

MINUTES
EXECUTIVE BOARD MEETING
April 19, 2022
Zoom Meeting/In Person Quincy Office

Executive Board Attendance

Greg Allen	Will Duryea	Keith Klusmeyer
Fr. Steven Arisman	Greg Ellingson	Rachel Lindeen
Brent Babyak	Denise Embree	Karen Mayville
Rick Buller	Kent Embree	Kevin Mineart
Donna Buss	Mark Field	Craig Nowell
Lois Campbell	Jack Freiburg	Doug Peters
Jason Costigan	Brady Frericks	Matt Rinker
Mark Crooks	Dennis Gorman	Ben Schmidgall
Mike Dade	Barb Holthaus	Jadon Schrecke
Robert Dickson	David Janus	Nathan Smith
Dakota Dietsch	Amanda Johnson	Jeff Terry
John T. Dozier	Cory Johnson	

Other Attendance

Ricci Dula	Michelle Meyer
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Excused Absence

Greg Humphrey	Jim Mehaffy
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Council President, Will Duryea, called the meeting to order at 5:36p.m. A quorum was declared. Jeff Terry presented his Administration report as detailed below because he had a time restraint. A discussion followed to address the details of the funding of the settlement. The bankruptcy Adhoc Committee presented 6 motions to the Board as presented below. The key points confirmed are as follows:

- The endowment fund will remain fully funded in result of the motions.
- All property assets of MVC are protected and not used as collateral.

Action Items:

- ◆ MOTION (by Greg Ellingson, seconded by Barb Holthaus) TO ACCEPT THE RESIGNATION OF WILLIAM PAXTON. Motion carried.
- ◆ MOTION (by Keith Klusmeyer, seconded by Greg Ellingson) TO APPROVE THE FEBRUARY 19, 2022 EXECUTIVE BOARD MINUTES AS PRESENTED. Motion carried.
- ◆ MOTION (by Jason Costigan, seconded by Keith Klusmeyer) TO ACCEPT THE MARCH 15, 2022 EXECUTIVE COMMITTEE MINUTES AS PRESENTED. Motion carried.
- ◆ MOTION (by Jeff Terry, seconded by Craig Nowell) TO ACCEPT THE MARCH 2022 FINANCIALS AND TREASURER'S REPORT AS PRESENTED. Motion carried.

- ◆ MOTION (by Dennis Gorman, seconded by Greg Ellingson) TO ACCEPT THE VICE PRESIDENT REPORTS AS PRESENTED. Motion carried.
- ◆ MOTION (by Keith Klusmeyer, seconded by Karen Mayville) TO APPROVE THE 2022 MISSISSIPPI VALLEY SMART GOALS AS PRESENTED. Motion carried.

Motions presented to the Board regarding funding of the bankruptcy settlement by President Will Duryea:

- ◆ MOTION #1 (by Karen Mayville, seconded by Jack Freiburg) TO PAY the \$989,900 Victim's Trust Fund Mississippi Valley Council allocation. This motion authorizes the Key 3 to sign all documents related to the settlement/BSA bankruptcy and to take any other action that is required relating to the resolution of the settlement and/or BSA bankruptcy. Motion carried.
- ◆ MOTION #2 (by Craig Nowell, seconded by Greg Ellingson) TO RE-DESIGNATE capital funds of \$395,157.32 and transfer to fund 1 to put towards Victim's Trust Fund contribution. Breakout as follows:
 - a. Re-designate **board designated soft capital funds** of \$24,406.13 to put towards the MVC Victim's Trust Allocation, wiping this account to 0. (Council will still have approximately \$75,000 in unrestricted and/or board designated capital for emergency camp projects, updates, etc. as shown in below bullet points)
 - b. Re-designate **board designated forestry equipment & chemicals funds** of \$7,804.15 to put towards the MVC Victim's Trust Allocation, wiping this account down to 0.
 - c. Re-designate **board designated forestry building, vehicle, and road repair funds** of \$92,593.59 to put towards the MVC Victim's Trust Allocation, wiping this account down to 0.
 - d. Re-designate **board designated deferred maintenance funds** of \$190,156.05 to put towards the MVC Victim's Trust Allocation. *This account will have \$50,000 remaining.*
 - e. Designate unrestricted capital net assets of \$80,197.40 to put towards the MVC Victim's Trust Allocation. *This account will have \$25,000 remaining.* Motion carried.
- ◆ MOTION#3 (by Craig Nowell, seconded by Jeff Terry) TO CREATE an inter-fund loan at year-end 2021 for \$200,000 out of endowment fund 3 and into operating fund 1 to cover the final \$200,000 of the allocation. Motion carried.
- ◆ MOTION #4 (by Fr. Steven Arisman, seconded by Mark Field) TO UTILIZE **unrestricted operating funds** of \$989,900 to put towards the MVC Victim's Trust Allocation. (Should leave roughly \$95,000 in unrestricted operating net assets moving forward pending 2021 audit completion). Motion carried.
- ◆ MOTION #5 (by Karen Mayville, seconded by David Janus) TO ACCEPT the Homebank term sheet for \$200,000 loan for 15 years. First 10 years are fixed at 3.25%. This will allow the Council to leave all of their endowment funds invested and only take limited funds out as necessary moving forward to have as little impact on future earnings as possible, while locking in an attractive rate. Brady Frericks did not vote due to conflict of interest. Motion carried.
- ◆ MOTION #6 (by Jack Freiburg, seconded by Jeff Terry) TO ALLOW the Council Key 3 (Will Duryea, Craig Nowell, & Ricci Dula) to be authorized to sign the loan origination documents and subsequent documents with Homebank.

Report Items:

- ◆ Treasurer Report (Jason Costigan): This report is YTD as of March 2022.
 - Statement of Operations - Total support and revenue through March is at \$306k.
 - Direct Support is at \$192k right on budget
 - Deliver the Promise (DTP) ahead of budget by \$10k.
 - Foundations and trusts down by \$19k but other direct contributions are up \$20k.
 - Other total revenue is at \$41k, down \$8k to budget.
 - Total expenses through YTD March are at \$230k, \$12k less than budget.
 - YTD March is at a \$76k surplus.
 - Statement of Financial Position -
 - A large piece of the 2021 surplus was the ERTC credits that we should be getting in result of filing 941-X tax returns. Those pieces are driving up our accounts receivable to be up \$150k from last year same time and will adjust the cash line as well.
 - Other changes will be noted when the bankruptcy payment methods are established.

- ◆ Vice President Reports and Discussion:
 - Administration (Jeff Terry): Jeff updated the Board on the bankruptcy status. A hearing was held in court on April 14th with an 85% approval from the represented groups. This is under review until a ruling is made to approve or deny the settlement presented. It is unsure if an appeal will be made and a result is expected mid to late June. Our Council has prepared a plan to fund our required settlement amount so we are ready when the due date is set. The Adhoc Committee chose actions that will have the least impact on our Council and properties.
 - Enterprise (Keith Klusmeyer): Keith reported that the new CE Shower House is ready to be painted and awaiting favorable weather. It will be ready by the end of May. Work weeks have been completed at both camps by several volunteers to get ready for summer camp season. On April 9th a camp inspection was completed and lists have been made for both camp rangers to get done before camp.
 - Fund Development (Rick Buller):
 - Deliver the Promise (DTP) has a 2022 campaign goal of \$178,500. As of April 8, 2022 we are at 61.3% of goal. Totals are up \$13,800 ahead of this date in 2021. Rick congratulated Denise Embree for the Eagle Valley campaign being at 92.4% of their goal.
 - A few fundraising events were held in January and April with a rebound seen on participant numbers from last year. The Board is encouraged to attend upcoming golf tournaments we are sponsoring in Fort Madison and Quincy. We have also been chosen as a recipient for the John Deere Classic "Birdies for Charity" golf tournament this year.
 - Endowment (Barb Holthaus): The Endowment Committee met earlier in the day and has added Charlie Walsh to their committee. They have a NESAs (National Eagle Scout Association) member event planned for June for Adams County. They want to build relationships and rapport with this group of Eagle Scouts. The committee is also addressing asset protection and welcome and comments or suggestions.
 - Marketing/Membership (Karen Mayville): Karen stated the committee held their first meeting in March and is meeting again on April 20th. The committee is focusing on educating packs, leaders, parents, and the public about Scouting as well as marketing to and recruiting Scouts and volunteers. They are planning for Fall recruitment and looking at the flexibility of our programs for youth playing sports. They also want to focus on forming relationships that maintain Scouting membership and engage parents.
 - Program (Doug Peters): Doug reported that the Camp Director and Program Director are working hard to get ready for the summer camp program at Camp Eastman and Saukenauk Scout Reservation. COPE/Climbing and Shooting Sports activities and trainings were reviewed in their

committee meeting. Several program events are planned throughout Spring, Summer, and Fall. The Council is also offering a female and male contingent to the 2023 National Jamboree and is hosting Wood Badge in Fall of 2022. NYLT is also fully staffed for their summer program.

◆ Additional Reports:

- Order of the Arrow (Jadon Schreacke): The OA will host a Spring Conclave for new inductees and Brotherhood candidates. The Lodge is rebranding from three chapters to two. They will also be hosting the 2023 Section Conclave at SSR. Jadon reported the service projects at CE and SSR are moving forward as planned. A contingent to NOAC in TN in July 2022 is also planned. The Standing Bear Council also attended their March meeting.
 - Tribe of the Silver Tomahawk (Dakota Dietsch): The Tribe held a Brave Day at CE recently with over 90 attending. The Neolin dinner is planned in May. There are 340 active Tribesmen. The Tribe is fundraising for a new roof on the Silvertip building. They are also looking to get permanent benches down at Saukenauk ring for ceremonies. Dakota mentioned that several Tribesmen and adult volunteers have worked to complete outdoor projects at Camp Eastman lately. The next workday will include working on a bridge to use for the new Tribesmen to give them the best overall induction ceremony experience.
- ◆ Council Commissioner Remarks (Craig Nowell): Craig recently attended the NST6 Regional Conference with Ricci on April 2nd in WI. The committee will hold regular monthly Commissioner Cabinet meetings. They are looking to fill 15 new commissioner positions within our Council. A recent postage mailing went out to our youth that did not reenroll in the program this year. Phone calls will follow. Craig will receive additional training at the Philmont Training Center in June.
- ◆ Scout Executive Remarks (Ricci Dula): Ricci welcomed our four newly elected Board members to their first Executive Board Meeting, Mike Dade, Cory Johnson, Rachel Lindeen, and Amanda Johnson.
- 2022 SMART Goals: Ricci gave a review of our SMART Goals which include Membership, Endowment, Training, and Volunteers. He let the Board know these SMART Goals are incorporated into the goals required of the Council's staff.
 - Future Asset Protection: Ricci stated that asset protection is a focus for our Council. A sub-committee is going to be established for the purpose of protecting the future of our properties and assets. Anyone interested in serving on this committee is welcome.
- ◆ Council President Remarks (Will Duryea): Will recapped the development of the motions presented to the Board regarding the funding of the settlement. He appreciated the attendance of the Board meeting and all questions that were presented. Will also recapped the upcoming agenda for the Board Retreat on May 7th at Camp Eastman.

Meeting was declared adjourned at 6:44 p.m.

Respectfully submitted,


Ricci Dula
Scout Executive

Attest: 
Will Duryea, Council President

/mmm