

MINUTES
COUNCIL ANNUAL MEETING
FEBRUARY 6, 2016
TOWN & COUNTRY INN & SUITES
QUINCY, ILLINOIS

Executive Board Members in Attendance

| | | |
|-----------------|---------------|---------------|
| Rick Atwood | Jack Gunsten | Kevin Mineart |
| Brent Babyak | Cecil Haskins | Bill Paxton |
| Bill Daniels | Joe Henning | Josh Schier |
| Robert Dickson | Greg Humphrey | Ron Teater |
| Sarah Fernandez | Jeff Kennedy | Marcel Wagner |
| Jack Freiburg | Gina Lanning | Kent Williams |
| Patrick Graf | John McKillip | |

Chartered Organization Representatives in Attendance

| | | |
|-----------|-----------------|------------------|
| Bob Fecht | Keith Klusmeyer | Rev. Mark Spring |
|-----------|-----------------|------------------|

Others in Attendance

| | | |
|--------------|-----------------|----------------|
| Fred Cory | Patrick Jackson | Bruce Moechnig |
| Mike Hausch | Al Lambert | Jack Sharkey |
| Carol Hinkle | Todd Lamison | Rosanna Voss |
| | David Lane | |

Council President Joe Henning called the meeting to order at 7:17 p.m. A quorum was declared present.

Action Items:

- ◆ MOTION (by Kevin Mineart, seconded by Bill Daniels) TO ACCEPT THE TREASURER'S REPORT AS PRESENTED. Motion carried.
- ◆ MOTION (by Kevin Mineart, seconded by Brent Babyak) TO ACCEPT THE NOMINATING COMMITTEE REPORT AS PRESENTED FOR THE FOLLOWING FOUR ACTIONS: (1) ELECTION OF COUNCIL MEMBERS-AT-LARGE, (2) ELECTION OF EXECUTIVE BOARD, (3) ELECTION OF OFFICERS, AND (4) ELECTION OF NATIONAL COUNCIL REPRESENTATIVE (report attached). Ballots were cast with the following results:
 - (1) Election of Council Members-at-Large 20 votes in favor, 0 opposed, and 1 abstained;
 - (2) Election of Executive Board 19 votes in favor, 0 opposed, and 2 abstained;
 - (3) Election of Officers 20 votes in favor, 1 opposed, and 0 abstained;
 - (4) Election of National Council Representative 19 votes in favor, 0 opposed, and 2 abstained. Motion carried.
- ◆ MOTION (by Kevin Mineart, seconded by Brent Babyak) TO ACCEPT THE CONSENT AGENDA WITH CORRECTIONS FOR THE FOLLOWING ACTION ITEMS WHICH ARE CURRENT PRACTICES OF THE MISSISSIPPI VALLEY COUNCIL AND OUR NATIONAL ORGANIZATION SUGGESTS WE PUT INTO RECORD AT EACH ANNUAL MEETING: CHECK SIGNERS, SAFETY DEPOSIT BOX ACCESS, ANNUAL BUDGET RESOLUTION, AUTHORITY OF SCOUT EXECUTIVE,

CONFLICT OF INTEREST FOR BOARD MEMBERS, COUNCIL CREDIT CARD NUMBER SECURITY POLICY, CAPITALIZATION POLICY, PLANNED GIVING POLICY, GUIDELINES FOR VALUING AND RECOGNIZING ENDOWMENT GIFTS, SPENDING POLICY, INVESTMENT POLICY, AND APPROVAL TO SUBMIT GRANT REQUESTS AND UNITED WAY AGREEMENTS (resolutions attached).

Corrections include removing Charlie Bach as check signer and access to safe deposit box due to moving to Advisory Board, and correcting the typographical error approving the budget from 2015 to 2016. Ballots were cast with a vote of 20 in favor, 0 opposed, and 1 abstained. Motion carried.

- ◆ MOTION (by Bill Daniels, seconded by Brent Babyak) TO APPROVE THE MINUTES OF THE FEBRUARY 7, 2015 ANNUAL MEETING AS WRITTEN. Motion carried.

Report Items:

- ◆ Treasurer's Report (John McKillip): John reported the 2015 financial statements included in our annual report are currently being audited by Gray, Hunter, Stenn, LLP in accordance with our Local Council Articles of Incorporation and in accordance with the generally accepted accounting procedures. Public support, which includes Friends of Scouting, project sales, special events, and United Way funding, totaled \$374,435. Camping, activities, product and Scout Shop sales, and investment revenue totaled \$769,510 for a grand total of \$1,143,944 of income. Operating expenses for 2015 totaled \$1,063,936. This represents program service expenses of \$970,773 and supporting services including management, fundraising and national service fees of \$93,163. The \$80,008 surplus at year-end allows the Council to be fiscally responsible and use about 75% of the surplus to place in the Capital Fund for deferred maintenance and other capital expenditures. Council assets include \$1,391,588 in the Capital Fund, which consists primarily of land, buildings, equipment, along with donor-restricted and board-designated funds. Additionally, we have \$2,937,949 in total assets within our Endowment Fund consisting primarily of permanently restricted long-term investments. The 2016 Friends of Scouting campaign is well underway. We finished January with 20% of the campaign complete, which is ahead of this time last year. We look forward to a very successful campaign.
- ◆ James E. West Award (John McKillip): John explained the James E. West Award honors individuals giving at least \$1,000 to benefit the Council's endowment fund. This year, we had three individuals earn this award, with one to present this evening to Benjamin Humphrey, who received the certificate, knot, and lapel pin.
- ◆ Membership (Brianna Otten): In 2015, the Mississippi Valley Council had a membership growth for the first time in three years. Today, over 2,800 young men and women are experiencing the Scouting program that Baden-Powell envisioned 108 years ago. Our Council also had a 3% growth in Tiger Cubs, and had eleven new units started in 2015.
- ◆ Nominating Committee Report (Bob Dickson): The Nominating Committee was appointed by Council President, Joe Henning, and confirmed by the Executive Board. The Nominating Committee recommends four slates for action: 2016 Council Members-at-Large, Executive Board, Officers, and National Representative. Bob called attention to the slates in the voting member packets and stated ballots were cast with the following results:
 - ◆ Election of Council Members-at-Large 20 votes in favor, 0 opposed, and 1 abstained;
 - (2) Election of Executive Board 19 votes in favor, 0 opposed, and 2 abstained;
 - (3) Election of Officers 20 votes in favor, 1 opposed, and 0 abstained;
 - (4) Election of National Council Representative 19 votes in favor, 0 opposed, and 2 abstained.
- ◆ Central Region Director Remarks (Al Lambert): Al extended thanks from Central Region to Mississippi Valley Council for the great work we do in the Mississippi Valley Council. He

then presented the Mississippi Valley Council with the *Journey to Excellence* Gold Award and thanked the Council Key 3 for all of their efforts and to everyone present for all that they do for the Scouting Movement.

- ◆ Council Commissioner's Report (Cecil Haskins): Cecil introduced himself as the Council Commissioner. He reported those who earn the Gold Level of *Journey to Excellence* are considered to be in the top 10% of units, Districts, and Councils in the country. He then recognized the 2015 Gold Level Districts – Eagle Ridge District and Shoquoquon District. All Gold Level unit representatives in attendance were asked to stand and be recognized.
- ◆ Camps (Patrick Graf): In 2015, over 1,100 Scouts attended a long-term camp in the Mississippi Valley Council and gained an experience that will last a lifetime. In 2016, new programs have been developed for each summer camp. For Cub Scouts, they'll have a Jurassic Adventure, will go on Dino Digs and raptor hunts, while still shooting bb guns, archery, commanding Lego robots, and racing RC cars. Boy Scout camp will introduce a brand new mechanics area at Saukenauk Scout Reservation, teaching trades like auto maintenance and farm mechanics. Scouts will also get to shoot a long-range rifle and learn to weld. At Camp Eastman, Scouts can try out our new stand-up paddleboards and learn to 3-D print.
- ◆ Product Sales (Kevin Peak): Kevin introduced himself as the Council Product Sales Chairman. Each Spring, our Scouts have the opportunity to sell discount cards (formerly known as Camp Cards) to help pay their way to summer camp. This year, we have new partnerships from around the Council and are anticipating a very successful sale. Every fall, Scouts from across our Council get our selling popcorn door-to-door. Many times, popcorn is the only fundraiser for our units to pay for camp, awards, monthly campouts, and much more. For the fifth year in a row, our Scouts went above and beyond selling just under a half-million dollars-worth of popcorn. This year we had three different club levels that our Scouts could earn. 136 Scouts sold \$750 and received a dart gun prize; 34 Scouts sold at least \$1,500 and received an overnight stay in St. Louis with their family; and, 10 Scouts sold at least \$2,500 to qualify for the Trail's End Scholarship Program. The top selling unit, Pack 33 from Donnellson, Iowa, sold over \$30,000 of popcorn. The top selling troop sold over \$10,000, Troop 22 from Quincy, Illinois. The top selling youth sold \$6,148 worth of popcorn; Matthew Wenke-Frueh from Pack 33 was recognized and presented a certificate.
- ◆ Community Service (Michael Janssen): Baden-Powell said that the best way to get happiness in life is by giving out happiness to other people. In 2015, 18,359 hours of service were provided by Mississippi Valley Council units. That's 765 days, or just over two years that our Scouts devoted in making our communities a better place to live and give happiness to those around them by delivering a *Good Turn for America* in projects such as Scouting for Food, Eagle Projects, litter clean-up, service to our military, and much more. An example this year was the Order of the Arrow, which is the National Honor Society of the BSA, who embarked on a new project in 2015 called *Soles for Souls*. The Order of the Arrow collected hundreds of shoes to be donated to third-world countries. We would like to thank them for their efforts.
- ◆ Spirit of Scouting Awards (Jack Gunsten): A new award was introduced. *The Spirit of Scouting* award is to be presented to a community group or organization that exemplifies the high ideals of Scouting and who goes above and beyond in service to our Scouting community. The first recipients of this award are perfect examples of an organization that provides countless hours of service and support for our communities. For over 90 years, the Boy Scouts of America has partnered with the United Way in both Adams County and Burlington/West Burlington. Each year, funds received by the United Ways ensure that we

can carry out our mission to the 2,800 youth in our Council. The United Way, however, is much more than just an annual gift. The United Way's mission is to improve lives by mobilizing the caring power of communities around the world to advance the common good. They are an organization of volunteers that dedicates themselves to making the communities they serve a better place through leadership of community organizations like the Boy Scouts. We work very closely together with both of these United Ways. This year in Burlington, the United Way visited Camp Eastman and shot video to be used to promote Scouting and the United Way to members of the community. In Adams County, the Jamie Project visited Saukenauk Scout Reservation and took several photos showing how Scouting helps members of our communities. United Way of Adams County Executive Director, Emily Robbearts and Burlington/West Burlington United Way Executive Director, Kathleen Hemmesch received the awards.

- ◆ Exploring (Patrick Graf): In 1949, a new program was introduced called Explorer Scouts. Today the Exploring program focuses on providing hands-on opportunities for high school and middle school youth in various career fields. Both young men and women experience what it is like in a career through guidance of experts in the field. In 2015, the Mississippi Valley Council experienced a 53% growth in Exploring membership, which included five new Explorer Posts. Now youth from around the Council can learn what it is like to work in the fields of fire, law enforcement, aviation, health and medical, EMS, and living history.
- ◆ Spurgeon Awards (Brianna Otten): The William Spurgeon Award is a national award that is presented at the Council level and is the highest honor that can be presented to a volunteer for Exploring. This will be the first time the Mississippi Valley Council has presented this award, and we have two well-deserving recipients this evening. Joe Henning, Fire Chief for the City of Quincy, Council President, and Institutional Head and Committee Chairman of Fire Explorer Post 104 and Carol Hinkle, Assistant Council Commissioner to Exploring and Post Advisor of Aviation Explorer Post 747 were presented the William Spurgeon Award.
- ◆ Strategic Plan (Michael Janssen): Now it is time to look forward. In 2015, our Council developed a roadmap that will lead us to success over the next five years. The new Strategic Plan has three major areas of focus, which include youth and adult membership growth, improvement of Council infrastructure and processes, and increased volunteer leadership. One Council infrastructure improvement completed this year was developing a long-term plan for our camps. The *Envision 2020 Project* brought together all stakeholders of our camps and created a five-year plan for the development of Camp Eastman and Saukenauk Scout Reservation.
- ◆ Consent Agenda (Joe Henning): Joe reported the Consent Agenda for the following action items which are current practices of the Mississippi Valley Council and our National Organization suggests we put into record at each Annual Meeting: Check Signers, Safety Deposit Box Access, Annual Budget Resolution, Authority of Scout Executive, Conflict of Interest for Board Members, Council Credit Card Number Security Policy, Capitalization Policy, Planned Giving Policy, Guidelines for Valuing and Recognizing Endowment Gifts, Spending Policy, Investment Policy, and, Approval to Submit Grant Requests and United Way Agreements. Corrections made were removing Charlie Bach as a check signer and safety deposit box access due to moving to Advisory Board, and correcting the typographical error approving the budget from 2015 to 2016. Ballots were cast with a vote of 20 in favor, 0 opposed, and 1 abstained.
- ◆ 2015 Annual Meeting Minutes (Joe Henning): Joe called attention to the 2015 Annual Meeting Minutes in the voting packets and entertained a motion to accept those minutes.

- ◆ President's Remarks (Joe Henning): Joe stated he is now officially half-way through his term as Council President. This year has been a lot of hard work and time, but our hard work and time has been worth the effort. Joe stated he can see our Council moving forward on key items like membership growth. He has been able to meet with many of our Scout leaders at fireside chats or activities at our camps. Joe thanked everyone who has provided feedback and hopes those in attendance can also see the fruits of our labor. Joe stated it is important to highlight a few individuals that went above and beyond. Kevin Mineart and David Lane were called out to engage all stakeholders from over 20 groups to create a unified plan for our camping properties. It was a monumental task that they responded to by hitting a home run. Joe also stated he has had the chance to work very closely with the Council Staff who are some of the most dedicated and hardworking individuals you will ever meet, and most importantly no one cares about Scouting more. Staff in attendance were asked to stand and be recognized. Most importantly, Joe thanked his family for supporting him this first year. Earlier in the day, a three-hour session with Council Committee Members was held to work towards our Council goals. Joe stated he is now even more excited about 2016 as we continue to focus on making sure every Scout has the best possible experience in Scouting.
- ◆ Silver Beaver Presentation (Brent Babyak): The Silver Beaver Court of Honor was officially opened at 7:55 p.m. for the purpose of presenting the Silver Beaver to three worthy recipients of the Mississippi Valley Council. Recipients are Rick Atwood, Gina Lanning, and Kent Williams.
- ◆ Scout Executive Remarks (Todd Lamison): Todd asked that the youth leadership be recognized for their excellent job emceeding the dinner. He also thanked dinner committee chair, Scott Teater, and the rest of his committee for their hard work in making the evening successful. Todd also thanked Regional Director, Al Lambert, for joining us today. It is obvious that Al cares greatly about Scouting and due to his passion, he works extremely hard to serve our movement. We have drastically improved our Youth Protection Training program from one of the lowest Councils in the country to the second best Council in the Region. We have started several new programs – Exploring, Program Launch, and Top Shot, to name a few. Todd stated he is looking forward to 2016 with goals to lead the country in service by Scouts, increasing our impact potential in growing direct support and working with a volunteer team to recruit significantly more young men and women into our life-changing Scouting program. Todd stated his life has been better because of the volunteer efforts that recruited him into Cub Scouts while living in Greensboro, North Carolina. He had no idea just how important Scouting would influence his life when he joined Cub Scouts. It just goes to prove that Scouting isn't something we do, it is something we are. It is who we are, and how we define ourselves.

The meeting was declared adjourned at 8:01 p.m.

Respectfully submitted,

Todd Lamison
Scout Executive

Attest: _____
Joe Henning, Council President

/rcv

**MISSISSIPPI VALLEY COUNCIL, BSA
2016 NOMINATING COMMITTEE REPORT**

COUNCIL MEMBERS AT LARGE –

| | | |
|--------------------|-----------------|------------------|
| Rick Atwood | Dennis Gorman | Kevin Mineart |
| Brent Babyak | Patrick Graf | Bill Paxton |
| Charlie Bach | Jack Gunsten | Joshua Schier |
| Donna Buss | Cecil Haskins | Jack Sharkey |
| William Daniels | O. Mike Hausch | Jim Sholl |
| Tom Dickerson | Joe Henning | Jeff Spear |
| Robert Dickson | Greg Humphrey | Rev. Mark Spring |
| Terri Dowell | Patrick Jackson | Dennis Stewart |
| Greg Dreyer | Jeffrey Kennedy | Ron Teater |
| Will Duryea | Gina Lanning | Jeff Terry |
| Sarah Fernandez | Jon Manley | Marcel Wagner |
| John J Freiburg II | John McKillip | Kent Williams |

EXECUTIVE BOARD –

| | | |
|--------------------|-----------------|----------------|
| *Rick Atwood | Dennis Gorman | Kevin Mineart |
| Brent Babyak | #Patrick Graf | Bill Paxton |
| Donna Buss | #Jack Gunsten | Joshua Schier |
| William Daniels | Cecil Haskins | Jeff Spear |
| Robert Dickson | Joe Henning | Dennis Stewart |
| Terri Dowell | Greg Humphrey | Ron Teater |
| Greg Dreyer | Jeffrey Kennedy | Jeff Terry |
| Will Duryea | *Gina Lanning | Marcel Wagner |
| Sarah Fernandez | *Jon Manley | Kent Williams |
| John J Freiburg II | John McKillip | |

*District Chairs #Youth Representative

OFFICERS –

President – Joe Henning
 Vice Presidents – Brent Babyak, William Daniels, Bob Dickson, Sarah Fernandez, Jeffrey Kennedy, Kevin Mineart, Ron Teater
 Council Commissioner – Cecil Haskins
 Treasurer – John McKillip
 Scout Executive / Secretary – Todd Lamison

NATIONAL COUNCIL REPRESENTATIVE –

Rev. Mark Spring

ADVISORY COUNCIL (submitted for action at next Executive Board Meeting)–

| | | |
|------------------|-----------------|-------------------|
| Charlie Bach | William Ell | Jack Sharkey |
| Dan Brink | O. Mike Hausch | Jim Sholl |
| Fred Cory | Patrick Jackson | Rev. Mark Spring |
| Tom Dickerson | James Miller | Charles Walsh |
| Williams Edwards | Bruce Moechnig | Daniel Wiedemeier |
| | James Olson | |

Submitted by Nominating Committee Chairman Bob Dickson

Consent Agenda

1. Check Signers
2. Safety Deposit Box Access
3. Annual Budget Resolution
4. Authority of Scout Executive
5. Conflict of Interest
6. Council Credit Card Number Security Policy
7. Capitalization Policy
8. Policies adopted 4-17-07
 - a. Planned Giving Policy
 - b. Guidelines for Valuing and Recognizing Endowment Gifts
 - c. Spending Policy
 - d. Investment Policy
9. Continuation of Partnership with United Ways (Adams County, Big River – Keokuk, Burlington/West Burlington, and Fort Madison) and Approval to Submit Grant Requests and United Way Agreements

Resolution to Establish Authorized Check Signers

February 6, 2016

Two authorized signatures are required on all checks written by the Mississippi Valley Council, Boy Scouts of America.

Based upon the recommendation of the Council Executive Committee, the following positions are submitted to the Board for approval as the only authorized check signers:

Joseph Henning, Council President
Kevin Mineart, Council 1st Vice President
John McKillip, Council Treasurer
William Daniels, Vice President of Finance
Robert Dickson, Council Past President
Charles Bach, Executive Board Member
Jeff Kennedy, Executive Board Member
Todd Lamison, Council Scout Executive

All checks shall have attached, for review, documentation and approvals as required by council policy.

**Resolution to Establish Authorized
Access to Council Safe Deposit Box**
February 6, 2016

Two authorized representatives of the Mississippi Valley Council are required to gain access to the council safe deposit box located at 33rd Street facility of Mercantile Bank & Trust Company in Quincy, IL.

The following positions are submitted to the Executive Board for approval as having authorized access to the council safe deposit box:

Joseph Henning, Council President

Kevin Mineart, Council 1st Vice President

John McKillip, Council Treasurer

William Daniels, Vice President of Finance

Robert Dickson, Council Past President

Charles Bach, Executive Board Member

Jeff Kennedy, Executive Board Member

Todd Lamison, Council Scout Executive

Annual Budget Resolution
February 6, 2016

The management of the Mississippi Valley Council is hereby authorized to expend funds in accordance with the budget for the year 2015, herein approved. Any expenditure of funds above annual budget line-item limits, or for items which an approved budget does not exist must have specific approval of the executive board, or executive committee, subject to executive board ratification prior to expenditure. Any item over \$1,000, including those budgeted, is subject to executive board approval.

Authority of Scout Executive
February 6, 2016

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the executive board or executive committee, the Scout Executive be and hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, enter into, acknowledge, cancel, and revoke any and all agreements, conveyances, mortgages, powers of attorney, or other instruments which are incident to the carrying on, in the normal course, of the regular affairs of the corporation; and be it further

RESOLVED, That subject to any limitation imposed by law, the bylaws, or any resolution of the executive board or executive committee, the Scout Executive, and the treasurer, be and hereby are and each of them hereby is authorized and empowered, for and on behalf of the corporation and in its name, to deliver, execute, acknowledge, and pay any fees connected with any and all

applications, reports, returns or other instruments required by any governmental authority, which are incident to the carrying on, in the normal course, of the regular affairs of the corporation

CONFLICT-OF-INTEREST POLICY FOR EXECUTIVE BOARD MEMBERS

RESOLVED, that it is the basic policy of the corporation that all executive board members or members of any committee thereof, or officers or employees of the corporation, have a duty to be free from the influence of any conflicting interest when they act on behalf of the corporation, represent it in negotiations, or advise others in the corporation with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the corporation on the sole basis of what is in the best interest of the corporation without favor or preference to third parties based on personal considerations. To this end, the following rules shall be observed:

1. No member of the executive board or member of any committee thereof, or officer or employee of the corporation, shall accept from any person, directly or indirectly, whether by themselves or through their spouse or a member of their family or through any partner or business or professional associate, any gift, favor, service, employment or offer of employment, or any other thing of value which they know or has reason to believe is made or offered to them with the intent to influence them in the performance of their duties as a member of the executive board or member of any committee thereof, or officer or employee of the corporation.
2. No member of the executive board or member of any committee thereof, or officer or employee of the corporation, who is a partner, officer, or employee of a partnership, firm, or corporation, or who owns or controls more than 10 percent of the stock of such corporation, shall represent, appear for, or negotiate on behalf of the corporation in connection with the acquisition or sale by the corporation of any interest in real or tangible personal property to such partnership, firm, or corporation.
3. No member of the executive board or member of any committee thereof shall participate by discussion, voting, or by any other action taken by the executive board, or any committee thereof, in the enactment of or defeat of a motion which relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where any executive board or committee member who has such an interest is present, they shall promptly disclose their interest in the matter to be voted on to the chairman of the meeting. They shall not vote on the matter and, at the discretion of the disinterested members present, may be required to leave the meeting during the discussion and the voting on the matter.
4. Contracts, transactions, or arrangements of the Corporation in which a board member or officer has a direct or indirect financial, competing, or other material interest shall not be prohibited, but they must be disclosed and they shall be subject to scrutiny. Any such

proposed contract, transaction, or arrangement is to be reviewed to determine that it is in the best interest of the Corporation.

5. Each board member and each officer of the corporation shall promptly disclose any material interest that he or she has or reasonably expects to have in any proposed or existing arrangement with the corporation prior to the start of any negotiations with respect to such matter. An interest required to be disclosed under this policy shall be disclosed in writing to the Chairperson of the board. Such disclosure shall include all material facts and supply any reasons why the arrangement might be or not be in the best interest of the corporation. The chairperson of the board shall refer the issue to the full board, the executive committee, or other board committee having decision-making authority over the substantive matter in question.
6. The names of the board members and officers who disclosed or otherwise were found to have a material interest in a proposed or existing arrangement of the corporation, the nature of the interest, and the extent of the board member's or officer's participation in the relevant board or committee meeting on matters related to the material interest. The minutes also shall include a record of any determination as to whether the arrangement was in the best interest of and fair and reasonable to the corporation, notwithstanding the interest, and the specific reasons supporting the determination, including any alternatives to the proposed or existing arrangement, the names of the persons who were present for discussions and votes relating to the proposed or existing arrangement, and a record of any votes taken in connection therewith.
7. Each board member and officer has a duty to place the interest of the corporation foremost in any dealing with the corporation and has a continuing responsibility to comply with the requirements of this policy. At least once each year, each board member and officer, and new board members and officers prior to their initial election, shall acknowledge his or her familiarity with this policy and shall disclose in writing to the chairperson of the board any existing material interest or co-investment interest subject to this policy by completing a conflict-of-interest disclosure statement. The conflict-of-interest disclosure statements shall be reviewed by the chairperson of the board. Any issues not previously disclosed shall be referred to him or her to the board or appropriate committee. The conflict-of-interest disclosure statements shall be retained in the confidential files of the corporation.

Council Credit Card Number Security Policy

February 6, 2016

Many times a Council will receive a document on which a volunteer or donor will put a credit card number, such as a Friends of Scouting pledge card or field receipt, for the Council to process.

RESOLVED, to protect our volunteers and donors, the following procedure will be in place effective immediately when a credit card number is received without the volunteer or donor being present:

After the document is received at the customer service desk, the person working the counter will immediately process that transaction by hand, entering the credit card number into the point-of-sale system. Once the transaction is complete, this person will take a black felt tip marker to conceal, or mark out, all the numbers, except for the last four (4) digits. If the number is needed for additional monthly, quarterly or semi-annual transactions, the numbers will be concealed or marked out after the completion of the final transaction. The document will then be routed to the proper department for entering as needed.

Capitalization Policy

February 6, 2016

It shall be the policy of the Mississippi Valley Council that physical items purchased, donated, or otherwise acquired shall be considered fixed assets and depreciated if:

- An individual item has a useful life of 2 years or more and the fair market value is \$1,000 or more; or
- The quantity of similar items with a useful life of 2 years or more where the total fair market value is over \$1,000.

The executive board, or executive committee, subject to executive board ratification, may amend this policy.

PLANNED GIVING POLICY GUIDELINES

The purposes for establishing these Planned Giving Policy guidelines are twofold. First, the guidelines provide the perimeter within which the staff and volunteers shall function in discussing deferred gift programs with interested prospects. Second, the guidelines identify procedures and limitations on gifts to the Mississippi Valley Council in determining acceptable programs for their trusteeship.

These Planned Giving Policy guidelines were developed by a special committee of technically oriented professional individuals skilled in the fields of law, accounting, investment, banking, and insurance. These guidelines reflect both state law and federal law. The guidelines are adopted as official policy by the Council's Executive Board.

GUIDELINE 1 – PRIORITY OF THE DONOR'S INTEREST

The interest of the donor shall have priority over the interest of the Council. No program, trust agreement, contract or commitment may be urged upon any donor or prospective donor to benefit the Council at the expense of the donor's intent.

GUIDELINE 2 – USE OF LEGAL COUNSEL

- A. The Mississippi Valley Council shall seek legal counsel in all matters pertaining to its planned giving program and shall execute no planned giving agreement without the advice of legal counsel, unless an unmodified pre-approved standard agreement is used.
- B. All Agreements in which the Mississippi Valley Council is the trustee shall follow the format of the specimen agreements approved by legal counsel for the Council.
- C. All prospective donors shall be advised, both orally and in writing, to seek their own legal counsel in matters relating to their deferred gifts, tax and estate planning.

GUIDELINE 3 – AUTHORIZATION FOR NEGOTIATION

- A. Interested representatives of the Council are encouraged to discuss planned giving with prospective donors. However, only persons authorized by the Executive Board may formalize planned giving plans with prospective donors. Such plans must follow these guidelines and the format of specimen agreements approved by legal counsel for the Council unless otherwise approved by the Board.
- B. All agreements which do not meet the requirements of the guidelines must receive prior approval by legal counsel for the Council and a majority of the Council's Planned Gift Policy Committee consisting of the following Mississippi Valley Council officers: President, Vice President of Finance, Chairman of the Endowment Committee, and the Scout Executive. The Planned Gift Policy Committee may take action, including action by phone conference, on behalf of the Board to approve an agreement not meeting these guidelines only when said committee determines it is not practicable to delay a decision

on approval until the next Council Executive Board meeting. The Planned Gift Policy Committee shall report all approved agreements to the Council Executive Board's first meeting following such approval.

GUIDELINE 4 – AVOIDANCE OF PRESSURE TECHNIQUES

- A. Representatives of the Mississippi Valley Council shall not use any high pressure sales techniques when working with prospective donors.
- B. All personnel employed to administer or promote deferred gifts shall be paid a salary or retained on a per diem or annual basis, and shall not receive any commission or other compensation constituting or giving the appearance of constituting an interest in any planned gift agreement.

GUIDELINE 5 – CONFIDENTIAL INFORMATION

All information concerning donors and prospective donors, including names, names of beneficiaries, amount of gift, size of estate, etc. shall be kept strictly confidential by the Mississippi Valley Council and its authorized personnel unless permission is granted by the donor to release such information.

GUIDELINE 6 – GOVERNING CHARITABLE REMAINDER UNITRUSTS

- A. If the Mississippi Valley Council is to serve as trustee without compensation, no charitable Remainder Unitrust shall be entered into with a donor for a sum less than \$50,000. Donors with gifts under \$50,000 should be encouraged to participate in the Boy Scouts of America Pooled Income Fund, or the National Gift Annuity Program.
- B. The fixed percentage to be paid by the Unitrust to the donor or to donor's designee shall be no less than 4% per annum.
- C. If the Mississippi Valley Council is to serve as trustee without compensation, the terms of the agreement must meet criteria approved by the Council Executive Board.
- D. Unless otherwise agreed to, Mississippi Valley Council may, by action of the Council Investment Committee, retain the following banks: Mercantile Trust & Savings Bank and US Bank, or some other appropriate bank or commercial trust manager to perform its responsibilities as trustee.

GUIDELINE 7 – GOVERNING CHARITABLE REMAINDER ANNUITY TRUSTS

- A. If the Mississippi Valley Council is to serve as trustee without compensation, no Charitable Remainder Annuity Trust shall be entered into with a donor for a sum less

than \$50,000. Donors with gifts under \$50,000 should be encouraged to participate in the Boy Scouts of America Pooled Income Fund, or the National Gift Annuity Program.

- B. The fixed dollar amount to be paid by the Charitable Remainder Annuity Trust or the donor's designee shall be no less than 5% of the net fair market value of the assets transferred.
- C. Unless otherwise agreed, the Mississippi Valley Council may, by action of the Council Investment Committee, retain the following banks: Mercantile Trust & Savings Bank, US Bank, or other appropriate bank or commercial trust manager to perform its responsibilities as trustee.

GUIDELINE 8 – GOVERNING POOLED LIFE INCOME AGREEMENTS

- A. No Pooled Life Income Agreement shall be entered into with a donor for a sum less than \$5,000 – additional gifts of a minimum \$1,000 annually are permitted.
- B. The Pooled Life Income Agreement shall not cover more than two lives, and the beneficiaries shall each be 40 years of age or more.
- C. The Mississippi Valley Council will not accept any gifts from the BSA Heritage Pooled Income Fund without first completing the necessary resolutions and declarations as required by the Fund.

GUIDELINE 9 – GOVERNING CHARITABLE INCOME (LEAD) TRUSTS, REVOCABLE TRUSTS, DEPOSIT AGREEMENTS, LIFE INSURANCE GIFTS, AND LIFE ESTATE GIFTS

- A. The Mississippi Valley Council shall not serve as trustee for a Charitable Income (Lead) Trust or a Revocable Trust, but will refer this type of agreement to an independent banking or trust institution for management.
- B. If an individual opens an account in trust for the Mississippi Valley Council, the individual may retain the right to close the account at any time.
- C. The naming of the Mississippi Valley Council as a beneficiary of an insurance program shall imply no obligation on the part of the Council.

GUIDELINE 10 – GIFTS OF REAL ESTATE

- A. The Mississippi Valley Council will accept gifts of real property that, at the time of the gift, do not have any outstanding mortgage, tax lien, or other encumbrances upon the land. If, however, such encumbrances are present at the time the gift is offered and represent a nominal amount when compared with the total value of the property, such property may be accepted with the approval of the Executive Board. How the encumbrance will be removed, and by whom, shall be agreed upon by both the Executive Board and the donor in writing prior to the acceptance of such property.

- B. No gift of real property shall be accepted until a preliminary environmental evaluation and disclosure statement have been completed for the property in question. In the event that this preliminary statement discloses any information indicating the presence of toxic materials, hazardous waste, or oil seepage on the property, a complete environmental report must be completed before the gift is accepted.
- C. Arrangements to cover post-transfer expenses should be agreed upon in writing by the donor and the Council prior to the gift. Such expenses include taxes and assessments, insurance, and maintenance costs of the land or any buildings on the land. Any tangible personal property associated with real property gifts should be segregated into separate gift proposals.

GUIDELINE 11 – INVESTMENT OF FUNDS AND INTERVAL OF PAYMENTS

Unless otherwise donor-specified, the management of funds, securities, or property received under trust agreements in which the Mississippi Valley Council is the trustee, shall be administered by the Council's Investment Committee in separate accounts for each contract and managed to meet the objectives of each individual trust.

GUIDELINE 12 – FINAL DISPOSITION OF PLANNED GIFT FUNDS

Upon the death of the surviving beneficiary of the planned gift agreement, the agreement shall terminate and the assets and any accruals derived there from shall be paid to the Mississippi Valley Council for its general purposes or, if restricted by the donor, for specific use as stated in the applicable agreement. It shall be the firm policy of the Mississippi Valley Council to direct all gifts received as a result of planned giving, and designated for general purposes to the Council's endowment fund for allocation of the earnings as determined by the Executive Board. It shall be the policy of the Mississippi Valley Council to direct all gifts received as a result of planned giving, and that are donor-restricted, to current restricted funds, land, building and equipment funds, endowment funds, custodian funds, and/or loan and annuity funds, consistent with the donor's restriction.

Adopted April 17, 2007

Ratified February 6, 2016

GUIDELINES FOR VALUING AND RECOGNIZING ENDOWMENT GIFTS

The purpose of the following guidelines is to provide a uniform and unambiguous standard and to ensure appropriate and equitable recognition of donors.

These guidelines are intended only to help establish a recognition value for gifts made under the donor recognition program of Mississippi Valley Council. These are not intended as a substitute for current accounting guidelines or to establish book values of property gifts. These guidelines deal with gift counting not accounting.

OUTRIGHT GIFTS

Cash Full value on date received.

Stocks 1. Publicly traded – fair market value (as determined by averaging the high and low prices for the stock on the date received).

2. Closely held – fair market value (as determined either by appraisal provided by donor, or the per-share cash purchase price from the most recent transaction).

Real Property

Fair market value (as determined by appraisal), and reduced by any outstanding mortgages, liens, tax obligations, fractional interests, etc.

Lead Trusts The income amount to be received by the Council during the first year of the trust, multiplied by the number of years in the trust term, if the Council's status as an income beneficiary cannot be changed once the trust has begun.

DEFERRED GIFTS

Charitable Remainder Trusts

(Unitrusts/Annuity Trusts): Full value, based on the type of property given, as calculated for outright gifts, if the Council's status as remainder beneficiary cannot be changed once the trust has begun.

Pooled Income Fund Gifts

Full value, based on the type of property given, as calculated for outright gifts.

Gift Annuities

Full Value, based on the type of property given, as calculated for outright gifts.

Retained Life Interest in Home or Farm

Full value, as calculated for an outright gift of real estate, less projected costs, insurance, and expenses that Council is obligated to cover under the terms of the life interest.

TESTAMENTARY GIFTS

Life Insurance

Face value, if: 1) the donor has provided documentation or otherwise reliable information as to the amount of the policy, and 2) the Council's status as a beneficiary cannot be changed.

Bequests and Codicils

Face value, if the donor has provided documentation or otherwise reliable information as to the amount of the bequest.

Testamentary Charitable Remainder Trusts

Face value, if 1) the donor has provided documentation or otherwise reliable information as to the amount to be given to the trust, and 2) the Council's status as a remainder beneficiary cannot be changed once the trust has begun.

Testamentary Charitable Lead Trusts

The income amount to be received by the Council during the first year of the trust multiplied by the number of years in the trust term, if 1) the donor has provided documentation or otherwise reliable information as to the amount to be given to the trust, and 2) the Council's status as an income beneficiary cannot be changed once the trust has begun.

Adopted April 17, 2007

Ratified February 6, 2016

SPENDING POLICY

INTRODUCTION

The Mississippi Valley Council, Boy Scouts of America, operates certain Endowment Funds in order to preserve and/or enhance the programs and operations of the Council and Scouting in portions of Northeast Missouri, Southeast Iowa, and Western Illinois. To that end, the Council has adopted an Investment Policy Statement, which details the management and operation of the portfolio(s) of the Endowment Funds of the Council.

SPENDING POLICY

The Council utilizes the distribution of a portion of the investment income of the Endowment Fund(s) for the purposes of the operation of the Council's programs. This distribution is listed as the Spending percentage of the formula detailing the Total Return as expected from the investment of the portfolio(s).

This percentage is established as this time not to exceed five percent (5%).

The Board reserves the right to establish this percentage at its discretion and to determine the date(s) at which the distribution(s) of the income is to be made to the Council's Fund(s).

This Spending Policy, upon adoption by the Board, is to be incorporated into the Investment Policy Statement.

Adopted April 17, 2007

Ratified February 6, 2016

INVESTMENT POLICY

PURPOSE

The primary purpose of this Investment Policy Statement (Policy) is to guide the Council Board of Trustees, Investment Committee, money managers, and consultants in effectively managing, monitoring, and evaluating the investing of The Trust's Investment Portfolio. This document uses "Trust" as a synonym for "Investment Portfolio". It is recognized that the Investment Portfolio managed by the Committee contains both restricted and non-restricted funds.

This Policy has been created and designed to:

- Set forth a structure for managing Trust assets. This includes target asset allocation, and allowable ranges that, together, are expected to produce sufficient diversification and returns over the long-term.
- Establish formal criteria to monitor, evaluate, and compare the performance results achieved by individual managers and the entire portfolio on a regular basis.
- Protect the endowment from market-driven departures from sound long-term policy.
- Educate new Trustees, staff, and Committee members, as well as consultants and investment managers, in order to maintain the consistency necessary to produce good long-term results.

Objectives

The overall financial goal of the Trust is to maintain and grow its real (i.e. inflation-adjusted) market value while providing the Council's operating budget a relatively predictable and growing stream of revenue as established during the annual budget procedure. Therefore, the financial objective is to earn a total return (net of all fees and expenses) equal to or exceeding 4% plus the inflation rate – as measured by the Consumer Price Index.

Time Horizon

The investment guidelines are based upon an investment horizon of greater than twenty years.

Investment Vehicles

The Investment Committee has decided to utilize the most cost efficient vehicles for the investment of their assets that also provide access to the highest quality investment managers, including separate accounts, commingled funds, mutual funds and partnerships. The investment manager(s) may invest in the following asset classes according to their investment style:

1. Equities – including U.S. and foreign equities. Managers will be monitored against an index comparable to their investment style. The purpose of the equity segment of the investment portfolio is to provide principal appreciation that exceeds the rate of inflation.
2. Fixed Income – including domestic and foreign holdings of government, agency, and corporate issuers. Mortgage back securities are also included in this list. The purpose of

the fixed income segment of the portfolio is to provide a hedge against deflation, to contribute a stable component of return and to minimize the overall volatility of the portfolio. Managers will be measured against an index comparable to their investment style.

A long-term target asset allocation strategy will be implemented by the Investment Committee to achieve the returns consistent with the objectives of the policy while minimizing risk (volatility and variability of return). The portfolio shall be rebalanced annually in order to maintain the target ranges of the asset allocation goals of the fund. The asset classes and targets are as follows:

Equities – 60%

- 40% to 60% Large Cap
- 20% to 30% Small or Medium Cap
- 10% to 15% International Equities

Fixed Income – 40%

Fixed income securities will be a blend of short term, long term, and intermediate term securities adjusted as determined by current economic conditions.

The Investment Committee will select investment vehicles only after a thorough review of the investment management firm, the manager's professional experience, past performance and verification of performance representation. In choosing investment vehicles, special attention will be paid to the 501(c)3 tax-exempt status of the Trust.

Investment Restrictions

The investment of any one issuer shall not exceed 10% of a manager's portfolio (with the exception of U.S. Government Securities). In addition, no purchases of securities of the portfolio manager's organization or of any firm with controlling interest in said organization are to be made.

Investment Manager/Consultant

The Investment Committee shall retain Investment Manager(s) to assist the Trust in the investment management and performance of the Trust's assets. Monthly statements from the Investment Managers shall be provided to the Investment Committee detailing portfolio holdings, transactions and performance. In addition, the Managers shall provide a quarterly update on their current investment strategy and market outlook. Each Manager is required to meet with the Investment Committee at least once a year. Investment Managers will be notified in writing after each Council Annual Meeting (usually held in February) of any additions or deletions of member serving on the Investment Committee.

Additions, Modifications

This statement of Investment Policy, Objectives and Guidelines may be altered or amended at any time by the Investment Committee. Any modifications are subject to the final approval of the Council's Executive Board of Directors.

Adopted April 17, 2007
Ratified February 6, 2016