

**GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
May 12, 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, May 12, 2018 at Texas A&M University, Board Chair, Trish Ferguson Coy, presiding.

Quorum: Present

Introductions: Board Chair, Trish Coy, called the meeting to order and thanked Dr. Karen Butler-Purry for hosting the meeting at TAMU. Trish also welcomed Sandra Trainor to her first board meeting. Trish introduced Gold Girl, Ashley Poprik, Shannon Peterson (Maxwell Locke & Ritter), Lisa Ivie Miller and Julia Gavrilow (South Texas Money Management) and Patricia White (GSCTX Audit Committee Chair).

BOARD ANNOUNCEMENTS:

- **Girl Mission Moment:** Ashley Poprik (Troop 9060) presented her Gold Award project and video, *Camp for All*. Ashley highlighted the features available at Camp for All and the need to offer these types of facilities at Girl Scout camps.
- **Removed:** Laura Hernandez, Member-at-Large.
- **Resignation:**
 - Cheri Heldstab: Resource Development Committee.
 - Sabrina LeMay: Regional Chair, Area 7; reappointed to Regional Chair, Area 3 (below).
- **Appointments:**
 - Advisory Board: Jeanie Wyatt, Jill Griffin, Stephanie Hamm, Emily Moreland. **Exhibit A**
 - PR Task Force: Susan Johnson, Rep. Celia Israel (Jennie Kennedy), Patti Smith.
 - Resource Development Committee: Denise Davis, Nikki Graham, Terri Broussard Williams.
 - Regional Chair, Area 3: Sabrina LeMay (reappointed from Area 7).
- **CEO Annual Performance Review:** Completed April 10, 2018.
- **Board Mission Moment (Highlights):** Trish and Leslie Midgley reported on the Advisory Board Dinner, held on February 18. Special guests at the dinner were Bill & Jill Gurasich, and Stephanie Hamm. Suzi Marshall spoke about the San Angelo Women of Distinction event. Also noted was the Page Home Design fundraiser and Austin Women of Distinction, with an attendance of 750 this year. Special thanks to Lisa Ivie Miller for chairing this event for the second year in a row.

BOARD ACTIONS:

• **Consent Agenda**

- Board Minutes – February 3, 2018. **Exhibit B**
- Executive Committee Meeting Minutes – February 27, 2018. **Exhibit C**
- Appointment: Charmaine Smith-Winters, Executive Committee Member-at-Large.
- GSCTX Policy #15. **Exhibit D**
- GSUSA Volunteer Awards. **Exhibit E**

By a motion made by Suzanne Copeland and seconded by Paul Pulley, the consent agenda was approved unanimously.

• **IRS Form 990 (2016) Exhibit F**

Audit Committee Chair, Patricia White, reviewed the IRS Form 990. She explained the individual pages of the return and the supplemental schedules before asking for questions from the Board. The Audit committee recommended approval of the IRS Form 990.

The IRS Form 990 was approved unanimously, as recommended by the Finance Committee.

• **Firearms Policies Exhibits G**

Governance Committee Chair, Whitney Hamnett-Pirkle, presented the Firearms Policies update. The Governance Committee has recommended approval of the updated policies.

The Firearms Policies update was approved unanimously, as recommended by the Governance Committee.

• **Board Resolution: CEO Authority (Bank Accounts) Exhibit H**

This is a procedural renewal required annually due to change in Board Chair.

By motion made by Pauline Lewis and seconded by Shelley Clifford Brophy, Board Resolution: CEO Authority (Bank Accounts) passed unanimously.

BOARD TOPICS/DISCUSSION:

• **Establishment of Board Designated Fund to Recognize Land Sale Proceeds Restrictions Exhibit I**

Lynelle presented the draft language for a proposed resolution to establish a Board Designated Fund to recognize land sale proceeds restrictions. Major funders may question why grants are needed if GSCTX's financial position appears to be strong. Restricting the land sale proceeds is a way to solve this. The proposal would restrict \$2.68M into 3 funds: Camp Kachina Capital Addition and Improvement Fund (\$1.34M); Long-Term Property Maintenance Fund (\$402K); and GSCTX Capital Addition and Improvement Fund (\$938K).

Paul Pulley asked if there is a minimum amount restricted (yes), and John Craddock proposed that restricted funds draw-down language be added to the resolution.

By a motion made by John Craddock and seconded by Paul Pulley, the proposed resolution, as amended (attached), was passed unanimously.

- **Board Self-Assessment Survey Exhibit J**

CBDC Chair, Pauline Lewis, reported on the 2018 Board Self-Assessment Survey. She reviewed the various topics and pointed out changes between this survey and the previous one (2015). Areas of strength include Advocacy, Governance & Fundraising. Fund development remains the top priority, followed by raising GSCTX's profile.

- **CEO Report & Dashboard and handouts**

Lynelle presented highlights from the 2017/18 CEO Report, noting that an Inclusivity Statement for the council has been added-. Items reviewed include a strong revenue performance, largely due to cookie sales (2.5% over goal), good feedback regarding updating KPI's from Strategic Task Force, Alumni strategy due to LinkedIn, and fund development.

Other topics: GSCTX is participating in a Head Start Pilot program, we are currently hosts to interns from Korea, improvements in the higher awards programs (Bronze/Gold/Silver), and camp season attendance increases this year. Lynelle concluded by reviewing GSCTX properties including reporting that Camp Woodlake officially closed in December '17, and volunteers have decided to sell Rockdale scout house. **Exhibits K - O**

- **Marketplace Competition (BSA) Exhibit P**

Lynelle reported that GSUSA is focusing on highlighting the Girl Scout benefits and telling the Girl Scouts story with regards to BSA's decision to begin adding girls to Cub Scouts. BSA is renaming 'Boy Scouts' to 'Scouts BSA.' Board members were asked to be fully prepared to discuss in the community, as needed.

- **Camp Kachina Development Update**

Lynelle McKay presented the Camp Kachina Land Sale Update. She reported that seven lots have been sold, with another sale pending. Tranche B should be paid off in September. **Exhibit Q**

- **Financial Statement Review**

Due to time constraints, the financials for January – March 2018 were acknowledged by Trish Coy and board members were directed to the board packet for additional information. **Exhibits R – EE**

- **South Texas Money Management (STMM)**

Lisa Ivie Miller spoke about South Texas Money Management, who handles the GSCTX investment accounts. STMM is a women-owned firm, and they plan to spotlight GSCTX in STMM's quarterly client letter. Julia Gavrilow thoroughly reviewed GSCTX's three investment accounts and answered questions from the Board.

- **Standing Committee Updates**

CEO Search Committee: Trish reported that Evergreen Executive Source had closed their search process. 69 total applications were received, and 20 initial interviews were held. 6 candidates will be interviewed on May 18, with interviews for the final 2 candidates scheduled for June 1.

Governance Committee: Chair Whitney Hamnett-Pirkle thanked the committee members for their great work in updating the GSCTX Firearms Policies. She noted that there is a current Regional Chair vacancy in Area 7. The committee is preparing for governance training at VEC.

Resource Development Committee: GSCTX Chief Development Officer, Erika Holland, reported that the Austin Women of Distinction luncheon raised \$27K in additional income – an 6% increase. The San Angelo Women of Distinction event was a success with 300 attendees; a special thank you to Suzi Marshall for all her efforts. Erika also reported on capital campaigns for various GSCTX properties and asked for board help with foundations (especially Mabee & Moody). She concluded by reporting on potential new patch programs - entrepreneur, sustainability, health, and arts programs.

PR Task Force: Co-Chair Amanda Adams reported that the task force is meeting monthly and working to recruit new members. They are building a 'plan for the plan' to generate public awareness and support in alignment with national BSA efforts. Focus areas are Gold Awards, BSA issues, focused messages and building a social media outreach campaign.

- **Business Log**

The Business Log was reviewed by Trish Coy. All existing actions are completed. **Exhibit FF**

New Action Items Recorded:

- New space for Lady Cans Robotics Team – send Board Members the flyer in pdf.
- Request from Kathy Rapp for the list of school superintendents GSCTX will meet with about the BSA issue.
- PR Task Force requested Board Members to send any digital media influencers that may be useful in promoting the Girl Scout message.
- Board Mentors – let us know if you are interested in being a mentor or a mentee.

- **Upcoming Council Events and Closing Remarks**

Trish reviewed the GSCTX Council Events Calendar, highlighting the 1000+ Cookie Ceremony, the Women of Distinction Event in Killeen and the Gold Award Ceremony.

It is time for Board Members to renew their Girl Scout registration. Dolly Shubert will send information to those members who need to renew. **Exhibit GG**

- **Closing Remarks**

- **Meeting Adjournment**

Being no further business, the meeting was adjourned at 1:55 pm.



Patricia Ferguson Coy

Corporate President/Board Chair

PRESENT

Trish Ferguson Coy, Corp. President/Board Chair
Rina Patel, President-Elect/Vice Chair
Amanda Adams, Member-at-Large
Shelley Clifford Brophy, Member-at-Large
Dr. Karen Butler Purry, Member-at-Large
Suzanne Copeland, 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
Nicole Schwartz Nett, Member-at-Large
Sheema Patel, Member-at-Large
Paul Pulley, Member-at-Large
Kathy Rapp, Member-at-Large
Sandra Trainor, Member-at-Large
Lynelle McKay, Chief Executive Officer



Lisa Reifsnider

Board Secretary

EXCUSED ABSENCES

Dr. Colette Pierce Burnette, Member-at-Large
Hema Mullur, Member-at-Large
Tamaria Kai Perry, Member-at-Large
Lauren Peters, Treasurer
Lisa Reifsnider, Secretary
Dr. Mischca Scales, Member-at-Large
Charmaine Smith-Winters, Member-at-Large

UNEXCUSED ABSENCES

Cynthea Rhodes-Patterson, 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
Dolly Shubert, Executive Administrative Assistant
Ashley Poprik, Girl Mission Moment
Shannon Peterson, Maxwell Locke & Ritter
Lisa Ivie Miller, So. Texas Money Management
Julia Gavrilow, So. Texas Money Management
Patricia White, GSCTX Audit Committee, Chair