

# **Girl Scouts of Greater Mississippi**

## **Board of Directors Meeting**

### **Conference Call**

**Friday, January 27, 2017 12:45-1:50pm**

**Members in Attendance:** Carolyn Boteler, Bob Athow, Hugh Carr, Maureen Lofton, Gloria Johnson, Dan Thurtell, Jean Lee, Dorothy Shaw, Tracy Wofford, Michelle Thames, Marlana Pickering, Dr. Janice Touchstone, Janice Brown, Patti Stennett, Angela Herzog, and Marc Brand

**GSGMS staff members:** Becky Traweek , Pam Britt, Sarah Edwards, and Mary Brinson

**Members Absent:** Jan Rideout, Carmen Walters, Elee Reeves

**Guests:** Kim Strong with Harper, Raines, & Knight

The meeting was called to order by Carolyn Boteler at 12:45pm who noted a Quorum.

A motion was made by Bob Athow to approve the Conference Call Special Meeting minutes from the October 27, 2016 and seconded by Hugh Carr. A motion to approve the Conference Call meeting minutes from November 29, 2016 was made by Maureen Lofton and seconded by Jean Lee. The motion passed unanimously for these sets of minutes.

**Audit Committee Report:** Kim Strong, from the firm Harper, Raines, & Knight, presented the financial report. Kim noted that it was an unmodified report, the highest form of assurance given. Dorothy Shaw made a motion to approve the audit report and Gloria Johnson seconded. Kim Strong then presented the required communications letter to the Board which indicated no deficiencies or problems. They were very complimentary of our organization. Hugh Carr made a motion to approve the audit Form 990 report and Jean Lee seconded. The motion passed unanimously.

**Finance Committee Report:** Hugh Carr turned the report over to Pam Britt who indicated that the Council has a strong cash position and that the P&L is on target for the year. Hugh Carr made a motion to approve the financial report which was seconded by Tracy Wofford. The motion passed unanimously.

**Property Committee Report:** Hugh Carr reported that there are decisions to be made still regarding property improvements. He turned the meeting over to Becky Traweek who thanked Tracy Wofford for help with the sale of Hutchinson Street lot. The property was sold to True Light Missionary Baptist Church in Hattiesburg for \$175,000.00. Becky reported that the committees for Camps Wahi and Iti Kana have both reported areas of improvement, noting that costs and liabilities need to be explored. It was further stated by Becky that all three office buildings need some updating and repairs as well.

Hugh Carr made a motion which was seconded by Bob Athow that the Hutchinson Street sale proceeds go back to the Property Committee to make recommendations to present to the Board for approval for improvements to camps and office. The motion passed unanimously.

It was reported that the Civitan Club is on the 2<sup>nd</sup> phase of pool maintenance and is working on the bathhouse renovations. The Civitans asked that we match what is spent on the bathhouses, up to \$7,000.00. Additionally, the Civitan Club would like to build wooden platforms for tents in primitive wooded area. There was a motion made by Jean Lee and seconded by Tracy Wofford to approve these improvements by the Civitans. The motion passed unanimously.

Becky reported that an attorney in Meridian called representing a family there who was interested in purchasing Camp Meridale.

**Board Development Report:** Gloria Johnson reported that the Board Development committee has met 3 times and had a January 16 deadline for receiving nominations. The nomination form was posted to the GSGMS website.

**By-Laws Committee Report:** Dorothy Shaw reported the By-Laws committee consisting of the Board members as well as Troop Leaders and Service Unit members have met several times and have had healthy discussions on all of the comments and issues concerning the By-Laws. Some changes were voted on and made to the proposed by-laws.

Sarah Edwards reported that the delegates would be numbered by a formula which is one delegate for the first 80 Girl Scouts. The delegates are nominated/approved in November going forward. The Service Unit Manager is a delegate and is appointed by the Council for one year.

Dorothy Shaw made a motion to approve the delegate selection policy which was seconded by Tracy Wofford. The motion passed unanimously.

**CEO Report:** Becky recommended that we make the annual short-term (30 days) loan from Regions Bank for early payment of cookies for a significant discount from Little Brownie Bakers.

Bob Athow made a motion to approve the loan which was seconded by Hugh Carr. The motion passed unanimously.

Carolyn mentioned the Council Round Table meetings and thanked the staff. Becky thanked the staff and the volunteers who had participated.

Motion to adjourn at 1:50pm was passed unanimously.