



Board of Directors Minutes
Wednesday, January 25, 2017, 4:00 – 6:30 p.m.
Sally Cheever Girl Scout Leadership Center

Board Members in Attendance

Jeannie Frazier, Chair
Mary Henrich, 2nd Vice Chair
Deena Clausen, Treasurer
Jelynn LeBlanc Burley, Secretary
Cece Cheever
Angelica Docog
Dr. Gretcha Flinn
Monica Gonzalez
Terri Ketterer
Kathleen Krueger
Jessica Mobley
Jennifer Moriarty
Annie Uribe Turner
Teri Wenglein

Attendance by Phone

Kelly Faglie, 1st Vice Chair
Mary Rose Brown
Leah D. Flores
Ramon Flores
Roger Graham
Sandy Schlortt

Catalina Maya Rocha, GBM
Katie Omeis, GBM

Guest Attendees

Nancy Ozuna, Audit
Committee Chair
Paul Hernandez, CPA

Staff in Attendance

Angie Salinas, CEO
Jody Hernandez, COO
Blythe Simonson, CFO
Stephanie Finleon Cortez, CDCO
Alex Haro, Executive Assistant

Board Members Absent

Dr. Arcelia Johnson-Fannin
Maritza Rodriguez

Girl Board Members Absent

Alyssa Pena, Chair
Isabelle Cannon
Nadia Gonzalez
Rebekah Ramirez
Mia Reyna
Chloe Riddley
Grace Snarr

Call to Order/Consent Agenda.

Chair Jeannie Frazier called the meeting to order at 04:05 p.m.

Chair Frazier led the Pledge of Allegiance followed by Girl Scout promise and mission.
Catalina Rocha presented the Girl Scout mission moment.

- The following items were presented for approval in the Consent Agenda:
 - October 1, 2016, Board of Directors meeting minutes.
 - Motion to Approve Board Approved Awards.
 - Motion to Approve Volunteer Management Policy Addition

Jennifer Moriarty moved to approve the items on the Consent Agenda. Jelynne Burley seconded, and the motion carried. Chair Frazier redirected the meeting for the Audit Committee.

Increase and Diversify Funding.

Audit Committee Chair Nancy Ozuna reviewed the 2015-2016 Audit conducted by Akin Doherty Klein & Fuege, P. C.

- GSSWT received an unmodified opinion, and there were no deficiencies in internal controls.
- In December, the Audit Committee met with the auditors to approve the financials and reviewed the Audit Committee Charter to ensure that all of the committee's responsibilities have been met.
- Ms. Ozuna presented the motion from the Audit Committee to approve the 2015-2016 GSSWT Audit. The motion was approved by the board.

Chair Updates:

Chair Frazier provided a brief of the combined meeting of Long Range Planning, Finance and Executive committees held regarding the Edgewood Property;

- Long Range Chair Ray Flores was unable to attend but Bill Avila presented a report to committee on potential options. The options discussed the costs of operations, various financial scenarios, and capital campaign necessary to make the purchase.

Board Development Committee Chair Jennifer Moriarty provided an update.

- Presented the returning members for the 2017-2019 Board of Directors Slate including changes in officers.
- Presented the new Girl Board Chair Catalina Rocha for 2017-2018 year.
- Discussed potential members-at-large for 2017-2019 Board of Directors slate.

Terri Ketterer, Board Liaison to the Volunteer Advisory Steering Committee (VASC) provided an update to the VASC activities and relayed volunteer concern over possible fee increases.

- She attended summit meetings in both outlying and in town.

Chair Frazier provided updates by Bylaws revisions committee;

- GSSWT CEO will be ex-officio but non-voting member of the Board of Directors.
- Board Members discussed term limits for members-at-large and Officers.

- GBM Catalina Rocha asked about increasing term limits for Girl Board members to more than two years. Board members agreed to recommend existing Girl Board members an opportunity to remain on board, giving preference to girls who have not yet served.
- The group discussed the Board Development Committee size for maximum effectiveness. Recommendations to change wording to reflect “up to nine members, four board members plus the chair and at least one but no more than four committee members.”
- Recommended language for number of members on the Board of Directors to reflect “15 to 25 including officers and members-at-large.”

Chair Frazier provided Strategic Learning on Understanding Policies by the Board of Directors.

- Risk and compliance policies were two components that board members agreed they should be involved in.
- Ms. Moriarty recommended policies should be categorized by governance versus operational policies. It was suggested that the respective committees establish guidelines for review of the policies relevant to that committee, then presented to Board of Directors for vote.

Increase and Diversify Funding.

Treasurer Deena Clausen presented the financial report for the period ending December 2016.

2nd Vice Chair Mary Henrich presented the Fund Development Committee update.

- She reminded board members of next fundraising event at Top Golf on April 6, 2017.

Utilize Innovation and Technology to Support our Mission.

CEO Angie Salinas provided CEI update.

Provide Engaging Programs for Girls.

CEO Angie Salinas provided council updates.

Long Range Property Committee Chair Ray Flores provided updates.

- Prioritized 3 of 6 Focus Areas (West Side, Sally Cheever, Camp La Jita) and their progress. Met with Architect to find cost-effective solutions to making these improvements; working on estimates to provide the board costs for these sites.

- Trying to set a meet and greet with new Edgewood ISD Superintendent to build rapport between both organizations.
- Continue to market Camp Mirasol; 2 showings in last 90 days.

Executive Session.

The Board adjourned into Executive Session at 6:15 p.m. to discuss confidential issues.

The Board meeting reconvened from Executive Session at 6:18 p.m. The discussion held in Executive session required no board action.

Other Business. None.

Adjourn

The board adjourned at 6:20 p.m.