

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

**GSGMS Headquarters/Service Center  
1471 West County Line Road  
Conference Call  
1.800.582.3014  
71278812#**

**Tuesday, January 30, 2018  
10:35 am**

**Members in Attendance:** Gloria Johnson, Chairman; Marc Brand, 1<sup>st</sup> Vice President; Mary Hill, 2<sup>nd</sup> Vice President; Tracy Wofford, Secretary; Angela Herzog, Treasurer; Carolyn Boteler, Immediate Past Chairman; Members: Dan Robinson, Robin Robinson, Marlana Pickering, Candie Simmons, Elee Reeves, Janice Brown, Wanda Russell, Sarah Palmer, Mary Hill and Michele Thames.

**GSGMS Staff Members:** Becky Traweek, Pam Britt, Sarah Edwards

**Absent Members**

- 🌀 **Excused:** Jan Rideout, Kearn Cherry, Carmen Walters, Janice Touchstone
- 🌀 **Unexcused:** Dan Thurtell

**Call to Order:** Gloria called the meeting to order at 10:35 a.m. with a quorum in attendance. Gloria called the meeting to order at 10:35 a.m. with a quorum in attendance. Roll was called. Gloria asked if there was anyone else on the call.

**Consent Agenda:** Gloria presented the consent agenda for approval.

Carolyn made a motion to approve the consent agenda. Robin seconded the motion. There was discussion to move the audit committee report up on the agenda while Kim Strong, a representative from the audit firm, was in attendance. No objections. The motion passed unanimously.

The audit committee report was moved up on the agenda to accommodate Kim Strong, Senior Manager, Harper Rains Knight & Company. There was no objection.

**Audit Committee Report:** Angela Herzog turned the meeting over to Pam, who reported that the audit and tax return were done. She introduced Kim Strong who delivered a high level overview. The Audit Committee reviewed the audit report in detail.

- 🌀 This is the 2<sup>nd</sup> year for Harper Rains Knight to audit the Girl Scout audit. This is one of her better engagements.
- 🌀 GSGMS Staff is prepared and cooperative.
- 🌀 Received a clean opinion.
- 🌀 The balance sheet shows \$5.1 million in assets.

## GIRL SCOUTS OF GREATER MISSISSIPPI BOARD OF DIRECTORS MEETING

January 30, 2018

- 🌀 The cash reserve has grown since last year.
- 🌀 There is 1 year remaining on notes payable. Then GSGMS will be debt free.
- 🌀 Total revenue of \$2,988,000 is up 3%, or \$430,000 from prior year.
- 🌀 Expenses are allocated:
  - ✓ 87% program expense
  - ✓ 10% GNA
  - ✓ 3% fund raising

Gloria asked if there were questions on the financial reports. Mark asked about litigation expenses. According to Kim Strong, based on communication with the attorney, it not necessary to disclose this at this time. Since it is not clear if litigation will move forward, it is not in the audit.

Angela moved that the report be approved as presented. Mark seconded. There was no discussion. The motion passed unanimously. Gloria thanked Kim Strong and excused her from the meeting. She also thanked Pam for her hard work. Becky pointed out that GSGMS ranks high with 87% of going into programs.

Pam reported that the audit committee looked at the 990 tax form and approved the filing. Gloria reminded the board members that it is their duty to read the return. Mary Hill made a motion to approve the 990 with the exception noted during the audit committee meeting to correct 12c on the 990. Robin seconded the motion. There was no discussion. The motion passed unanimously.

**Consent Agenda:** Gloria presented the consent agenda for approval. Carolyn Boteler made a motion to approve the consent agenda. Robin Robinson seconded the motion. The motion was approved unanimously.

**Finance Committee Report:** Angela turned the committee report over to Pam.

- 🌀 The November 30<sup>th</sup> numbers are in the packet. December numbers are delayed due to the audit.
- 🌀 Pam reminded everyone that we operate in the negative many months due to the timing of the product sales.
- 🌀 GSUSA recommends at least a 6-month operating reserve, and GSGMS is a little over that.
- 🌀 One last debt payment in May.
- 🌀 Strong cash and asset position with low liability.
- 🌀 Due to operating excess, we've been able to improve our properties without debt.
- 🌀 It is time to do the short-term loan for the first cookie payment to cover the short-term gap between the due date for the payment and the date of the draft of troop accounts. Little Brownie Bakery offers an incentive for timely payment. The net impact of the loan to take advantage of the incentive is between \$7,500 and \$8,000. Pam requested we approve a

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

January 30, 2018

loan amount to be under \$1,000,000. Wanda Russell moved that the staff be allowed to move forward securing the loan. Seconded by Angela. There was no discussion. The motion passed unanimously.

- No more questions on the Finance Report were asked. Robin moved that the finance report be approved as submitted. Tracy seconded the motion. There was no discussion. The motion passed unanimously.

**Vehicle Report:** The most recently purchased vehicle went to the Gulfport office. There is now a need to replace the 10-year old Murano with over 200,000 miles in Hattiesburg. The vehicle is in the budget for \$20,000. Carolyn moved that the staff purchase a vehicle not to exceed \$25,000. Angela seconded the motion. There was no discussion. The motion passed unanimously.

**By-Law Report:** Gloria reported that the by-laws have been reviewed by the attorney. Corrections are still needed. The by-laws will go back to the attorney with comments from the board. Gloria asked the board to read them and submit any changes ASAP. Annual meeting packets need to go out 30 days before the April 28<sup>th</sup> Annual Meeting which will be held in Richland. The new bylaws need to be done in time to be included in packets which will go out in mid-March.

Some of the items of concern are:

- Making sure service unit managers are voting members, as opposed to “delegates”
- The wording around “special meetings” needs to be clarified.
- Nominations from the floor was discussed. It was decided the current system benefits the organization as a whole. Language will be worked on to allow members to present their nominee to the Board Development Committee in person, as well as to continue to submit written nominations. Elee Reeves moved that nominations from the floor at the annual meeting specifically not be included in the new by-laws. Marlana Pickering seconded the motion. There was discussion about making sure there is a clear nominating process. The motion passed unanimously.
- The bylaws will require full Board approval.
- Carolyn Boteler moved that the Executive Committee be given authority to make red line changes to by-laws before they are presented to volunteers at round table meetings in February. The motion was seconded by Tracy. It passed unanimously.

The final bylaws will require Board approval.

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

January 30, 2018

**Board Development Committee:** Committee Chair, Mary Hill called for nominations. Nominations were open from November to January 8<sup>th</sup>. Nominations were solicited via FaceBook and Council Connections. There will be 3 openings in April. All members have the right to nominate. The committee asks that if you make a nomination, you do not tell the nominee, as the committee has to look at many factors when selecting people for Board positions. Just because someone is not chosen this year does not mean the committee does not feel like they would not be an asset to our council. The committee's priority is seeking the most qualified persons to serve.

**Mission Delivery Report:** Sarah Edwards is working with volunteers on a daily basis.

- 🌿 Tall Pines Service Unit has 400± girls and more new leaders than in the past.
- 🌿 Bayview Service Unit is having a similar experience.

**Executive Committee:** No meeting. No report.

**Other Business:** None.

11:55 am. Robin Robinson made a motion to go into executive session. Carolyn Boteler seconded the motion. There was no discussion. The motion passes unanimously.

12:00 am. The Board came out of Executive Session. Robin Robinson made a motion to adjourn the meeting, there being no further business before the Board. Carolyn Boteler seconded the motion. The motion passed.

These minutes were prepared by Sarah Edwards, COO and Tracy Wofford, Board Secretary.

Respectfully submitted,

Tracy K. Wofford, Secretary  
GSGMS Board of Directors, 2017 – 2018

Approved:

Gloria Johnson, Chairman  
GSGMS Board of Directors, 2017 - 2018