

**GIRL SCOUTS OF CENTRAL TEXAS  
BOARD OF DIRECTORS  
MINUTES  
March 29, 2014**

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 10:00 AM on Saturday, March 29, 2014 at the Kodosky Service Center, Board Chair/President Connie McCrary presiding.

**Call to Order:** Board Chair/President Connie McCrary started the meeting with roll call. A quorum was present.

- **Meeting Procedure:**
  - Motion Forms were presented by Secretary John Craddock. **See Exhibit A.**
- **Appointments:**
  - Kathy Beifus appointed Regional Chair of Region 3, Bryan/College Station.

**ACTION:**

- **Consent Agenda:**
  - **January 2014 Board Minutes:**
    - By request, the January 2014 Board Minutes were pulled from the Consent Agenda for amendment.
    - By a motion made, seconded and passed, the Board approved the amended January 25, 2014 Minutes. **See Exhibit B.**
  - **Board Meeting Dates:**
    - By request, the Board Meeting Dates were pulled from the Consent Agenda for amendment.
    - By a motion made, seconded and passed, the Board approved the amended Board Meeting Dates. **See Exhibit C.**
  - **Appointments:**
    - Lisa Reifsnider is appointed to the Board of Directors as Member-at-Large for the unexpired term of 2013/2015 effective immediately.
    - Rina Patel is appointed to the Board of Directors as Member-at-Large for the unexpired term of 2013/2015 effective immediately.
  - By consensus, the Board approved the remaining items on the Consent Agenda.
- **Executive Committee**
  - By a motion made, seconded and passed, the Board ratified the Executive Committee action: approval of three-year lease for the Bryan/College Station Service Center with rental commencement date of March 25, 2014 through March 24, 2017; authorization of CEO to sign the lease with United Way of the Brazos Valley, Inc. with associated capital improvements. **See Exhibit D.**

- **Audit Committee**
  - The 990 and 990T forms were presented for review by Ronney Reynolds. On behalf of the Audit Committee, Cathy Craddock moved to approve the filing of the 990 and 990T Return Forms. The motion was passed; the Board approved filing of forms 990 and 990T. **See Exhibit E.**
- **Finance Committee**
  - Reporting on behalf of the Finance Committee, Linda Goss moved to approve the Delegation of Authority Policy and Delegation Matrix. The motion was passed; the Delegation of Authority Policy and Delegation Matrix were approved. **See Exhibit F.**
- **HR Task Group**
  - Reporting on behalf of the HR Task Group, Charmaine Smith Winters moved to approve the Handbook of Personnel Policy for Employed Staff. The motion was passed; the Board approved the Handbook of Personnel Policy for Employed Staff. **See Exhibit G.**
- **Resource Development Committee**
  - The Gift Acceptance Policy was presented for review by Committee Chair Beth Thorson.
    - Secretary John Craddock moved to amend section I.H regarding non-cash gifts to include securities as defined in section II.D.
    - CEO Lynelle McKay moved to amend all reference to “Fund Development Director” to be retitled as “Resource Development Director.”
  - On behalf of the Resource Development Committee, Beth Thorson accepted the amendments to the Gift Acceptance Policy.
  - John Craddock moved for board acceptance of the amended Gift Acceptance Policy. The motion was seconded and passed; the amended Gift Acceptance Policy was accepted by the Board.
  - On behalf of the Resource Development Committee, Beth Thorson moved to approve the Gift Acceptance Policy as amended. The motion was passed; the Board approved the amended Gift Acceptance Policy. **See Exhibit H.**

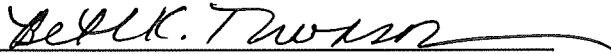
## **REPORTS AND UPDATES:**

- **CEO Report**
  - CEO Lynelle McKay presented the 2013/2014 Goals & Objectives, Operational Imperatives and the Dashboard. **See Exhibit I.**
  - Leslie Midgley recommended an action item to review the IT budget and expenditures at a future meeting to ensure that technologies employed by the council are not behind the curve.
- **Governance Committee Update**
  - Suzanne Copeland presented update on Governance Committee activity.
    - Policies & Standards update is ongoing.
    - Annual meeting details discussed: location and date to be defined; travel survey sent by staff.
    - Regional training is complete.
    - Discussed posting of agenda and approved board minutes.

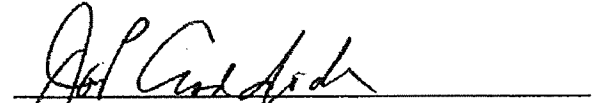
- **Resource Development Committee Update**
  - Beth Thorson presented update on Resource Development Committee activity.
    - Dashboard reviewed: individual donors are lacking; corporate support appreciated.
    - Former board member engagement strategies discussed.
    - Reminder issued to make Board donations.
- **Council Board Development Committee Update**
  - Leslie Midgely presented update on Council Board Development Committee activity.
    - Committee met 3/19/2014. Two new board members approved: Lisa Reifsnider and Rina Patel; applications reviewed by board.
    - Seeking candidates to fill two board member positions to make a total of 22. Discussed strategy to fill skills/diversity gaps.
    - Committee will request board member feedback on orientation and membership experiences.
- **Strategic Planning Committee Update**
  - Whitney Hamnett-Pirkle presented update on Strategic Planning Committee activity.
    - Kickoff meeting scheduled following Board Meeting. **See Exhibit J.**
- **Finance Committee**
  - Linda Goss and Jerry Spataro presented update on Finance Committee activity.
    - February financial highlights presented. **See Exhibit K.**

**NEW:**

- **Pending Business Log**
  - The Pending Business Log was reviewed by John Craddock and agreed upon by the Board. **See Exhibit L.**
- **Meeting Adjournment**
  - Being no further business, a motion for adjournment was made, seconded and passed; the meeting was adjourned.



Connie McCrary  
Beth Thorson  
Board Chair/President



John Craddock  
Board Secretary

**PRESENT**

Connie McCrary, Board Chair/President  
Beth Thorson, 1<sup>st</sup> Vice Chair  
Linda Goss, 2<sup>nd</sup> Vice Chair  
Suzanne Copeland, 3<sup>rd</sup> Vice Chair  
John Craddock, Secretary  
Nicole Schwartz, Treasurer  
Lynelle McKay, Chief Executive Officer  
Sandra Forsythe, Member-at-Large  
Megan Keen, Member-at-Large  
Leslie Midgley, Member-at-Large  
Rebekah Miller-Levy, Member-at-Large  
Whitney Hamnett-Pirkle, Member-at-Large  
Lisa Reifsnider, Member-at-Large  
Tashi Theisman, Member-at-Large  
Minerva Trujillo, Member-at-Large  
Charmaine Smith Winters, Member-at-Large

**EXCUSED ABSENCES**

Trish Coy, Member-at-Large  
Lyn Kuciemba, Member-at-Large  
Trisha Menchu, Member-at-Large  
Rina Patel, Member-at-Large

**UNEXCUSED ABSENCES**

Dudra Butler, Member-at-Large

**VISITORS**

Cathy Craddock, Audit Committee Chair  
Ronney Reynolds, CPA  
Jerry Spataro, Chief Financial Officer  
Pamela Carroll, Director, Human Resources  
Nikki Bruce, Board Fellow  
Nicole Velasquez, Board Fellow  
Jodie Gay, Executive Assistant