



**Girl Scouts of Southern Illinois
Special Board Meeting Minutes
May 27, 2020 @ 4:00PM
Zoom or Teleconference**

PRESENT:

Voting Board Members:	Voting Board Members Absent:
Deanna Litzenburg	N/A
Anne Haltenhof	
Melanie Mills	
Phil Climaco	
John McCracken	
Priscilla Jacks	
Steve Bushong	
Susan Bowman	
Carla Nilson	
Beth Shindel	
Paula Nixon	
Amy Williamson	
Amanda Highlander	
Tracy Smith	Staff members:
James Sabella	Loretta Graham, CEO
Norma Trimble	Kelley Young, CFO
Micki Weaver	Ashley Green-Bryant, Exec Governance Coord.
	Kathy Morgan, VP
	Jessica Upchurch, VP
Non-Voting Board Members:	Guests:
Linda Manley, Ex Officio – Yes	
Alia Barcus, Girl Ex-Officio – Yes	
Rebecca Noack, Girl Ex-Officio – absent	
*Note any late arrivals or early departures here:	

1. 403 B Plan

A Board resolution has been prepared to stop the 403B match for employees until the end of the fiscal year. This will equal an estimated savings of \$10,000-15,000 for Council. This has already been written into the revised 19/20 budget.

Motion: To approve the Board Resolution to suspend 403B match for employees until end of fiscal year.

Moved: Susan Bowman

Seconded: Beth Shindel

MOTION CARRIED

2. Bylaws Amendment

The Bylaws Committee has proposed a new Bylaw Amendment Change that would allow Council to hold the 2020 Annual Meeting by Virtual Meeting.

Motion: To accept the Bylaws Amendment Change to Article XI Section 2 to allow Virtual Annual Meeting.

Moved: Carla Nilson and The Bylaws Task Force

MOTION CARRIED

The Bylaw Amendment must now be approved by the Members of the Corporation at a Special Member Meeting. Deanna Litzenburg, Board Chair has called for a Special Member Meeting to be held for this vote. It must be passed by a 2/3's vote for the Amendment passage.

The Special Member meeting and Annual Meeting (if Amendment passes) will be held through Zoom.

3. Annual Meeting Slate-Treasurer

Priscilla Jacks has been appointed the Treasurer position for GSOFSI when Susan Bowman's term is up at the Annual meeting.

Motion: To add Priscilla Jacks to the 2020 Slate of Candidates as Board Treasurer for the Annual Meeting

Moved: Beth Shindel

Seconded: Melanie Mills

MOTION CARRIED

4. Revised 19/20 Budget

A revised 19/20 budget was proposed by the Finance Committee. Susan Bowman stated program revenue, retail, and Fund Development contributions are all down for the year as are expenses. The new budget will also reflect a decrease in salary and wages because of staff furloughs. There is uncertainty about this year's Gala Fundraiser, which could affect fundraising overall. The council is still looking at \$130,000 deficit in the revised budget. The Council did receive PPP Funding of \$492,000, still unsure if this is considered a grant or just a loan at this time.

Motion: To accept revised 19/20 budget of a deficit of \$130,000.

Moved: Susan Bowman & The Finance Committee

MOTION CARRIED

5. Strategic Plan

Loretta shared the Council is working on a three year Strategic Plan that includes 3 Strategic Imperatives below; Department's Plans of Work and Budgets will be built around these 3 Imperatives.

1. Invest in Troop Support
2. Steadily Increase Membership
3. Develop a Financially Sustainable Business Model

Motion: To approve the three Strategic Imperatives presented by Loretta for the Strategic Plan

Moved: Priscilla Jacks

Seconded: Melanie Mills

Opposed: Amanda Highlander

MOTION CARRIED

6. Camp Properties

- The Ranger House Contract was sent to the Board to sell the house to Camp Torqua Ranger for \$65,000, which is the property value from tax assessment and the contract also includes a lawn mower and John Deere tractor. The house needs a lot of work, it is not in good shape. Board questioned if it is undervalued and asked Council to get a Comparative Market Analysis from a realtor before we sell the house.
- Camp Butterfly still has several interested. Council is planning the auction for September.
- Camp Chan Ya Ta still has an interested buyer, this buyer has expressed he wants the property for hunting purposes only and will still allow Girl Programs to occur at the Property. The Board asked Council to firm up details on how the owner will allow Girl Programs to continue.
- Camp Wassatoga- Cancellation of lease will be signed and turned over to the Owner, Effingham Water Authority. We still own 10 acres of farm ground, with a possible value of \$8000-\$9000 per acre. The Board would like Council to get a formal analysis on the value of the farm land from Tarrant and Harmon before we sell.
- Camp Torqua- 70+ acres to sell and not great property, will take time to sell.

Motion: To Approve Tarrant and Harmon Contract to Sell Camp Butterfly at Auction.

Moved: Beth Shindel

Seconded: Amanda Highlander

Opposed: Steve Bushong

MOTION CARRIED

7. Adjournment

Motion: To adjourn the May 27, 2020 Board of Directors meeting.

Moved: Beth Shindel

Seconded: Melanie Mills

MOTION CARRIED

Transcribed by:

Name: Ashley Green-Bryant

Signature & Date: Ashley Green-Bryant
6/24/2020

Adopted by the Board in the meeting

of 06/24/2020,

(Date of Meeting)

Deanna L. Fitzjerry

(Signature of Presiding Officer)