responsible for reduction-in-force programs, human resources policy governance, and employee

assistance consulting and accommodations management. Sharon is a career human resources professional who joined Wells Fargo in May 2000 after almost 20 years with IBM. She has earned her certification as a Senior Professional in Human Resources, and she is a member of the Society of Human Resources Professionals and a lifetime member of the National Association of African-Americans in Human Resources.

Sharon has been a member of the Girl Scouts of the USA Board of Directors since 2002. She currently serves as first vice president and served previously as international commissioner and chair of the National Board Development Committee. Locally, she is president of the Crown Jewels (NC) Chapter of the Links, Inc., and a member of the board of trustees of Community Link. She is a former member of the Komen Charlotte Board of Directors.

Sharon is a lifetime member of Girl Scouts. Her mother, a schoolteacher, wanted more opportunities for her daughters and so led the effort to bring Girl Scouting to her small Mississippi community when Sharon was 11. Sharon became a Girl Scout Junior and credits her Girl Scout experience with enhancing her confidence, problem-solving, communications, and leadership skills, and providing early exposure to the meaning of diversity and inclusion.



Second Vice President

Jeanne Kwong Bickford
Darien, Connecticut

Jeanne Kwong Bickford is a senior partner and managing director at The Boston Consulting Group (BCG), a global management consulting firm and the world's leading adviser on business strategy. BCG partners with clients to identify their highest-value opportunities, address their most crucial challenges, and transform their enterprises. Jeanne serves on the leadership team for BCG's financial institutions practice and co-leads in the area of risk and

compliance (North America). She is also a core member of the firm's people and organization practice and leads BCG's Change Enablement Center, which emphasizes capability building in complex program and 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 supported precedent-setting litigation with regard to the savings and loan industry bailout.

Jeanne's philanthropic activities emphasize her passion for pursuing gender equality. In the 2014–2017 triennium, she served as a member-at-large of the Girl Scouts of the USA Board of Directors, concurrently participating on its Finance Committee; and as part of her pro bono consulting work, she has supported GSUSA on a range of topics, such as strategy, over the past five years. She is also the mother of two Girl Scouts: a Brownie and a Junior.

Jeanne graduated Phi Beta Kappa and magna cum laude from Harvard University with a Bachelor's degree in economics. She earned her MBA from the Stanford Graduate School of Business and was an Arjay Miller Scholar.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Officers



Treasurer

Charles D. (Chuck) McLane Jr. Fort Meyers, Florida

Charles D. (Chuck) McLane Jr. was elected executive vice president by Alcoa's board of directors in September 2007. He was chief financial officer from January 2007 to April 2013. As CFO, Chuck had accountability for Alcoa's finance organization, which includes treasury, controllership, pension, investor relations, tax, audit, and financial planning and analysis. He was also responsible for the global business service group, which provides IT, purchasing, and

business support services globally. For his work during the 2008/2009 financial crisis, *Treasury & Risk* magazine named Chuck one of the "100 Most Influential People in Finance" in 2010.

Chuck joined Alcoa in 2000 as director of investor relations, following Alcoa's acquisition of Reynolds Metals Company. Two years later, he was appointed vice president and corporate controller, with responsibilities for Alcoa's business support services and transactional service functions, including procurement, financial shared services, environment, health and safety services, and corporate aircraft operations. Prior to joining Alcoa, Chuck worked for Reynolds Metals for 27 years in a series of financial roles, including division controller. In 1990, he was named director of finance and administration for Reynolds' Global Can business unit. In 1995, he became assistant controller, and in 1999, assistant treasurer.

Chuck serves on the Girl Scouts of the USA Board of Directors as treasurer and chair of its Finance Committee, and he previously served on the boards of the Alcoa Foundation, Sapa AB, and Alcoa World Alumina. He was also a member of the Conference Board's Council of Financial Executives Institute and a member of the CFO Board Academy.

Chuck earned both a Bachelor's and Master's degree in accounting from Virginia Commonwealth University in 1978 and 1984, respectively. He attended an executive program at the University of Virginia's Darden School of Business in 1988 and the Wharton School of Business at the University of Pennsylvania in 1995.



Secretary

Noorain Khan
New York, New York

Noorain Khan is the program officer 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. Before joining Ford in 2015, Noorain was chief of staff at education nonprofit Teach For All, a global network of organizations in 35 countries. Prior to that, she was a corporate attorney at Wachtell, Lipton, Rosen & Katz, advising clients on cross-

border mergers and acquisitions and corporate governance. Noorain has also worked on the global public policy team at Google, as a contributing researcher at Jezebel, and as a law clerk in the civil appellate section of the U.S. Department of Justice. She appeared on the *Forbes* "30 Under 30" list for law and policy in 2014 and is a term member of the Council on Foreign Relations.

A former girl member, Noorain is also a Girl Scout Gold Award recipient and past National Young Woman of Distinction. And as a national operating volunteer, she spent three years leading the girl-planning efforts to commemorate Girl Scouts' 100th anniversary in 2012.

Noorain earned a Juris Doctor degree from Yale Law School, where she was a PD Soros Fellow; an MPhil in migration studies from Oxford, where she was a Rhodes Scholar; and her Bachelor's degree with high honors from Rice University.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Jenny Alonzo | Sunnyside, New York

A recognized leader with expertise in marketing, digital development, advertising and promotions, and multicultural markets, Jenny Alonzo has worked on strong brands that include Lifetime Television Networks, NBC, BET, IBM, and the *Wall Street Journal*. Currently executive-producing a slate of film and television properties, she also provides confidential and strategic advisory to C-level executives at top-tier outlets and television networks. Immediately prior to her current producing role, Jenny served as CMO and special consultant to NuvoTV/Fuse’s CEO, overseeing all marketing, digital, and public relations for the network—the first English-language television network for the modern U.S. Latino, which partnered with global celebrity and entrepreneur Jennifer Lopez to develop, produce, and market content for this coveted audience. Jenny has been featured as a *Broadcasting & Cable* “Fifth Estater” and in the *New York Times*, *DiversityInc*, *Black Enterprise*, and *Hispanic Business*. She has moderated and participated on panels at major conferences, including those of the Internet & Television Association, Cable & Telecommunications Association for Marketing, PromaxBDA, and *Black Enterprise* (Women of Power Summit), and at congressional caucuses, corporate events, and film festivals. Jenny has been recognized for her work with honors that includes a spot on *Hispanic Business* magazine’s 2006 “Top 100 Most Influential Hispanics” list. She is a member of the St. John’s University College of Professional Studies Advisory Board, serves on the Girl Scouts of the USA Board of Directors, and co-chairs The Nielsen Company’s Latino Advisory Council. Jenny is also an advocate and volunteer for the Young Adult Institute, a national organization serving the needs of the mentally and physically challenged community.



Judith N. Batty | Washington, District of Columbia

Judith Batty is a retired attorney who served as an executive at Exxon Mobil Corporation for more than 28 years. She is experienced in structuring and negotiating complex international acquisitions, divestitures, and market entry. She was also the first female and first African American to serve as general counsel of ExxonMobil’s 3,000-employee, publicly traded Japanese affiliate. Active in several professional and charitable organizations, she has held numerous committee and officer positions on nonprofit boards. Judith currently chairs the governing board of trustees of Arena Stage, a not-for-profit resident theater in Washington, DC. She also serves on the boards of Girl Scouts of the USA and the Links Foundation, Incorporated (The Links, Incorporated, is one of the largest African American women’s service organization in the U.S.) and on the board of trustees of Levine Music, an accredited multicampus music center. Judith, who has lived in New York, Dallas, London, and Tokyo, received her BA from New York University College of Arts and Sciences in 1978 and her JD from New York University School of Law in 1981.



Cynthia Brinkley | St. Louis, Missouri

Cynthia Brinkley is an executive and board director whose experience spans highly regarded blue-chip corporations and civic organizations, as well as multiple functional disciplines including human resources, talent development, culture change, acquisition integration, public and regulatory/legislative affairs, and business leadership. Cynthia is Centene Corporation’s executive vice president, Global Corporate Development, overseeing business development, mergers and acquisitions, government relations, international operations, and business integration activities. Prior to Centene, she was vice president, Global Human Resources, for General Motors, and before that, she served as senior vice president of talent development and as chief diversity officer at AT&T. She led the creation of AT&T University, a world-class, innovative, and award-winning set of campuses and curricula that reaches more than 100,000 managers annually. Also under Cynthia’s leadership, AT&T ranked in the first five of *DiversityInc’s* “Top Companies for Diversity.” As part of her longstanding dedication to community, she sits on the boards of the Missouri History Museum, Forest Park Forever, National Oasis Institute, University of Missouri Trulaske School of Business, and Energizer. Among Cynthia’s many recognitions, she was named a Woman of Influence by Webster University, awarded Coro’s John H. Poelker Leadership Award, and named Arkansas Business Leader of the Year. She was also one of 50 business leaders selected by the U.S. Secretary of Defense to review worldwide military operations. Cynthia holds a Bachelor’s degree in journalism from the University of Missouri and a Bachelor’s degree in political science from Truman State University.



Anne H. Chow | Dallas, Texas

Anne H. Chow leads more than 6,500 professionals accountable for small- and mid-sized business customers across the United States. She and her team are responsible for AT&T’s full suite of solutions and end-to-end customer experience serving this vital market segment. Anne also owns the profit-and-loss, covering roughly \$15 billion in revenue and approximately 95 percent of AT&T’s business customers. With more than 25 years in the industry, Anne has led many diverse organizations through major transformations, successfully developing and executing innovative growth strategies. She is passionate about education, diversity and inclusion, women’s advancement in technology, and cultivating our next generation of leaders. Anne is known for building and promoting world-class teams and developing role-model leadership. And her impact extends beyond business; she has been a member of Cornell University’s President’s Council of Cornell Women, currently serves as vice chair of the board of directors for the Asian American Justice Center, and recently joined the board of directors for Franklin Covey Co. Anne has been recognized with accolades and awards by the YWCA-NYC Academy of Women Leaders and the Women’s Center for Entrepreneurship Corporation, and she was named in Diversity Journal’s “Women Worth Watching” and in the Global Telecoms Business “50 Women to Watch” in 2017. Anne holds a master’s degree in business administration with distinction from the Johnson School at Cornell University, and a bachelor of science and master of engineering degree in electrical engineering from Cornell. She also graduated from the pre-college division of the Juilliard School of Music in New York City.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Wendy Drummond | Osage County, Oklahoma

Wendy Drummond has a diverse professional life. She is the president of Premier Locations, U.S. Cellular’s largest national agent, with stores in seven states. As a principal owner of Blue Sky Bank, she is actively engaged in growing the customer base. By trade she is an attorney with a practice in Pawhuska, Oklahoma. She also owns HR360, LLC, a human resources outsourcing company. Finally, Wendy is co-owner and manager of POSTOAK Lodge, a retreat center nestled in the scenic Osage Hills. For 23 years, Wendy has been a key fundraiser for many nonprofits and 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, and Culture Commission and a trustee for the Tulsa Performing Arts Trust. Growing up in California, Wendy was an active Girl Scout. Many of her best memories come from her summers at Girl Scouts camps. She attributes her ability to navigate through adversity and her leadership skills to her Girl Scouts experience. Her mantra, “great leaders make great leaders,” began with Girl Scouts and continues today in her role as a leader in her businesses and community endeavors.



Charlie Garcia | Boca Raton, Florida

Charlie Garcia is the CEO of the Association of Latino Professionals for America (ALPFA), whose purpose is connecting Latino leaders for impact. Founded in 1972, ALPFA has more than 80,000 members assembled in 44 professional and 160 student chapters. From 2006 to 2011, Charlie was appointed by both President George W. Bush and President Barack Obama to be the chairman of the Board of Visitors for the U.S. Air Force Academy, overseeing all operations at the academy. Charlie has worked for four presidents—both Democratic and Republican—and served on high-profile federal and state government boards. From 2001 to 2006, former Florida Governor Jeb Bush appointed Charlie as one of seven members of the Florida State Board of Education, overseeing all public education in Florida with an annual budget of \$15 billion. In 1997, he founded Sterling Financial Group, a privately held financial services firm, which he grew from a small business to 60 offices in seven countries and \$2 billion in assets prior to selling it in 2005. The company was named by *Inc.* magazine as the eighth-fastest growing privately held company in the United States, and Charlie was named entrepreneur of the year by three national organizations. He was awarded the Distinguished Public Service Medal by the secretary of the Air Force, who credited Charlie with leading “a historic transformation of the board.” Charlie serves on the national board of Junior Achievement and has authored two bestselling leadership books: *A Message from Garcia* (John Wiley, 2003) and *Leadership Lessons of the White House Fellows* (McGraw Hill, 2009). Charlie has a bachelor of science degree from the U.S. Air Force Academy, a master of public administration degree from the University of Oklahoma, and a juris doctor degree from Columbia Law School.



Dineen Garcia | Miami, Florida

Dineen Garcia is vice president of diversity and inclusion strategies at Macy’s, Inc. She has national responsibility for Macy’s diversity efforts within the Asian and Latino communities. Dineen acts as a Macy’s brand ambassador and liaison; she focuses on leveraging diversity through recruitment efforts, collaborations with minority and women vendors, and opportunities for Macy’s to engage with the communities where it does business. Before her current position, Dineen was the general counsel of PACO Group, Inc., a construction/project management firm. Dineen practiced law beginning in 1993 as a prosecutor in New York City. In 2015, Dineen was named one of *People en Español’s* “25 Mas Poderosas” and was profiled by *Diario Las Americas Entre Mujeres*. In 2014, she received the Glass Ceiling Award from the National Diversity Council as well as a Leadership Award for Marketing/Diversity Initiatives from the South Florida Hispanic Chamber of Commerce. Earlier Dineen was recognized by *Hispanic Business* as a *2013 Corporate Elite: Top 25 Executive*. She currently sits on the Girl Scouts of the USA Board of Directors, the Hispanic Federation Board, and the corporate advisory board of the Cuban National Council. In 1993, Dineen earned her Juris Doctor degree from New York Law School, and in 1989, she earned a Bachelor of Arts degree from C.W. Post/Long Island University. Her bar admissions include the New York State Supreme Court, U.S. District Court for the Southern and Eastern Districts of New York, and Florida State Supreme Court.



Vicki Gardner | Cincinnati, Ohio

Vicki Gardner serves as the senior vice president of sales operations for Nielsen. In this role, she is responsible for partnering with commercial organizations across North America, Europe, and Australia to transform our commercial approach. Previously, Vicki led global business services for North America, where she was responsible for areas such as data acquisition, operations, and technology. This included ownership for quality, delivery, and innovation development for North America. Vicki joined Nielsen in 1995 and has held positions of increasing responsibility on the innovation analytics team. This experience culminated in her leading the division for North America. In addition to working with a wide variety of consumer packaged goods manufacturers in the United States, Vicki lived in Belgium, consulting on new products in Europe, the Middle East, and Africa. During her tenure, she has worked in business process improvement, with a focus on quality improvement and cycle time reduction for Nielsen’s global operations. She is a certified master black belt, and for five years, she led her oldest daughter’s Girl Scout troop. Vicki holds a Bachelor’s degree from Wittenberg University and a Master’s degree from the University of Cincinnati.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Valarie A. Gelb | Middletown, Rhode Island

Valarie A. Gelb is the CEO of Gelb Global Business Growth Advisors, which provides viable business and brand strategies to corporations and nonprofits around the world. She leverages her passion and prior senior executive experience as chief sales development officer and executive vice president at MasterCard Worldwide to mentor and enhance the businesses of women. Previously, Valarie served as the CEO for the Global Fund for Women, a champion for the human rights of women and girls around the world. She participated for five years in Girl Scouts of Connecticut's Camp CEO and advanced STEM for the girls through solar lighting projects. Her passions for entrepreneurs and the growth of commercially viable businesses are evident in the board positions in which she serves. Valarie is on the board of MPOWERD, a consumer solar lighting company developed to empower the 1.5 billion people in the world who still live without electricity and to enhance lives in the developed world. She also serves on the advisory board of Level Up Village, a developer of STEM curriculum, creating peer-to-peer collaborative interactions between global and U.S. students. Valarie was past president and is currently president emeritus of the International Women's Forum CT. She was appointed by the governor of Connecticut to the board of Connecticut Innovations, a leading source of financing for the state's growing tech companies, and she's a cofounder of the Women Entrepreneurs Empowerment Forum, now in its fifth year, mentoring and developing women in the growth of their businesses. Valarie holds an MBA degree and an undergraduate business degree with emphasis in finance and economics from Baldwin Wallace University.



Steven F. Gilliland | Houston, Texas

Steve F. Gilliland is the founder, president, and chief executive officer of Federal Power Company, LLC, an independent power development and management organization. Prior to founding Federal Power, he was with Duke Energy, most recently as senior vice president/chief restructuring officer, MOX, where he was charged with reducing shareholder liability and overall project risk in the mixed-oxide weapons-grade-plutonium program of the U.S. Department of Energy. Steve has also led the corporation as senior vice president of asset management for its wholesale energy business, Duke Energy North America (DENA), and as president of Duke's independent power subsidiary. Before joining Duke, he spent a year as president and chief executive officer of Proler International Corporation. In addition, Steve has held executive positions with CRSS Capital, Inc. (now SUEZ North America) and Transco Power Company. During his career, he has overseen the development and strategic direction of power generation and energy assets totaling more than \$15 billion.



Jeanmarie C. Grisi | Murray Hill, New Jersey

Jeanmarie C. Grisi is CIO of Global Pensions and president of the in-house asset-management organization responsible for the investments of the Nokia (formerly Alcatel-Lucent) U.S. pension and postretirement benefit trusts, totaling over \$37 billion. She oversees a team of 40 employees in New Jersey, Boston, Munich, Paris, and Holland. In 2013, Jeanmarie was named to *aiCIO* magazine’s “Chief Investment Officer Power 100” list. In 2014, she was nominated by *Institutional Investor* for an inaugural Intelligence Award for Thought Leadership in the Investment Management Industry. In 2016, Jeanmarie received an Investors Intelligence Award for Excellence in Risk Management.

In 2017, she was named CIO of the Year by *Institutional Investor*. Jeanmarie serves on the Girl Scouts of the USA Board of Directors and chairs its investment subcommittee, and is a director of CMMB, an international healthcare service organization; treasurer of the Committee on Investment of Employee Benefit Assets; trustee of the Lucent Supplemental Healthcare Benefits Trust; and director of the Managed Funds Association.



Karen P. Layng | Chicago, Illinois

Karen P. Layng is the chief strategy officer, general counsel, and secretary to the board of Scheck Industries. Prior to Scheck, she was a shareholder and board member at the Chicago law firm Vedder Price, where she was the first woman chair of its Compensation Committee, chaired the construction practice, and served as the litigation practice leader. As a construction industry thought leader, Karen has been selected to serve on the Leading Lawyers Network Advisory Board, which named her a “Leading Lawyer” and one of the “Top 100 Women Business Lawyers.” She was the first woman

president in 50 years of the Seventh Circuit Bar Association and has been featured in *Leading Lawyers Magazine*, the *Women’s Edition*, and *Construction Today*; ranked in *Chambers USA*; and recommended in the *Legal 500 U.S.* Karen often lectures on construction and ethics topics for the Construction Super Conference and AAA, and she is a faculty member of the ABA Forum Trial Academy. A Girl Scout alumna, she served as board chair for Girl Scouts of Greater Chicago and Northwest Indiana and was the leader of her Gold Award recipient daughter’s troop.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Rose Littlejohn | New York, New York

Rose Littlejohn is the managing director for business services at PricewaterhouseCoopers (PwC), responsible for U.S. security, meeting and event services, and travel organizations. She is also responsible for the strategic design and implementation of the firm's travel and meetings program. Prior to joining PwC, Rose was the director of global security and the ethics officer for American Standard Co. and the global security senior manager responsible for Europe, the Middle East, and Africa at Avon Products. Rose has been a dedicated and active board member of

Girl Scouts of Greater New York since 2007, serving as board chair (2016–present), board president (2012–2016), executive committee member (2012–present), and co-chair of strategic planning (2014–present). In addition, Rose is involved in professional organizations within the corporate security industry. She serves on the advisory board of Pace University's management program for safety and homeland security professionals (2010–present) and the advisory board for the Dyson School of Pace University (2013–present). She also chaired the U.S. Secretary of State's Overseas Security Advisory Council for security awareness and innovation (2003–2006) and is a member of the Domestic Security Advisory Council, where she serves on the Strategic Planning and Operations Committee. Rose chaired the Economic Crime Council of the American Society of Industrial Security and was the program leader for the International Security Management Association's Georgetown University leadership program. Additionally, she served on the board of directors of the International Security Management Association (2008–2012). Rose holds a Bachelor's degree in business management, a Master's degree in business administration, and a Doctorate degree in organizational leadership from the University of Phoenix. She is also a graduate of the Cornell University College Program and holds the designation of certified fraud examiner.



Sue Major | San Diego, California

Susan Major is the Founder and CEO of Major Executive Search, a global retained search firm based in San Diego. She specializes in the wireless, telecom, software, and semiconductor sectors, serving entities that range from Fortune 500 companies to startups. She has 15-plus years of search experience, including C-level executive placements for public and emerging, pre-IPO corporations. Prior to establishing Major Executive Search, Sue opened San Diego's first top-ten search office for A.T. Kearney Executive Search. Backed by expertise 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, Sue led the marketing efforts that expanded the company's paging and wireless data services. Additionally, she has been awarded two patents in wireless messaging. Also active in community service, Sue serves as a Board Member for the Global Telecom Women's Network and on a number of private boards including those of Northeastern University, Foundation of the Zoological Society of San Diego, and the La Jolla Music Society. Sue graduated from Northeastern University with an MBA and a Bachelor of Arts in Political Science.



Cindy Miller | Atlanta, Georgia

Cindy Miller is a 29-year UPS veteran, beginning her career as a package car driver in Allentown, Pennsylvania. She became president of UPS Global Freight Forwarding in April 2016. Cindy manages the freight forwarding business units encompassing International Air Freight, North American Air Freight, Ocean Freight, and Customs Brokerage Operations. Previously, she served as president of UPS Europe, having spent eight years living abroad. She oversaw and was responsible for all UPS operations in the nearly 60 countries and territories across Europe. In this role, Cindy guided UPS through several mergers and acquisitions and oversaw network expansions including the \$200 million expansion of the UPS Cologne Gateway. (Cologne is UPS's largest operation outside the United States.) She also oversaw UPS's successful execution of the logistics for the London 2012 Olympic and Paralympic Games, for which UPS was the official logistics and express delivery provider. Cindy was an active member of the European Executive Council, vice chair of the executive committee of the American Chamber of Commerce to the European Union, and a board member of the American Chamber of Commerce in Belgium. She holds a Bachelor of Arts in business and humanities from Penn State University.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Mina T. Nguyen | Boston, Massachusetts

Mina T. Nguyen is currently a managing director at AQR Capital Management, where she leads the firm's global corporate policy initiatives and serves as senior advisor to the executive team. Prior to joining AQR Capital, Mina served as deputy assistant secretary at the U.S. Department of the Treasury and director of public liaison at the U.S. Department of Labor. She leads AQR Capital's philanthropic efforts and serves on the Girl Scouts of the USA Board of Directors; she is also the director of foreign missions on the board of World Health Ambassadors. Mina earned an MBA from Harvard Business

School and a Bachelor's degree from the University of California Berkeley.



Debbie Nielson | Ogden, Utah

Debbie Nielson's career with The West Bend Company took her to New York, New York, 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. A lifetime member of Girl Scouts, Debbie 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 at Girl Scouts of Utah and serving as its president for six years. 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 a triennial Girl Scout convention to Salt Lake City in 2014. Debbie has also served on national governance task groups for GSUSA and as interim CEO for the Utah council. She has been recognized by the Lieutenant Governor's office in Utah and the local chamber of commerce in Ogden for her volunteerism and philanthropic efforts. Debbie currently serves on the Girl Scouts of the USA Board of Directors and chairs the Pension Advisory Committee.



Norma Provencio Pichardo | Los Angeles, California

Norma Provencio Pichardo is an arts and entertainment executive, specializing in nonprofit management with a concentration on education and mentoring programs. She has consistently delivered unprecedented results in leadership, partnerships, fund development, and strategic planning for entertainment nonprofits. As Executive Director at the Television Academy Foundation, she has been committed to the engagement, advancement, and education of storytellers, to forge rewarding careers in every area of television. As a visionary, she has been integral to the Television Academy Foundation's growth and development, has increased its national footprint, forged new partnerships, and has challenged conventional thinking along the way. She has received recognition for excellence in programming, and for her leadership and commitment to higher education and diversity. Prior to joining the Academy, she served as Executive Director of Workplace Hollywood, an organization designed to ensure that historically underrepresented communities can successfully compete for and gain access to jobs and business opportunities in the entertainment industry. Earlier in her career, Norma served as a western region executive at the Emma Bowen Foundation, a media diversity initiative, and was CFO at the Fulfillment Fund, a nationally recognized model mentoring, scholarship, and college access program. She has been named one of the "Most Powerful and Influential Latinos in Entertainment" by Imagen Foundation and is listed in Entertainment Power Players. Norma serves on CSU Chancellor's Entertainment Council, the Girl Scouts of the USA Board of Directors, the Alliance for Women in Media Advisory Council, and the LA County Arts Commission, appointed by Supervisor Hilda Solis.



Erika Rottenberg | San Francisco, California

Erika Rottenberg has more than 20 years of operational executive officer experience at successful disruptive global technology companies. Most recently, from an operational perspective, Erika was Vice President, General Counsel, and Secretary of LinkedIn, where she was a member of the company's foundational team and built and led the company's global legal affairs, privacy, and public policy teams. Erika's LinkedIn "Legal Eagles" were honored by the *Financial Times* as one of the "Top 10 Global Most Innovative Legal Departments" and by the Association of Corporate Counsel with its Corporate ProBono Award. 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's Best General Counsel. Erika began her legal career at the Silicon Valley-based law firm of Cooley LLP, where she practiced corporate and employment law. Prior to becoming a lawyer, she taught special education and was a teacher advocate in Anchorage, Alaska. Erika serves on the boards of NYSE-listed Twilio and NASDAQ-listed Wix. Erika also serves on the boards of the Center for Democracy and Technology, a global 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. Additionally, Erika has been a Girl Scouts of Northern California Board member since 2012. Erika earned her JD from the University of California Berkeley and a BS in special and elementary education from the State University of New York at Geneseo. Erika was an active Girl Scout in elementary and high school in Maryland, and her favorite memories center around the outdoors, which is still a source of significant joy.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Sapreet Kaur Saluja | Jersey City, New Jersey

Since 2009, Sapreet Kaur Saluja has been executive director of the Sikh Coalition, an organization that safeguards the civil and human rights of all people and promotes a world where Sikhs can freely practice and enjoy their faith. Throughout Sapreet's tenure, the organizational budget and full-time staff have tripled, resulting in the largest and most impactful Sikh civil rights organization in the United States. Although Sapreet focuses on the overall strategy and direction of the Sikh Coalition, she has also played a direct role in navigating its multifaceted work to end religious discrimination by the United States'

largest employer and in launching groundbreaking projects, such as National Day of Seva, the Sikh Project, the inclusion of Sikhism in state education standards, and California's Sikh Awareness and Appreciation Month. As the first Sikh to speak at a presidential inaugural prayer service, she maintains a full public speaking schedule. Before joining the Sikh Coalition, Sapreet served as the managing director of strategy at Teach For America. She currently sits on the Girl Scouts of the USA Board of Directors as secretary and international commissioner and serves as secretary on the board of directors for the Desmond Tutu Peace Foundation. Previously, Sapreet served on the board for the World Association of Girl Guides and Girl Scouts. A Girl Scout Gold Award recipient and lifetime member, she credits her Girl Scout journey with helping to shape her character and develop her leadership skills. Sapreet served in the Peace Corps from 1998 to 2001 in Uganda and Kenya and is a graduate of the Stern School of Business at New York University, with a dual degree in marketing and international business.



Trooper Sanders | Washington, District of Columbia

Trooper Sanders has been a social entrepreneur and advocate for 20 years. He is the founder of Wise Whisper, a business, program, and political brand development practice that serves companies and nonprofit organizations tackling social challenges. Previously, Trooper served as a senior advisor and deputy director of policy to First Lady Michelle Obama. Before joining the Obama administration, Trooper was domestic policy adviser to former U.S. President Bill Clinton and oversaw the Clinton Foundation's domestic initiatives spanning economic opportunity and children's health. During the 2004 election cycle, Trooper founded a voting rights initiative. He

has worked for the American Constitution Society; the anticorruption nonprofit Transparency International; and Ashoka, a global investor in social entrepreneurs. After September 11, Trooper led the creation of HOPE Coalition America, an effort providing pro bono financial counseling to people economically affected by disasters. His government service began as a White House policy advisor to Vice President Al Gore and Second Lady Tipper Gore. He began his international work as a policy analyst with the Prince of Wales's Business Leaders Forum. Trooper has a Master's degree from the London School of Economics, has studied law at the University of London, and has a Bachelor's degree from the University of Michigan. He is currently pursuing a doctorate in intelligence studies.



Becky Schmitt | Bentonville, Arkansas

As senior vice president of global people, Becky Schmitt leads human resources for Walmart’s U.S. ecommerce businesses, global business services, and enterprise corporate function organizations, with locations throughout the United States, Central and South America, and Asia. She drives direction and leadership in the areas of talent development and acquisition, change management, and organizational design. Becky has more than 20 years of experience designing and delivering human resources solutions across 50-plus countries in all aspects of the employee lifecycle. She joined Walmart in 2016 as vice president of human resources for technology. Prior to joining Walmart, Becky served as Accenture’s North America human resources service delivery lead, where she was responsible for all stages of the employee lifecycle for 47,000 employees in more than 58 locations. During her time at Accenture, Becky was a human resources business partner responsible for the company’s Indian delivery centers; systems, applications, and products practices; and Asia-Pacific communications and high-tech industry. Earlier in her career, she held human resources generalist roles in Detroit, Michigan, spanning from local campus recruiting to supply and demand management to key executive support. Becky received her BA from the University of Michigan in Ann Arbor.



Mary Stengel Austen | Philadelphia, Pennsylvania

In 1989, Mary Stengel Austen cofounded the Tierney Group, a predecessor to today’s Tierney and one of the mid-Atlantic’s largest communications agencies. With offices in Philadelphia, Harrisburg, and New York City, Tierney represents industry leaders, including Choice Hotels, QVC, Independence Blue Cross, McDonald’s, PECO, TD Bank, AmerisourceBergen, and Verizon. Mary serves on the board of directors for nonprofits Alex’s Lemonade Stand Foundation, the Greater Philadelphia Chamber of Commerce, and the United Way of Greater Philadelphia and Southern New Jersey. She has served on the board of Girl Scouts of Eastern Pennsylvania since 2012, including as chair from 2015 to 2017. Mary is a member of the World Presidents Organization, the Pennsylvania Women’s Forum, the Pennsylvania Forum of Executive Women, and the Union League of Philadelphia. She has been recognized for her philanthropic efforts by the Salvation Army, Police Athletic League, SmartCEO, the Pennsylvania League of Women Voters, the American Heart Association, and United Way. In 2010, she was the recipient of the Greater Philadelphia Chamber of Commerce’s Paradigm Award, the region’s most prestigious award for businesswomen. She was also named, by Governor Tom Wolf and First Lady Francis Wolf, a 2016 Distinguished Daughter of Pennsylvania, an award that honors women who have shown distinguished service through a professional career and voluntary service. Mary received her BA in English and Government/Law from Lafayette College, where she completed a five-year term on the board of directors.

Leadership for the 2017–2020 Triennium

National Board Nominee Bios Members-at-Large



Suzanne Wade | San Antonio, Texas

For the last 15 years, Suzanne Wade has led H-E-B Grocery Company's largest division as president of San Antonio Food Drug Stores, encompassing more 200 stores and approximately 50,000 H-E-B partners. She first joined H-E-B in 1997 as the group vice president of sales and advertising and subsequently held positions in the Own Brand and Human Resources departments. Today Suzanne serves on H-E-B's senior leadership team and the board of directors. Suzanne began her career teaching fashion merchandising in Oklahoma. Prior to H-E-B, she spent 11 years at Walmart, serving as senior vice president of human resources and then senior vice president of Sam's Club. She has served on numerous retail advisory boards and led many community initiatives during her retail career. Suzanne is the past chair of the United Way Women's Leadership Council and the founding chair of Teach for America for the San Antonio region. She is currently chair of Young Women's Leadership Academy Foundation. Most importantly, Suzanne is a lifelong Girl Scout. In 2014, she was honored with the coveted Trefoil Award by Girl Scouts of Southwest Texas, and in 2017 inducted into the San Antonio Women's Hall of Fame. Suzanne is passionate about inspiring young women to achieve their dreams. She has an MBA from the University of Oklahoma and a BS in business administration from Oklahoma State University. Suzanne completed the Harvard Business School's Advanced Management Program in 2000.



Loria B. Yeadon | Mercer Island, Washington

Loria B. Yeadon is CEO of Yeadon Intellectual Property. Previously, she served as executive vice president and leader of Intellectual Ventures' Invention Investment Fund, CEO and chairwoman of the Board of Honeywell Intellectual Properties Inc., and the chief intellectual property litigation counsel and senior intellectual property counsel at Honeywell International Inc. Early in her career, Loria served as senior counsel and a fiber optics engineer for Telcordia Technologies, Inc. (formerly Bellcore). She is a member of the Advisory Board of Blaze Mobile; first vice chair and a member of the Executive, Audit, and Nominating Committees and board of directors of Legal Momentum (the Women's Legal Defense and Education Fund); a member of the Girl Scouts of the USA Board of Directors and a member of GSUSA's Movement Strategy Advisory and Audit Committees; a member of StolenYouth's board of directors; and an advocate for ending campus sexual assault and youth sex trafficking. She also serves on the board of trustees for the School of Engineering and Applied Sciences at the University of Virginia. Loria is a member of the American Bar Association, the WomenCorporateDirectors Foundation, and the Jefferson Scholars National and Regional Selection Committees. She received her JD magna cum laude from Seton Hall School of Law, her MS in electrical engineering from Georgia Institute of Technology, and her BS in electrical engineering with distinction from the University of Virginia. She is admitted to practice law in New Jersey, New York, and Washington and is registered to practice before the U.S. Patent and Trademark Office.

National Board Development Committee Nominee Bios



Charlie Garcia | Boca Raton, Florida

Charlie Garcia is the CEO of the Association of Latino Professionals for America (ALPFA), whose purpose is connecting Latino leaders for impact. Founded in 1972, ALPFA has more than 80,000 members assembled in 44 professional and 160 student chapters. From 2006 to 2011, Charlie was appointed by both President George W. Bush and President Barack Obama to be the chairman of the Board of Visitors for the U.S. Air Force Academy, overseeing all operations at the academy. Charlie has worked for four presidents—both Democratic and Republican—and served on high-profile federal and state government boards. From 2001 to 2006, former Florida Governor Jeb Bush appointed Charlie as one of seven members of the Florida State Board of Education, overseeing all public education in Florida with an annual budget of \$15 billion. In 1997, he founded Sterling Financial Group, a privately held financial services firm, which he grew from a small business to 60 offices in seven countries and \$2 billion in assets prior to selling it in 2005. The company was named by *Inc.* magazine as the eighth-fastest growing privately held company in the United States, and Charlie was named entrepreneur of the year by three national organizations. He was awarded the Distinguished Public Service Medal by the secretary of the Air Force, who credited Charlie with leading “a historic transformation of the board.” Charlie serves on the national board of Junior Achievement and has authored two bestselling leadership books: *A Message from Garcia* (John Wiley, 2003) and *Leadership Lessons of the White House Fellows* (McGraw Hill, 2009). Charlie has a bachelor of science degree from the U.S. Air Force Academy, a master of public administration degree from the University of Oklahoma, and a juris doctor degree from Columbia Law School.



Heather Higginbottom | Washington, District of Columbia

Heather Higginbottom serves as CARE USA’s chief operating officer. She leads overall operations throughout the organization and is responsible for day-to-day execution of CARE USA’s strategy, including the Campaign 2020 initiative. Prior to joining CARE, Heather served as the first female deputy secretary of state and managed operations and foreign assistance programming for the U.S. Department of State and USAID. Prior to that role, Heather was deputy director of the White House’s Office of Management and Budget, where she served as the chief operating officer and a principal architect of the federal budget and as deputy assistant to the president and deputy director of the Domestic Policy Council. Heather has also held senior positions on Capitol Hill and on two presidential campaigns. She holds a BA in political science from the University of Rochester and a master’s degree in public policy from the George Washington University.

Leadership for the 2017–2020 Triennium

National Board Development Committee Nominee Bios



John Hom | South Orange, New Jersey

John Hom is vice president of talent consulting at Prudential Financial, Inc. In his role, he leads Prudential's internal organizational effectiveness consulting team. John consults directly with clients to identify new growth opportunities and to significantly improve employee engagement scores and operational efficiencies. Previously, he was the senior vice president of talent management at Merrill Lynch/Bank of America, where he was responsible for talent management for multiple functions representing 11,000 employees globally. In this role, he led leadership development, training, succession management, and internal mobility in the United States, Europe, and Asia. Prior to Merrill Lynch, John was a senior consultant at the Hay Group, where he specialized in improving sales force effectiveness, consulting dozens of sales organizations at Fortune 500 companies across multiple industries. John also worked at Salomon Brothers on both its strategy consulting team and mergers and acquisition group. In these roles, he worked extensively with different business units on revenue-generating projects, including developing the company's Latin American strategy and identifying long-term equity investments. He also held various operational roles at Lehman Brothers and Chase Bank. John is currently a member of the Girl Scouts of the USA Board of Directors and a co-chair of GSUSA's Executive Development and Compensation Committee. John graduated from Cornell University with a BA in economics. He also holds an MBA in finance and international business management from New York University's Stern School of Business.



Sue Major | San Diego, California

Susan Major is the Founder and CEO of Major Executive Search, a global retained search firm based in San Diego. She specializes in the wireless, telecom, software, and semiconductor sectors, serving entities that range from Fortune 500 companies to startups. She has 15-plus years of search experience, including C-level executive placements for public and emerging, pre-IPO corporations. Prior to establishing Major Executive Search, Sue opened San Diego's first top-ten search office for A.T. Kearney Executive Search. Backed by expertise 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, Sue led the marketing efforts that expanded the company's paging and wireless data services. Additionally, she has been awarded two patents in wireless messaging. Also active in community service, Sue serves as a Board Member for the Global Telecom Women's Network and on a number of private boards including those of Northeastern University, Foundation of the Zoological Society of San Diego, and the La Jolla Music Society. Sue graduated from Northeastern University with an MBA and a Bachelor of Arts in Political Science.



Debbie Nielson | Ogden, Utah

Debbie Nielson’s career with The West Bend Company took her to New York, New York, 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. A lifetime member of Girl Scouts, Debbie 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 at Girl Scouts of Utah and serving as its president for six years. 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 a triennial Girl Scout convention to Salt Lake City in 2014. Debbie has also served on national governance task groups for GSUSA and as interim CEO for the Utah council. She has been recognized by the Lieutenant Governor’s office in Utah and the local chamber of commerce in Ogden for her volunteerism and philanthropic efforts. Debbie currently serves on the Girl Scouts of the USA Board of Directors and chairs the Pension Advisory Committee.



Trooper Sanders | Washington, District of Columbia

Trooper Sanders has been a social entrepreneur and advocate for 20 years. He is the founder of Wise Whisper, a business, program, and political brand development practice that serves companies and nonprofit organizations tackling social challenges. Previously, Trooper served as a senior advisor and deputy director of policy to First Lady Michelle Obama. Before joining the Obama administration, Trooper was domestic policy adviser to former U.S. President Bill Clinton and oversaw the Clinton Foundation’s domestic initiatives spanning economic opportunity and children’s health. During the 2004 election cycle, Trooper founded a voting rights initiative. He

has worked for the American Constitution Society; the anticorruption nonprofit Transparency International; and Ashoka, a global investor in social entrepreneurs. After September 11, Trooper led the creation of HOPE Coalition America, an effort providing pro bono financial counseling to people economically affected by disasters. His government service began as a White House policy advisor to Vice President Al Gore and Second Lady Tipper Gore. He began his international work as a policy analyst with the Prince of Wales’s Business Leaders Forum. Trooper has a Master’s degree from the London School of Economics, has studied law at the University of London, and has a Bachelor’s degree from the University of Michigan. He is currently pursuing a doctorate in intelligence studies.

Leadership for the 2017–2020 Triennium

National Board Development Committee Nominee Bios



Teresa C. Younger | Hartford, Connecticut

In addition to being a lifetime Girl Scout, a Gold Award Girl Scout, a past two-term board chair of Girl Scouts of Connecticut, and a former troop leader, Teresa C. Younger is the president and CEO of the Ms. Foundation for Women, the oldest women's foundation in the United States. Under her leadership, the foundation launched #MyFeminisms, a multimedia campaign sparking a national conversation about feminism; funded a groundbreaking report on the sexual abuse to prison pipeline; joined leading women's foundations at the White House to create pathways to economic opportunity for low-income women and girls; and led a campaign to hold the NFL accountable for violence against women. A noted speaker, advocate, and activist, Teresa has been on the frontlines of some of the most important battles for women's health, safety, and economic justice. In 2016, *Inside Philanthropy* identified Teresa as one of the 50 Most Powerful Women in U.S. Philanthropy. A graduate of the University of North Dakota, Teresa currently serves on the boards of the ERA Coalition/Fund for Women's Equality, the Ethel Walker School, Funders for Reproductive Equity, and the Women's Campaign School at Yale University. She is also a member of the New York Women's Forum.

Profile of National Slates

- 28** are women and **5** are men.
- 52%** are white (non-Hispanic).
- 18%** are Asian American.
- 15%** are black.
- 12%** are Hispanic.
- 1** candidate is American Indian.
- 18** nominees served in the last triennium and **15** are new nominees.
- 5** have been presidents of a Girl Scout council board.
- 8** have served on a Girl Scout council board.
- 9** were girl members, **2** of whom were Gold Award recipients.
- 3** were Girl Scout troop leaders.
- 2** worked for a Girl Scout council.
- 11** have financial experience.
- 4** have human resources experience.
- 5** have fund development expertise.
- 2** have STEM experience.
- 3** work in marketing/communications or entertainment/media.
- 30** have prior experience serving on multiple nonprofit or corporate boards.
- All **6** geographical areas are represented.
- The individuals currently and collectively reside in **18** states and the District of Columbia.

2017 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 72. The report includes the National Board and National Board Development Committee.

Standing Rules for the Session

Proposed Standing Rules for the 2017 National Council Session are found on page 55.

Program

The program is the schedule of proceedings, including the sequence of business items, and will be distributed on-site in Columbus.

National Council Proposals

PROPOSAL 1

Constitutional Amendment Reducing the Size of the National Board

Part A

To amend Article X, Section 2 of the Constitution of Girl Scouts of the USA by striking the number “25” and inserting the number “15”*

Current Wording	Proposed Amendment	If Adopted, Will Read
The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer shall be an ex officio member without vote. The National Board shall at all times be representative of the various geographical areas of the country.	The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 15 members-at-large. The Chair of the National Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer shall be an ex officio member without vote. The National Board shall at all times be representative of the various geographical areas of the country.	The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 15 members-at-large. The Chair of the National Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and the Chief Financial officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.

Proviso: If adopted, this amendment becomes effective at the conclusion of the 2017-2020 triennium.

*NOTE: Reducing the number of members-at-large to 15 does not include the 5 elected officers, bringing the new National Board size to 20/21.

2017 National Council Session Agenda

Submitted By

National Board of Directors of Girl Scouts of the USA

Rationale

The National Board Development Committee recommended this change to the National Board after review of many sources, including research on non-profit sector best practices, Girl Scout council governance surveys and board self-assessments.

There is no “one-size-fits-all” approach to board size. Overall, however, board size is trending down across the nonprofit sector: in 2015 the average board size was 15, down from 19 in 1994.¹ Multistate, national and international boards generally average 13.3 to 14.7.² The average Girl Scout council board size in 2016 was 18.8, down from 20.5 in 2012.³

Research suggest that boards between the size of 15-22 are rated more effective by their CEOs and report better governance practices.⁴ In addition, board members serving on boards with more than 20 members tend to rate board performance and satisfaction with service significantly lower than those serving on boards of 20 or fewer.⁵

A board size of 20/21 will position the National Board well to manage its work. The change will improve efficiency and effectiveness of deliberation, improve levels of board member engagement and satisfaction, result in cost savings for the organization by reducing board travel expenses and board support expenses, and bring GSUSA in line with best governance practices in the sector.

Recommendation of the National Board

The National Board recommends that the proposal be adopted.

¹ BoardSource, *Leading with Intent: A National Index of Nonprofit Board Practices* (Washington, D.C.: BoardSource, 2015).

² BoardSource, *Leading with Intent: A National Index of Nonprofit Board Practices* (Washington, D.C.: BoardSource, 2015).

³ GSUSA Board Governance Survey: Conclusions and Recommendations 2016, prepared by BoardSource.

⁴ BoardSource, *Nonprofit Governance Index 2007* (Washington, D.C.: BoardSource, 2007).

⁵ M. Dignam & R. Tenuta, *Assessing Board Performance: An Analysis of ASAE-BoardSource Board Self-Assessment Results* (BoardSource/ASAE Foundation 2013).

PROPOSAL 2

Constitution and Bylaws Amendments Establish the National Board Development Committee As a Committee of the National Board of Directors

This is a nine-part proposal.

Part A

To amend the Girl Scouts of the USA Constitution, Article XII, National Board Development Committee, Nominations, and Elections by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article XII, National Board Development Committee, Nominations and Elections</p> <p>1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.</p> <p>2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.</p> <p>3. Members shall be elected by the National Council.</p> <p>4. The term of office shall commence at the adjournment of the National Council Session when elected, and shall end at the adjournment of the next regular session, or until successors are elected and assume office.</p>	<p>Article XII, National Board Development Committee, Nominations and Elections</p> <p>1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.</p> <p>2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.</p> <p>3. Members shall be elected by the National Council.</p> <p>4. The term of office shall commence at the adjournment of the National Council Session when elected, and shall end at the adjournment of the next regular session, or until successors are elected and assume office.</p>	<p>Article XII, Nominations and Elections</p> <p>1. The National Board Development Committee, as a committee of the National Board, shall present at each regular session of the National Council a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; and e) the members-at large of the National Board of Directors. One (1) member of the National Board Development Committee may be eligible for nomination for an officer position. A nominee for President shall be a current member of the National Board of Directors.</p> <p>2. Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held.</p>

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Current Wording	Proposed Amendment	If Adopted, Will Read
<p>5. At least two (2) members, but no more than three (3) shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.</p> <p>6. The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee.</p> <p>7. The committee shall elect a Vice Chair from amongst its membership.</p> <p>8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</p> <p>9. The committee shall present at each regular session of the National Council a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be</p>	<p>5.—At least two (2) members, but no more than three (3) shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.</p> <p>6.—The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee.</p> <p>7.—The committee shall elect a Vice Chair from amongst its membership.</p> <p>8.—A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</p> <p>9.—The committee shall present at each regular session of the National Council a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be</p>	<p>3. Election to any position on the National Board shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>4. Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p>

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>a current member of the National Board of Directors.</p> <p>10. Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held.</p> <p>11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>12. Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p> <p>13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority of the National</p>	<p>a current member of the National Board of Directors.</p> <p>10. Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held.</p> <p>11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>12. Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p> <p>13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority of the National</p>	

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Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Board members present and voting at any regular meeting of the National Board of Directors. Further, upon recommendation of the National Board Development committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.</p>	<p>Board members present and voting at any regular meeting of the National Board of Directors. Further, upon recommendation of the National Board Development committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.</p> <p><u>Article XII, Nominations and Elections</u></p> <p><u>1. The National Board Development Committee, as a committee of the National Board, shall present at each regular session of the National Council a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; and e) the members-at large of the National Board of Directors. One (1) member of the National Board Development Committee may be eligible for nomination for an officer position. A nominee for President shall be a current member of the National Board of Directors.</u></p> <p><u>2. Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and</u></p>	

Current Wording	Proposed Amendment	If Adopted, Will Read
	<p><u>the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held.</u></p> <p><u>3. Election to any position on the National Board shall require a majority of votes cast by those present and voting at the National Council Session.</u></p> <p><u>4. Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</u></p>	

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

If Part A fails, Parts B, C, D, E, F, G, H, and I will **NOT** be considered.

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Part B

To amend the Girl Scouts of the USA Constitution, Article IV., The National Council, 4., by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>4. The membership of the National Council shall consist of:</p> <ul style="list-style-type: none"> a. delegates elected by Girl Scout councils who are registered through such local councils; b. delegates from the USA Girl Scouts Overseas; c. members of the National Board of Directors; d. members of the National Board Development Committee; e. Past Presidents of Girl Scouts of the United States of America; f. such other persons as may be elected by the National Council. 	<p>4. The membership of the National Council shall consist of:</p> <ul style="list-style-type: none"> a. delegates elected by Girl Scout councils who are registered through such local councils; b. delegates from the USA Girl Scouts Overseas; c. members of the National Board of Directors; d. members of the National Board Development Committee; e. Past Presidents of Girl Scouts of the United States of America; f. such other persons as may be elected by the National Council. 	<p>4. The membership of the National Council shall consist of:</p> <ul style="list-style-type: none"> a. delegates elected by Girl Scout councils who are registered through such local councils; b. delegates from the USA Girl Scouts Overseas; c. members of the National Board of Directors; d. Past Presidents of Girl Scouts of the United States of America; e. such other persons as may be elected by the National Council.

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

Part C

To amend the Girl Scouts of the USA Constitution, Article IV., The National Council, 7. by inserting and striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>7. 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>7. 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; and 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>7. 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; and members of the National Board of Directors 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>

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

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Part D

To amend the Girl Scouts of the USA Constitution, Article V., Sessions of the National Council, 1. by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
1. There shall be a regular session of the National Council held triennially at such time and place as determined by the National Board of Directors. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Board Development Committee.	1. There shall be a regular session of the National Council held triennially at such time and place as determined by the National Board of Directors. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors and National Board Development Committee.	1. There shall be a regular session of the National Council held triennially at such time and place as determined by the National Board of Directors. Notice of the time, place, and purpose of such session shall be mailed not less than 60 days before the session to each local council, to each USA Girl Scouts Overseas committee, and to each member of the National Board of Directors.

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

Part E

To amend the Girl Scouts of the USA Constitution, Article V., Sessions of the National Council, 3. third paragraph, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Notice of the special session, stating the time, place, and specific purpose, shall be mailed not less than 30 days before the session to each local council, each delegate from USA Girl Scouts Overseas, each member of the National Board of Directors and the National Board Development Committee, each Past President, and each member elected by the National Council who is entitled to vote at such session.	Notice of the special session, stating the time, place, and specific purpose, shall be mailed not less than 30 days before the session to each local council, each delegate from USA Girl Scouts Overseas, each member of the National Board of Directors and the National Board Development Committee, each Past President, and each member elected by the National Council who is entitled to vote at such session.	Notice of the special session, stating the time, place, and specific purpose, shall be mailed not less than 30 days before the session to each local council, each delegate from USA Girl Scouts Overseas, each member of the National Board of Directors, each Past President, and each member elected by the National Council who is entitled to vote at such session.

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

Part F

To amend the Girl Scouts of the USA Constitution, Article X., National Board of Directors, 2. by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and the Chief Financial Officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.</p>	<p>2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chair of the National Board Development Committee, if not already elected to the National Board, shall be ex officio a member of the National Board. The Chief Executive Officer and the Chief Financial Officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.</p>	<p>2. The National Board of Directors shall consist of the President, the Vice Presidents, the Secretary, and the Treasurer; and 25 members-at-large. The Chief Executive Officer and the Chief Financial Officer shall be ex officio members without vote. The National Board shall at all times be representative of the various geographical areas of the country.</p>

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

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Part G

To amend the Girl Scouts of the USA Constitution, Article X., National Board of Directors, 3. by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
3. All members-at-large of the National Board of Directors shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of their installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council, except that National Board members elected also as members of the National Board Development Committee shall have a three-year term to coincide with the term of the National Board Development Committee members.	3. All members-at-large of the National Board of Directors shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of their installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council, except that National Board members elected also as members of the National Board Development Committee shall have a three-year term to coincide with the term of the National Board Development Committee members.	3. All members-at-large of the National Board of Directors shall be elected by the National Council at each regular session to serve a three-year term beginning at the time of their installation at the session when elected and ending upon the installation of their successors at the next regular session of the National Council.

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

Part H

To amend the Girl Scouts of the USA Bylaws, Article II, Officers, 1.A.v. by adding as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
1. A. v. serve ex officio as a member of all committees established by the National Board.	1. A. v. serve ex officio as a member of all committees established by the National Board, <u>except for the National Board Development Committee.</u>	1. A. v. serve ex officio as a member of all committees established by the National Board, except for the National Board Development Committee.

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

Part I

To amend the Girl Scouts of the USA Bylaws, Article IV., Executive Committee, 1. by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>1. Composition. The Executive Committee shall consist of no more than 11 members, as follows:</p> <p>A. The President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer;</p> <p>B. The Chair of the National Board Development Committee;</p> <p>C. The International Commissioner;</p> <p>D. Up to four members-at-large, appointed by the President;</p> <p>E. The CEO, who shall serve as an ex officio member without vote.</p>	<p>1. Composition. The Executive Committee shall consist of no more than 11 10 members, as follows:</p> <p>A. The President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer;</p> <p>B. The Chair of the National Board Development Committee;</p> <p>C. The International Commissioner;</p> <p>D. Up to four members-at-large, appointed by the President;</p> <p>E. The CEO, who shall serve as an ex officio member without vote.</p>	<p>1. Composition. The Executive Committee shall consist of no more than 10 members, as follows:</p> <p>A. The President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer;</p> <p>B. The International Commissioner;</p> <p>C. Up to four members-at-large, appointed by the President;</p> <p>D. The CEO, who shall serve as an ex officio member without vote.</p>

Proviso: If adopted, the amendment will be effective with the 2020-2023 triennium.

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Submitted By

National Board of Directors of Girl Scouts of the USA

Rationale

Currently, the NBDC is comprised of both board members and non-board members, and is elected by the National Council. This change would make the NBDC a committee of the board. Committees of the board are comprised entirely of board members and appointed by the board after recommendation by the National President. The National Council will continue to elect board members and officers at the triennium.

The National Board recommends this change upon recommendation of the NBDC.

This change will bring GSUSA in line with current governance practices in the nonprofit sector. The NBDC (variously known in other organizations as the Governance Committee or Board Development/Nominating Committee), is increasingly a committee of the board appointed by the board. BoardSource, a recognized leader in nonprofit board leadership with nearly three decades of experience in developing resources and research data to increase board effectiveness and strengthen organizational impact, has long held the belief that this type of committee is appropriately a committee appointed by the Board.

The NBDC's responsibilities are twofold. First, the NBDC performs the function of a traditional nominating committee: identifying and recommending nominees to the National Board. Second, the NBDC performs a broader function, of overseeing the National Board's development and effectiveness through engaging and developing board members, ensuring that the board is performing at an optimal level, and planning for leadership succession. The two functions are integrally related: by working closely with the National Board throughout its term to assess its effectiveness, the NBDC is able to better identify areas of strength and opportunities for future board composition.

To best perform these functions, it is helpful for all NBDC members to be board members, so that they are fully authorized to attend meetings of the National Board and engage in its work. Attending these meetings best enables NBDC members to gain an understanding of the nature of the work of the board, assess opportunities for development and involvement of board members, and source appropriate candidates for nomination. The work of the National Board requires discussion and deliberations regarding topics of sensitive and legal nature in which non-board members should not be included. During these deliberations non-board members are excused. It is not an appropriate use of NBDC members' time and talents to invite them to board meetings and then excuse them from full participation. The National Board believes that these functions are best handled by board members who can fully engage and attend all board meetings. This participation gives them the closest eye to the needs of the board for board development and succession planning.

This change would also provide that one person from the NBDC may be eligible to be nominated for an officer position. This provision still addresses concerns about perceived conflicts of interest (since the NBDC nominates officers), but provides some limited flexibility in the event that an ideal officer candidate happens to be serving on the NBDC.

Recommendation of the National Board

The National Board recommends that the proposal be adopted.

PROPOSAL 3

Blue Book of Basic Documents Amendment Lifetime Membership Dues

This is a three-part amendment.

Part A

To amend provisions in the Credentials/Certificate of Membership/Membership Requirements/Lifetime Membership section of *The Blue Book of Basic Documents* by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Lifetime membership as a Girl Scout adult is granted to any person (18 years of age or older or a high school graduate or equivalent) who:</p> <ul style="list-style-type: none"> • accepts the principles and beliefs as stated in the Preamble of the Constitution; • has paid lifetime membership dues of 25 times the annual membership dues; lifetime membership dues of 13 times the annual membership dues shall be offered to any girl who is a registered Girl Scout Ambassador at the time of her high school graduation or equivalent, and be available to her before the girl's current membership expires; • meets applicable membership standards. 	<p>Lifetime membership as a Girl Scout adult is granted to any person (18 years of age or older or a high school graduate or equivalent) who:</p> <ul style="list-style-type: none"> • accepts the principles and beliefs as stated in the Preamble of the Constitution; • has paid lifetime membership dues of 25 times the annual membership dues; lifetime membership dues of 13 times the annual membership dues shall be offered to any girl who is a registered Girl Scout Ambassador at the time of her high school graduation or equivalent, and be available to her before the girl's current membership expires; • meets applicable membership standards. 	<p>Lifetime membership as a Girl Scout adult is granted to any person (18 years of age or older or a high school graduate or equivalent) who:</p> <ul style="list-style-type: none"> • accepts the principles and beliefs as stated in the Preamble of the Constitution; • has paid lifetime membership dues; • meets applicable membership standards.

If Part A fails, Parts B and C will **NOT** be considered.

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Part B

To amend provisions in the Credentials/Membership Dues and Procedures for Registration/Lifetime Members section of *The Blue Book of Basic Documents* by striking and inserting as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
Lifetime members pay 25 times the annual membership dues at the time they become lifetime members.	Lifetime members pay 25 <u>\$400 lifetime</u> membership dues at the time they become lifetime members.	Lifetime members pay \$400 lifetime membership dues at the time they become lifetime members.

Part C

Current Wording	Proposed Amendment	If Adopted, Will Read
Lifetime members pay 25 times the annual membership dues at the time they become lifetime members.	Lifetime members pay 25 times the annual membership dues at the time they become lifetime members; <u>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>	Lifetime members pay 25 times the annual 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.

Submitted By

National Board of Directors of Girl Scouts of the USA

Background

In January 2016, the National Board voted to increase annual membership dues from \$15 to \$25 beginning in Membership Year 2018. Because lifetime membership dues are currently calculated as a multiplier of annual membership dues, this would have significantly increased the price of lifetime dues.

Since 2012 a Membership Category Task Force comprised of council CEOs, council COOs, and GSUSA representatives has studied membership options. Last year, as an outgrowth of that work, a council committee was formed and chartered to provide the National Board with recommendations on membership categories and, specifically, a recommendation on a new way to calculate lifetime membership dues. The committee consisted of 7 council CEOs and a GSUSA National Volunteer Partner. The committee conducted research both internally within the Movement and externally to assess other nonprofit organizations' practices. In addition, the committee sought feedback on its recommendations more broadly across the Movement, including during the October 2017 Girl Scout CEO/Board Chair leadership summit. This proposal is a result of the committee's work.

Rationale

Under the proposal, lifetime membership dues will be set at \$400, with a young alumnae discount rate of \$200. If the lifetime membership dues formula is not adjusted, lifetime membership dues will rise to \$625, and the discounted rate for graduating seniors will rise to \$325. This will significantly discourage lifetime membership, especially for graduating seniors who currently are the source of 50% of lifetime membership dues. The proposal also expands the discount from only graduating seniors to anyone who was a registered Girl Scout member prior to the age of 18 and under the age of 30 at the time of becoming a lifetime member. This will advance strategic alumnae work by making lifetime membership more accessible and encouraging lifetime membership purchases by a broader range of young alumnae.

Analysis was conducted to determine likely impact to councils and GSUSA both in terms of membership totals and financial impact. Research and analysis indicates the revenue would be comparable to previous years in the short term; over time the young alumnae discount is expected to broaden the base of lifetime members, adding to overall revenue.

The change also moves lifetime dues amounts from the Membership Requirements section in the *Blue Book* to the Membership Dues and Procedures for Registration section, to be consistent with *Blue Book* provisions regarding annual membership dues levels and other membership procedures.

Recommendation of the National Board

The National Board recommends that the proposal be adopted.

Discussion Topic

Engaging More Girls: What does Girl Scouts need to do to reach more girls and increase impact?

Girl Scouts has produced engaged, civic-minded women leaders since its beginning in 1912. Recently, members have voiced renewed interest in considering how to sustainably expand the Girl Scout experience to ensure that our Movement is reflective of today's America with respect to age, socioeconomic status, and race/ethnicity.

Embracing the call to better meet the needs of today's and tomorrow's girls, the National Board would like to engage the Movement in a conversation about how we can help every girl become a G.I.R.L. (Go-getter, Innovator, Risk-taker, Leader™). How can we ensure that Girl Scouts continues to fill a deep need in our communities at a time when more girls are growing up in poverty and fewer girls have access to opportunities in society? Discussing how we can engage more girls and increase our impact will be an important discussion topic at the National Council Session.

Our dialogue will target how we can keep our current girls engaged, how best to reach non-Girl Scouts, the significance of our national program delivered more uniformly across the country, and the role of volunteers, as suggested by proposals submitted by councils.

The Girl Scout Difference

As the preeminent leadership development organization for girls, with a research-proven program that helps them take the lead in their own lives and communities, Girl Scouts is uniquely positioned to serve girls in today's world. Our Girl Scout Leadership Experience focuses on developing the skills and offering the opportunities and supportive adult relationships we know build successful adults—a future we want for all girls. Now more than ever, Girl Scouts is needed. And research confirms it: Girl Scouting works.

Girl Scouts fare better than non-Girl Scouts on a number of key indicators of life success. Girl Scouts are more likely than non-Girl Scouts to:

- Have a strong sense of self (80% vs. 68%)
- Have positive values (75% vs. 59%)
- Seek challenges and learn from setbacks (62% vs. 42%)
- Develop and maintain healthy relationships (60% vs. 43%)
- Exhibit community problem-solving skills (57% vs. 28%)

Girl Scouts are also more likely to earn good grades, take an active role in decision making, and feel hopeful about their future.

What's different for girls today and in the future?

Girls in the United States are growing up in a period of rapid demographic, social, and economic change. The racial/ethnic composition of the U.S. population is shifting for children under the age of 18.

- American girls are more racially and ethnically diverse than ever before. Half (51 percent) are white, 25 percent are Hispanic, 14 percent are black, 5 percent are Asian, 4 percent are multiracial, and 1 percent are American Indian. In a few years, racial/ethnic minorities will make up more than half of the population under age 18.
- Twenty-six percent of all school-age girls today are first- or second-generation immigrants.

As well, fully 4 in 10 (41 percent) of girls ages 5–17 are from low-income families, an increase since 2007. These rates are much higher for Hispanic (61 percent), American Indian (61 percent), and black (58 percent) girls. And one in five girls lives in poverty. Girls from low-income families may experience problems related to physical and emotional health, lack access to extracurricular activities that promote positive development (such as sports and volunteering), and have lower educational outcomes than their peers.

There is clearly an opportunity gap for today's children based on family income. **And as the number of girls with fewer economic opportunities increases in our society, Girl Scouts' potential impact expands.**

For girls with fewer economic opportunities, Girl Scouting can greatly impact their perception of their own leadership skills. Girl Scout participation also drives academic success as much as, and sometimes more than, non-Girl Scout factors.

With this context in mind, help us consider how Girl Scouts can more effectively engage more girls in a sustainable way to fulfill our mission and their potential.

Come to the 2017 National Council Session/54th Convention ready to discuss how, for the benefit of girls today and into the future, our organization can take the lead to overcome societal challenges and equitably engage more girls in Girl Scouting.

References

The State of Girls 2017: Emerging Truths and Troubling Trends, Girl Scout Research Institute, 2017.

Our Kids: The American Dream in Crisis, Robert Putnam, 2015.

Coming Apart: The State of White America, 1960–2010, Charles Murray, 2012.

Volunteering and Civic Life in America, Corporation for National and Community Service and the National Conference on Citizenship, 2014.

Linking Leadership to Academic Success: The Girl Scout Difference, Girl Scout Research Institute, 2012.

The Resilience Factor: A Key to Leadership in African American and Hispanic Girls, Girl Scout Research Institute, 2011.

Elections

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 9–32.)

Standing Rules

1. Delegates

- A. The badge of admission and delegate credential must be in evidence at all times.
- B. The delegate credential may be transferred only when a delegate is permanently leaving the National Council Session.
- C. The delegate credential shall be transferred only to an individual authorized to fill a vacancy, and the transfer must follow the procedures outlined on page 66.
- D. Any transfer of the delegate credential shall remain in effect until the end of the current National Council Session on October 6, 2017.
- E. A delegate position shall be subject to forfeiture for the remainder of the current National Council Session if unauthorized transfer of a delegate credential occurs. Forfeiture decisions shall be made by the Credentials Chair, and the decision of the Credentials Chair is final.

2. Proposals/Amendments

- A. Proposals not included in the *Workbook* or sent with the call to the National Council Session will not be considered and will be ruled out of order.
- B. Amendments to the proposals must be within the scope of notice (see Glossary, page 75). Amendments not within the scope of notice shall be ruled out of order.
- C. All amendments must be submitted in writing on the form designated for that use, signed by the maker, and sent to the presiding officer prior to being moved on the floor of the National Council Session.
- D. Amendments dealing with grammar, spelling, or punctuation shall not be allowed. The CEO of Girl Scouts of the USA and Chair of the National Board shall be empowered to make any and all necessary editorial changes.

3. Debate

- A. National Council delegates shall identify themselves before speaking to the question. Girl Scout council delegates shall give name and council, and if applicable, the number of the motion form they have submitted. All other National Council members shall give name and position as members of the National Council.
- B. No speaker shall speak longer than two minutes in debate on each question. Timing of the two-minute period allowed the speaker for debate shall begin immediately following the required identification.
- C. No speaker shall speak a second time on a question until National Council members wishing to speak a first time have done so.
- D. No speaker shall speak more than twice on the same question on the same day without permission of the assembly.
- E. No more than four delegates from the same Girl Scout council nor more than four National Board members shall speak on the same side of the question.
- F. Once a main motion has been moved and then stated by the Chair, motions from the interrupting microphone will not be permitted until the maker of the motion has had the opportunity to speak to the motion.

4. Nominations and Elections

- A. Nominations may be made from the floor at the National Council Session provided that notice of such nomination(s) and written consent of the nominee(s) are presented to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the published time for the convening of the meeting at which the election shall be held (Constitution of Girl Scouts of the USA, Article XII, National Board Development Committee).
- B. Any National Council member placing a name in nomination from the floor shall give only the name of the nominee.
- C. Nominations are not debatable.
- D. Only printed biographical information for persons to be nominated from the floor may be distributed to National Council members on the floor of the convention center meeting room. That printed information:
 - (1) Is the responsibility of the person making the nomination. Fifteen hundred copies of the nominee's printed biographical information must be delivered to the Girl Scout Convention Office at the Greater Columbus Convention Center.
 - (2) Will be placed on the seats in the delegate section by the ushers at a time when the National Council is not in session, following the opening ceremony. Information shall not be distributed at any other time.
 - (3) Must be the same format and length as what is printed in the *Workbook*.
- E. Write-in votes shall not be allowed
- F. For any election conducted by ballot, the only information that will be reported to the assembly is that the candidate received at least a majority vote. Full results of any ballot election will be reported in the minutes of the National Council Session and will be posted in the Credentials-Registration area.

5. Rules of Voting

- A. Electronic voting shall be the standard method of voting.
- B. The presiding officer shall be authorized to expedite business by using methods of voting other than electronic voting as the officer deems appropriate. This shall include, but not be limited to, a vote by unanimous consent, voice, show of hands, standing, and ballot.
- C. Delegates may take their portable electronic voting devices with them when they are standing in line awaiting their turn to speak. Delegates may vote on any secondary motion while standing in line at the microphone. Delegates must return to their seats for any vote on a main motion/proposal and for elections.
- D. Electronic voting devices shall not be removed from the meeting room. If a delegate must leave the meeting room during a business meeting, the electronic voting device must be turned in to an usher.

6. Minutes

The National Board of Directors shall serve as the National Council Minutes Approval Committee and shall be empowered to approve and distribute the minutes of the National Council Session.

7. Comfort Issues

- A. Comfort issues and personal needs of the attendees shall be addressed to the ushers, not the presiding officer. If addressed to the presiding officer, the remarks will be ruled out of order.
- B. While the National Council is in session, obstructing items that may interfere with another individual's comfort or ability to see the stage shall not be worn or displayed in the meeting room.
- C. While the National Council is in session, fragrance products shall not be worn in the meeting room. Individuals who are sensitive to fragrance products (perfumes, colognes, aftershave, hairsprays) fall under a number of disabilities as defined by the Americans with Disabilities Act of 1990. These include chemical sensitivity disorders, multiple chemical sensitivities, breathing and lung disorders, asthma, neurological impairments, etc.

8. Personal Electronic Devices

During non-voting periods, personal electronic devices may be used with the sound turned off if they do not disrupt the proceedings or infringe on the rights of other participants, including advising other delegates how to vote on a pending question. During voting periods, personal electronic devices shall be turned off.

9. Procedures

- A. *Robert's Rules of Order Newly Revised, 11th Edition*, shall govern the proceedings of the 2017 National Council Session.
- B. All persons in attendance shall follow the National Council Session procedures starting on page 58.

Basic Parliamentary Procedure

The 2017 National Council Session will balance opportunities to engage in dialogue on topics vitally important to the future of the Girl Scout Movement with formal business. We 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 while providing opportunities for deeper, more personal sharing among the membership. 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.

Main Motions

(green or red microphone)

Main motions for the National Council Session are proposals. Only proposals printed in the *Workbook* will be considered.

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

The steps for obtaining the floor and handling a main motion are:

1. A member moves a motion/proposal.

- The Chair states the microphone number to recognize 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. Another member seconds the motion.

- 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 projected on the screen, 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 projected 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	Undebatable	
	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

(green or red microphone)

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

(green or red microphone)

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

(green or red microphone)

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

(green or red microphone)

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 2020.

Amend

(green or red microphone)

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)."

Basic Parliamentary Procedure

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

(green or red microphone)

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.”

Privileged Motions

(yellow microphone)

Privileged motions, although not related to the pending question, are motions that need special attention and take precedence over the other motions.

Raise a Question of Privilege

(yellow microphone)

Questions of privilege concern the rights and privileges of the assembly or of a member of the assembly (such as a speaker who cannot be heard).

The motion does not require a second, is not debatable, is not amendable, and is decided by the Chair.

The form is: “I rise to a question of privilege.”

If a question of privilege requires immediate attention (e.g., a speaker cannot be heard), the member may interrupt the speaker. If the question does not require immediate attention, the member may not interrupt the speaker.

Note: All comments relating to meeting place temperature, noise, or litter, or questions pertaining to location of facilities in the convention center, must be addressed to an usher. These issues must not be addressed to the presiding officer. If addressed to the presiding officer, these remarks will be ruled out of order.

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

(green, red, or yellow microphone)

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

(green, red, or yellow microphones)

Two 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.

Basic Parliamentary Procedure

Incidental Motions

Division of a Question

(red or green microphone)

The purpose of this motion is to divide a main motion or amendment, if it contains two or more parts capable of standing as separate questions.

By adoption of this motion, the assembly may vote to consider each part separately. The exact method of dividing must be specified in the motion.

The motion requires a second, is not debatable, is amendable as to where to divide the question, requires a majority vote, and cannot be reconsidered.

The form is: “I move to divide the question so as to consider separately _____.”

Parliamentary Inquiry

(yellow microphone)

The purpose of this motion is to obtain information from the presiding officer about parliamentary procedure or the use or effect of a motion, which is related to the pending business.

The member says, “I rise to a parliamentary inquiry.” The Chair answers the inquiry.

Request for Information (also called a Point of Information)

(yellow microphone)

The purpose of this motion is to obtain information, directed to or through the presiding officer about the immediately pending business. The information that is sought must not be related to parliamentary procedure.

The form is: “I have a request for information” or “Point of Information, please.”

A request for information must always be stated in the form of a question. It must not be used as a means of debate.

The Chair responds to the question. If information is desired from a speaker instead of the Chair, say, “I would like to ask the speaker a question.” All remarks, questions asked, and answers given must be addressed through the Chair, as members may not directly address each other in assembly. If the speaker consents to answer, the time consumed is taken out of the speaker’s debate time.

Motions That Bring a Question Again Before the Assembly

Reconsider

(green or red microphone)

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 _____."

Use of Unanimous Consent

To expedite business, the Chair may sometimes use "unanimous consent" (sometimes referred to as "general consent"). This lends itself to cases in which discussion has indicated little or no opposition in routine business matters or in matters considered to be of lesser importance.

Under these conditions, the method of unanimous consent can be used either to adopt a motion without the steps of stating the question and putting the motion to a formal vote, or it can be used to take action without even the formality of a motion.

—*Robert's Rules of Order Newly Revised, 11th Edition, page 54, lines 19–23*

The Chair asks, "Is there any objection to _____?" If there is no objection, the Chair announces the result by saying, "There being no objection, _____ will be done" or "_____ is approved by unanimous consent."

If one member objects to action being taken in this manner by promptly calling out "objection" from where she or he is seated, the vote must be put formally.

No member should hesitate to object if he feels it is desirable to do so, but he should not object merely for dilatory purposes.

—*Robert's Rules of Order Newly Revised, 11th Edition, page 55, lines 14–16*

Business Procedures

National Council Credentials Chair

For the 2017 National Council Session, the National Council Credentials Chair is Anne H. Chow, a member of the National Board of Directors. The Credentials Chair will report the number of eligible voting members at the beginning of the first meeting, and subsequent reports will be made, as necessary, throughout the session. A credentials report chart for your use can be found on page 72.

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, upon receipt by Girl Scouts of the USA either at national headquarters by September 15, 2017, or presented on-site at the Credentials-Registration Desk, be presumptive proof that a transfer of the delegate's credential can be made. Note: See Standing Rule 1, page 55.
4. Questions or challenges with respect to a delegate's credentials shall be forwarded to the National Council Credentials Chair immediately preceding or during a meeting of the National Council.
5. A credential, to be worn by the delegate or person designated to fill a delegate vacancy, will be issued at the Credentials-Registration Desk. It allows admission to the special section designated for National Council members in the meeting room.

On-Site Change of National Council Delegate

The delegate credential shall be transferred only when a delegate is permanently leaving the National Council Session. (See Standing Rule 1, page 55.)

If a delegate must permanently leave the National Council Session, the delegate or a representative of the council reports to the Credentials-Registration Desk, submits the completed On-Site Change of National Council Delegate Form signed by the council board chair/president or another authorized officer, and surrenders the

delegate credential. The person designated to fill the vacancy shall then assume the status of delegate for the remainder of the National Council Session upon approval of Credentials-Registration Desk personnel, and a delegate badge will be issued.

Badge of Admission/Ribbon Identification

The badge of admission must be in evidence at all times. It admits an individual to all meetings of the National Council and to the exhibit area.

A badge of admission, a seat ticket, and a delegate credential ribbon are required for admission to the seating area designated for National Council delegates.

More information will be listed on the website and in the *Program and Exhibit Guide*.

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 2017 National Council Session. She will be available for consultation throughout the National Council Session.

Microphone Aides

Microphone aides will be stationed at the interrupting microphones. They will review all Floor Speaker Identification Forms brought to the interrupting microphones to ensure that the delegate is at the appropriate microphone. Motions to be made from either interrupting microphone must:

- Legitimately interrupt proceedings
- Not repeat the same specific request addressed earlier in the same meeting and related to the same motion
- Not qualify as debate

Other Microphone Personnel

A team of microphone attendants will be assigned to the pro and con microphones to ensure they are functioning properly, to collect Floor Speaker Identification Forms, and to transmit motion forms to the personnel at the Motion Clearance Table.

Floor Speaker Identification Form

NUMBER _____

Motions

PLEASE PRINT AND PRESS DOWN TO MAKE 4 COPIES. GIVE TO MICROPHONE ATTENDANT.

Proposal Number	Meeting Number	Date
Proposal Title or Other Action Item	Name (print)	
	Signature	
<ul style="list-style-type: none"> Check box in front of proposed action. Write out motion in space provided. An asterisk (*) indicates there is no need to write out the motion. Give form to microphone attendant at the green, red, or yellow microphone to be used for your action. 	Full Council Name or Position as Member of National Council	

TO MAKE A MOTION (except for an amendment†)

Check appropriate box below. (These motions are described in the *Workbook*.)

GREEN AND RED MICROPHONES

- Division of a Question
- Previous Question*
- Limit or Extend Debate
- Postpone Definitely
- Refer to Committee
- Postpone Indefinitely*
- Reconsider
- Rescind
- Main

GREEN/RED/YELLOW MICROPHONES

Stand up, call out to stop action, go to nearest microphone.
Complete form for microphone attendant as soon as possible.

- Point of Order
- Appeal from the Decision of the Chair

** Not required to write out motion*

† To make an amendment, use the Amendments form

I move that/to/the:

Floor Speaker Identification Form

NUMBER _____

Amendments

PLEASE PRINT AND PRESS DOWN TO MAKE 4 COPIES. GIVE TO MICROPHONE ATTENDANT.

Proposal Number	Meeting Number	Date
Proposal Title or Other Action Item	Name (print)	
	Signature	
<ul style="list-style-type: none"> • Write out amendment in space provided below. • Give form to microphone attendant at the green or red microphone. 	Full Council Name or Position as Member of National Council	

COMMON WAYS OF AMENDING A MOTION:

- By inserting consecutive words (or a paragraph). Specify the exact location where the words are to be inserted (by adding words or a paragraph if at the end of the motion).
- By striking out consecutive words (or striking out a paragraph).
- By striking out and inserting consecutive words. There are two types: words are struck out and different wording is inserted in their place **or** words are struck out from one place and inserted in a different place (substitute if an entire section or article is involved, or a complete main motion).

I move to amend the motion by:

Floor Speaker Identification Form

NUMBER _____

Yellow Microphone-Only Motions

PLEASE PRINT AND PRESS DOWN TO MAKE 4 COPIES. GIVE TO PARLIAMENTARY AIDES.

Proposal Number	Meeting Number	Date
Proposal Title or Other Action Item	Name (print)	
	Signature	
<ul style="list-style-type: none"> • Check box in front of proposed action. • Write out question/inquiry/request for information in the space provided. • Give form to microphone aides at the yellow microphone to be used for your action. 	Full Council Name or Position as Member of National Council	

TO MAKE A MOTION (except for an amendment)

Check appropriate box below. (These motions are described in the *Workbook*.)

YELLOW MICROPHONE ONLY

- Question of Privilege
- Parliamentary Inquiry
- Request for Information

I raise a Question of Privilege/Parliamentary Inquiry/Request for Information as follows:

Voting

Each National Council member present in person 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 Girl Scout Constitution or the parliamentary authority. An electronic voting system will be an authorized method of voting. Full instructions will be given prior to each vote. (See Standing Rule 5, page 56.)

Individuals with Special Needs

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

Food, Beverages, and Smoking

- Food and beverages will be available. Only beverages in closed containers and snack food that can be carried, stored, and eaten in an unobtrusive manner will be allowed in the arena; no open beverage or food containers will be permitted.
- All containers must be disposed of in the receptacles provided.
- Smoking will not be permitted in the convention center in compliance with a City of Columbus ordinance.

Comfort and Personal Needs

All comments related to temperature or noise, or any questions regarding the location of facilities in the convention center, must be addressed to an usher. Ushers will be stationed throughout the convention center arena. (See Standing Rule 7, page 57.)

Fragrances/Perfumes

In compliance with the Americans with Disabilities Act of 1990, fragrances may not be worn in the convention center. (See Standing Rule 7, page 57.)

Appendix 1: Credentials Report

CREDENTIALS REPORT 2017 NATIONAL COUNCIL SESSION			
VOTING MEMBERS	MEETING Wednesday ()	MEETING Thursday ()	MEETING Friday ()
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			
Other members elected by National Council			
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 when the committee is to report—during this National Council Session or the 2020 National Council Session, or to the National 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 question of privilege (not to be used for comfort issues):

“I rise to a question of privilege affecting the assembly.”

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 have an inconclusive voice or show-of-hands vote retaken:

“Division” or “I call for a division.”

To ask a question about parliamentary procedure related to the pending business:

“I rise to a parliamentary inquiry.”

To ask a question not related to parliamentary procedure about the pending business:

“I have a request for information” or “A point of information, please.”

To have a vote reconsidered:

“I move to reconsider the vote on [state the motion on which the vote was taken].”

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.

Stand at ease. A brief pause, declared by the Chair, that does not constitute a recess. Members remain in their seats. Quiet conversation may take place, but it must cease immediately when the Chair declares the meeting again in order.

Notes

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