

**Girl Scouts of Greater Mississippi
Board of Directors Meeting
Conference Call
Tuesday, January 29, 2019 10:00-11:00am**

Members in Attendance: Gloria Johnson, Chair, Dr. Janice Touchstone, Angela Herzog, Treasurer, Dan Robinson, Wanda Russell, Marlena Pickering, Candie Simmons, Sarah Palmer, Elee Reeves, Charlotte Seals, Janice Brown and Carmen Walters.

GSGMS staff members: Becky Traweek, Pam Britt, Angie Miller and Sarah Edwards

Guests: Cecil Harper and Kim Strong from Harper, Rains and Knight.

Members Absent: Michele Thames, Carolyn Boteler, Robin Robinson, Connie Moran, Tracy Wofford, Steve Seale, Dan Thurtell, Kearn Cherry

The meeting was called to order by Gloria Johnson at 10:02 a.m. noting a quorum is present.

Minutes:

Gloria presented the consent agenda. A motion was made by Charlotte Seals to approve the consent agenda and was seconded by Angela Herzog. There was no discussion. Motion passed unanimously.

In light of the auditors being present at this time, Gloria moved the Audit Report to the top of the agenda. She introduced Cecil Harper and Kim Strong and turned the meeting over to Pam Britt. Pam reported that prior to this meeting, the audit committee met to approve the audit and tax return. Cecil walked through the highlights on the audit and reported that GSGMS has another clean opinion with no exceptions or findings. He also pointed out that we are debt free. Other highlights were presented including the tax return and the communication letter to the board with no findings. Charlotte Seals made a motion to approve the audit and tax return. It was seconded by Carmen Walters. There was no discussion. The motion passed unanimously.

Finance Committee Report

The report was presented by Pam Britt, who pointed out the following:

- Our strong months for income revolve around the cookie sale, so December does not look as strong on the income side.
- We are in a very strong cash position due to the Camp Meridale sale.
- We are debt free.
- Everything is in line with our budget except for a few areas noted.
- Right now we are operating in a deficit, but the cookie sale will catch that up in March. Other income from events has not yet happened. "Women of Distinction" is in September. Our income is not evenly spread throughout the year.

Gloria asked if there were any questions. Gloria asked about reimbursement from insurance for legal expenses. Pam said we are being reimbursed and the amount was highlighted.

Marlena Pickering made a motion to approve the finance report. The motion was seconded by Candie Simmons. There was no discussion. Motion passed unanimously.

Gloria asked for any other business before the Executive Committee Report. Becky said she is trying to coordinate a property tour that will be an overnight tour to see all council properties. Becky gave the dates of February 19-20.

There are a few who cannot make those dates. Gloria asked that people report now or email Becky of their availability. Becky referred to her CEO report regarding seeing the short period loan for cookies and other items.

Charlotte Seals moved that they go into Executive Session. It was seconded by Marlena Pickering. There was no discussion and the motion passed unanimously.

The meeting went into executive session at 10:26.

Sarah Palmer made a motion to come out of Executive Session. It was seconded by Marlena Pickering. There was no discussion and it passed unanimously. Executive Session ended at 10:38 a.m.

Charlotte Seals made a motion to adjourn the board meeting. Marlena Pickering seconded the motion. There was no discussion and the motion passed unanimously. The board meeting adjourned at 10:39 a.m.