

MINUTES
EXECUTIVE BOARD MEETING
June 16, 2020
Zoom Videoconference

Executive Board Attendance

Greg Allen	Tej Ghosh	Craig Nowell
Rick Atwood	CJ Heuvelmann	Bill Paxton
Rick Buller	Barbara Holthaus	Doug Peters
Donna Buss	Greg Humphrey	Josh Schier
Lois Campbell	Ryan Huseman	Ben Schmidgall
Jason Costigan	David Janus	Nathan Smith
Mark Crooks	Gina Lanning	Dennis Stewart
Robert Dickson	Karen Mayville	Jeff Terry
John T. Dozier	John McKillip	Marcel Wagner
Will Duryea	James Mehaffy	
Kent Embree	Kevin Mineart	

Other Attendance

Ryan Barnes	Jack Sharkey	Erin Wharton
Ricci Dula	Rosanna Voss	Brady Whitney
Heather Huebner		

Excused Absence

Brent Babyak	Ryan Huseman	Jeff Spear
Sarah Bonansinga	Keith Klusmeyer	Christine Tracy
Dennis Gorman	Patrick Rogers	

Council Commissioner Ben Schmidgall welcomed everyone and called the meeting to order at 5:34 p.m. A quorum was declared.

Action Items:

- ◆ MOTION (by John McKillip, seconded by Dennis Stewart) TO ACCEPT THE AUDIT REPORT AS PRESENTED. Motion carried.
- ◆ MOTION (by Marcel Wagner, seconded by Rick Buller) TO ACCEPT THE AUDIT ENGAGEMENT LETTER AS PRESENTED. Motion carried.
- ◆ MOTION (by Marcel Wagner, seconded by Rick Buller) TO ACCEPT THE FORM 990 AS PRESENTED. Motion carried.
- ◆ MOTION (by Jim Mehaffy, seconded by David Janus) TO APPROVE APRIL 21, 2020 EXECUTIVE BOARD MINUTES AS PRESENTED. Motion carried.
- ◆ MOTION (by Jeff Terry, seconded by Bob Dickson) TO ACCEPT THE MAY 19, 2020 EXECUTIVE COMMITTEE MINUTES AS PRESENTED. Motion carried.
- ◆ MOTION (by Jeff Terry, seconded by Bob Dickson) TO ACCEPT THE JUNE 9, 2020 EXECUTIVE COMMITTEE MINUTES AS PRESENTED. Motion carried.
- ◆ MOTION (by Dennis Stewart, seconded by Bill Paxton) TO ACCEPT THE COMMITTEE APPOINTMENTS AS PRESENTED. 1) NOMINATING COMMITTEE – KEVIN MINEART (CHAIR, DOUG PETERS, CHARLIE WALSH, KC FLEMING, AARON BALTISBERGER, BRENT BABYAK; 2) BUDGET COMMITTEE – JASON COSTIGAN (CHAIR), RICK BULLER,

DAVID JANUS, KENT EMBREE; 3) COMP & BENEFITS COMMITTEE –BOB DICKSON (CHAIR), SARAH BONANSINGA, MARCEL WAGNER, JT DOZIER, BRENT BABYAK.
Motion carried.

- ◆ MOTION (by Kevin Mineart, seconded by John McKillip) TO APPROVE THE TREASURER’S REPORT AS PRESENTED. Motion carried.
- ◆ MOTION (by Bob Dickson, seconded by Rick Buller) TO APPROVE THE VICE PRESIDENT REPORTS AS PRESENTED. Motion carried.
- ◆ MOTION (by Jeff Terry, seconded by Bob Dickson) TO SIGN THE LOCAL COUNCIL ACKNOWLEDGMENT AND AGREEMENT AS IT RELATES TO NATIONAL BSA BANKRUPTCY COURT ISSUES. Motion carried with 1 opposed.
- ◆ MOTION (by Marcel Wagner, seconded by John McKillip) TO AUTHORIZE THE EXECUTIVE COMMITTEE IN CASE OF EMERGENCY, TO PROTECT AND PRESERVE THE ASSETS OF THE MISSISSIPPI VALLEY COUNCIL DEALING WITH BANKRUPTCY COURT ISSUES. THIS ACTION WILL BE RENEWABLE AT EACH EXECUTIVE BOARD MEETING. THE EXECUTIVE BOARD WILL BE NOTIFIED IF SUCH ACTION IS TAKEN. Motion carried.
- ◆ MOTION (by Will Duryea, seconded by Bill Paxton) TO FORM A COUNCIL AD HOC COMMITTEE TO REVIEW MISSISSIPPI VALLEY COUNCIL ASSETS AND TO REPORT TO THE EXECUTIVE BOARD WITH PROPOSED RECOMMENDATIONS TO PROTECT THOSE ASSETS. JEFF TERRY WILL SERVE AS CHAIR. Motion carried.

Report Items:

- ◆ Audit (Erin Wharton, Auditor): Erin reported the 2019 Audit has a clean opinion. She reviewed the Statements of Financial Position, Changes in Net Assets, Cash Flows, and Functional Expenses. The Council has very little in liabilities and has a very strong financial position as well as a lot of liquidity.
- ◆ Appoint Committee Members (Ben Schmidgall): The following committee members were appointed: Nominating Committee – Kevin Mineart (chair), Doug Peters, Charlie Walsh, KC Fleming, Aaron Baltisberger, Brent Babyak; Budget Committee – Jason Costigan (chair), Rick Buller, David Janus, Kent Embree; and, Comp & Benefits Committee – Bob Dickson (chair), Sarah Bonansinga, Marcel Wagner, J.T. Dozier, Brent Babyak
- ◆ Treasurer’s Report (Jason Costigan):
 - Statement of Operations – Total revenue came in at \$33,000. Indirect support, from things such as United Way are on target. Direct support is off target due to Friends of Scouting being down and lack of special event fees being received. We did receive \$7,000 from Foundations and Trusts that was not budgeted which is helping some. All other revenue is down due to the Scout Shop being closed, no camp revenue, and camp card sales are off target. Total Expenses came in at \$69,000. Almost every category in “other expenses” came in under budget. We had budgeted \$31,000 and we only spend \$13,000, down 59%, so the group is doing a good job controlling costs where they can. This put us at a \$36,000 deficit for the month of May and we are sitting at \$101,000 deficit for the year. We should see the PPP (Paycheck Protection Program) money applied on the revenue side once we get guidance from the government/banks on when the forgiveness should occur. We have funds in unrestricted net assets that we are using to get us through these times.
 - Statement of Financial Position – Cash in the operating fund is down due to the issues we discussed. Capital cash is up year-over-year due to donations received for the Camp Eastman Shower House that have not yet been spent.
- ◆ Fund Development Report (Rick Buller): Rick reported this past week, we hit the ground running. Almost \$4,400 was received for Friends of Scouting this past week bringing our total to \$95,400. We need about \$37,000 to hit goal by the end of the month.
- ◆ Additional Reports

- Order of the Arrow Chief (Rick Atwood): Rick reported that he will be attending the Order of the Arrow Key 3 meeting next week. Vigil meeting was held and the nominations for Vigil and Founders Award will be sent to National. Fall Reunion will probably be postponed.
- Tribe of the Silver Tomahawk (CJ Heuvelmann): The Tribe is considering having a Fall Camporee instead of its Fall Conclave; just depends on the virus.
- ◆ Council Commissioner Remarks (Ben Schmidgall): Ben reported that he attended the area commissioner's meeting a couple weeks ago. Most councils are in the same boat we are by conducting online merit badges and other virtual activities. Troops seem to be more active than packs with virtual meetings. Roundtables will be online for the rest of the year.
- ◆ Discussion of National Bankruptcy (Jeff Terry): Jeff explained that things are changing daily. Mediators have been appointed to try to mediate a resolution to the claims with hopes of setting up a victims' trust. Creditors or victims must submit claims by the Claims Bar Date of November 15, 2020. The bankruptcy court extended the automatic stay to July 6, 2020 for all councils (not just National). There are two initial issues:
 - Request by National to share asset information, specifically restrictions on those assets. We are one of 20 councils (out of over 200 councils) who have not shared the information. We plan to share our asset information.
 - If we want to continue to receive the benefit of the preliminary injunction through November 16, 2020, we need to sign the acknowledgement and agreement by July 6, 2020. The acknowledgement requires councils that sign it to report to the BSA information about certain past and future transfers or sales of their assets. We will need to provide 30 days' notice to BSA if we plan to sell or transfer our assets.

The Executive Committee recommends signing the acknowledgement. Over 90% of the claims are pre-1980 with many from the 1940's and 1950's. An ad hoc committee will be formed to review Mississippi Valley Council Assets and to report to the Executive Board with proposed recommendations to protect those assets. Jeff Terry will serve as chair. Camp Eastman has a reversionary clause to the Rotary Club in Burlington. Saukenauk Scout Reservation does not have a reversionary clause, but a restriction for use by all youth in Adams County.
- ◆ Scout Executive Remarks (Ricci Dula): Ricci reported that one-third of the councils are still working on having summer camp this year. We will still have Cub Scout and Webelos Adventure Camps in August and September. Ricci expressed his pride of the volunteers and staff the last few months. Great volunteers are working behind the scenes for one-time Friends of Scouting gifts. If all comes to fruition, we will have a great year in consideration of everything that has been going on. This is a big deal and we are going to get through it.

Meeting declared adjourned at 6:53 p.m.

Respectfully submitted,



Ricci Dula
Scout Executive

Attest: 
Ben Schmidgall, Council Commissioner

/rcv