

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

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

Tuesday, March 27, 2018

Members in Attendance: Gloria Johnson, Chairman; Tracy Wofford, Secretary; Carolyn Boteler, Immediate Past Chairman; Members: Dan Robinson, Robin Robinson, Marlena Pickering, Candie Simmons, Elee Reeves, Janice Touchstone, Angela Herzog, Wanda Russell, Carmen Walters and Kearn Cherry.

Members Joining Late: Mary Hill, Sarah Palmer, and Marc Brand.

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

Members Absent: Jan Rideout, Carmen Walters, Dan Thurtell and Janice Brown.

Call to Order: Gloria called the meeting to order at 10:10 a.m. with a quorum in attendance. Roll was called. Gloria asked if there was anyone else on the call. No one else announced their presence.

Consent Agenda: Gloria presented the consent agenda for approval.

Candie made a motion to approve the consent agenda . Carmen seconded the motion. There was no discussion. The motion passed unanimously.

Finance Committee Report: Pam delivered the report with the following highlights:

1. We had an excellent cookie season. We sold the highest number of boxes ever! Over 1,030,440 boxes were sold by the girls!
2. ACH draft for council proceeds from the cookies went well. We have some stragglers, as always, but within our normal range.
3. We were able to pay the cookie loan in time, saving \$7,050 on amount due to Little Brownie.
4. The council is in a very strong cash position at this point.
5. We will make our last loan payment of \$47,000 in June, making us debt free.

Looking at expenses compared to budget, they are higher than at this point last year. Some is due to timing. Last year, we had the proceeds of the Hattiesburg sale of property. We also have done some maintenance already this year that has been postponed until after camp in previous years. We have had some increases in legal fees. Our membership assistance went up due to the rise in the membership dues. Personnel is up \$40,000, but that expense was in the budget.

Mary made a motion to approve the financial report. Candie seconded the motion. There were no questions or discussion. The motion passed unanimously.

By-Laws

The proposed by-laws have been presented at spring regional roundtables. There was some feedback from volunteers that was given to the attorney, who has incorporated some of the suggestions into the final draft. The final draft has been sent to voting members in their Annual Meeting Packet. Some documents, due to their size, have been made available on-line. Those are the financial documents and minutes of 2016 and 2017 annual meetings. Staff are also taking copies to the service unit meetings in April.

Becky and Sarah will be calling all service unit managers in April, as well.

There is a delegate call scheduled for April 17 at 6:00 p.m. The call in information has been included in the packet.

Gloria suggested that the Board approve this final version of the by-laws since they had changed slightly since last approved. Candie moved that the Board approve the by-laws as presented after minor changes. Kern seconded the motion.

The Executive Committee, on February 19, looked over this set of by-laws with Greg Goodwheeler, before they were distributed for round tables. No further discussion. By-laws approved unanimously.

Other Business

Two vacancies exist on the Executive Committee. Carolyn Boteler and Marlana Pickering have been nominated to fill those 2 positions.

Motion to approve those 2 nominations was made by Mary. It was seconded by Candie. There was no discussion. These nominations were approved unanimously.

The Annual Meeting will be April 28 at the Community Center in Richland, MS. It begins at 10 am, but Becky is asking everyone to be there by 9:00 am to welcome those attending. There is a Volunteer Luncheon immediately following the meeting.

Gloria asked if there was any negativity still out there. Becky answered yes, mostly the same as last year. People are still being "greatly influenced." Attorneys Phil and Jarred will be at the meeting to respond to McCall's status.

Gloria requested confirmation from the Board that they are in unison. She was assured they are.

The question of security at the Annual Meeting has come up at round tables. Becky confirmed we will have security at the meeting.

A motion was made by Candie to adjourn. It was seconded by Carmen. Passed Unanimously.

Meeting was adjourned at 10:51 a.m.

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