



Regional Delegate Governance Proposals to the Board of Directors Instructions and Forms

Girl Scouts of Eastern Massachusetts (Council) holds a unique governance structure where girls fourteen (14) years of age or older, volunteers, Council staff and the board of directors can influence the direction of the Council. By a series of checks and balances all groups work together to ensure the Council meets the needs of its constituency. The Board of Directors (BOD) sets the strategic direction, makes policy, hires the CEO and governs the Council. Regional Delegates (RDs) consisting of eligible voting members of the Council representing distinct geographic regions (girls 14 years of age or older and adult members), elect the BOD and influence the decision-making process. The professional staff implement and carry out the strategic plan and the operational business of the Council.

This guide will help RDs fulfill their role in the governance process and provides forms to bring a proposal to the BOD for consideration.

Influencing Governance Decisions Guide for Regional Delegates

Introduction

The RD process of decision influencing is the way opinions and feelings of a variety of groups are sought before decisions are made. Providing input and influencing decisions is not limited to voting. Decision influencing can be as simple as asking clarifying questions, providing comments about the likelihood of success or failure of particular initiatives of the BOD, or actively listening to information. Decision influencing can be as complex as participating in surveys, debating particular points of view, or making a formal proposal for the consideration of the BOD.

In the Council, the RDs are particularly well positioned to influence governance decisions. RDs are knowledgeable about the Council's mission, vision and goals. RDs are kept apprised of BOD actions and are provided with information about the strategic planning process and outcomes, as well as areas of upcoming major discussions and decision making.

The Council represents a large geographic footprint. Sometimes the more informal processes for decision influencing may not suffice. A method has been devised for advancing written proposals to the BOD and for forwarding to the BOD suggestions for policy or other governance changes/modifications.

Governance Authority

The BOD is ultimately responsible for all policy and fiduciary decisions. The BOD is the body responsible for the governance of the Council and for acting on any governance issue.

The Board of Directors:

- Provides strategic direction and leadership for the Council;
- Directs the making of policy that protects the Council;
- Ensures the achievement of the mission through resource allocation;
- Is responsible for the care, custody and oversight of Girl Scouting in the jurisdiction;
- Hires a Chief Executive Officer to carry out the operation of the Council;
- Has fiduciary and legal oversight

Regional Delegates are decision and policy influencers in the governance process.

Regional Delegates:

- Elect delegates and alternate delegates, officers of the Council (except the CEO), members at large of the BOD, members of the Board Nominating and Development Committee, National Delegates to the National Council of Girl Scouts of the USA;
- Suggest general lines of direction for Girl Scouting within the jurisdiction of the Council by receiving and responding to reports and information from the BOD;
- Initiate and submit to the BOD proposals directed toward the fostering and improvement of Girl Scouting within the Council;
- Perform other duties as may be delegated by the BOD.

Moving Good Ideas Forward

When one or more RDs determine there is an idea, concern or opportunity that the BOD should be apprised of, there is a formal process that should be followed to ensure that all members of the Council have the opportunity to provide input. The process of bringing ideas forward ensures that the opinion is held by the majority of the Council membership and at least 25% of the voting members as defined in Council Bylaws Article X, Section 10.02.2.

The first step is to think through the idea and bring the topic to a Regional Delegate Meeting for discussion with all the RD's. Use the **Preliminary Proposal Form** to help think through what needs to be considered. *Consider: What needs to be addressed? What is the desired outcome? Will the issue affect the overall Council – all girls? Is this a safety issue? Is it an issue that the RDs have the authority to change?*

Subsequent RD discussion will occur in an open forum that will include other volunteers (RDs, National Delegates, registered adults and girls, BOD members, etc.) as well as professional staff of the Council. One of the first determinations that will be made is whether the matter being brought forward is a governance matter or an operational matter. Governance issues are brought to the BOD. Operational issues are brought to the appropriate professional staff member(s).

If all or part of the discussion pertains to governance, the RDs will decide through discussions in each governance region whether the matter can be resolved or the decision influenced via informal or formal processes. Additional communication beyond RD meetings may be needed.

Other methods for gathering input may include roundtable meetings, evaluations and surveys, voice mail, email, Council website, letter writing and phone calls. If a formal process is selected by consensus of the RDs, then the next step is for the Regional Convener to complete the **Official Proposal Form** and submit to the Board Secretary/Clerk for discussion and action.

Distinguishing a Governance Topic from an Operational Topic

Governance topics are matters that:

- Affect policy for the entire Council
- Reflect a documented trend that broadly affects girls
- Significantly affects the business of the organization (i.e., merging with another council).
- Affects the Council's Bylaws

Operational topics are matters that:

- Affect the procedure of how a policy is carried out within the Council
- Determine the day to day operations of the Council

If the topic is operationally based, the Council professional staff should be contacted.

If the topic is governance related, the topic may be moved to the Formal Proposal process and meet appropriate deadlines.



Council Proposal Submission Process

When an active, registered member of Girl Scouts of Eastern Massachusetts (GSEMA) has a governance suggestion, there is a formal communication process between the membership and the Board of Directors (BOD) where members' voices may be heard. Proposals related to governance or bylaws may be submitted by registered members of GSEMA Council 14 years of ages or older for consideration by the BOD. Proposals must be submitted on the GSEMA Council **Preliminary Proposal Form**, which is available at www.gsema.org and by following the process outlined below.

1. Define the outcome
 - Identify the issue to be addressed. Ensure it is only ONE issue, not several linked together.
2. Assess how the change will affect others
 - Consider what affect this change might have on individual service units or on the Council.
3. Draft the proposal
 - Use the Preliminary Proposal Form to draft the proposal. The justification for the proposal should not exceed 500 words.
 - Include the information that has been researched and collected. Write a clear rationale for the change and indicate the effects the recommended change would have on the membership and the Council.
4. Present the Preliminary Proposal for consideration.
 - If applicable, present the proposal to the local service unit and ask for input.
 - Discuss the proposal with other registered members in and out of the local service unit.
 - Present the Preliminary Proposal Form to a Regional Delegate Convener in your region.
 - Proposals must be submitted by January 1 to be considered at the March Regional Delegate Meeting and by September 1 to be considered at the November Regional Delegate Meeting.
 - Regional Delegate Conveners will ensure that proposals address a governance issue that affects the entire Council and that all information is complete before presenting the proposal at the Regional Delegate Meetings.
 - If the Preliminary Proposal is considered appropriate and gains support at all of the Regional Delegate Meetings, then a Regional Delegate Convener(s) will prepare the Official Proposal Form and forward the proposal along with notes and the required number of Regional Delegate signatures representing a majority of the Regional Delegates to the Board Secretary/Clerk. There must be 51% of the regions in agreement, which equals three regions. There must also be 25% or more of the voting members of the Council in agreement.
 - *Regional Delegates do not have to agree with, or believe in, the proposal being submitted. By moving the proposal forward, Regional Delegates are indicating that they are aware of the proposal and believe the matter to have governance implications.*

5. Submission of the Official Proposal by the Regional Delegate Convener

- Mail/e-mail the signed Official Proposal Form with supporting attachments to: Girl Scouts of Eastern Massachusetts, Attn: Board Secretary/Clerk, 420 Boylston Street, Suite 505, Boston, MA 02116. Email address is board@gsema.org.
- The proposal will be reviewed by the Executive Committee to determine if it requires action by the Board of Directors or whether it should be referred elsewhere.
- The Board Secretary/Clerk will inform the Regional Convener of the outcome.
- Any Preliminary Proposals which are determined to be operational in nature, rather than governance, will be submitted to Council staff through appropriate channels.
- The Regional Delegate Convener will inform the preliminary submitter as to the outcome.

6. Board of Directors

- After the Preliminary Proposal has been reviewed by the Executive Committee, it will be moved forward to the full BOD for voting if deemed appropriate.
- The Regional Delegate Convener will be notified of action taken.
- BOD has final decision on all policy matters.



Preliminary Proposal Form

Step 1: Preliminary Proposal Form

Any registered member of Girl Scouts of Eastern Massachusetts (GSEMA) 14 years or older may submit proposals to the governance body of GSEMA. The Preliminary Proposal Form must be submitted as a means to determine whether the proposal is within the scope of the governance process. If there is enough support by Regional Delegates (RDs) to continue on to the Official Proposal Form process, it may move forward. Please complete a separate Preliminary Proposal Form for each topic.

The Preliminary Proposal Forms may be submitted at any time, but must be received by January 1 for March Regional Delegate Meeting consideration and by September 1 for November Regional Delegate Meeting consideration. You will be notified by the Regional Delegate Convener of that governance region regarding its disposition. You may be asked for further information if this proposal is approved to move into the formal process.

The proposal is made concerning: *(check one)*

Girl Scouts of Eastern Massachusetts Bylaws

Girl Scouts of Eastern Massachusetts Council Policies

Service Unit (if applicable):

Name:

Position:

Address:

City:

Zip:

Phone:

Email:

Proposal Purpose:

I would like to propose the following change (please use additional sheets if necessary):

Proposal Justification:

I think this change is warranted because: *(please attach written material and data to support the rationale for the proposal, but the justification for the proposal should not exceed 500 words).*

Submit completed form to the Regional Delegate Convener



Official Proposal Form

Step 2: Official Proposal Form

The Official Proposal Form is completed by a Regional Delegate Convener after the Preliminary Proposal Form has been approved by a majority of the Regional Delegates at the Regional Delegate Meetings. The completed Official Proposal Form is submitted by the Regional Convener with any supporting attachments to the Board Secretary/Clerk 30 days prior to the Board of Directors Meeting (BOD) between September and June for consideration and action by the BOD.

For a proposal to be considered for the Annual Meeting, as detailed in Article X, Section 10.01. in the Council's Bylaws, the Official Proposal Form is submitted to the BOD Secretary/Clerk by the BOD or by members of the Council. As detailed in Article X, Section 10.02.2 of the Council's Bylaws, proposals originated by the members of the Council must meet the following five requirements:

- 1. A minimum of twenty five percent (25%) of the voting members of the Council shall be necessary to support sending a proposal to the Board of Directors for recommended inclusion on the agenda of the next annual meeting.*
- 2. Such proposals shall be sent to the Board of Directors a minimum of four (4) months in advance of the annual meeting.*
- 3. The Board of Directors shall determine whether such proposals relate to matters that should properly be acted upon by the members of the Council.*
- 4. Proposals which the Board determines relate to matters which should properly be acted upon by the members of the Council shall be sent to the members of the Council for consideration prior to the annual meeting, together with the recommendation(s) of the Board of Directors and shall be sent to delegates with the notice of the annual meeting.*

Please complete the Official Proposal Form as clearly possible:

Original Proposer's Name and Service Unit:

Original Proposer's Contact Information:

Title of Proposal:

Step 2: Official Proposal Form, Page 2 of 2

Statement of Proposal (*in the form of a motion*):

Purpose of the Proposal (*please attach written material and data to support the rationale for the proposal, but the justification for the proposal should not exceed 500 words*):

Outcome of Regional Meetings

Please use this space to detail the outcomes from the Regional Delegate Meetings where the proposal was discussed.

Region 1 Delegate Meeting Results:

Region 2 Delegate Meeting Results:

Region 3 Delegate Meeting Results:

Region 4 Delegate Meeting Results:

Signature:

_____ Date _____
Regional Delegate Convener

