

MINUTES
GOVERNANCE COMMITTEE MEETING
November 21, 2017
Graves Dougherty Hearon & Moody
401 Congress Ave Ste 2200
Austin, TX

Terry Bray, Chairman

- Call to Order :** Terry Bray opened the meeting at 4:30 PM
- Attendance :** In attendance were Committee members Terry Bray, Malcolm Cooper, Jenny Deen, Mike Figer, Ben Turner, Nick Von Kreisler and Jim Morriss. Also attending were guests Bob Huthnace, Herman Thun, Chris Sanders and Sid Covington. Staff present at the meeting were Jon Yates and Rick Denison.
- Minutes Motion:** The minutes of the August 29, 2017, Committee Meeting were unanimously approved.
- Requests prior to next mtg**
- Review the Gift Acceptance and Naming Policies and provide any suggested revisions to Mr. Bray
- Provide any feedback on the Strategic Plan items for the Governance Committee to Mr. Bray
- The committee has requested a presentation regarding Smilin V and its master plan at a future meeting.
- Old Business :** Chairman Bray reported on several items previously considered by the Governance Committee. Revised Bylaws for the Capitol Area Council were approved by the Board of Directors at the November Board Meeting. The accounting template proposed by the committee has been approved and shared with unit leaders.
- New Business :** Mr. Covington discussed a proposed project to create a database/inventory of all board policies currently in effect. He distributed a proposed policy on Gift Acceptance and Naming to be presented to the Council Executive Board when fully vetted. There are currently two adopted policies regarding gift acceptance and no policy regarding naming. The proposed policy covers both matters and has been approved by the Properties Committee and submitted to this committee for comment before presentation to the Executive Board. Chairman Bray will forward Committee comments to Sid.

Sid also discussed a proposed project to review all currently active council policies and guidelines and develop an electronic, searchable database of them. This committee would then be tasked with determining the "owner" of each of these policies, and circulate to each "owner" committee for review to determine if they should be retained, rescinded, or amended. It is contemplated that all policies will be reviewed periodically, at least every 5 years. This committee will make recommendations.

Mr. Thun and Mr. Huthnance reported on the Audit Committee. The audit Committee meets twice each year, in the fall (latest 11/01/17) before the annual audit and in the spring after the annual audit is completed. The committee members are Bob Huthnance (chairperson), Herman Thun, Charlie Teeple, Dan Leonard, Jack Gindler, Joe Cosgrove, Steve Rivers, and Tom Martine. The Scout Executive (Jon Yates) and Controller are ex-officio members. The Committee selects the auditor, monitors the cost and quality of the audit, receives the auditors' verbal and written reports, ensures actionable items are addressed, and reviews the audit plan and engagement letter for the next year's audit. The committee also provides financial oversight, advises regarding financial trends and status, and monitors performance of accounting operation and internal controls to minimize risks. The November committee meeting included a discussion regarding the significant income from the Scout Shop and how staff reviews controls over inventory, cash, and credit card sales. The committee provides ethical oversight, to assure that the Council acts in accordance with the principles of Scouting; is the point of contact (Chairperson) and directs any necessary investigations; and oversees tax compliance processes, including the selection of the tax return preparer and review of all tax returns, engagement letters and quoted fees.

Mr. Sanders reviewed the Council's Property Master Plan, specifically with the Lost Pines Scout Reservation. The capacity figures that are now being considered include 500 Scouts, 200 Adult Volunteers and 150 Staff. Key focus areas include the number of campsites, the dining hall, program facilities, and administrative needs. Mr. Sanders distributed background documents.

President Remarks:

Council President Jim Morriss reported on various Council activities and accomplishments. He also discussed the recent decision by the national scout board to implement a program that will allow girls to participate in all BSA programs.

Next Meeting :

Chairman Bray will confirm the dates for the 2018 quarterly committee meetings. (Save the second Tuesday in February, May, August and November.)

Meeting adjourned :

There being no further business, the meeting adjourned at 5:45.

Respectfully submitted



Terry Bray, Committee Chairman