

**Board of Directors Special Meeting Minutes**  
**At the Council Conference Room**  
5:30 pm, August 27, 2025

The meeting was called to order at 5:30 pm by Steve Odenkirk, Council President. A quorum was present.

**Attendance:**

**Board members attending:** David Alvarez, Jeff Brunet, Becky Chambers, Mark Ellson, Dan Ferguson, Ryan George, Melissa Hernandez, Kevin Kinghorn, Tom Kittle, Jonathan Lang, Rebecca Lester, William Mills, Steve Odenkirk, Pedie Pena, Fred Petersen, Juanita Portz, Erin Russ, George Soltero, Bob Sommerfeld, Joel Stoltz, Jim Tarleton, John Will, Lisa Wylie

**Guest:** Phillip Shipley (Territory 8 Director)

**Not Present:** Gary Abrams, Clint Liechty, George Marquez, Bill Perkins, Andrew Riemann, David Scott, Joe Winfield, Antonio Zapata

**Staff Present:** Shannon Roberts, Mike Korcheck

**Summary of Action:**

- 1. Welcome:** President Odenkirk welcomed the Board members to the meeting and introduced Phil Shipley, the Territory 8 Director. He reminded the Board that the primary purpose of the meeting was to approve the July-December budget adjustment and to approve a resolution to reclassify some of the restricted endowment funds to unrestricted and use them for general operations.
- 2. July – December 2025 Budget Adjustment:** John Will, Treasurer, presented a summary of the year-to-date financial results, highlighting a continued budget shortfall primarily in revenue and support.
  - a. Will explains the cash situation, noting the operational cash is low and the council is consuming it quickly. The council has been tracking the cash situation closely, with a runway of six to eight weeks if no changes are made. The council is consuming roughly \$18,000 to \$20,000 per week, with a monthly burn rate of \$40,000 to \$48,000. Forty thousand dollars of the \$200,000 gift from Judie Ellison was freed up and used to bolster the cash situation.
  - b. Odenkirk emphasizes the need to vote on the revised budget presented tonight. Roberts discusses the proposed budget, focusing on reducing expenses by eliminating positions and cutting travel expenses. Concerns are raised about the workload on remaining staff and the impact of eliminating positions and Roberts mentions the possibility of outsourcing certain tasks to alleviate the workload.
  - c. Odenkirk and Roberts discussed the importance of maintaining Scout-serving staff while reducing administrative staff. There were questions regarding the skills of the remaining staff to handle the tasks of the eliminated positions, but Roberts reemphasized the need for staff with the skills to lead programs and youth serving roles.
  - d. The three main cost areas for the Council are: Staff, insurance and the office building rent. The possibility of moving to a cheaper building is raised and Roberts confirmed that negotiations are ongoing. Odenkirk emphasizes the need to maintain operational functionality through the end of the year and into the next.
  - e. There was a motion to approve the July through December 2025 Budget adjustments. **Moved by Tarleton, seconded by Ellson. Approved by majority vote, with one voting no.**

**3. Reclassification of Endowment Funds for Operational Support:** Odenkirk introduced a motion to reclassify approximately \$389,000 from the endowment to operational support. Kinghorn researched and provided legal advice on reclassifying these funds.

- a. Chambers raised concerns that \$25,000 of the proposed funds are actually restricted to provided Philmont Scholarships. These funds were not a part of Kinghorn's letter of support and Odenkirk and Korcheck confirmed that these funds are, in fact, restricted.
- b. Odenkirk explains the need to reclassify funds to ensure the council's survival and avoid financial crises and emphasizes the importance of having liquidity to maintain operations and avoid financial instability. Shipley clarifies that the board can designate funds but only donors can restrict them.
- c. Several on the Board highlights the need for a balanced budget and the impact of revenue shortfalls on the council's financial stability.
- d. Odenkirk restates the motion to reclassify \$389,000 from the endowment to operational support, with an additional \$25,000 set aside. The motion is amended to set aside an additional \$25,000 from the restricted fund to ensure it remains available for its intended purpose. **Wylie motioned and Tarleton seconded with the total amount restated. The motion was approved unanimously.**

**4. Council Merger:**

- a. Odenkirk again noted the financial strain on the Council and mentions the need to merge with another council. Shipley highlights the impact of bankruptcy, the exodus of the Latter-Day Saints, and COVID-19 on local councils. He also emphasizes the importance of ensuring opportunities for youth in scouting.
- b. Soltero questions the purpose of the agenda item, seeking clarification on whether it is to inform or authorize further discussions. Odenkirk outlines the next steps, including launching a dialog with the Grand Canyon Council and planning substantive matters.
- c. Shipley mentions two potential merger partners: Grand Canyon Council and a newly formed council from a merger between Yucca and Southwest. Several Board members discuss the cultural differences between Tucson and Phoenix and the need to honor the legacy of the council. Sommerfeld suggested ensuring equal representation on the Board of Directors post-merger. Brunet advocates for the merger as an opportunity to grow scouting in Arizona.
- d. Odenkirk emphasizes the Board to fully engaged in the merger process. This will include major committee meetings with our counterparts at Grand Canyon: Properties, Membership, Finance and Programs. The Board discusses the importance of transparency and involving charter organization reps in the decision-making process.
- e. Shipley outlines the next steps, including reaching out to potential partners, having conversations, and creating a plan of merger.

**5. Highlights & Upcoming events:**

|                        |                                                                         |
|------------------------|-------------------------------------------------------------------------|
| <b>September 6</b>     | <b>College of Commissioner Science-Christ the King Episcopal Church</b> |
| <b>September 11</b>    | <b>Council Roundtable</b>                                               |
| <b>September 12-14</b> | <b>OA Fall Fellowship</b>                                               |
| <b>September 18</b>    | <b>Sky Islands Eagle Board of Review</b>                                |
| <b>September 19-21</b> | <b>Wood Badge – Week 1</b>                                              |
| <b>September 23</b>    | <b>Board of Directors Meeting, Council Office</b>                       |
| <b>September 24</b>    | <b>Council Commissioner Cabinet</b>                                     |
| <b>October 28</b>      | <b>Executive Committee Meeting, Council Office</b>                      |

**6. Adjourned at 7:45 pm. All approved the motion to adjourn.**

Scouting America

Catalina Council

Respectfully submitted,



Shannon Roberts  
Scout Executive/Secretary



Steve Odenkirk  
Council President

**Our next meeting will be:  
Board of Directors Meeting  
September 23, 5:30 to 7:00 pm  
Council Conference Room**