



This edition of *REALIGNMENT NEWS* includes information about changes in the Council Partnerships arena at GSUSA, a reminder about inclusiveness at all levels in merger planning and a special section with tips on realignment timeline and from our friends at Gibson, Dunn & Crutcher. This information appears following our regular **Q & A** section that includes information on records retention and some suggestions related to the CEO search process.

The next edition of *REALIGNMENT NEWS* will arrive in your mailboxes on Tuesday, July 24. It will include tips from Gibson Dunn & Crutcher for new bylaws. We encourage content suggestions and questions for future editions of *REALIGNMENT NEWS* at realignmentnews@girlscouts.org.

ITEMS OF INTEREST ➤

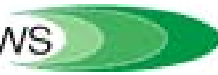
Realigning the Staff in Council Partnerships

Over the next month Council Partnerships is returning to a “one council/one consultant” model. Councils in or completing realignment already have their assigned consultant. Those non-realigning councils will be assigned their consultants by July 16.

This model will make it possible for councils to receive consistent high-quality coordination of services from “one consultant” whose job it is to help council leadership assess needs and then assist with securing appropriate services from GSUSA functional units.

Janet Garretson Joins the Council Partnership Team

Effective June 27, Janet Garretson, former CEO of Freedom Valley Girl Scout Council and former GSUSA Management Consultant, has joined the Council Partnership Team in a temporary position as Project Director for Resource Development. Among her many responsibilities, Janet will work with staff to develop and deliver the capacity-building resources, provide support to new CEO training, as well as a new “on-boarding” process for newly elected and appointed Board Chairs and CEOs. Janet will deliver capacity-building strategy training for non-realigning councils and will oversee and evaluate whether GSUSA should reintroduce a peer-to-peer CEO Mentor/Coach program. You can reach Janet with your ideas and suggestions at jgarretson@girlscouts.org



A Reminder about Inclusiveness in Merger Planning

When designing a new council that will operate at the highest level in reaching and serving all girls, inclusiveness on all planning teams, task forces, and committees is essential. The groups that design service delivery systems, design staff structures, select office locations, select officer and board candidates, and build the budget, should reflect all cultures and all economic groups within the new jurisdiction.

All aspects of high capacity, high functioning councils must be compatible with all populations and cultures. If we expect all girls to feel welcome in Girl Scouting we must answer **YES** to the now famous question posed by Frances Hesselbein former CEO, GSUSA who asked, **“When girls look at us, do they see themselves?”**

Q & A

1. Can you give me some suggestions about records retention related to volunteers? All of the councils coming together in our merger have different practices and none of them seem quite right. Do you have a suggestion?

Answer: As a general practice, volunteer applications, background checks, driver’s license checks, and performance reviews should be kept for as long as the volunteer is registered and performing volunteer duties. Records should be kept permanently if there is litigation or if there is an unresolved issue that could become a source for litigation at a later date. It is also important to check (and follow!) applicable state laws regarding records retention for volunteers in your jurisdiction.

2. Our new council jurisdiction covers more than one state. What should we do when the state laws are different regarding various practices?

Answer: The best advice we can give is to follow the most stringent of the competing regulations, and then you will be able to comply without implementing multiple practices.

3. We have heard through the grapevine that a few councils have had problems with their CEO searches. We are just about to begin — do you have some advice?

Answer: As mentioned in earlier editions of *REALIGNMENT NEWS*, it is important to conduct an open search that is conducted in an impeccable manner. It is also critical for the Search Committee to discuss how they will handle levels of agreement needed and differences of opinion that may emerge during the search process — including final candidate selection. Anticipating potential problems and conflicts of interest and planning for them will ensure a successful process.



Multiple candidates will apply for the new position and it is realistic to expect that several of the candidates will be sitting CEOs in the councils involved in the merger. It is also possible that none of those CEOs will be selected for the new position. The Search Committee must be in full agreement before a recommendation is brought forward to the CRC.

GSUSA HR Consultants should be involved from the start of any search process to help get the Search Committee off to a good start. If you don't know who to contact, feel free to contact Sharon Czebotar, Director of HR Consulting.

4. Our realignment work is proceeding well but we would like some additional support from Fund Development. Who should we contact?

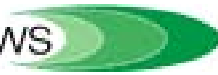
Answer: The Fund Development Department at GSUSA has resources, research, and National Operational Volunteers (who are fundraising professionals) and would be delighted to help merging councils with their fund development plans. If you would like help onsite, via phone, or through Web conferencing, please contact Rori Lindo-Britton at 212-852-8044 or rlindo-britton@girlscouts.org.

5. Our council merger date is October 1 — too late to take advantage of the New Board Chair and CEO trainings scheduled for July and August. Have dates been set for the next class?

Answer: The “second round” of New Board Chair Training has been scheduled for November 2–4 at Edith Macy Conference Center. Dates for the “second round” of CEO training will be set soon and included in *REALIGNMENT NEWS*.

6. Our council is undergoing a jurisdiction change but is not officially realigning. Is there any training planned for those of us with jurisdictional changes — or for those who aren't realigning?

Answer: The 29 councils who are undergoing jurisdictional changes or not changing their boundaries will be invited to a session on building capacity scheduled in November of this year. More information, including specific dates, will be available soon.

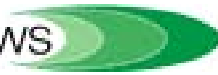


Tips from Gibson, Dunn & Crutcher **Realignment Timeline**

What Is a Typical Realignment Timeline?

Realignment transactions are structured as mergers and are governed by applicable state law merger requirements. Although the process may vary somewhat depending on individual circumstances or state law, the typical stages of the legal aspects of the realignment process are as follows. In addition to the steps described below, some states require approval by the state attorney general or another governmental or judicial authority.

- CRC makes **key decisions** about the post-realignment council:
 - Board of directors
 - Officers
 - New name
 - New articles of incorporation
 - New bylaws
- As a matter of **legal diligence**, legal counsel reviews the articles and bylaws of each council to ascertain specific legal requirements. Legal counsel also reviews material contracts and other documents to identify notice or consent requirements.
- A “**Plan and Agreement of Merger**,” or merger agreement, a form of which is on the Gibson, Dunn & Crutcher Extranet, is finalized. The merger agreement will reflect the key decisions by, for example, identifying the new board and new officers, and will attach as exhibits the new articles and bylaws of the post-realignment council.
- The **board** of directors of each council **approves the merger agreement**. Each council's board meeting is called and held in accordance with applicable requirements. A sample board resolution is on the extranet. By approving the merger agreement, each board thereby approves the contents of the agreement, including the new board, new officers, new name, new articles and new bylaws. Separate votes are not necessary on each aspect of the agreement.
- Each council calls a meeting of **voting members**. Notice of the meeting is sent in accordance with applicable requirements. The merger agreement (including the new articles and bylaws as exhibits) is included in the notice.



- The **voting members** of each council **approve the merger agreement**. The meeting is held, and the vote is taken, in accordance with applicable requirements. By approving the merger agreement, each group of council members thereby approves the contents of the agreement, including the new board, new officers, new name, new articles and new bylaws. Separate votes are not necessary.
 - A **certificate of merger** (typically a short legal document) is **filed** with the state authorities. The realignment merger is effective at the time that the certificate of merger is filed, or at another time that is specified in the certificate of merger (e.g., on the first or last day of a month).
 - **EVERYONE CELEBRATES!**
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