

**GIRL SCOUTS OF GREATER MISSISSIPPI  
BOARD OF DIRECTORS MEETING**

**GSGMS Headquarters/Service Center  
1471 West County Line Road  
Conference Call**

**Tuesday, July 31, 2018  
10:00 am**

**Members in Attendance:** Gloria Johnson, Chairman; Michelle Thames, First Vice Chairman; Angela Herzog, Treasurer; Tracy Wofford, Secretary; Carolyn Boteler, Immediate Past Chairman; Members: Dan Robinson, Marlena Pickering, Candie Simmons, Elee Reeves, Wanda Russell, Sarah Palmer, Janice Brown, Charlotte Seale and Steve Seale.

**GSGMS Staff Members:** Becky Traweek, CEO; Pam Britt, CFO and Sarah Edwards, COO

**Excused Members:** Carmen Walters, Second Vice Chair and Connie Moran

**Unexcused Members:** Dan Thurtell, Robin Robinson, Janice Touchstone, and Kern Cherry

**Call to Order:** Noting a quorum in attendance, Gloria Johnson called the meeting to order at 10:00 a.m.

**Consent Agenda:** Gloria presented the consent agenda for approval. She requested the June 14<sup>th</sup> Executive Committee minutes be excluded. Candie Simmons made a motion to approve the consent agenda. Carmen Walters seconded the motion. There was no discussion. The motion passed unanimously.

**Fund Development:** Gloria Johnson discussed the current fund development effort. Aside from cookies, the emphasis is on special events and grants. Board giving is another important element. This is something looked at by grant givers and Girl Scouts USA. Fund Development Director, Susan Merrill, made a presentation to the Board. She discussed the board member's give time, talent and treasure. Upcoming events include a House Party at the Riley Center in Meridian, hosted by Michelle Thames and Wanda Russell and a House Party hosted by Elee Reeves in her home.

**Finance Committee Report:** Angela Herzog opened the discussion with the positive information that camp revenues were up in July. She then turned the discussion over to Pam Britt. Pam directed participants to the June financial statements.

- 🌀 As depicted on the Balance Sheet, GSGMS is in a strong financial position.
- 🌀 There is an 8 $\frac{2}{3}$  month reserve. This exceeds typical non-profit level and meets GSGMS expectations.
- 🌀 Outstanding collections have been turned over to the respective Sheriffs' Departments.
- 🌀 GSGMS received a letter from Samantha Moore, Esq. with Butler Snow, LLP regarding the Zach T. and Margaret Love Hederman Mutual Fund lifting the burdensome restrictions so that funds may be use for expressed purposes and any worthwhile capital expenditures.

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- The last page of the balance sheet presents actual vs. budget.
  - ✓ Revenues exceed expenses, but this amount is lower than the prior year.
  - ✓ Annual Giving and Memorials needs some work.
  - ✓ GSGMS has been cut by 2 United Way Programs.
  - ✓ Products and shop sales exceeded forecast.
  - ✓ There will be 1 special event, Women of Distinction, vs the originally planned 2 events.
  - ✓ Legal expenditures are exceeding budget.
  - ✓ CEI subscription and licenses are higher than anticipated
  - ✓ The After-School Program is running more than expected, but GSUSA gave GSGMS \$27,000 towards this program.
  - ✓ The above budget grounds category includes the new pool decking at Camp Itti Kana.

Becky Traweek

- Asked Board members to help by giving.
- The GSUSA Charter has been renewed for 3 years.
- GSGMS is in good standing with GSUSA.
- Foundations are being visited to solicit fund. Many are budgeting now for next year. We are optimistic, GSGMS will benefit.
- GSGMS is optimistic Meridian Unite Way will be a source of future funding. They will be helpful for the large Meridian In-School Program.
- The mission is to build a foundation of giving.
- Another source is alumni.
- Alumni and donors are being invited to Girl Scouting events.
- The goal is to change funding dependency from primarily product sales.
- GSGMS is at its recommended amount as advised by GSUSA.
- We are growing. An effort is being made to put staff in the right places for the benefit of the organization, but also for their growth potential.
- We are pursuing sustainable grants.

Gloria Johnson inquired about the legal fees.

- The offsetting insurance payment is reported in income. Overall, the net cost for legal fees less the insurance reimbursement is approximately 50%.

Tracy Wofford inquired about the CEI expense imposed by GSUSA.

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- The annual subscription equals \$20,000.
- There is a licensing fee based on full or partial users.
- Pam has pursued realigning some of the users and was able to get some savings reducing the annual cost to approximately \$31,000 to \$32,000.
- There is a \$7,500 credit for past quarters.
- This software package is not optional and is part of the GSGMS Charter requirements.
- Councils across the board are struggling with the obligation

**Audit Committee Report:** Pam Britt delivered the Audit Committee Report.

- The committee recommended staying with Harper Raines & Knight.
- They have done the work for the past 2 years.
- We pursued keeping the same contract arrangement.
- Cecil Harper made a bid for \$14,003 for year-end September 30, 2018 and a 5% increase to \$14,703.15 for year-end September 30, 2019.
- This fee includes the audit, management letter and attending the annual meeting.

A motion was made by Charlotte Seal to approve the Audit Committee recommendation. Sarah Palmer seconded the motion. There was no further discussion. The motion was unanimously approved.

**Volunteer Policy and Procedure Change:** Gloria Johnson discussed the need for expanded language with regard to the conflict resolution. This change was recommended by legal counsel. Basically, the new provision provides for a 5-member mediation group consisting of 2 senior volunteers, the human resources director and 2 independent board members. The CEO is taken out of the process.

Becky elaborated that this ties back to the bylaws. The decision was the best place for this is the Volunteer Policy and Procedure Manual.

Steve Seale offered that choosing the 2 independent board members needs clarification. After further discussion, Steve offered a motion that the Executive Committee will make the decision about the 2 independent volunteers and 2 board members. Carolyn Boteler seconded the motion. There being no further discussion, Gloria called for a vote. The motion carried unanimously.

**Property Committee Report:** Dan Robinson, Property Committee Chairman led the discussion about GSGMS properties.

- The Property Committee is in negotiations over Camp Meridale.

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- 🌀 Tew Timber Company was engaged to update their cruise. The new report was submitted last Friday, July 27<sup>th</sup>. It was forwarded to the potential buyer via Joseph Presley, GSGMS listing broker.
- 🌀 Dan discussed the possibility of cutting the mature timber and replanting with the help of a grant.
- 🌀 Civitans have finished their special needs summer camp at Itti Kana. The Civitans and the GSGMS continue to make repairs and improvements at Itti Kana.

Candie Simmons made a motion to approve selling Camp Meridale timber. Tracy Wofford seconded the motion.

Michelle Thames inquired about the impact on the value after cutting the timber. After further discussion, Candie amended her motion to allow for select or subdivision cut of mature timber at Camp Meridale. Wanda Russell seconded the motion. There being no further discuss, Gloria Johnson called for a vote. The motion carried unanimously.

**Executive Committee:** Gloria Johnson provided this report. The only business to come before the Executive Committee was a conference call on June 15<sup>th</sup> to allow Becky Traweek as CEO to accept an offer for the Camp Meridale within a specified range.

**Other Business:**

- 🌀 Gloria called for nominees to the Executive Board. Michelle Thames nominated Carolyn Boteler and Candie Simmons. Tracy Wofford seconded the motion. There being no discussion, a vote was called. The motion carried unanimously.
- 🌀 The Board Committee list was included in the meeting package. Board members were instructed to make sure, they were listed on the committee which they serve. It was noted Candie Simmons should be listed on the Fund Development Committee since she serves as the chair.
- 🌀 A list of important dates was included in the meeting documentation. Upcoming important dates include:

August 11, 2018                      **Special Meeting;** Richland, MS CommunityCenter

- ✓ **Board Meetings**  
September 25, 2018  
November 27, 2018  
January 29, 2019  
March 26, 2019

✓ April 27, 2019                      **Annual Meeting,** Meridian location TBD

- ✓ **Leader Roundtables** (See Council Connection for locations and times)

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Hattiesburg, October 18, 2018  
Jackson, October 23, 2018  
Meridian, October 25, 2018  
Gulfport, November 6, 2018  
Bookhaven, November 12, 2018  
Natchez, November 13, 2018

- 🌀 Sarah Edwards, COO, noted that Early Bird Registration closed today. Early Bird Registration is on target to be 50% higher than last year at this time. Approximately 25% of the total enrollment is enrolled at this point. There will be an Early Bird play day event at the camps this weekend.
- 🌀 Gloria discussed the dashboard monitoring system that tracks GSGMS as compared to other councils.
- 🌀 Gloria reminded Board members about the August 11<sup>th</sup> Special Meeting and the importance of being there to approve the Bylaws.

Carolyn Boteler and Candie Simmons departed the call at 10:57 am; Steve Seale existed at 10:59 am. There being no further business before the Board, the meeting was adjourned at 11:00 am.

These minutes were prepared Tracy Wofford, Board Secretary.

Respectfully submitted,

Tracy K. Wofford, Secretary  
GSGMS Board of Directors, 2018 – 2019

Approved:

Gloria Johnson, Chairman  
GSGMS Board of Directors, 2018 - 2019