

**GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
April 1, 2017**

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 10:05 AM on Saturday, April 1, 2017 at Kodosky Service Center, Austin, TX; Board Chair Leslie Midgley presiding.

Quorum: Present.

Introductions: 2017 UT McCombs Board Fellows, Jillian DiPhillips and Ethan Nusbaum, GSCTX Alumnae Committee Chair, Joi Chevalier.

BOARD ANNOUNCEMENTS:

- **Appointments:** Resource Development Committee members Lisa Ivie Miller, Lauren Peters, Dr. Mischca Scales and Lisa Sikora.
- **Resignations:** None.
- **Board Highlights:** Leslie Midgley reflected on the goals accomplished during her term as Board Chair.
- **Board Mission Moment:** Leslie Midgley thanked Dr. Colette Pierce Burnette for hosting the African American Initiative Breakfast and Operation Cookie Pack. Suzi Marshall reported on the San Angelo Women of Distinction event. Rina Patel spoke about Wells Fargo's support, including upcoming events and Operation Cookie Pack. Shelley Clifford Brophy, who served as a panelist, gave feedback on the Emerging Leaders Series and noted that the next Emerging Leaders event would be with the UT Women's Basketball Team. Leslie Midgley concluded by reporting on the Hackathon and the 2017 Legislative Breakfast.
- **Girl Scouts For All (GSFA):** Lynelle McKay explained that GSFA is a new volunteer committee which provides resources to troops for girls with differing abilities. **Exhibit A**
- **Girl Scout Money Manager:** Leslie Midgley reported that Money Manager is a financial management program taught to any volunteer that handles troop or service unit money. Board members were encouraged to review the summary provided in the packet and attend a training, if possible. **Exhibit B-C**

BOARD TOPICS/DISCUSSION (part I):

- **2017 UT McCombs Board Fellows**
Board Fellows Jillian DiPhillips and Ethan Nusbaum updated the board on their project to introduce a renewable/sustainable energy program at Camp Texlake. They presented goals, which include incorporating solar energy into the Nature Center and creating sustainability programs to engage and educate Girl Scouts. They answered questions from board members about projected costs, savings to GSCTX, funding options and next steps. **Exhibit D**

- **Volunteer Highlights: GSCTX Alumnae Committee**

Joi Chevalier, Chair, presented information about the history, mission, vision and goals of the Alumnae Committee. She noted that current Girl Scout alumnae from Central Texas is 1,700. Plans for a possible GSUSA network via LinkedIn, funding and future engagement plans were also discussed (handout).

ACTION:

- **Consent Agenda**

- Board Minutes – January 21, 2017. **Exhibit N**
- Executive Committee Minutes – March 16, 2017 **Exhibit O**
 - Proxy for Board of Directors Meetings **Exhibit P**
 - Check Signing Authority Policy **Exhibit Q**
 - Authority to Open Bluebonnet Council Wells Fargo Advisors Account **Exhibit R**
 - Delegation of Authority Policy **Exhibit S**
 - Delegation of Authority Matrix **Exhibit T**

By motion made by Suzanne Copeland, the consent agenda was approved unanimously, as presented.

- **IRS 990 Form (2015)**

GSCTX Audit Committee Chair, Patricia White, introduced Shannon Peterson from Maxwell, Locke & Ritter. Ms. Peterson reviewed the 2015 IRS 990 Form and answered questions from the board. **Exhibit U**

By motion made by Charmaine Smith-Winters, seconded by Suzanne Copeland and passed, the IRS 990 Form was approved unanimously, as presented.

- **Financial Statement Review**

Jerry Spataro presented an update on Finance Committee activity and January-February 2017 financial highlights. **Exhibits E-M**

BOARD TOPICS/DISCUSSION (part II):

- **CEO Report and Dashboard**

Lynelle McKay presented highlights from the January-February 2016/17 CEO Report. Items covered included cookie sales, retail, community support, new Greater Austin Hispanic Chamber of Commerce (GAHCC) shared values statement and camps. **Exhibits V-X**

- **Girl Advisory Board (GAB)**

Topics covered by the GAB representatives included:

- Mary (Area 1) - Topic is 5th and 6th grade girl retention. Items included confidence due to transition, uniforms and Outdoor Program improvements.
- Jocelynn (Area 2) – Topic is Older Girls. Items included increased input into Girl Scout decisions, meetings and flexibility in earning badges.

- Rebecca (Area 3) – Topic is Outdoor Programs. Items included more diverse and challenging programming and strategic community partnerships to mentor girls.
- Area 4 topic is older girl communications. Report will be presented at the Annual Meeting.

- **Camp Kachina Land Sale Update**

Lynelle McKay presented the update, noting that the final plat has been approved by the City of Morgan's Point contingent on the sale of land to developer. Ratification of plat was received from the fee simple owner to satisfy title commitment requirement. A new access road issue is currently being dealt with. Closing documents are pending. **Exhibit Y**

- **Standing Committee Updates**

Governance Committee: Suzanne Copeland gave feedback on the Delegate Training & Governance Overview session at the Annual Meeting and noted it was well-received. She reported that there is still a vacancy for Region 3 Chair, and that several Council Delegate positions remain unfilled.

Council Board Development Committee (CBDC): Pauline Lewis reported that Laura Hernandez, Principal Owner, Pescador Public Strategies (PPS) has agreed to join the board.

Resource Development Committee (RDC): Alison Meador reported that the Austin Women of Distinction luncheon will be held on April 27. Juliette's Circle is still being refined and house party events hosted by Trish Coy and Suzi Marshall are forthcoming. Wells Fargo will host a Financial Literacy Luncheon on May 3.

Strategic Plan (Task Force): Whitney Hamnett-Pirkle is presenting a Strategic Plan overview to both the Delegate Training & Governance Overview and the Annual Meeting sessions.

Advisory Board (Task Force): Leslie Midgley noted that the five members of this committee are GSCTX Ambassadors within the community. Their first meeting was held in February.

- **Business Log**

The Business Log was reviewed by Lynelle McKay and agreed upon by the board. **Exhibit Z**

- **Upcoming Council Events and Closing Remarks**

Leslie Midgley reviewed the GSCTX Council Events calendar and called attention to the 1,000+ Ceremony and Women of Distinction sponsorship opportunities. **Exhibit AA**

- **Closing Remarks**

Lynelle McKay thanked Leslie Midgley for her service as board chair during the past year.

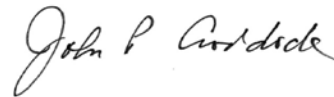
- **Meeting Adjournment**

Being no further business, the meeting was adjourned at 12:08 pm.



Leslie Midgley

Corporate President/Board Chair



John Craddock

Board Secretary

PRESENT

Leslie Midgley, Corporation President/Board Chair
Charmaine Smith-Winters, Pres-Elect/Vice Chair
John Craddock, Secretary
Paul Pulley, Treasurer
Rina Patel, Member-at-Large
Pauline Lewis, Member-at-Large
Ellen Fleming, Member-at-Large
Alison Meador, Member-at-Large
Trish Coy, Member-at-Large
Nicole Schwartz, Member-at-Large
Suzanne Copeland, Member-at-Large
Lisa Reifsnider, Member-at-Large
Dr. Mischca Scales, Member-at-Large
Whitney Hamnett-Pirkle, Member-at-Large
Suzi Marshall, Member-at-Large
Lauren Peters, Member-at-Large
Shelley Clifford Brophy, Member-at-Large
Lynelle McKay, Chief Executive Officer

EXCUSED ABSENCES

Dr. Colette Pierce Burnette, Member-at-Large
Mary Kennedy Thompson, Member-at-Large
Tamaria Kai Perry, for Dr. Gregory Vincent,
Member-at-Large

UNEXCUSED ABSENCES

None

VISITORS

Jerry Spataro, Chief Financial Officer
Pamela Carroll, Human Resources Director
Marianne De Leon, Resource Development Director
Jillian DiPhillips, 2017 McCombs Fellow
Ethan Nusbaum, 2017 McCombs Fellow
Alicia Gust, Senior Camp Services Manager
Patricia White, Audit Committee, Chair
Shannon Peterson, Maxwell, Locke Ritter
Joi Chevalier, GSCTX Alumnae Association, Chair
Dolly Shubert, Executive Administrative Assistant