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Company, Position & Person Profile

Girl Scouts of the United States of America

Non-Executive Director

June 2010



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The Organization

Overview

Girl Scouts of the United States of America (“Girl Scouts”) is the world’s preeminent organization dedicated solely to girls. In an accepting and nurturing environment created by committed adult volunteers, girls build character and skills for success in the real world, including leadership, strong values, social conscience and conviction about their own potential and self-worth. Indeed, Girl Scouts has determined a link between membership and later career achievement: a 2004 study demonstrated that 80 percent of female executives and business owners and two-thirds of women serving in Congress were former Girl Scouts.

Founded in 1912 by Juliette Gordon Low, Girl Scouts’ membership has grown from 18 members in Savannah, Georgia, to more than 3.3 million – 2.4 million girl members and approximately 928,000 adult volunteers. Girls at home and in more than 90 other countries (through the USA Girl Scouts Overseas program) participate through more than 236,000 troops. More than 110 local councils offer girls the opportunity for membership across the United States.

In Fiscal Year 2009, 90 percent of Girl Scouts’ total operating expenses of \$74.2 million were spent directly on programming efforts. For the same period, its total operating revenues were \$66.4 million and it reported net assets of \$118.9 million.

Girl Scouts will celebrate its 100th Anniversary in 2012. As part of this celebration, a major national fundraising campaign is now in the planning stages. The 100th Anniversary Campaign is intended to accomplish two goals: to strengthen the culture of philanthropy throughout the Movement and to increase substantially contributed income to support a vibrant Girl Scouts organization.

Core Business Strategy

Through its Core Business Strategy, Girl Scouts is undertaking movement-wide changes that will help the organization align its operations with its vision of meeting the needs and challenges

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of the girls of today and beyond. The strategy is focused on five key components:

- 1. Leadership Experience for Girls.** *Strategic Priority:* Build the best leadership experiences for girls ages five through 17 that define activities and outcomes, are differentiated by age level, promote consistency and offer flexible pathways for participation.
- 2. Volunteerism.** *Strategic Priority:* Develop an agile, state-of-the-art model of volunteerism that mobilizes a variety of committed volunteers.
- 3. Brand.** *Strategic Priority:* Transform the Girl Scout image with a compelling, contemporary brand that inspires girls and adults of every race and socioeconomic background to join.
- 4. Funding.** *Strategic Priority:* Substantially increase contributed income to fund a vibrant Girl Scout organization and create a funding culture that makes girls a national philanthropic priority.
- 5. Governance and Structure.** *Strategic Priority:* Create an efficient organizational and governance structure that develops program resources for girls and volunteers, a collaborative partnership between national headquarters and local councils to ensure optimal delivery of such resources and high-capacity local councils that provide a consistent Girl Scout experience.

More information about Girl Scouts' Core Business Strategy can be found at www.girlscouts.org/strategy.

Governance and Organizational Structure

Girl Scouts is governed by the National Council and National Board of Directors.

The National Council

The National Council, which meets every three years, determines the general policy lines of the Girl Scout Movement and elects the National Board. The total membership of the National Council may not exceed 1,500 and consists of delegates from local councils and USA Girl Scouts Overseas, members of the National Board and National Board Development Committee, past Presidents of Girl Scouts and

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such other persons as may be elected by the National Council. The National Council elects the National Board of Directors and the National Board Development Committee.

The National Board of Directors (“Board”)

The Board is composed of 25 (twenty-five) members-at-large and five officers; President/Chair; 1st Vice President; 2nd Vice President; Treasurer; and Secretary for a total of 30 (thirty) members. The Board governs Girl Scouts’ affairs between meetings of the National Council. All non-executive members of the Board are elected by the National Council at its triennial meeting to serve a three-year term. Members of the Board may serve no more than three consecutive terms, unless elected as an officer.

The National Board Development Committee (“Board Development Committee”)

The Board Development Committee, which works closely with the Board, has overall responsibility for identifying qualified candidates for Board service and overseeing the process for assessing Board effectiveness. At least two members of the seven-member Board Development Committee must also be members of the Board, while at least three must be non-Board members.

The Board Development Committee attends all Board meetings and meets before or after each Board meeting for an approximately two-hour session and participates in as-needed telephone conferences.

Additional Committees

The Board accomplishes its work through committees. In addition to the National Board Development Committee, current standing committees, which include both Board and non-Board members, are as follows:

- Finance Committee;
- Investment Subcommittee (Subcommittee of Finance);
- Audit Committee;

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- Executive Compensation Committee; and
- Fund Development Committee.

In addition, a number of ad hoc 100th Anniversary Campaign groups (which include members of the Board) are being formed to assist with planning and preparations for the Campaign:

- 100th Anniversary Campaign Planning Committee (in formation);
- 100th Anniversary Leadership Cabinet (in formation); and
- 100th Anniversary Honorary Committee.

Ad hoc committees or task groups can be appointed at any time. Under Girl Scout Bylaws, committee members need not be Board members.

The Position

Position Title

Non-Executive Director, National Board of Directors

Responsibilities

The Board's major responsibilities are:

Governance:

- Ensuring compliance with legal and corporate responsibilities;
- Overseeing the finances of the organization and maintaining financial controls;
- Determining the vision and future of Girl Scouting through the development, evaluation and funding of long-range goals and strategic priorities;
- Administering requirements for individual membership and chartering local councils;
- Establishing local council jurisdictions, evaluating council performance and issuing local council charters;
- Selecting, appointing, developing and evaluating the performance of the Chief Executive Officer; and
- Building, developing and monitoring interdependence of the national organization and local councils.

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Strategic Leadership:

- Fostering a positive image of Girl Scouts and serving as a trustee of its mission, values and principles;
- Interpreting demographic, cultural, social and economic trends (nationally and internationally) and their implications for Girl Scouting;
- Guiding and approving the Girl Scout Movement's strategy;
- Assessing progress toward strategic priorities;
- Generating strategic ideas and partnering with the Chief Executive Officer to frame challenges and opportunities; and
- Engaging in strategic dialogue as part of the process of reviewing and evaluating strategy implementation.

Resource Development:

- Adopting policies and guidelines that govern the acquisition and allocation of resources and funding;
- Making a meaningful, personal gift that supports the 100th Anniversary Campaign and reflects Girl Scouts as a philanthropic priority;
- Assisting in identifying, cultivating and soliciting potentially significant donors to the 100th Anniversary Campaign;
- Establishing fund development policies consistent with Girl Scout principles; and
- Approving budgets with resources to support organizational priorities.

Other specific responsibilities include:

- Enrolling as an individual member in the Girl Scout Movement;
- Attending and actively participating in three Board meetings per year and a fourth meeting held in Year Three;
- Actively participating in a minimum of one standing committee of the Board;
- Maintaining the confidentiality of Board work until such

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- time as it is released for general information;
- Supporting and participating in Board action;
- Attending, in addition to Board meetings:
 - The National Council Session, which is held once every three years over a three-day period; and
 - The National Corporate Leadership Meeting, which is held once every three years over a two-day period; and
- Carrying out assignments delegated by the Board Chair.

The Person

Qualifications & Experience

Girl Scouts is seeking highly respected senior leaders to join the National Board of Directors. Ideal candidates will have the stature, influence and reputation to represent the organization at the highest level and to help secure the resources needed for the organization's continued success.

The new Directors will bring a passion for Girl Scouts' mission, the highest standards of personal and professional integrity and the business, financial and strategic acumen necessary to shape the future of Girl Scouts.

Distinguished leaders from a variety of professional backgrounds and industries will be considered. Those nominated will be seasoned leaders with a reputation for excellence in their chosen fields. They will possess the executive wisdom to provide informed and thoughtful counsel and make sound decisions.

Leadership backgrounds of particular interest include:

- Corporate Chairpersons, Chief Executive Officers, Presidents, Chief Operating Officers, Chief Financial Officers and major business unit leaders who have successfully led large organizations, particularly in retail, energy and new media industries;
- Leaders of entrepreneurial companies, particularly those who have been recognized as innovators at a national level;
- Individuals who have held public office or department executive roles in the public sector at the state or national level;
- Leaders with respect to girls' and women's issues, particularly those who have played a prominent research, policymaking or advocacy role; and
- Individuals with Board governance experience in non-profit organizations, particularly those that

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impact girls and women nationally and globally.

Board Meeting Dates (June 2010 – November 2011)

Board meetings take place over one-and-a-half days, which typically include a full day of committee meetings, strategic forums and dinner followed by a four-hour Board meeting (9:00am-1:00pm). In the second year of the term, a strategic work session, which includes a Board meeting, will be held over two days. Board committees may meet through conference calls in between Board meetings.

Board meeting dates through November 2011 are as follows (Remaining 2011 through 2014 board meeting dates are to be determined):

August 13, 2010¹

January 21, 2011¹

April 16, 2011¹

September 15, 2011 (tentative) – Nominee Orientation²

September 17, 2011²

November 10-13, 2011 – National Council Session³

¹ Briarcliff Manor, New York

² New York, New York

³ Houston, Texas

Board of Directors

Information about the Board's current members can be found at www.girlscouts.org/who_we_are/leadership/ntl_board.asp.

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