

GIRL SCOUTS OF SOUTHERN ILLINOIS
Board of Directors Meeting
January 25, 2018
The Korte Company

MINUTES

In Attendance: Linda Manley, Deanna Litzenburg, Susan Bowman, Angie Zahn, John McCracken, Carla Nilson, Richard Huntington, Sandra Maxwell, Anne Haltenhof, Melanie Mills, James Sabella. Ex Officios: Kaitlyn Barnett, Rowan Dothager. Staff: Loretta Himmelsbach, Kelley Young, Tori Green.

Absent: Diane Siemer, Norma Trimble, Nancy Smolak, Steve Bushong, Mary Jo Pembroke, Beth Freeburg. Ex Officio: Lexi Scrivner.

Meeting called to order by Linda Manley at 4:35 pm. The Pledge of Allegiance and the Girl Scout Promise were recited. Roll was called and quorum was established.

Audit Review

Tim Hennessy briefly reviewed the audit of GSSI financial statements. He commended Kelley Young for a job well done. GSSI received an unmodified (clean) audit; Tim Hennessy had nothing negative to report to the board. The 990 form to the IRS will be completed after the board approves the audit.

Motion to accept audit as presented. Seconded. Vote: unanimous. Motion carried.

The Consent Agenda, which included the following, was reviewed:

- Board of Directors Minutes 12.18.2017
- Board of Directors Minutes 09.21.2017
- Annual Year to Date Membership Summary as of 12.31.2017
- Fund Development Packet 10.17.2017
- Fund Development Packet 12.13.2017
- Property Task Force Packet 12.18.2017
- Annual Meeting Agenda Draft
- 2018 Calendar Draft

Motion to accept the Consent Agenda items as presented was made and seconded. Vote: unanimous. Motion carried.

ICEO Comments

Loretta Himmelsbach presented GSSI's First Quarter Report. Highlights include the Girl Experience programs, GSUSA support of the retail shop and assigning an ICEO to GSSI; tracking media, social, and news releases; deferred maintenance accomplishments with

the properties; fund development at 40% of goal. Challenges include membership decline, nut candy magazine sale decrease, transferring to CEI, and loss of institutional knowledge through staff transitions.

Membership was discussed and Loretta reviewed strategies the council is implementing to increase membership. The recruitment department recruited 51 college aged volunteers to lead troops and lend troop support. Approximately 1,700 girls in extension have not yet been registered. Many of these are waiting for sponsorship money. If the council were to pay these registrations and then track sponsorship money, it is unclear about the process or policies in place (if any) for reimbursing the accounts once the sponsorship funds come in.

Loretta Himmelsbach presented the GSSI Policies. Some changes were made to the proposed policies and they will be added to the BOD manual and shared with the delegates and staff.

Motion to accept GSSI Policy amendments was made and seconded. Vote: unanimous. Motion carried.

Loretta Himmelsbach reviewed proposed GSSI Operating Objectives.

Motion to accept GSSI Policies as presented was made and seconded. Vote: unanimous. Motion carried.

Asset Management

Finance

Susan Bowman reviewed the financial dashboard through November 30, 2017 and December 31, 2017. Kelley Young presented the revised budget.

Motion to approve revised budget was made and seconded. Vote: unanimous. Motion carried.

Property Task Force

Angie Zahn presented the Property Task Force report.

Motion to reduce the asking price of Camp Chan Ya Ta to \$998,000 was made and seconded. Vote: unanimous. Motion carried. Angie Zahn abstained from this vote.

Fund Development

Melanie Mills presented the Fund Development report including four Leading Lady events. The committee is looking for women who are making a difference in their communities to honor during these events.

Linda presented the report about Prosper Advising and their remaining contract.

A discussion about the contract with Prosper Advising resulted in a motion to put Prosper Advising on hiatus until the new CEO for Girl Scouts of Southern Illinois is on board; this will be the 30 days' notice required to cancel the contract if they will not accept the hiatus.

Motion to postpone contract with Prosper Advising until a new GSSI CEO is hired was made and seconded. Vote: unanimous. Motion carried.

CEO Search Committee

The committee has identified 3 candidates who are scheduled for a February 2, 2018 second and in person interview.

Board Development Committee

The Board Development Committee will be presenting a slate at the February Board meeting to be voted on at the annual meeting. There was no quorum at their last meeting.

Delegate's Requests

The board discussed the proposed delegate requests to bylaws.

Motion to refer delegate's proposals for by laws changes to the By Laws Committee and prior to the requested changes being reviewed by GSUSA and legal counsel was made and seconded. Vote: unanimous. Motion carried.

New Business/Open Discussion

Board participation and expectations of members was discussed.

Motion was made to post the board agenda and the board minutes GSSI's website (following their approval by the Board of Directors) beginning with the January 2018 minutes was made and seconded. Vote: unanimous. Motion carried.

Adjournment

With no further business, the Board of Directors Meeting was adjourned.