

## Board of Directors Meeting Minutes

Tuesday, March 16<sup>th</sup>, 2021

The meeting was opened at 6:57 PM (following our Annual Meeting) on Zoom by Kathy Winger, Council President. A quorum was present.

### Attendance:

**Executive Board members attending:** Robert Bernheim, Frank Bouchard, Becky Chambers, Joyce Contrades, Joe Daniszewski, Bill Dickinson, Jean DiMaria, David Gibeault, Kevin Kinghorn, Jonathan Lang, Clint Liechty, John Mead, William Mills, Steve Odenkirk, Ryan Owens, Don Riegger Jr, Brett Rustand, Robert Sommerfeld, Joe Winfield, Kathy Winger and Frank Youdelman.

**Excused:** Jack Clements, Roger Dahlgran

**Staff:** Jeff Hotchkiss, Dan Rowland and Tracey Smalling

### Summary of Action:

#### I. Administrative Matters

- A. Approval of January 19<sup>th</sup>, 2021 Executive Board minutes; approval of February 16<sup>th</sup>, 2021 Executive Committee minutes; approval of March 6<sup>th</sup> Special Board meeting minutes. Moved by Youdelman, seconded by Dickinson. **Approved.**

#### II. Election of Council Officers for 2021

Recommended by the Nominating Committee, approved by the President and voted on by the Council Board at its first meeting after the Annual meeting. (Allowed up to six Vice-Presidents.)

Kathy Winger	Council President
Jonathan Lang	Council Commissioner
Don Riegger	Treasurer
Robert Bernheim	Vice President -Administration
	Vice President - Development
Roger Dahlgran	Vice President – <b>Operations</b>
<b>Steve Odenkirk</b>	<b>Vice President - Properties</b>
Brett Rustand	Immediate Past President
Jeffrey Hotchkiss	Scout Executive/Secretary

**Approved** by acclimation.

**III. Treasurer's Report** -Don Riegger, Council Treasurer, reported**A. Reviewed January performance then asked for Approval of February Financials**

January's strong start to 2021 moderated as February total revenue and support of \$34,000 was \$34,500 short of budget. Year-to-date revenue stands at \$103,500, about \$29,500 under budget. Main revenue sources include FOS,- \$3,400, Investment income - \$8,875, Program fees - \$3,600, and Eagle event gross of \$11,920. (However net event revenue will be adjusted next month.) Expenses, at \$45,500, moderated as well and were \$23,000 below budget and \$34,500 underbudget year-to-date. Expenses were down across the board with the exception of Special Assistance to Individuals. While the February deficit was just over (\$11,000) the council ended the month with a year-to-date surplus of \$11,640. The balance sheet remained stable – line of credit, custodial accounts and enterprise value all in line with the prior month. Below plan revenue will put pressure on cash flow, but Family FOS campaign and PPP2 proceeds in March will be sufficient to fund operations in the near term. The Audit Committee met prior to Audit fieldwork which was completed this month. The auditor reported that the audit is progressing well and is on track. Work remains to finalize revenue and expense recognition issues, mostly related to novel treatment of COVID support. The Key 3+, executive, and finance committees continue to focus on BSA settlement financial models and the impact on financials. The board met on March 2nd in executive session to discuss the Ad Hoc Council Committee's work to-date and review damage models. National BSA subsequently provided the council with an alternate damage model which is currently being evaluated. Riegger moved, Youdelman seconded. **Approved.**

**IV. Annual Resolutions for Approval for 2021**

**RESOLUTION 1. This resolution implements article V, section 3.**

**COMMITTEES OF THE EXECUTIVE BOARD**

RESOLVED. That the following committees of the Executive Board shall be appointed:

- Administration
- Development
- Finance
- Operations
- Properties

Their duties and responsibilities shall be as in the operations manuals and applicable literature of the Boy Scouts of America and the chairs of these committees will automatically become members of the Executive Board by virtue of their appointment.

**RESOLUTION 2. This resolution implements article VI, section 6 (c) and (e).**

**AUTHORITY OF SCOUT EXECUTIVE AND  
MEMBERS OF PROFESSIONAL STAFF**

RESOLVED, that subject to any limitation imposed by law, the bylaws, or any resolution of the Executive Board or Executive Committee, the Scout Executive, or a specially appointed member of the professional staff designated by the Executive Committee be and hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, enter into, acknowledge, cancel, and revoke any and all agreements, conveyances, mortgages, powers of attorney, or other instruments which are incident to the carrying on, in the normal course, of the regular affairs of the corporation; and be it further

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the Executive Board or Executive Committee, the Scout Executive, and the Treasurer, be and hereby are and each of them hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, execute, acknowledge, and pay any fees connected with any and all applications, reports, returns, or other instruments required by any governmental authority, which are incident to the carrying on, in the normal course, of the regular affairs of the corporation.

**RESOLUTION 3. This resolution complements article XI.**

**CONFLICT OF INTEREST POLICY FOR  
EXECUTIVE BOARD MEMBERS**

RESOLVED, that it is the basic policy of the corporation that all Executive Board members or members of any committee thereof, or officers or employees of the corporation, have a duty to be free from the influence of any conflicting interest when they act on behalf of the corporation, represent it in negotiations, or advise others in the corporation with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the corporation on the sole basis of what is in the best interest of the corporation without favor or preference to third parties based on personal considerations. To this end, the following rules shall be observed:

1. No member of the Executive Board or member of any committee thereof, or officer or employee of the corporation, shall accept from any person, directly or indirectly, whether by themselves or through their spouse or a member of their family or through any partner or business or professional associate, any gift, favor, service, employment or offer of

employment, or any other thing of value which they know or have reason to believe is made or offered to them with the intent to influence them in the performance of their duties as a member of the executive board or member of any committee thereof, or officer or employee of the corporation.

2. No member of the Executive Board or member of any committee thereof, or officer or employee of the corporation, who is a partner, officer, or employee of a partnership, firm, or corporation, or who owns or controls more than 10 percent of the stock of such corporation, shall represent, appear for, or negotiate on behalf of the corporation in connection with the acquisition or sale by the corporation of any interest in real or tangible or intangible personal property to such partnership, firm, or corporation.
3. No member of the Executive Board or member of any committee thereof shall participate by discussion, voting, or by any other action taken by the executive board, or any committee thereof, in the enactment of or defeat of a motion which relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where any executive board or committee member who has such an interest is present, they shall promptly disclose their interest in the matter to be voted on to the chairman of the meeting. They shall not vote on the matter and, at the discretion of the disinterested members present, may be required to leave the meeting during the discussion and the voting on the matter.
4. Contracts, transactions, or arrangements of the corporation in which an executive board member or member of any committee has a direct or indirect financial, competing, or other material interest shall not be prohibited, but they must be disclosed and they shall be subject to scrutiny. Any such proposed contract, transaction, or arrangement is to be reviewed to determine that it is in the best interest of the corporation.
5. Each member of the Executive Board or member of any committee thereof shall promptly disclose any material interest that he or she has or reasonably expects to have in any proposed or existing arrangement with the corporation prior to the start of any negotiations with respect to such matter. An interest required to be disclosed under this policy shall be disclosed in writing to the President of the corporation. Such disclosure shall include all material facts and supply any reasons why the arrangement might be or not be in the best interest of the corporation. The President of the corporation shall refer the issue to the full Executive Board, the Executive Committee, or other board committee having decision-making authority over the substantive matter in question.
6. The names of the Executive Board members or members of any committees thereof who disclosed or otherwise were found to have a material interest in a proposed or existing arrangement of the corporation, the nature of the interest, and the extent of the Executive Board member's or members of committees thereof participation in the relevant Executive Board or committee meeting on matters related to the material interest shall be recorded in

the minutes of the Executive Board or committee involved. The minutes also shall include a record of any determination as to whether the arrangement was in the best interest of and fair and reasonable to the corporation, notwithstanding the interest, and the specific reasons supporting the determination, including any alternatives to the proposed or existing arrangement, the names of the persons who were present for discussions and votes relating to the proposed or existing arrangement, and a record of any votes taken in connection therewith.

7. Each Executive Board member and member of any committee thereof has a duty to place the interest of the corporation foremost in any dealing with the corporation and has a continuing responsibility to comply with the requirements of this policy. At least once each year, each Executive Board member, and new board members, prior to their initial election, shall acknowledge his or her familiarity with this policy and shall disclose in writing to the President of the corporation any existing material interest or subject to this policy by completing a conflict-of-interest disclosure statement. The conflict-of-interest disclosure statements shall be reviewed by the President of the corporation. Any issues not previously disclosed shall be referred by him or her to the Executive Board or appropriate committee. The conflict-of-interest disclosure statements shall be retained in the confidential files of the corporation.

### **Conflict of Interest Disclosure Statement**

The conflict of interest policy of the corporation requires any Executive Board member or member of any committee thereof to disclose any direct or indirect financial, competing or other material interest that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with the corporation, or in any other matter under consideration or to be considered by the Executive Board, the Executive Committee, or any other board committee.

Please initial each statement that applies to you:

\_\_\_\_\_ I have read and am familiar with the conflict of interest policy.

\_\_\_\_\_ I am not aware of any direct or indirect financial, competing or other material interest that is required to be disclosed under the conflict of interest policy.

\_\_\_\_\_ I have described in the attached letter every direct or indirect financial, competing or other material interest that is required to be disclosed under the conflict of interest policy. (Please attach a letter providing complete details of any direct or indirect financial, competing or other material interest subject to the policy.)

During the time I am an Executive Board member or member of any committee thereof, I agree to report promptly any future direct or indirect financial, competing or other material interest that is required to be disclosed under the policy.

**RESOLUTION 4. This resolution complements article XI.****CONFLICT OF INTEREST POLICY FOR  
COUNCIL EMPLOYEES**

RESOLVED, that the following conflict of interest policy become the policy of this corporation and be applied to all council employees. It is imperative that employees of the Boy Scouts of America conduct themselves with a degree of honesty and integrity which is beyond reproach or even suspicion.

While it is not possible to anticipate every situation and prescribe a precise rule for each, it is possible to set forth certain basic, general principles to be observed by employees at all times. The essence of this policy is that employees shall always deal with others doing, or seeking to do, business with the Boy Scouts of America or any local council thereof in a manner that excludes all consideration of personal advantage. Accordingly, every employee of the Catalina Council is subject to the following policy.

**1. Interest in Other Business Organization**

Employees of the Boy Scouts of America or any local council thereof or members of their immediate families shall not have any interest, direct or indirect, in any other business which in any degree conflicts with the employee's primary obligations to the Boy Scouts of America or any local council thereof. In this regard, employees or members of their immediate families should not possess a significant financial interest in any business that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In addition, employees should not conduct business on behalf of the Boy Scouts of America or any local council thereof with members of their immediate family, or a business organization with which the employees or members of their immediate families have any association which could be construed as significant in terms of potential conflict of interest.

**2. Gifts, Favors, Entertainment and Payments to Employees**

Employees shall not seek or accept any gifts, payments, fees, services, valuable privileges, vacations or pleasure trips, loans (other than conventional loans from lending institutions) or other favors from any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. No employee shall accept anything of value in exchange for referral of parties to any person or business organization that does, or seeks to do, business with the Boy Scouts of America or any local council thereof. In the application of this policy:

- (a) Employees may accept common courtesies of nominal value usually associated with accepted business practices for themselves and members of their families.

- (b) An especially strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. Entertainment at the expense of suppliers beyond that contemplated by (a) above should not be accepted under any circumstance.
- (c) It is never permissible to accept a gift in cash or cash equivalents of any amount.
- (d) This policy does not preclude the acceptance of benefits to the local council or the Boy Scouts of America as compared to benefits to an individual employee.
- (e) This policy does not preclude the acceptance of courtesies extended to employees of the Boy Scouts of America or any local council thereof in their official capacities, such as gratis hotel rooms for business (but not personal use) in connection with meetings.
- (f) This policy will be communicated to persons and organizations doing, or seeking to do, business with the Boy Scouts of America or any local council thereof.

### **3. Confidential Information**

Employees shall not, without proper authority, give or release to anyone not an employee, or to another employee who has no need for the information, data or information of a confidential nature concerning the Boy Scouts of America or any local council thereof.

### **4. Gifts, Favors, Entertainment, and Payments by the Boy Scouts of America or Any Local Council Thereof**

Gifts, favors, and entertainment may be given others at the expense of the Boy Scouts of America or any local council thereof only if they meet all of the following criteria:

- (a) They are consistent with accepted business practices.
- (b) They are of sufficiently limited value, and in a form that will not be construed as improper.
- (c) They are not in contravention of applicable law and generally accepted ethical standards.
- (d) Public disclosure of the facts will not embarrass the Boy Scouts of America or any local council thereof.

### **5. Obligation to Disclose**

Any employee who believes that his or her personal actions or interests, or the actions of others, may violate this policy must discuss the matter with the Scout Executive. Additional interpretations of this policy and definitions of words and phrases used herein will be made upon request to the Scout Executive.

### **6. Sanctions**

Any employee whose actions or interests violate this policy is subject to termination on that account alone, if such is determined to be in the best interests of the movement.

It is the responsibility of every employee of the Boy Scouts of America or any local council thereof to be aware of and to observe these standards. Accordingly, each employee is asked to sign and

return the accompanying Employee Statement relating to these standards. Employee Statements will be held in complete confidence. The employee statement will be re-executed on a regular basis.

## **EMPLOYEE STATEMENT**

I certify that I have received a copy of the Council Conflict of Interest Policy, dated \_\_\_\_\_, and that neither I nor any member of my immediate family have any personal economic interest that could be construed as opposed to the best interests of the Boy Scouts of America or any local council thereof or in violation of the stated conflict of interest policy, other than any exceptions listed below.

### **Resolution 5 recommended by the Sarbanes-Oxley Act of 2002**

#### Statement of Values and Code of Ethics for the Catalina Council

#### **I. Personal and Professional Integrity**

All staff, board members, and volunteers of the Catalina Council act with honesty, integrity, and openness in all their dealings as representatives of the council. The council promotes a working environment that values respect, fairness, and integrity.

#### **II. Mission**

The council has a clearly stated mission and purpose in pursuit of the public good. All of its programs support that mission, and all who work for or on behalf of the council understand and are loyal to that mission and purpose. The mission is responsive to the constituency and communities served by the council and of value to the society at large.

#### **III. Governance**

The council has an active governing body that is responsible for setting the mission and strategic direction of the council and oversight of the finances, operations, and policies of the council. The governing body:

- Ensures that its board members have the requisite skills and experience to carry out their duties, and that all members understand and fulfill their governance duties acting for the benefit of the council and its public purpose
- Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal, or other means
- Is responsible for the hiring, firing, and regular review of the performance of the Scout executive, and ensures that the compensation of the Scout executive is reasonable and appropriate



- Ensures that the Scout executive and appropriate staff provide the executive board with timely and comprehensive information so that the executive board can effectively carry out its duties
- Ensures that the council conducts all transactions and dealings with integrity and honesty
- Ensures that the council promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, and openness
- Ensures that the council is fair and inclusive in its hiring and promotion policies and practices for all staff positions
- Ensures that policies of the council are in writing, clearly articulated, and officially adopted
- Ensures that the resources of the council are responsibly and prudently managed
- Ensures that the council has the capacity to carry out its programs effectively

#### **IV. Legal Compliance**

The council is knowledgeable of and complies with all laws, regulations, and applicable international conventions.

#### **V. Responsible Stewardship**

The council manages its funds responsibly and prudently. This should include the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management
- The council compensates staff, and any others who may receive compensation, reasonably and appropriately
- The council has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs
- The council does not accumulate operating funds excessively
- Councils with endowments prudently draw from endowment funds consistent with donor intent and to support the public purpose of the council
- The council ensures that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the council
- All financial reports are factually accurate and complete in all material respects

## **VI. Openness and Disclosure**

The council provides comprehensive and timely information to the public, the media, and all stakeholders, and is responsive in a timely manner to reasonable requests for information. All information about the council will fully and honestly reflect the policies and practices of the council. Basic informational data about the council, such as the Form 990, reviews and compilations, and audited financial statements will be posted on the council's website or otherwise available to the public. All solicitation materials accurately represent the council's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

## **VII. Program Evaluation**

The council regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The council is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. The council is responsive to changes in its field of activity and to the needs of its constituencies.

## **VIII. Inclusiveness and Diversity**

The council has a policy of promoting inclusiveness, and its staff, board, and volunteers reflect diversity in order to enrich its programmatic effectiveness. The council takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment, and constituencies served.

## **IX. Fundraising**

Councils, when raising funds from the public or from donor institutions, are truthful in their solicitation materials. Councils respect the privacy concerns of individual donors and expend funds consistent with donor intent. Councils disclose important and relevant information to potential donors.

In raising funds from the public, councils will respect the following rights of donors:

- To be informed of the mission of the council, the way the resources will be used, and their capacity to use donations effectively for their intended purposes
- To be informed of the identity of those serving on the council's executive board and to expect the board to exercise prudent judgment in its stewardship responsibilities
- To have access to the council's most recent financial reports
- To be assured their gifts will be used for the purposes for which they were given
- To receive appropriate acknowledgement and recognition
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law

- To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature
- To be informed whether those seeking donations are volunteers, employees of the organizations, or hired solicitors
- To have the opportunity for their names to be deleted from mailing lists that the council may intend to share
- To feel free to ask questions when making a donation and to receive prompt, truthful, and forthright answers
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#### Mission Statement

**We deliver fun and exciting experiences through strong Scouting units in Southern Arizona.**

**We build better young people through activities and outdoor adventures.**

**We develop character that will lead our youth to lifetimes of leadership & service.**

#### Vision Statement

**We will be the premier youth leadership and character development program in southern Arizona with an emphasis on quality outdoor experiences.**

#### Support Chartered Organizations

The Catalina Council of the Boy Scouts of America understands that each of our chartered partners are the owners of their Scouting program and are owners of the Catalina Council. The Council shall work with each of the chartered partners to assist them in their unique programs for the youth of their organization. The relationship between the council, it's district and the chartered partnerships shall be considered a partnership to make Scouting effective.

#### Chartered Partner Support of the Catalina Council

The Charter Partners of the Catalina Council shall understand that they are the owners of the Catalina Council and shall be invited to assist their council to promote its continued health so that all that live within the Catalina Council, can benefit from the collective good of Scouting.

Moved by Dickinson, seconded by Youdelman, **Approved.**

## V. Other Resolutions for Approval

### 1. Authorization and acceptance of government funds

**The Scout Executive is Authorized to pursue and accept government funding and/or grants in consultation with Council Treasurer and the Finance committee**

### 2. Approval of 2021 Diversity plan

The council has a policy of promoting inclusiveness, and its staff, board, and volunteers reflect diversity in order to enrich its programmatic effectiveness. The council takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment, and constituencies served.

**Our plans for the coming year:**

#### Youth/Leadership Diversity

- Create a list of target communities/neighborhoods by 5/31/21
- Create a list of potential organizations to be chartered with new units in target areas by 6/30/21.
- Meet with ten heads of organizations as prospects for new units in target areas by 8/31/21; ten additional by 12/31/20
- Organize and register at least six new units in target areas during 2021.
- Assure that ethnicity is recorded in the BSA membership system for youth and adults.

#### Executive Board Diversity

- Add two new individuals with diverse backgrounds to the council nominating committee.
- Create list of potential new executive board members with diverse backgrounds by 5/31/21
- Recruit and register five new executive board members with diverse backgrounds during 2021.
- Assure that age and ethnicity is recorded in the BSA membership system for board members.

– Both resolutions moved by Riegger, seconded by Youdelman. **Approved**

## VI. Updates & Reports

- National Bankruptcy - Robert Bernheim, VP of Administration, updated the board. The stay has been extended, the National Council shared their formula and a suggested settlement number that was higher than the adhoc committee's suggestion. No action needed at this time. Mediation continues. Discussion followed.
- Friends of Scouting update – FOS Chair Frank Youdelman reported on progress, currently at \$50, 700. He encouraged all to make their pledge for 2021.
- SE Hotchkiss reported on plans for a virtual Good Scout Awards event for mid-May.

- Council Commissioner Jonathan Land reported on our current membership and recharter. At our low for the year, 1,200 youth registered.

## VII. 2021 Council & District Goals

### Recommended Council Performance Standards

The standards will identify threshold values the council must meet. Councils which do not meet these standards will be subject to an improvement process.

The council performance standards committee identified and recommended following items to measure:

- **Youth Safety – 98% Youth Protection Training**
- **Youth Market Share – 2%**
- **Youth Retention – 62%**
- **Financial Sustainability – minimum of three months of cash liquidity for operations**
- **Youth Ethnic and Gender Diversity – 10% of membership is female; membership reflects community's youth of color percentage**

### Catalina Council Performance as of 12/31/20

#### *2021 Goal*

- **Youth Safety – 100% Youth Protection Training – 100%**
- **Youth Market Share – 1.2%. – 1.6% or 3010 youth enrolled**
- **Youth Retention – 52% - 62% plus**
- **Financial Sustainability –operations cash liquidity ratio of 1.33 (3 months cash) – .59% - move to (3 months cash) or ratio of 1.33.**
- **Youth Ethnic and Gender Diversity – 8.5% of membership is female; membership reflects community's youth of color percentage - 23% diverse – Increase to 10% female youth membership, 30% diverse.**

Both Cochise and Sky Island district shared their goals and plans for the year,

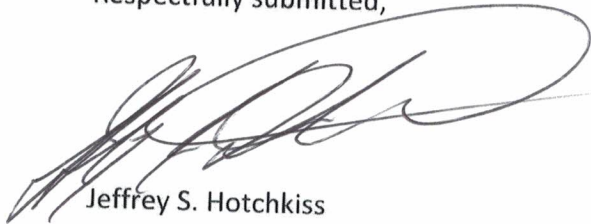
**VIII. Highlights & Upcoming events**

- **March** – Catalina Council Scout Strong Fitness Challenge; Family FOS month
- **April** – Catalina Council Community Good Turn month, Kicking Off of the National BSA Summer of Service
- **April 24th** - Camp Lawton service day (Scouters and local Rotary clubs)

**IX. Scout Executive's minute-** SE Hotchkiss congratulated new Board members and Officers, commented on the full booking by units of Double V Scout Ranch this weekend, our plans for summer weekend adventures at Camp Lawton, and the unsolved opportunities ahead of us.

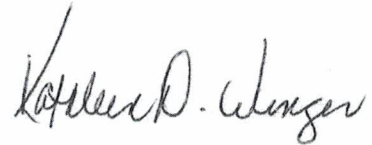
**X. Adjourned at 7:46 pm.**

Respectfully submitted,



Jeffrey S. Hotchkiss  
Scout Executive/Secretary

Approved,



Kathy Winger  
Council President

Our next meeting

Via tba

May 18<sup>th</sup>, 2021 at 6pm