

**GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
July 8, 2017**

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 2:02 PM on Saturday, July 8, 2017 at Jarrell Middle School, Jarrell TX; Board Chair, Charmaine Smith-Winters, presiding.

Quorum: Present

Introductions: Kathy Rapp, new Board Member-at-Large

BOARD ANNOUNCEMENTS:

- **Appointments:** Leslie Midgley, Executive Committee, Member-at-Large
- **Resignations:** Dr. Gregory Vincent, Board Member-at-Large
- **Board Highlights:** Charmaine Smith-Winters spoke about the Austin Women of Distinction Luncheon in April. She acknowledged Nicole, Trish and Lisa for their help selling raffle tickets, and reported that Austin WoD raised a record \$41K this year.

Hewlett Packard Enterprise (Whitney Hamnett-Pirkle) pledged \$10K for *Girl Scouts For All*. Charmaine thanked board members Lauren Peters, Suzanne Copeland, Leslie Midgley and Lisa Reifsnider for their support of the Gold Award Ceremony and Luncheon. Board Member, Mary Kennedy Thompson, was the Gold Award keynote speaker.

Board Member, Rina Patel (Wells Fargo), hosted a Juliette's Circle Lunch 'n Learn at Maggiano's. Charmaine attended the 1,000+ Cookie Ceremony and new GSUSA CEO, Sylvia Acevedo, visited Austin and was our special guest speaker at the Juliette's Circle breakfast in June.

Throughout the summer months: Rina Patel/Wells Fargo will host an Emerging Leaders event at Kendra Scott. Ellen Fleming and Shelley Clifford Brophy will host an Emerging Leaders event at Drop Box. Suzi Marshall will host a JC house party in San Angelo.

ACTION:

- **Consent Agenda**
 - Board Minutes – April 1, 2017 **Exhibit A**
 - Executive Committee Minutes – June 15, 2017 **Exhibit B**
 - Board Member appointments: Dr. Karen Butler-Purry, Laura Hernandez, Kathy Rapp, Cynthea Rhodes-Patterson
 - Board Resolution: CEO Authority (Bank Accounts)
 - Board Committee Chair Appointments (2017-2018)
 - Kachina Land Sale
 - Bylaws – proposed changes (discussion)
 - Board Meetings – changes (2018)
 - Strategic Plan - extension

The following items were removed from the consent agenda for separate consideration:

- Board Resolution: CEO Authority (Bank Accounts)
- Kachina Land Sale
- Bylaws – proposed changes
- Strategic Plan – extension

By a motion made by Suzanne Copeland and seconded by Pauline Lewis, the consent agenda was approved unanimously, minus the four (4) removed items.

The following items were individually discussed:

- Board Resolution: CEO Authority (Bank Accounts) – It was explained that this is an annual update (only) due to change in Board Chair.

By a motion made by John Craddock and seconded by Suzanne Copeland, Board Resolution: CEO Authority (Bank Accounts) was approved unanimously.

- Kachina Land Sale – The exhibits had been revised to show greater detail and to include documentation to support the sales price range.

By a motion made by John Craddock and seconded by Trish Coy, the revised Kachina Land Sale documentation was approved unanimously.

- Bylaws: Proposed Changes – After discussion, the proposed Bylaws change (Article V, Section 5.2) regarding the addition of the immediate past board chair to the Executive Committee was rescinded.

By a motion made by Trish Coy and seconded by Suzanne Copeland, the decision to amend the motion to exclude the Bylaws change for Article V, Section 5.2 was approved unanimously.

The board endorsed the executive committee's recommendation for Bylaws change (Article VII, Section 7.1) to expand the composition of the Board of Directors, Members-at-Large, from 20 to 24 positions. This Bylaws change would allow for broader geographical representation by the board.

By a motion made by Suzanne Copeland and seconded by Trish Coy, the amended motion to endorse the Bylaws change for Article VII, Section 7.1 was approved unanimously.

Note: The adoption of this proposed bylaws change will require initiating a special meeting of the Corporation by electronic communication.

- Strategic Plan – The proposal would extend the Strategic Plan timeline by two years, making the revised timeline 2014-2019. The current plan still represents GSCTX's strategic priorities. It would continue to be reviewed annually and reassessed in two years.

By motion made by Lauren Peters and seconded by Nicole Schwartz Nett, the extension of the GSCTX Strategic Plan by two years was approved unanimously.

BOARD TOPICS/DISCUSSION:

• **Program Highlights:**

○ Community Troops

Celia Tellez explained how GSCTX provides programs and services to girls who are not able to participate in traditional Girl Scout programs. Programs such as Girl Scouts Behind Bars (GSBB), Housing Authority City of Austin (HACA), SISTERS (San Angelo), Tech Girls, Gamma Sigma Program, Girl Scouts for All (GSFA), and Marbridge Home are all examples of serving Central Texas girls in non-traditional ways. **Exhibits C-F**

○ Cookie Margins and Super Troops (handout)

Meredith Clarke spoke about the Voice of the Customer (VOC) survey and feedback received on the subjects of communication, troop leader training, cookie leaders and supportive materials. She also talked about Super Troop Awards, Super Saturdays, membership retention and troop cookie margins.

• **Financial Statement Review**

Jerry Spataro presented an update on Finance Committee activity and March - May 2017 financial highlights. **Exhibits G-T**

• **CEO Report and Dashboard**

Lynelle McKay presented highlights from the March - May 2016/17 CEO Report. Items covered included strong cookie sales for 2016-17 at 12% over goal, cookie margins, Council Cohesion, VOC satisfaction rates, GSCTX's net promoter score, strong renewal numbers and retention rates for 2017. Lynelle also spoke about programs for girls and GSCTX's healthy cash reserve. **Exhibits U-V**

• **BSA Update**

Lynelle gave an update on the Boy Scouts of America's proposed plan to implement a family engagement strategy. She reported that GSUSA remains strongly committed to providing programs and services that meet girls' needs through our traditional all-girl organization. **Exhibits W-Y**

• **United Way Summary**

Lynelle presented a funding update and noted that United Way of Greater Austin's focus is not like other United Ways. UWGA has not typically funded Girl Scouts of Central Texas. Board member Rina Patel offered to facilitate scheduling a meeting between UWGA and GSCTX. **Exhibit Z**

• **Camp Kachina Land Sale Update**

Lynelle McKay reported that the sale had been delayed due to resident summer camp sale and developer/contractor final bid negotiations. She also reported that the developer had revealed that his funding had fallen through, and that further discussion will take place next week to resolve this issue. The path forward will be presented to the Executive Committee when more information is available. **Exhibit AA-CC**

- **MPP Phase III Update**

Lynelle presented the update, noting items such as a sustainability grant for Camp Texlake and Camp Howdy being fully funded at \$65K. The decision to exit Camp Woodlake has moved forward. A letter has been delivered to Brownwood Water District to cancel the lease by 12/31/17. This will formally end our association with Camp Woodlake. **Exhibit DD**

- **Standing Committee Updates**

Governance Committee: Suzanne will teach at this year's Volunteer Enrichment Conference (VEC). Whitney Hamnett-Pirkle will assume the chair of the Governance Committee.

Council Board Development Committee (CBDC): The GSCTX board is currently full. A Bylaws change to expand the composition of the board will be necessary to add additional members.

HR Task Force: Shelley Clifford Brophy is assuming the chair.

Strategic Plan Task Force: Ellen Fleming is assuming the chair.

- **Business Log**

The Business Log was reviewed by Charmaine. No current actions were reported. **Exhibit EE**

New Action Items Recorded:

Rina Patel offered to facilitate scheduling a meeting between United Way of Greater Austin and Girl Scouts of Central Texas.

The Kachina land sale path forward will be presented to the Executive Committee when more information is available.

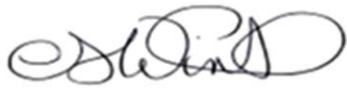
- **Upcoming Council Events and Closing Remarks**

Charmaine Smith-Winters reviewed the GSCTX Council Events calendar, spotlighting 2018 Board Meeting dates. She reported that there will be no board meeting at the 2018 Annual Meeting. **Exhibit FF**

- **Closing Remarks**

- **Meeting Adjournment**

Being no further business, the meeting was adjourned at 3:48 pm.



Charmaine Smith-Winters

Corporate President/Board Chair



Lisa Reifsnider

Board Secretary

PRESENT

Charmaine Smith-Winters, President/Vice Chair
Trish Coy, President-Elect/Vice Chair
Lisa Reifsnider, Secretary
Paul Pulley, Treasurer
Shelley Clifford Brophy, Member-at-Large
Dr. Colette Pierce Burnette, Member-at-Large
Suzanne Copeland, Member-at-Large
John Craddock, Member-at-Large
Pauline Lewis, Member-at-Large
Suzi Marshall, Member-at-Large
Nicole Schwartz Nett, Member-at-Large
Lauren Peters, Member-at-Large
Rina Patel, Member-at-Large
Kathy Rapp, Member-at-Large
Lynelle McKay, Chief Executive Officer

EXCUSED ABSENCES

Ellen Fleming, Member-at-Large
Whitney Hamnett-Pirkle, Member-at-Large
Alison Meador, Member-at-Large
Leslie Midgley, Member-at-Large
Dr. Mischca Scales, Member-at-Large
Mary Kennedy Thompson, Member-at-Large

UNEXCUSED ABSENCES

None

VISITORS

Jerry Spataro, Chief Financial Officer
Pamela Carroll, Human Resources Director
Meredith Clarke, Dir. Member & Data Operations
Becca Frazier, National Council Delegate
Dolly Shubert, Executive Administrative Assistant
Celia Tellez, Chief of Programs & Comm. Engagement