

GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
July 12, 2014

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 10:45 AM on Saturday, July 12, 2014 at the library of Haynes Elementary School in Killeen, TX; Corporate President/Board Chair Beth Thorson presiding.

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

- **Board Announcements**

- Appointments: None
- Resignations: Dudra Butler, Member-at-Large
- Board Mission Moment: Board Members shared highlights from the Sacred Heart Bridging Ceremony and the WoD Austin Wrap Party at Kendra Scott.

ACTION:

- **Consent Agenda**

- May 2014 Board Minutes. **See Exhibit A**
- Social Media Policy for Membership. **See Exhibit B**
- Delegation of Authority Matrix. **See Exhibit C**
- 2013 GSUSA Charter Annual Review. **See Exhibit D**
- Council Delegate & Regional Chair Handbook. **See Exhibit E**

By consensus, the Board approved the Consent Agenda.

- **Appointments:**

- Beth Thorson presented the Board/Committee appointments.
 - Appointment of Charmaine Smith-Winters as Third Vice Chair and Resource Development Committee Chair.
 - Appointment of Rina Patel as Resource Development Committee Member.

By a motion made, seconded and passed, the appointments were approved as presented.

- **Conflict of Interest Disclosure Statements:**

- Suzanne Copeland presented the Conflict of Interest Policy and Conflict of Interest Disclosure Statement. **See Exhibits F, G**

Governance Committee Chair, Suzanne Copeland moved to approve the Conflict of Interest Policy and Disclosure Statement. The motion was passed; the Conflict of Interest Policy and Disclosure Statement were approved as presented.

Comment was noted that Audit Committee Members may have been required to complete Conflict of Interest Disclosure Statements.

Conflict of Interest Disclosure Statements were distributed to Board Members for completion.

- **Advisory Board:**
 - Leslie Midgely presented a proposal for formation of Advisory Board. **See Exhibit H**
After discussion, Council Board Development Committee Chair, Leslie Midgely moved to approve the formation and description of Advisory Board ad-hoc committee. The motion was passed and the Advisory Board ad-hoc committee formation and description were approved as presented. Description subject to polishing by staff, board and/or counsel.
- **Master Property Plan:**
 - CEO Lynelle McKay presented the Master Property Plan and the three-phase project schedule. **See Exhibit I**

By a motion made, seconded and passed, the Master Property Plan was approved as presented.

By a motion made, seconded and passed, Phase One of the Master Property Plan Project Schedule was approved as presented.

REPORTS AND UPDATES:

- **CEO Report**
 - Lynelle McKay presented the May update for the 2013/2014 Goals & Objectives and the Dashboard. **See Exhibits J, K**
- **National Convention Update**
 - Pamela Carroll presented an update on registration and attendees for the National Convention taking place in Salt Lake City on October 16-19, 2014.
- **Governance Committee Update**
 - Suzanne Copeland discussed proposed revision to the GSCTX Policies and Standards. **See Exhibit L**
 - Action item for board members to provide feedback noted on Business Log.
- **Resource Development Committee Update**
 - Marianne DeLeon presented update on Resource Development Committee activity.
 - Committee Chair position filled by appointment of Charmaine Smith-Winters.
 - Fundraising Campaigns: Juliette's Circle, Thin Mint Sprint and Capital Campaign.
 - Board Members to receive individual, sealed fundraising progress reports, Capital Campaign pledge form and Resource Development training during lunch session following the Board Meeting.
- **Council Board Development Committee Update**
 - Leslie Midgely presented update on Council Board Development Committee activity.
 - Discussion of current Member-at-Large vacancies, diversity gaps and recruitment strategies.
 - Adopt-a-Board-Member program to re-engage with local Service Units following the summer break.
 - Revision of Board volunteer forms and training documents is in progress.
 - Board self-assessment forms to be completed in the fall; mentorships available upon request.

Finance Committee Update

- Linda Goss presented an update on Finance Committee activity and May financial highlights. **See Exhibits M, N and O**

NEW:

- **Business Log**
 - Pending Business was reviewed by Beth Thorson and agreed upon by the Board.
See Exhibit P
- **Council Events**
 - Beth Thorson reviewed the Council Event Calendar. **See Exhibit Q**
 - Megan Keen proposed reschedule of Board Meeting from Thursday, November 20th to Friday, November 21st. By consensus, the board agreed upon the rescheduled date for the November 2014 Board Meeting.
- **Meeting Adjournment**
 - Being no further business, a motion for adjournment was made, seconded and passed; the meeting was adjourned at 12:45 PM.



Beth Thorson
Board Chair/President



John Craddock
Board Secretary

PRESENT

Beth Thorson, Board Chair/President
Linda Goss, 1st Vice Chair
Suzanne Copeland, 2nd Vice Chair
Charmaine Smith Winters, 3rd Vice Chair
Nicole Schwartz, Treasurer
Lynelle McKay, Chief Executive Officer
Trish Coy, Member-at-Large
Megan Keen, Member-at-Large
Leslie Midgley, Member-at-Large
Lisa Reifsnider, Member-at-Large
Tashi Theisman, Member-at-Large
Minerva Trujillo, Member-at-Large

EXCUSED ABSENCES

John Craddock, Secretary
Whitney Hamnett-Pirkle, Member-at-Large
Lyn Kuciemba, Member-at-Large
Trisha Menchu, Member-at-Large
Rina Patel, Member-at-Large

UNEXCUSED ABSENCES

Sandra Forsythe, Member-at-Large
Rebekah Miller-Levy, Member-at-Large

VISITORS

Candice Towe, Chief Operating Officer
Pamela Carroll, Director, Human Resources
M. DeLeon, Director, Resource Development
Jodie Gay, Executive Assistant
Paul Pulley, National Delegate
Ann Soltau, National Delegate Alternate