

**GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
February 3, 2018**

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 11:35 AM on Saturday, February 3, 2018 at Kodosky Service Center; Board Chair, Charmaine Smith-Winters presiding.

Quorum: Present

BOARD ANNOUNCEMENTS:

- **Girl Mission Moment:** Marbridge Community Troop 44025 is comprised of adults with intellectual disabilities. The troop spoke enthusiastically about their meetings, selling cookies, and their goal to go camping! Director Duncan expressed his gratitude to GSCTX. **Exhibit A**

- **Introductions:** Amanda Adams - new Board Member-at-Large, Patricia White - Audit Chair, Jackie Margol and Vickie Tung - 2018 UT McCombs Board Fellows.

- **Resignation:**
 - Alison Meador, Board Member-at-Large

- **Appointments:**
 - Resource Development Committee: Camille Abbott, Lucy Nazro, Tamaria Kai Perry, Courtney Powell, Jennie Rosenblum, Molly Sherman
 - Governance Committee: Bill Houston

- **Board Highlights:** Rina Patel, Mischca Scales, and Sheema Patel recounted their experiences at the Mega-Cookie drop. Charmaine Smith-Winters reported that Samsung sponsored the GS Cookie Sleepover at the HEB Center, and Erika Holland added that the older girls really enjoyed helping teach the younger girls. Rina Patel was a judge at the Hopdoddy Pitch Competition and noted that the girls' presentation skills were impressive. Finally, it was reported that the Cookies and Beer event was a sell-out.

- **Other Announcements:** Lynelle announced her decision to leave her position as CEO of Girl Scouts of Central Texas at the end of June 2018.

ACTION:

Trish Coy, Board Vice Chair, made the following motion:

Motion: That the Girl Scouts of Central Texas Board of Directors approve establishing the CEO Search Committee, an ad hoc committee of the board. Furthermore, that Board Chair, Charmaine Smith-Winters be appointed as chair of the CEO Search Committee. (Note: an e-mail copy of this motion was sent to those board members attending via teleconference).

Charmaine Smith-Winters explained that the CEO Search Committee would include the current, incoming, and past board chairs. Additional members of the committee, to be announced at a later date, would be selected representing Girl Scouts of Central Texas volunteers, one from each operational area.

By a **motion** made by Trish Coy and **seconded** by Paul Pulley, the motion to establish a CEO Search Committee was approved unanimously.

- **Consent Agenda**

- Board Minutes – November 17, 2017 **Exhibit B**
- CBDC Report: New Board Member – Amanda Adams **Exhibit C**
- Public Relations Task Force Co-Chairs: Amanda Adams and Hema Mullur

By a **motion** made by Pauline Lewis and **seconded** by Lauren Peters, the consent agenda was approved unanimously.

- **2016/17 Audit Review**

Audit Committee Chair, Patricia White, presented the 2016/17 Audit. She reviewed the various components of the audit and answered questions from the board. The Audit Committee recommends acceptance of the 2016/17 audit.

The 2016/17 GSCTX audit was approved unanimously.

- **CBDC Nominations for 2018 Slate:**

Pauline Lewis, CBDC Chair, presented the Nominations for 2018 Slate for Officers of the Corporation, Board Members-at-Large, and Council Board Development Committee (CBDC) Members. **Exhibits D & E**

By a **motion** made by Leslie Midgley and **seconded** by Trish Coy, the Nominations for 2018 Slate was approved unanimously.

- **Strategic Plan – Year 3 Assessment**

Ellen Fleming presented the GSCTX Strategic Plan Year Three Assessment. She thanked board members Lauren Peters and Nicole Schwartz Nett, and GSCTX staff for their participation in the review process. Items discussed included changes to KPI (key performance indicators), Girl Scout Voices Count survey results, BSA admitting girls, changes in membership fees, efforts to make it easier to be a GS volunteer, alignment with the GSUSA, and council cohesion. **Exhibit F**

By a **motion** made by Lisa Reifsnider and **seconded** by John Craddock, the GSCTX Strategic Plan Year Three Assessment was approved unanimously.

BOARD TOPICS/DISCUSSION:

- **CEO Report & Dashboard**

Lynelle McKay presented the 2017/18 CEO Report. Items reviewed included revenue and expenses, cookie program, fundraising efforts, membership and recruitment efforts, programs, STEM badges, new camp and leader guides, BSA marketplace competition, and our 5 girls who were selected as delegates to the UN Commission on the Status of Women. She noted the Camp Woodlake lease was terminated and a closing ceremony had been held in December 2017. The Dashboard Report was also reviewed. **Exhibits G & H**

- **Camp Kachina Land Sale Update**

Lynelle McKay presented the update. She noted that, while sales had started slow, they are picking up, with the 4th lot just closed and 8 lot sales anticipated by the end of February 2018. **Exhibit I**

- **Financial Statement Review**

Jerry Spataro presented an update on Finance Committee activity and October – December 2017 financial highlights. **Exhibits J-W**

- **Standing Committee Updates**

Governance Committee: Chair Whitney Hamnett-Pirkle reported that at the November 30, 2017 meeting agreement was reached on edits to the firearms policy, updated language for Safety Guidelines, a communication rollout plan and process for receiving feedback. Bill Houston selected as a new committee member, representing Area 1. Next meeting will be in late-February.

PR Task Force: Co-Chairs Amanda Adams and Hema Mullur reported on proposed efforts to elevate the profile of Girl Scouts and the Gold Award.

Resource Development Committee: Erika Holland noted that the fundraising campaign is ahead for 1st Quarter of 2017/18. She reported on Austin Women of Distinction and the pinning ceremony on February 22, which will be attended by GSUSA CEO, Sylvia Acevedo. She spoke about the new Planned Giving initiative and thanked those who have already signed-up.

- **2018 UT McCombs Board Fellows**

2018 Board Fellows Jackie Margol and Vickie Tung were introduced and spoke about the 2018 project to increase the utility of our camps and camp resources. **Exhibit X**

- **2018 Annual Meeting Overview** – Lynelle reviewed the proposed Annual Meeting agenda.

She noted that the GAB Girls will report to the Board prior to the Annual Meeting. Board members were also invited to participate in the Governance Delegate Dialogue session. **Exhibit Y**

- **Business Log**

The Business Log was reviewed by Charmaine. All existing actions are completed.

Exhibits Z, AA, BB

New Action Items Recorded:

- The board requested that a Secret Shopper cookie certificate be sent to Marbridge Troop 44025.
- 2018 Board Assessment Survey will be sent on Monday, February 5, 2018.

- **Upcoming Council Events and Closing Remarks**


Charmaine reviewed the GSCTX Council Events calendar. **Exhibit CC**

- **Closing Remarks**

Charmaine encouraged anyone interested in the vacant Resource Development Committee chair position to let her know.

- **Meeting Adjournment**

Being no further business, the meeting was adjourned at 1:35 pm.



Charmaine Smith-Winters

Corporate President/Board Chair

PRESENT

Charmaine Smith-Winters, President/Vice Chair
Trish Coy, President-Elect/Vice Chair
Lisa Reifsnider, Secretary
Paul Pulley, Treasurer
Amanda Adams, Member-at-Large
Shelley Clifford Brophy, Member-at-Large
Dr. Colette Pierce Burnette, Member-at-Large
Dr. Karen Butler Purry, Member-at-Large
John Craddock, Member-at-Large
Ellen Fleming, Member-at-Large
Whitney Hamnett-Pirkle, Member-at-Large
Pauline Lewis, Member-at-Large
Suzi Marshall, Member-at-Large
Leslie Midgley, Member-at-Large
Hema Mullur, Member-at-Large
Nicole Schwartz Nett, Member-at-Large
Rina Patel, Member-at-Large
Sheema Patel, Member-at-Large
Tamaria Kai Perry, Member-at-Large
Lauren Peters, Member-at-Large
Cynthea Rhodes-Patterson, Member-at-Large
Dr. Mischca Scales, Member-at-Large
Mary Kennedy Thompson, Member-at-Large
Lynelle McKay, Chief Executive Officer



Lisa Reifsnider

Board Secretary

EXCUSED ABSENCES

Suzanne Copeland, Member-at-Large
Alison Meador, Member-at-Large
Kathy Rapp, Member-at-Large

UNEXCUSED ABSENCES

Laura Hernandez, Member-at-Large

VISITORS

Jerry Spataro, Chief Financial Officer
Pamela Carroll, Human Resources Director
Lolis Garcia Baab, Chief Marketing & Comm. Officer
Erika Holland, Chief Development Officer
Celia Tellez, Chief of Programs & Comm. Engagement
Alicia Gust, Sr. Camp Services Manager
Jaclyn Sharp, Volunteer Support Services Manager
Patricia White, Chair, Audit Committee
Brianna Landry, Maxwell Locke & Ritter
Dolly Shubert, Executive Administrative Assistant
Jacqueline Margol, 2018 UT McCombs Board Fellow
Vickie Tung, 2018 UT McCombs Board Fellow
Marbridge Troop Members and Leaders