

GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
July 9, 2016

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 3:20 PM on Saturday, July 9, 2016 at Jarrell High School, Jarrell, Texas; Board Chair Leslie Midgley presiding.

Quorum: Absent.

Introductions: Board members and guests were introduced.

BOARD ANNOUNCEMENTS:

- Appointments:
 - Paul Pulley, Finance Committee, Board Treasurer
 - Lyn Kuciemba, Finance Committee Member and Audit Committee Member
 - Mary Frentz, Regional Chair, Region 1
 - Patricia Hayes Workman, Regional Chair, Region 8
 - Beverly Dale, Advisory Board Member
 - Ann Soltau, Governance Committee Member
- Resignations:
 - Linda Land, Governance Committee Member
 - Becky Fearing, Board Member-at-Large
- National Council Delegate Applications – Board members were informed about the application process. **Exhibits A-B**
- Girl Scout Registration for Board Members – Leslie Midgley explained the various registration options. **Exhibit C**
- Board Mission Moment: Suzanne Copeland spoke about the Gold Centennial Celebration on June 11, 2016. She reported that 30-40 awards were given at the event and talked about the high caliber of the projects. Leslie Midgley also added positive comments about this year's Annual Meeting.

Quorum: Present (additional board members joined via teleconference).

ACTION:

- **Consent Agenda**
 - Board Minutes – April 30, 2016. **Exhibit D**
 - Board Member Appointment – Dr. Colette Pierce Burnette. **Exhibit E**

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

- **Appointments**
 - Trish Coy, Executive Committee member-at-Large
 - Alison Meador, Executive Committee Member-at-Large and Resource Development Committee Chair
 - Nicole Schwartz, Finance Committee Chair

By motion made by Nicole Schwartz, seconded by Suzanne Copeland and passed, the board appointments were approved.

- **2014 IRS 990 Form**

- Shannon Peterson, Maxwell Locke & Ritter, reviewed the 2014 IRS 990 Form and answered questions from the board. **Exhibit F**

By motion made by Charmaine Smith-Winters, seconded by Nicole Schwartz and passed, the 2014 IRS 990 Form was approved.

- **GSCTX Region Boundary Changes**

Lynelle McKay presented the region boundary changes to the board. She reported that the realignment will affect six existing service units, merging them into three service units/regions.

Exhibit G

By motion made by Suzanne Copeland, seconded by Lisa Reifsnider and passed, the GSCTX Region Boundary Changes were approved.

- **Board Resolutions**

Leslie Midgley presented the following board resolutions for updated board chair signatures:

- CEO Authority (Troop/Service Unit Bank Accounts)
- Authority to Apply for Funding

By motion made by Paul Pulley, seconded by Suzanne Copeland and passed, the board resolutions were approved.

BOARD TOPICS/DISCUSSION:

- **Program Highlight: Outdoor Programs**

GSCTX staff, Hilary Bernhard, explained what Outdoor Programs encompass. Girl Scout, Isabel Leggett, spoke about her memorable experiences at Indian's Peak Wilderness in Colorado. She concluded by telling board members that "Girl Scouts means everything to me!" **Exhibit H**

- **CEO Report and Dashboard**

Lynelle McKay presented updates on the April-May 2016 Goals and Objectives and Dashboard Report. **Exhibits I-J**

- **Financial Statement Review**

Jerry Spataro presented an update on Finance Committee activity and April-May 2016 financial highlights. **Exhibits K-T**

- **Department of Labor Exemption Changes: Financial Implications**

Jerry Spataro presented an overview of the Department of Labor (DOL) Overtime Ruling changes and reported that 39 GSCTX staff will be impacted. These changes will result in a \$115K financial impact to the 2016-2017 budget. **Exhibit U**

- **Financial Overview**

Jerry Spataro presented GSCTX's 2015-2016 financial position, reviewed current revenue vs expenses and explained budget variances. **Exhibits V-W**

- **Camp Kachina Development Update**

Lynelle McKay presented the Camp Kachina Development Status and Update report and answered questions from the board. **Exhibit X**

- **Standing Committee Updates**

Governance Committee: Suzanne Copeland reported that the *Regional Chair and Delegate Handbook* has been completely revised and spoke about the National Convention in 2017.

Council Board Development Committee: Lynelle McKay reported that there are still vacant board positions and that five more candidates are needed. There is a particular need for board candidates from the Harker Heights/Killeen and Bryan/College Station areas, as well as from Dell and Google.

- **Business Log**

The Business Log was reviewed by Lynelle McKay and agreed upon by the board. **Exhibit Y**

- **Upcoming Council Events and Closing Remarks**

Leslie Midgley reviewed the GSCTX Council Events calendar. **Exhibit Z**

- **Meeting Adjournment**

Being no further business, the meeting was adjourned at 5:20 pm.



Leslie Midgley

Corporate President/Board Chair

Excused Absence

John Craddock

Board Secretary

PRESENT

Leslie Midgley, Corporation President/Board Chair

Charmaine Smith-Winters, President Elect/Vice
Chair

Nicole Schwartz, Treasurer

Mary Kennedy Thompson, Member-at-Large

Alison Meador, Member-at-Large

Whitney Hamnett-Pirkle, Member-at-Large

Suzanne Copeland, Member-at-Large

Paul Pulley, Member-at-Large

Lisa Reifsnider, Member-at-Large

Dr. Colette Pierce Smith, Member-at-Large

Lynelle McKay, Chief Executive Officer

EXCUSED ABSENCES

Rina Patel, Member-at-Large

Pauline Lewis, Member-at-Large

John Craddock, Member-at-Large

Dr. Gregory Vincent, Member-at-Large

Trish Coy, Member-at-Large

Memorie Word, Member-at-Large

Dr. Mischca Scales, Member-at-Large

Suzi Marshall, Member-at-Large

UNEXCUSED ABSENCES

None

VISITORS

Jerry Spataro, Chief Financial Officer

Kenya Johnson, Chief Operating Officer

Pamela Carroll, Human Resources Director

Dolly Shubert, Executive Administrative Assistant

Shannon Peterson, Maxwell Locke & Ritter

Cheryl Quartaro, Region 6 Chair