

**GIRL SCOUTS OF CENTRAL TEXAS
BOARD OF DIRECTORS
MINUTES
January 21, 2017**

The meeting of the Board of Directors of the Girl Scouts of Central Texas was called to order at 11:55 AM on Saturday, January 21, 2017 at The Dwyer Group, Waco, TX; Board Chair Leslie Midgley presiding.

Quorum: Present.

Introductions: New board member, Shelley Clifford Brophy, and the 2017 UT McCombs Board Fellows, Jillian DiPhillips and Ethan Nusbaum.

BOARD ANNOUNCEMENTS:

- Appointments: Ann Marie Rodriguez, Regional Chair, Area 5.
- Resignations: None.
- Board Highlights: Congratulations to board member Nicole Schwartz on the birth of her son.
- Board Mission Moment: Board members viewed the Samsung Video. Thank you to Charmaine Smith-Winters and Samsung for the 2017 \$50K grant to sponsor the STEM Challenge and Austin WoD. Leslie reflected on the Camp Howdy 60th Anniversary Celebration and the JC Holiday Party. Colette Pierce Burnette talked about the African American Initiative Breakfast, held that same morning, and reported it was very fruitful, with lots of positive feedback. Lisa Reifsnider spoke about the upcoming Cookie Mega-Drop. Lynelle McKay reported that Colette and Huston Tillotson University would sponsor Operation Cookie Pack.

PROGRAM HIGHLIGHT:

Carter Williams from Troop 7044 and a freshman @ Waco High School talked about the family and community support she received while her mother was dealing with a serious illness. Carter indicated that she spends a lot of time with her mom in GS activities. She recounted her activities as part of the High Adventure Team & Media Girls. Many of the girls in Troop 7044 are from lower income families, so the annual cookie sale helps pay for most of their activities.

ACTION:

- **Consent Agenda**
 - Board Minutes – November 18, 2016. **Exhibit A**
 - Executive Committee Minutes – November 17, 2016. **Exhibit B**
 - Board Member Appointments:
 - Shelley Clifford Brophy, Google. **Exhibit C**

By motion made by Charmaine Smith-Winters, seconded by Paul Pulley and passed, the consent agenda was approved unanimously, as presented.

- **2015-16 Audit Review** (handout)

Patricia White (Audit Committee Chair) and Alex Mahan (Maxwell, Locke & Ritter) presented the annual audit and reviewed the various components. Alex concluded that this was a “clean audit” and answered questions from board members.

By motion made by Trish Coy, seconded by Colette Pierce Burnette and passed, the 2015-16 Audit was approved unanimously, as presented.

- **Executive Committee**

- Minutes – January 9, 2017. **Exhibit D**
- Board Resolution to approve Camp Kachina Land Sale. **Exhibit E**

Board Chair, Leslie Midgley, presented the Executive Committee meeting minutes and the Board Resolution to approve the sale of 31.54 acres of Camp Kachina land at a price between \$2.5 - \$2.65 million. Questions were answered from board members.

By motion made by John Craddock, seconded by Paul Pulley and passed, the January 9, 2017 Executive Committee Minutes and the Board Resolution to approve the Camp Kachina Land Sale were approved unanimously, as presented.

- **CBDC: Nominations for 2017 Slate**

Pauline Lewis presented the Nominations for 2017 Slate for Officers of the Corporation, Board Members-at-Large, National Council Delegates and Council Board Development Committee (CBDC) members. **Exhibit F**

By motion made by Pauline Lewis, seconded by Suzanne Copeland and passed, the Nominations for 2017 Slate was approved unanimously, as presented.

- **GSCTX Strategic Plan – Year Two Assessment**

Whitney Hamnett Pirkle presented the GSCTX Strategic Plan Year Two Assessment. She thanked committee members and staff for their input and assistance. Items discussed included the annual audit, review of strategic priorities, operating goals/objectives, volunteer priorities, GSUSA priorities, Voice of the Customer (VOC) CSAT and NPS data, and the Council Dashboard. Questions were answered from board members. **Exhibit G**

BOARD TOPICS/DISCUSSION:

- **Financial Statement Review**

Jerry Spataro presented an update on Finance Committee activity and October–December 2016 financial highlights. **Exhibits H-V**

- **CEO Report and Dashboard**

Lynelle McKay presented updates on the October–December 2016/17 Goals and Objectives and Dashboard Report. Items covered included cookie revenue, council cohesion, donors and pending grant proposals. She thanked board members for *Give and Get* giving and noted that GSCTX had been selected as a pilot council for Association of Latino Professionals for America (ALPFA). **Exhibits W-X**

- **Camp Kachina Land Sale Update**

Lynelle McKay presented the update. The executive committee meeting exhibits were reviewed to substantiate the committee's authority to proceed with the land sale. Questions were answered from board members. **Exhibit Y**

- **Standing Committee Updates**

Governance Committee: Suzanne Copeland reported that the Governance Committee needs a Region 3 Chair and is still accepting delegate applications until the Annual Meeting notice period.

Resource Development Committee (RDC): Lisa Reifsnider spoke about Juliette's Circle (JC) Founders, Women of Distinction (WOD). Lisa concluded by reporting that this year's Amplify Austin drive will raise funds for the Zilker Scout House renovation.

- **Business Log**

The Business Log was reviewed by Lynelle McKay and agreed upon by the board. **Exhibit Z**
John Craddock questioned whether the board needed to vote on a new line of credit.

Action item recorded: Verify the delegation of authority for a new line of credit.

- **Upcoming Council Events and Closing Remarks**

Leslie Midgley reviewed the GSCTX Council Events calendar and called attention to the Women of Distinction sponsorship opportunities. **Exhibit AA**

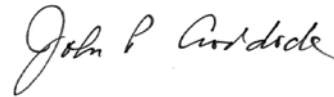
- **Meeting Adjournment**

Being no further business, the meeting was adjourned at 1:58 pm.



Leslie Midgley

Corporate President/Board Chair



John Craddock

Board Secretary

PRESENT

Leslie Midgley, Corporation President/Board Chair
Charmaine Smith-Winters, Pres-Elect/Vice Chair
John Craddock, Secretary
Paul Pulley, Treasurer
Rina Patel, Member-at-Large
Pauline Lewis, Member-at-Large
Dr. Colette Pierce Burnette, Member-at-Large
Trish Coy, Member-at-Large
Nicole Schwartz, Member-at-Large
Suzanne Copeland, Member-at-Large
Lisa Reifsnider, Member-at-Large
Dr. Mischca Scales, Member-at-Large
Whitney Hamnett-Pirkle, Member-at-Large
Suzi Marshall, Member-at-Large
Mary Kennedy Thompson, Member-at-Large
Lauren Peters, Member-at-Large
Shelley Clifford Brophy, Member-at-Large
Tamaria Kai Perry, for Dr. Gregory Vincent,
Member-at-Large
Lynelle McKay, Chief Executive Officer

EXCUSED ABSENCES

Ellen Fleming, Member-at-Large
Alison Meador, Member-at-Large

UNEXCUSED ABSENCES

None

VISITORS

Jerry Spataro, Chief Financial Officer
Kenya Johnson, Chief of Programs & Comm. Events
Pamela Carroll, Human Resources Director
Marianne De Leon, Resource Development Director
Meredith Clarke, Data Information Services, Director
Jillian DiPhillips, 2017 McCombs Fellow
Ethan Nusbaum, 2017 McCombs Fellow
Alicia Gust, Senior Camp Services Manager
Carter Williams, Troop 7044
Melissa Green, Program & Teen Mentor Specialist
Patricia White, Audit Committee, Chair
Alex Mahan, Maxwell, Locke Ritter
Dolly Shubert, Executive Administrative Assistant