

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

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

**Tuesday, September 25, 2018  
10:00 am**

**Members in Attendance:** Gloria Johnson, Chairman; Michelle Thames, First Vice Chairman; Carmen Walters, Second Vice Chair Tracy Wofford, Secretary; Carolyn Boteler, Immediate Past Chairman; Members: Janice Brown, Sarah Palmer, Dan Robinson, Candie Simmons, Wanda Russell and Janice Touchstone

Robin Robinson and Marlena Pickering joined the meeting after it had commenced.

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

**Guest:** Mary Hill

**Excused Members:** Kearn Cherry, Angela Herzog, Treasurer, Connie Moran, Elee Reeves, Charlotte Seals and Steve Seale

**Unexcused Members:** Dan Thurtell

**Call to Order:** Noting a quorum in attendance, Gloria Johnson called the meeting to order at 10:02 a.m.

**Consent Agenda:** Gloria presented the consent agenda for approval. Carolyn Boteler made a motion to approve the consent agenda. Carmen Walters seconded the motion. There was no discussion. The motion passed unanimously.

**Finance Committee Report:** Pam Britt presented the financial report.

- 🌿 The Budget Committee met last week for a thorough budget process for the 2018 – 2019 fiscal year.
  - ✓ 2018 – 2019 income is a conservative projection based on actual or known items for the current year.
  - ✓ Overall expenses are higher due to expenditures outside of normal GS operations Pam directed the meeting participants to review the pie chart on page 5. Salaries account for 45% of operating expenses. The 13% for payroll taxes and benefits. This includes the GSUSA retirement account frozen for retirees as of 2009. This does not impact current staff members. The monthly cost to GSGMS is \$14,000/month or \$168,000 annually. The fund is projected to be fully funded by 2028.
  - ✓ Cookies were kept at \$4.00/box and \$5.00/box for specialty cookies. This past year troops got \$0.63/box to \$0.71/box plus an extra \$0.01 if they met their goal.

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- ✓ We are pursuing grants and bullying and fitness programs.
- ✓ Some capital improvement projects were deferred this past year, but these needs are still on the list to be completed.
- ✓ The Hattiesburg site sale is reflected in the good cash position. The pending Meridian sale will further strengthen GSGMS's cash position.
- ✓ Pam completed her report and called for questions.

Tracy Wofford asked if any of the Hattiesburg sale funds had been used  
Pam advised none of these funds have been used to date.

Janice Touchstone inquired about the \$20,000 Bad Debt account.

Pam explained that this is a standard allowance for cookie debt. Unresolved cookie debt is left on the books for one year before it is written off as efforts are made to collect the funds. Outstanding collections are turned over to the respective Sheriffs' Departments. This category ranges from \$12,000 to \$25,000 annually. This year it is \$17,000. The individual collections are typically small. Currently, there are 5 accounts between \$1,000 and \$1,500 and 1 account under \$2,000. Overall, the amount is a small percentage of the total cookie income; however, every dollar impacts programs and thereby the girls.

Janice also asked about the professional fees.

This category is high due to legal fees. In 2017, GSGMS spent approximately \$120,000 for legal fees; \$63,000 for the revised bylaws development and \$60,000 in litigation defense. The \$60,000 was offset by \$60,000 from insurance proceeds. The 2018 professional fees budget includes \$35,000 for legal fees of which \$10,000 is anticipated to be offset by insurance, plus \$14,00 for the annual audit and \$20,000 for the Salesforce software and credit card fees.

There being no further questions, Robin Robinson made a motion to approve the 2018 – 2019 Budget as recommended by the Finance Committee. Carolyn Boteler seconded the motion. There was no further discussion. The motion was unanimously approved and the motion carried.

- 🌀 Pam Britt requested the Board of Directors to give blanket approval to apply for United Way funding as the applications become due for the individual organizations. This is an annual request instead of persistently approaching the Board throughout the year. Tracy Wofford made a motion to give Pam the authority to apply for United Way funding. The motion was seconded by Robin Robinson. There being no further discussion, Gloria Johnson called for a vote. The "ayes" were unanimous. The motion carried.

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- 🌿 Pam Britt completed the report with the current financials. As of August, the balance sheet continues to be strong. There is an 8½ month reserve. This exceeds typical non-profit level and meets GSUSA's 6-month expectations.

It has been a difficult year with regard to operating expenses. Year-to-date net operating income is \$282,169.05. The September 2018 end-of-year financial statement will reflect non-cash depreciation.

Becky Traweek briefly discussed the Women of Distinction held at the Westin on September 20, 2017. As echoed by several Board members who attended it was a very nice and well attended event. The final net income is expected to exceed last year. The auction netted \$5,000. Ticket and table sales were good. The final tally should be calculated by next week.

Becky reminded Board members it is not too late to make an annual donation before the September 30<sup>th</sup> end of year.

Robin Robinson moved to approved the YTD financial report. Candie Simmons seconded the motion. There was no further discussion. The motion carried unanimously.

**Property Committee Report:** Dan Robinson, Property Committee Chairman reported the Camp Meridale sale is scheduled to close by the end of the week.

**Board Development Committee:** Gloria Johnson explained that Mary Hill by virtue of her position as Board Development Chair is invited to participated in the Board meetings as a none voting member. Mary reported that the Committee has begun preliminary work getting ready for the upcoming nominating process. They are taking every measure to be compliant with the newly approved revised bylaws.

**Executive Committee:** Gloria Johnson provided this report.

- 🌿 The only business conducted by the Executive was conducted by email. The Hattiesburg Civitans requested approval for a change to the previously submitted Camp Iti Kana project. The original project was to build a lakeside restroom building uphill. This proposed project was going to be too expensive. The revised plan is to renovate the existing "Yacht Club" to mirror the poolside structure. The proposed cost is \$57,000.

Becky elaborated that GSGMS has had a longstanding successful relationship with the Hattiesburg Civitans. She enumerated a list of projects and the capital investment this civic group has contributed at Camp Iti Kana. In light of their financial contribution, they requested we enter into an agreement to proportionally share proceeds from any future camp sale. With previous Board approval, Becky submitted a new agreement on September 23,2018 to extend the agreement for a 20-year period.

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**Other Business:**

- 🌱 In light of the revised bylaws approved by the delegates at the August Special Meeting, the Board is now charged with electing new officers. Board officers will no longer be nominated by the Board Development committee and approved by members at the annual meeting. Existing Board members are in a better position to identify members' strengths. Gloria called for nominations. Candie Simmons moved to nominate the officers in-place to continue in office. Wanda Russell seconded the motion. Gloria called for a vote. The motion was unanimously approved.
  
- 🌱 In light of the newly approved bylaws, committee and committee chairs also need to be approved by the Board of Directors. Gloria opened the floor for nominations. Robin Robinson moved to have the current committees and respective committee chairs continue "as is". Candie Simmons seconded the motion. The ayes were unanimous. The motion carried.

**Conflict of Interest Forms:** The board meeting packet included an expired form. Becky will forward an updated form in the near future.

There being no further business before the GSGMS Board of Directors, another successful meeting was adjourned at 10:43 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