

GSEMA Governance Tutorial

Girl Scouts of Eastern Massachusetts (“GSEMA” or “Council”) operates under a unique governance structure where adult volunteers, youth members 14+, and Council staff work together to contribute toward setting the direction of the Council and ensuring the best experience for all of our members. Through a series of checks and balances, all groups collaborate to ensure that GSEMA meets the needs of its constituency. GSEMA is governed according to its bylaws.

Voting Council Members

At GSEMA, there are four groups that serve as “Voting Council Members”, as defined in the Council bylaws:

- Board Nominating and Development Committee
- Board of Directors
- National Council Delegates
- Regional Delegates

Each year, these groups gather at the Council’s annual meeting to elect the Board slate and conduct the business of the Council. Voting Council Members are also authorized to:

- Suggest general lines of direction for Girl Scouting locally by receiving and acting upon reports of the Board and by giving guidance to the Board;
- Be authorized to amend the Articles of Incorporation of the Council and the bylaws (except as stated in bylaws);
- Take all other actions within the responsibilities of the Council and requiring a vote;
- Conduct such other business as may from time to time come before the Council

Non-Voting Members

Council staff implement and carry out the strategic plan and the operational business of GSEMA, led by the Chief Executive Officer.

Voting Council Member Responsibilities

Board Nominating and Development Committee

The **Board Nominating and Development Committee** (“BNDC”) consists of 9 adult members (3 Board members and 6 non-Board members), who are charged with developing a balanced, single slate of candidates each year for the annual Board slate (composed of adults and youth). Every three years, the BNDC also nominates a slate of National Council Delegates (composed of adults and youth).

In addition to developing a slate, the BNDC maintains a process for Board succession by analyzing and determining the future needs of the organization. The BNDC works closely with the Council CEO and Board of Directors in determining the skills, background, influence, and experience that the Board

needs to carry out the organization's strategic priorities. They also work in partnership with Board leadership to ensure there is a process in place for the onboarding, development, training and assessment of the Board of Directors.

Members of the Board Nominating and Development Committee are elected for a term of three (3) years or until their successors are elected (as defined in the bylaws). Each member of the BNDC shall serve for no more than two (2) consecutive full terms and then shall not be eligible again to serve on the BNDC until the expiration of one (1) full term.

Board of Directors

The **Board of Directors** sets the strategic direction of the council, establishes policy, adopts the annual budget, fulfills the council charter and legal obligations, hires the CEO, and works to ensure the council's long-term sustainability. The Board has a duty to ensure the organization pursues its charitable mission in a manner consistent with the highest standards of ethics, integrity, and fairness, and in compliance with all applicable laws and regulations.

GSEMA's bylaws allow for five (5) Officers (President/Board Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer), up to 18 Members-at-Large, and up to 4 Youth members to serve on the Board.

Adult Board members are elected for a three-year term, not to exceed two consecutive full terms in the same position (as defined in the bylaws).

Youth Board members are elected for a one-year term. Votes cast by youth members of the Board are restricted to issues, activities and decisions that have no contractual binding effect on the Council, i.e., budgets, expenditure of funds, contracts or other matters that involve binding the Council to financial commitments or legal obligations.

In addition to attending regular meetings, adult board members have an opportunity to serve on one or more committees that align with the member's interests and the needs of the Council. These committees include: Audit; Board Nominating and Development; Bylaws Review; Diversity, Equity, Inclusion and Racial Justice; Executive; Finance; Fund Development; Investment; Long Range Property Planning; Scholarship; and Strategy.

National Council Delegates

Delegates to the National Council (known as "**National Council Delegates**"), represent GSEMA as voting members during GSUSA's triennial National Council Session. The National Council is authorized to elect the National Board of Directors and the National Board Development Committee; amend the Girl Scout Constitution and act on proposals selected for the national agenda; and influence the strategic direction of the Movement by providing guidance to the National Board. The number of delegates allotted to each council is determined by a formula set forth by GSUSA, outlined in the *Blue Book of Basic Documents*.

Prior to National Council Session, **National Council Delegates:**

- Attend orientation, training, and other preparation meetings and webinars hosted by GSUSA and GSEMA, including an overview of parliamentary procedure (*Roberts Rules of Order*)
- Study all business items on the agenda, background information, and recommendations of the National Board of Directors to become knowledgeable about the measures to be considered

- Obtain a broad view of the opinions of Girl Scout members from all regions of the council by attending or conducting meetings or using other information gathering methods (such as surveys) to obtain input from the membership
- Engage in opportunities to discuss, learn, and share ideas across the Movement

While attending National Council Session, **National Council Delegates:**

- Attend all business meetings and participate in the proceedings
- Are fully prepared to discuss and act on all business items
- Participate in floor debates and cast votes

Upon returning from National Council Session, **National Council Delegates:**

- Share outcomes with the council's constituency and the rationale for all decisions
- Participate in meetings, webinars, conferences, surveys and other opportunities for Voting Council Members
- Assist GSEMA as it prepares to participate in the next National Council Session

Regional Delegates

Regional Delegates represent distinct geographic regions within the GSEMA footprint (currently Region 1/South; Region 2/West; Region 3/East; Region 4/North). Each Region is entitled to a minimum of 8 and a maximum of 10 delegates (adults and youth) plus Alternates as defined in the bylaws.

Regional Delegates serve as local representatives on policy issues, and initiate and submit proposals to the Board of Directors designed to foster and improve Girl Scouting within GSEMA. Delegates gather once a year to elect the annual slate of Regional Delegates. Delegates also meet periodically throughout their term to discuss and address any governance matters or issues that may be raised by the membership body or the delegates themselves.

From among the elected Regional Delegates, one **Regional Delegate Facilitator** is appointed by the Board Chair to serve a one-year term, not to exceed three consecutive terms. The Facilitator:

- Convenes the annual Regional Delegate meeting four months prior to GSEMA's annual meeting
- Prepares an agenda for the annual Regional Delegate meeting, which may consist of a combination of topics on which the Board of Directors wishes input and/or issues brought forth by the delegates
- Distinguishes policy concerns from operational issues, and refers operational issues to the appropriate Council staff member
- Follows the process for submitting volunteer-originated proposals to the Board of Directors for suggested policy changes
- Maintains communication between Regional Delegates and the Board
- Convenes other special meetings of the Regional Delegates as needed

Decision Influencing

The process of decision influencing is rooted in the way in which opinions and feedback from 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 Board, or actively listening to the

information provided. Decision influencing can be as complex as participating in surveys, debating particular points of view, or making a formal proposal to the Board for consideration. At GSEMA, Regional Delegates are particularly well-positioned to influence governance decisions.

Regional Delegate Steering Committee

The Regional Delegate Steering Committee (the “Steering Committee”) of GSEMA was established to provide guidance and continuity as it relates to the Regional Delegate in accordance with Council bylaws.

The Steering Committee is comprised of the Regional Delegate Facilitator; one (1) Regional Delegate adult member from each of the Council governance regions (“Regions”); and one (1) Regional Delegate youth member from any of the Regions. The Steering Committee may opt to consult with Council staff and/or other members with relevant governance experience, as needed. Responsibilities are to:

- Nominate a slate of Regional Delegates and alternates for election (annually)
- Establish an agenda and logistics for the Regular Meeting of Regional Delegates, as defined in the bylaws
- Appoint alternate Regional Delegates to fill vacancies in the Regional Delegate roster
- Educate council membership about governance volunteer roles

Distinguishing an Operational Topic from a Governance Topic

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

Governance topics are matters that:

- Affect policy for the entire Council
- Reflect a documented trend that broadly affects girls and volunteers
- Affect the business of the organization
- Affect the Council bylaws

The Board of Directors is ultimately responsible for all policy and fiduciary decisions. The Board is the body responsible for the governance of the Council and for acting on any governance issue. When one or more Regional Delegates determine there is an idea, concern or opportunity that should be brought to the Board’s attention, there is a formal process in place to ensure that all members of the Council have an opportunity to provide input. The first step is to think through the idea and present the topic for discussion with all the Regional Delegates. Consider:

- What issue needs to be addressed?
- What is the desired outcome?
- Will the issue affect the overall Council, i.e., who is impacted?
- Is it an issue that the Regional Delegates have the authority to change?

Methods for gathering input may include delegate meetings by Region, evaluations and surveys, email, phone calls, etc.

Delegate Proposal Process

1. Define the outcome
 - Identify the issue to be addressed. Ensure that 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
 - Ensure that the proposal addresses a governance issue that affects the entire Council
3. Draft the proposal
 - Write a clear rationale for the change and indicate the effects the recommended change would have on the membership and the Council. Reference any information that has been researched and collected.
4. Submit the Proposal
 - The proposal must be submitted to the Regional Delegate Facilitator for review and processing.
 - The Regional Delegate Facilitator will request a meeting of Regional Delegates to review and debate the proposal.
 - If a decision is made to move forward, a proposal must achieve the support of at least 25% of all Voting Council Members in accordance with council bylaws in order to be advanced to the Board of Directors.
 - Voting Council Members do not have to agree with, or believe in, the proposal being submitted. By moving the proposal forward, members are indicating that they have considered the proposal and believe the matter to have governance implications.
 - If the proposal gains the required support as outlined in the bylaws, the Regional Delegate Facilitator must submit the proposal to the Board Secretary.
5. Board Review
 - The proposal will be reviewed to determine if it requires action by the Board, or if it should be referred elsewhere.
 - The Board Secretary will inform the Regional Delegate Facilitator of the Board's decision and timetable for discussion by the Board, if applicable.
 - The Regional Delegate Facilitator will be notified of any actions taken by the Board.
 - The Regional Delegate Facilitator will inform the delegate body as to the outcome.
 - The Board has final decision on all policy matters.