

## SUMMARY OF COUNCIL COMMITTEES AND BOARD OF DIRECTORS

### COMMITTEES

#### ADVOCACY

The Advocacy Committee supports the GSUSA legislative agenda. The Advocacy Committee also monitors the effectiveness of the Council's legislative and community engagement initiatives to ensure sustainable support within the Council's service territory by:

- providing governance oversight to and leadership of the Council's Legislative efforts
- partnering with the Board of Directors, CEO and Communications / Marketing staff in promoting the legislative agenda with community leaders, public officials, and federal, state and local legislators
- helping to facilitate increases in girl and adult membership
- building strong connections to key external audiences
- reviewing strategies for achieving the Council's legislative goals

#### AUDIT

The Audit Committee oversees proper external review of the not-for-profit audited financial statements and IRS Form 990. The Committee also:

- verifies proper functioning of the organization's financial risk management
- responds to whistleblower or other allegations of ethical or legal violations
- considers proposals from potential independent certified public accountant and makes recommendation to the Board, as required by Council Bylaws, Article X, Section 8

#### BOARD DEVELOPMENT

The Board Development Committee is a standing committee of the Board of Directors, and monitors the effectiveness of the Council's executive functions by:

- identifying and recruiting qualified individuals for all elected positions, including the Officers, directors-at-large, Board Development Committee members, and National Council Delegates and Alternates
- assisting in identifying and recruiting qualified individuals willing to serve on the various Board committees
- annually providing at least one slate of candidates for all elected positions
- creating programs for, and conducting, Board orientation, training and development
- making recommendation for removal of Directors or National Council Delegates when necessary.

#### FINANCE

The Finance Committee monitors appropriate and effective financial resource allocation by:

- safeguarding the Council's financial assets
- providing guidance with respect to developing and applying financial policies, decisions and plans
- bringing expertise regarding appropriate financial benchmarks, trends, and changes

- advising the Board with respect to making significant financial decisions
- establishing and monitoring the internal financial control policy.

### **INVESTMENT**

The Investment Committee monitors and safeguards the Council’s financial and investment assets by:

- monitoring of the performance of investment managers/advisors
- providing expertise regarding both appropriate standards and benchmarks to apply to investment decisions and economic trends and developments that might impact the Investment Portfolio
- will assume the investment related duties previously assigned to the Finance Committee and fulfill the requirements of Article X, Section 10 of the Bylaws
- advising the Board with respect to the impact its financial decisions will have on the Investment Portfolio

### **PHILANTHROPY**

The Philanthropy Committee monitors the effectiveness of the Council’s philanthropic program to ensure sustainable financial support within the Council’s service territory by:

- providing governance oversight to and leadership of the Council’s fundraising efforts
- partnering with the Board of Directors, CEO and Philanthropy staff in raising significant financial resources
- building strong connections to key external audiences
- reviewing strategies for achieving the Council’s fundraising goals

### **PROPERTY**

The Property Committee monitors the condition, maintenance and utilization of the Council’s existing property assets and makes recommendations to the Board with respect to:

- disposition of existing or acquisition of additional properties
- enhancement of existing properties to maintain and increase Girl Scout utilization
- management and maintenance of properties, including evaluation of adequacy of resources to support each property
- type and scope of programs and activities at each property to optimize Girl Scout participation and satisfaction
- collaboration with other entities, including other Girl Scout Councils to enhance property utilization and revenues

The Committee will work interactively with the Finance Committee, Philanthropy Committee and senior Council staff to understand and evaluate the financial implications of its recommendations.

### **BOARD OF DIRECTORS**

In accordance with Article IV of the Bylaws of the Council enacted February 2, 2019, the Board of Directors (“Board”) shall have full power and authority over the affairs of the Council, except as otherwise provided in these Bylaws or by statute. Notwithstanding the broad power and authority granted, the Board is accountable to:

- the Council membership, including the elected Delegate Body, for managing the affairs of the Council. This includes development of a decision-influencing system allowing for members of the Girl Scout Movement, including girl members, to have a voice on key issues affecting the Council and the Girl Scout Movement;
- the Board of Directors of Girl Scouts of the United States of America (GSUSA) for compliance with the charter requirements
- the Commonwealth of Virginia for adherence to state Corporation law
- the federal government in matters relating to legislation affecting not-for-profit, non-stock Corporations