

Board of Directors Meeting Minutes

Tuesday, March 15th, 2022

The meeting was called to order at 6:30PM (following our Annual Meeting) by Kathy Winger, Council President. A quorum was present.

Attendance:

Executive Board members attending: Gary Abrams, Sam Alboy, Robert Bernheim, Becky Chambers, Joyce Contrades, Roger Dahlgran, Joe Daniszewski, Jean DiMaria, David Gibeault, Jonathan Lang, Clint Liechty, William Mills, Steve Odenkirk, Gabe Owens, Don Riegger Jr, Erin Russ, Jim Tarleton , Kathy Winger and Frank Youdelman.

Excused: Jack Clements, Jerry King, John Mead, Bill Perkins, Joe Winfield

Guests: Jack Erickson, Terry Newman, Chip Travers

Staff: Jeff Hotchkiss, Dan Rowland, Dustin Shoemake and Tracey Smalling

Summary of Action:

I. Administrative Matters

A. Approval of November 16th, 2021, Board of Director minutes; approval of December 14th, 2021, Executive Committee minutes; approval of February 15th, 2022, Executive Committee minutes. Moved by Youdelman, seconded by Contrades. **Approved.**

II. Election of Council Officers for 2022

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.)

Don Riegger
Jonathan Lang
Jeffrey Hotchkiss

Council President
Council Commissioner
Scout Executive/Secretary

Jerry King
Steve Odenkirk
Robert Bernheim
Roger Dahlgran
Kathy Winger

Treasurer
Executive Vice President & VP Properties
Vice President -Administration
Vice President – Operations
Immediate Past President

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

President Winger received a warm round of applause. She thanked everyone for their support over the past two years. She welcomed Don Riegger in as the new Council President.

III. Our Path Ahead – President Riegger shared his vision for the future, including our next steps with a strategic retreat.

IV. Treasurer's Report -Don Riegger, Council President, reported for Jerry King who was on duty assignment.

A. Reviewed January/February performance

- Operations – Net income ytd is a deficit of \$13k but is also \$13k ahead of budget. Revenue of \$155,500 was ahead of budget by \$15.5k powered by FOS being \$3k ahead of budget. Expenses did run \$2k over budget. Audit field work has commenced.
- Financial position – The Council entity value is now \$2,953,000 after accruing for the bankruptcy claims settlement anticipated in 2022. The planned sale of a donated lot for a small gain produced \$40k for the Capital fund.

Youdelman moved, Mills seconded. **Approved.**

V. Annual Resolutions for Approval for 2022

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 | • Membership |
| • Communication | • Program |
| • Development | • Properties |
| • Finance | |

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 Youdelman, Russ seconded by, **Approved.**

VI. Other Resolutions for Approval

- 1. 2022 Council Membership plan**

- 2. Approval of 2022 Diversity plan**

- 3. Approval of Specific Assistance fund for 20022**

– All resolutions moved by Youdelman, seconded by Contrades. **Approved**

VII. Consent Items received

- a. 0222 & 0322 Finance Committee minutes
- b. 031122 FOS report
- c. 0222 Council Performance standards update

Consent items accepted moved by Youdelman, seconded by Chamber, **approved**

VIII. Updates & Reports

- National Bankruptcy - Robert Bernheim, VP of Administration, updated the board. The bankruptcy hearing began yesterday and will run two to four weeks, then another few weeks before ruling. If the plan is approved our contribution would be due in late May/early June.
- Properties update – VP Steve Odenkirk updated the board on the draft camp strategic plan
- Friends of Scouting update – SE Hotchkiss reported on progress, currently at \$80,451 or 52% of our goal. He encouraged all who have not to make their pledge for 2022.
- Past President Albo reported on plans & attendance for the April 22nd Good Scout Awards luncheon.
- Commissioner Lang encouraged all to reach out to their friends and community to help secure more Eagle Scout sponsors for our May 4th dinner at the Mariposa resort. We will also be awarding the National Outstanding Eagle award to our own Bob Sommerfeld.

IX. Highlights & Upcoming events

- **April** – Catalina Council Community Good Turn month
- **April 22nd** – Good Scout Luncheon, Tucson Convention Center
- **April 30th** - Camp Lawton Improvement (Service) Day
- **May 4th** – Eagle Scout Recognition Dinner, La Mariposa Resort, Tucson

- X. Scout Executive's minute-** SE Hotchkiss congratulated new Board members and Officers, took a moment to recognize the passing of Past Board President Frank Bouchard, and updated all on the progress of the Camp Lawton Dining Hall amphitheater project.

XI. Adjourned at 7:25 pm.

Respectfully submitted,



Jeffrey S. Hotchkiss
Scout Executive/Secretary

Approved,



Don Riegger
Council President

Our next meeting will be held at the Southern Arizona Community Foundation

on May 17th, 2022, at 6pm