

**GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
January 30, 2016**

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 11:45 AM on Saturday, January 30, 2016 at The Bank & Trust in Bryan, Texas; Board Chair Beth Thorson presiding.

Call to Order: Beth Thorson started the meeting with roll call. A quorum was present.

- **Mission Moment**

Myliagh, a Brownie from the Bryan/College Station Service Unit, shared her Girl Scout experience and the sisterhood she now shares with her nine troop mates.

- **Board Announcements**

- Resignations:
 - Minerva Trujillo, Board of Directors Member-at-Large
 - Kaye Jividen, Region 8 Chair, effective December 2015
 - Marilyn Flage, Region 1 Chair, effective April 2016
- Lynelle McKay shared an overview of the Annual Meeting agenda. **See Exhibit A**
- Board Mission Moment: Pauline Lewis, Lisa Reifsnider, and Suzanne Copeland shared their experiences at Cookie Mega-Drop events in Cedar Park, Austin and Killeen. Nicole Schwartz shared her story, and a photo, of a rural roadside cookie booth.

ACTION:

- **Consent Agenda**

- Board Minutes – November 20, 2015. **See Exhibit B**

By motion made, seconded and passed, the consent agenda was approved unanimously as presented.

- **2014-15 Audit Review**

Audit Committee Chair, Patricia White presented the 2014-15 Audit. Dena Jansen of Maxwell, Locke & Ritter introduced herself as the auditor of record and responded to questions.

See Exhibits:

- Management Representation Letter
- Internal Control Letter
- Governance Letter
- GSCTX FYE 2015 Audited Financial Statements

Action items recorded:

- Review Note 20, Board and Management Contributions
- Document rules for withdrawals for each endowment

By a motion made and passed, the Board approved the 2014-15 Audit as presented.

- **Financial Statement Review**

Jerry Spataro presented an update on Finance Committee activity and November – December 2015 financial highlights. **See Exhibits I-S**

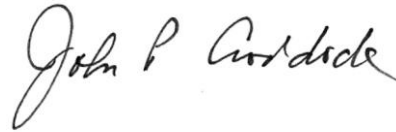
- **GSUSA CEO/Board Chair Conference Debrief**
Beth Thorson provided an overview of the GSUSA Strategic Plan presented at the CEO/Board Chair Conference. **See Exhibit C**
- **GSCTX Strategic Plan Update & Committee Recommendations**
Whitney Hamnett-Pirkle presented an update on the Strategic Plan and an overview of committee recommendations; follow-up discussion recommended for the September meeting agenda. **See Exhibit D**
- **CEO Report**
Lynelle McKay presented updates on the November/December 2015 Goals & Objectives and Dashboard. **See Exhibits E-F**
Action items recorded:
 - Communications to be distributed to Board Members
 - Response Letter to Dr. Lisa Go
 - Service Unit Boundary notification email
- **Council Board Development: 2016 Slate Nominees**
Leslie Midgley presented the 2016 Slate Nominees. **See Exhibit G**
By a motion made and passed, the 2016 Slate Nominees were approved unanimously as presented.
- **MPP Camp Kachina Development Update**
The update was not presented due to meeting time constraints. **See Exhibit H**
- **Cookie Update**
No significant issues or concerns related to the 2016 cookie season required presentation. Reference to the status of cookie sales was made within the CEO Report.

COMMITTEE REPORTS VIA STRATEGIC PRIORITIES:

- **Strategic Priority: Board Governance and Advocacy**
 - Board Operations
Leslie Midgley shared information gained from responses to the Board self-assessment survey completed following the November 2015 meeting. Fundraising training and tools were discussed.
- **Strategic Priority: Membership**
 - Latino Initiative
Kenya Johnson shared an update on the Latino Initiative. **See Exhibit T**
- **Business Log**
The Business Log was reviewed by Beth Thorson and agreed upon by the Board. **See Exhibit U**
- **Council Events**
Beth Thorson reviewed the Council Event Calendar. **See Exhibit V**
- **Meeting Adjournment**
Being no further business, the meeting was adjourned at 2:15 PM.



Beth K. Thorson
Corporate President/Board Chair



John Craddock
Board Secretary

PRESENT

Beth Thorson, Corporation President/Board Chair
Leslie Midgley, President Elect/Vice Chair
John Craddock, Secretary
Nicole Schwartz, Treasurer
Suzanne Copeland, Member-at-Large
Trish Coy, Member-at-Large
Whitney Hamnett-Pirkle, Member-at-Large
Megan Keen, Member-at-Large
Pauline Lewis, Member-at-Large
Lisa Reifsnider, Member-at-Large
Dr. Mischca Scales, Member-at-Large
Charmaine Smith Winters, Member-at-Large
Memorie Word, Member-at-Large
Lynelle McKay, Chief Executive Officer

EXCUSED ABSENCES

Becky Fearing, Member-at-Large
Lyn Kuciemba, Member-at-Large
Alison Meador, Member-at-Large
Rina Patel, Member-at-Large
Paul Pulley, Member-at-Large
Tashi Theisman, Member-at-Large
Dr. Gregory Vincent, Member-at-Large

UNEXCUSED ABSENCES

None

VISITORS

Jerry Spataro, Chief Financial Officer
Kenya Johnson, Chief Operating Officer
M. DeLeon, Director, Resource Development
Patricia White, Audit Committee Chair
Jodie Gay, Executive Administrative Assistant
Dena Jansen, Maxwell, Locke & Ritter, Auditor
Cathy Craddock, Volunteer