

**GOODWILL INDUSTRIES OF SOUTH MISSISSIPPI
FULL BOARD MEETING**

MINUTES DRAFT

Tuesday, November 14, 2017 – 4:00 P.M.
Knight Nonprofit, Hancock Room
Gulfport, Mississippi

MEMBERS PRESENT: Loretta Bridges, Eric Hurst, Deann Alewine, Vaughn T. Rex, Angie Juzang, Reed Allison, Shelby Fox, Patsy Anderson, Greg Payne, Zeleder Barnes, Jennifer Sutton

MEMBERS ABSENT: Allytra Perryman, Dawn Stough, Amelia Tomsic, Guy Johnson

STAFF PRESENT: Richmond Vincent, Trish Pinkerton, Sue Rye, Val Ward, Ken Walker

OTHERS PRESENT:

I. Call to Order / Proceedings: *provided by Board Chair, Eric Hurst*

After welcoming remarks, Board Chair, Eric Hurst called the meeting to order at 4:00 PM. Prayer was led by Eric Hurst. Eleven board members were present at the meeting. On motion properly made, seconded, and unanimously passed, the Minutes of the October 10, 2017 Board Meeting were approved.

II. Finance Report: *provided by President & CEO, Richmond Vincent*

Board members were provided with financial statements for July, 2017. President and CEO, Richmond Vincent led discussion on the reports. Goodwill ended July with a \$24,594 profit. Questions and comments on the financial statement were then addressed. Richmond Vincent commented that the financials will be caught up to date in the near future. As they are completed, the board will receive them. Patsy Anderson made a motion to approve the July financials as written. Loretta Bridges seconded the motion. Motion passed by unanimous vote.

Richmond Vincent then led discussion on the bank balance transfer proposal that was approved during the October 10, 2017 full board meeting. Following the October meeting, Board Treasurer, Shelby Fox found an alternative option that yielded an additional eight thousand per year in interest. Following discussion and clarification of early removals or emergency withdrawals board members agreed with the alternate bank balance transfer strategy.

III. Bylaws Revision: *provided by President & CEO, Richmond Vincent*

Board members were provided a copy of the revised bylaws in draft format. Richmond Vincent stated that the Assessment Committee met to review the current bylaws and propose this draft. Objectives of the bylaws revision included a need to modernize the current bylaws and to provide operational flexibility. The last time the bylaws were revised was in 2007. Richmond then gave a verbal summary of the key differences between our

current bylaws and the proposed bylaws. Board members were also provided a written handout that summarized key updates:

- Number of board members - minimum of 12 and maximum of 20
- Committees & Task Forces – Executive, Audit / Finance, Nomination, CEO Annual Review, Strategic Planning, Assessment
- 75% attendance ratio
- 51% quorum
- Officers – Chair, Vice Chair, Secretary, Treasurer, President & CEO
- Chair – elected every two-years

Following discussion of the proposed changes, the number of directors was changed from a minimum of 12 and maximum of 20 to a minimum of 11 and maximum of 19. The number of directors required to constitute a quorum was changed from 51% to one-third. Wording was changed so that the Board Chair must be reelected each year. Nominations for new board members will be held at the annual meeting. Board members agreed that the above changes would be adopted, and the bylaws revision will be voted on during the next full board meeting scheduled for December 12, 2017. Other discussion included a change to the number of board meetings per year. Full board meetings will be held every other month. Executive Committee meetings will be scheduled during months where the full board does not meet. The 2018 board meeting schedule will be submitted during the December meeting. A request was made to list current Director Emeritus on Goodwill of South Mississippi's website.

IV. Chairman's Remarks: *provided by Board Chair, Eric Hurst*

Board Chair, Eric Hurst, asked if there was any additional discussion at this time. Hearing none, a motion to adjourn the meeting was made by Patsy Anderson. Vaughn T. Rex seconded the motion. Meeting was adjourned.

Respectfully submitted,

Deann Alewine
Board Secretary
Goodwill of South Mississippi

Eric Hurst
Board Chairman
Goodwill of South Mississippi

**MISSISSIPPI GOODWORKS
FULL BOARD MEETING**

MINUTES DRAFT

Tuesday, November 14, 2017 – 4:55 P.M.
Knight Nonprofit, Hancock Room
Gulfport, Mississippi

MEMBERS PRESENT: Loretta Bridges, Eric Hurst, Deann Alewine, Vaughn T. Rex, Angie Juzang, Reed Allison, Shelby Fox, Patsy Anderson, Greg Payne, Zeleder Barnes, Jennifer Sutton

MEMBERS ABSENT: Allytra Perryman, Dawn Stough, Amelia Tomsic, Guy Johnson

STAFF PRESENT: Richmond Vincent, Trish Pinkerton, Sue Rye, Val Ward, Ken Walker

OTHERS PRESENT:

I. Call to Order / Proceedings: *provided by Board Chair, Eric Hurst*

After welcoming remarks, Board Chair, Eric Hurst called the meeting to order at 4:55 PM. Prayer was led by Eric Hurst. Eleven board members were present at the meeting. On motion properly made, seconded, and unanimously passed, the Minutes of the October 10, 2017 Board Meeting were approved.

II. Bank Balance Transfer: *provided by Board Treasurer, Shelby Fox*

Richmond Vincent then led discussion on the bank balance transfer proposal that was approved during the October 10, 2017 full board meeting. Following the October meeting, Board Treasurer, Shelby Fox found an alternative option that yielded an additional eight thousand per year in interest. Following discussion and clarification of early removals or emergency withdrawals board members agreed with the alternate bank balance transfer strategy.

III. Finance Report: *provided by President & CEO, Richmond Vincent*

Board members were provided with financial statements for July, 2017. President and CEO, Richmond Vincent led discussion on the reports. Mississippi Goodworks ended July with a \$29,392 loss. The backpay that resulted from the DOL audit was a major factor in this loss. Questions and comments on the financial statement were then addressed. Richmond Vincent commented that the financials will be caught up to date in the near future. As they are completed, the board will receive them. Patsy Anderson made a motion to approve the July financials as written. Zeleder Barnes seconded the motion. Motion passed by unanimous vote.

IV. Bylaws Revision: *provided by President & CEO, Richmond Vincent*

Board Members were provided a copy of the revised bylaws in draft format. Richmond Vincent stated that the Assessment Committee met to review the current bylaws and propose this draft.

Objectives of the bylaws revision included a need to modernize the current bylaws and to provide operational flexibility. The last time the bylaws were revised was in 2007. Richmond then gave a verbal summary of the key differences between our current bylaws and the proposed bylaws. Board members were also provided a written handout that summarized the following key updates:

- Number of board members - minimum of 12 and maximum of 20
- Committees & Task Forces – Executive, Audit / Finance, Nomination, CEO Annual Review, Strategic Planning, Assessment
- 75% attendance ratio
- 51% quorum
- Officers – Chair, Vice Chair, Secretary, Treasurer, President & CEO
- Chair – elected every two-years

Resulting from discussion of the proposed changes, the number of directors was changed from a minimum of 12 and maximum of 20 to a minimum of 11 and maximum of 19. The number of directors required to constitute a quorum was changed from 51% to one-third. Wording was changed so that the board Chair must be reelected each year. Nominations for new board members will be held at the annual meeting. Board members agreed that the above changes would be adopted, and the bylaws revision will be voted on during the next full board meeting scheduled for December 12, 2017. Other discussion included a change to the number of board meetings per year. Full board meetings will be held every other month. Executive Committee meetings will be scheduled during months where the full board does not meet. The 2018 board meeting schedule will be submitted during the December meeting. A request was made to list current Director Emeritus on Goodwill of South Mississippi's website.

V. Chairman's Remarks: *provided by Board Chair, Eric Hurst*

Board Chair, Eric Hurst asked if there was any additional discussion at this time. Hearing none, a motion to adjourn the meeting was made by Patsy Anderson. Vaughn T. Rex seconded the motion. Meeting was adjourned.

Respectfully submitted,

Deann Alewine

Board Secretary,
Mississippi Goodworks

Eric Hurst

Board Chairman,
Mississippi Goodworks