

Girl Scouts of Greater Mississippi
Board of Directors Meeting Conference Call
Tuesday, January 28th, 2020 10:00-11:00am

Members in Attendance: Gloria Johnson, Chair, Dr. Janice Touchstone, Dan Robinson, Candie Simmons, Sarah Palmer, Betty Mallett, Wanda Russell, Robin Robinson, Michele Thames, Steve Seale, Kearn Cherry, Joni McLain, Janice Brown and Mary Hill.

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

Guests: Cecil Harper and Kim Strong from Harper, Raines and Knight

Members Absent: Jennifer Hall, Trace Swartzfager, Charlotte Seals, Dan Thurtell, Cindy Hollingsworth, Connie Moran, Marlena Pickering, and Carmen Walters

The meeting was called to order by Gloria Johnson at 10:05 a.m., noting a quorum was met.

Minutes:

Gloria Johnson presented the consent agenda. A motion was made by Candie Simmons to approve the consent agenda with the exception of the minutes and was seconded by Robin Robinson. There was no discussion. The motion passed unanimously.

Auditor's Report

Gloria turned the meeting over to Pam who introduced Cecil Harper and Kim Strong, our auditors from Harper, Raines and Knight. Pam reported they had done the audit for year end 9/30/19, tax return and Communications Letter to Board of Directors. They reported a clean opinion on 2018 and 2019 numbers. Mr. Harper pointed the board's attention to several details in the report. In the year over year comparison for 2018 and 2019, he pointed out that we are in a very fortunate cash position. At yearend 2018, we had \$2.1M in cash and assets. In 2019, we had \$2.2M. On page 5, he pointed out that 2019 was not an unusual year, but 2018 was. 2019 reflects a return to more normal operations and expenses. He reminded the board that parts of the 990 are open for public inspection. He reviewed the details. He also went through the required communications to the board, noting no deficiencies.

Steve Seale asked for the total of legal fees incurred over past 2 years. Pam said she would get that figure.

The Audit Committee made the recommendation to approve the audit; therefore, Gloria made the motion to the board. Since the recommendation came from committee, no second was required. The

motion passed unanimously. The Audit Committee made the recommendation to approve the Form 990; therefore, Gloria made the motion to the board for approval. Since the recommendation came from committee, no second was required. The motion passed unanimously.

The board thanked the auditors for their hard work and to Pam and staff.

Mission Moments

Sarah mentioned notable “mission moments” of the past two months which included the winter holiday events at both camps and the beginning of the cookie program.

CEO Report

Regarding the signing of contracts and agreements, the board would like the language that would allow for the smooth operation of council business. Marlena has sent suggested wording to Gloria, and it has been reviewed and approved by Cecil.

Candie made the following motion: “Pursuant to Article XIII, Section 11 of the by-laws, I make a motion to give signing authority to the CEO of Girl Scouts of Greater Mississippi for Fiscal Year 2020, to enter into any contract in the name of and on behalf of the Council as long as the contract (a) is for the benefit of the council and/or its members, (b) the expense has been budgeted for and is financially prudent, and (c) is for a contract term of 3 years or less. The purpose of this motion is to increase operational efficiency, enhance productivity in conducting council business and improve response time when working with vendors and business partners.” The motion was seconded by Steve Seale. There was no discussion. The motion passed unanimously.

Becky reported that we are still talking to C-Spire about our wiring and connectivity needs to have a STEM center at Camp Iti Kana. She has spoken to the director of the C-Spire Foundation, Tanya Rankin. The process for funding is moving forward.

We have grants going out for camp programming, capacity building and STEM activities.

We are continuing to explore investment vehicles for some of the excess funds. We are looking at other councils’ investment policies. If anyone else would like to join this committee, contact Becky.

Our 2020 Cookie Program is underway! We are again working with Regions Bank for a short term loan to take advantage of a discount on cookies if paid by a certain date. Candie recused herself from the rest of this topic of discussion. Robin made a motion to proceed with the short term loan from Regions, allowing the council to borrow approximately \$950,000 for approximately two weeks. The motion was seconded by Steve. There was no discussion. The motion passed unanimously.

Becky reminded everyone that the next meeting will be March 24, 2020 at 10:00 am.

The meeting dates for the rest of the year are as follows. The annual meeting is Saturday, April 25, at Camp Iti Kana, beginning at 10:00 a.m. There will be a brief meeting on April 28 for the purpose of electing officers. The date of the June meeting will be determined and announced. There will be a meeting on July 28 and then on September 29.

Finance Committee Report

Pam reminded everyone we are in a low income time of year. As we move into the spring and cookie program, we will see revenue appear. We have a very strong cash position. GSUSA recommends a strong cash position for operating reserves. Our liabilities are current and we have no debt. Our fall product program did very well. We are currently operating very much in line with last year. We are expecting a strong cookie season, as well. Sarah Palmer moved that the board accept the report as presented. Robin seconded the motion. No discussion. Motion passed unanimously.

Property Committee Report

Dan turned the report over to Becky. We are still working on updating roofs. More work than expected is needed, so we are getting quotes for the additional work. She has requested breakdown on work previously approved. She asked for references on roofers, floor installers, etc.

Board Development Report

The committee is actively working on slate of nominees for the Board of Directors. They have also identified delegates to the National Convention. We are making calls to notify them, make sure they are still available to go. Once the consent has been obtained, we will announce names.

Executive Committee Report

Gloria reported that the Executive Committee has not met since the last board meeting.

Other Business

The auditors' contract has expired. We need to commit to a new contract with them or request bids from other firms for the upcoming year ending 9/30/2020. Harper, Raines and Knight has been very thorough. Audit committee said firm before H, R and K charged about \$20,000. H,R and K has proposed \$15,150 for and \$15,880 for 2021. The Audit Committee made the motion to retain Harper, Raines and Knight for 2 year contract; therefore, Gloria presented the motion to the board. Since the motion came from committee, therefore no second is required. The motion passed unanimously.

At the end of April meeting, nominations for officers of the board will be needed. Last year, the Executive Committee came up with a slate. This year, we are sending this to the Board Development Committee. If anyone wants to volunteer to serve on the committee to nominate officers, let Becky

know. The following members volunteered: Kearns, Betty, Robin and Joni. If a 5th member is needed to break a tie, they will pull someone from the Executive Committee.

Becky reported on awards we received in 2019 which includes the "Best of the Best" from the Clarion Ledger Peoples' Choice awards and a Non-Profit award by the Mississippi Business Journal.

The meeting adjourned at 10:58.