

VisionTrust International, Inc.

Board Minutes from March 10, 2017

Attendance: Members: Manuel Haro, Matthew Storer, Jeff Behan, Ernest Taylor, Daniel Rodriguez, Steve Smith, Betsy Mabry, Chaiyun Ukosakul, Linda Strohmeier, Karin Daun, and Colin Strutz.

Staff: David Kuritar, Jim Ross

Sabbatical: Jeff Woda

Meeting Location: VisionTrust Office, 3710 Sinton Rd STE 100, Colorado Springs, CO 80907

9:00 AM to 10:50 AM

1. Open meeting with welcome - Strutz
2. Prayer and scripture reading – Taylor: John 6:8,9 – Visionary leadership, Visionary stewardship
3. Review and approval of Minutes from previous meeting. Taylor motion, Smith- 2nd. Approved.
4. President’s Weekend Report. Daun, Mabry, Behan
5. Finance & Audit Committee Report – Kevin Rickman partner from Altruic Advisors.
 - a. 2016 Financials
 - b. 2016 Audit – Draft of the audit was submitted. When the final audit is submitted, we will have a board approval by e-vote.
6. Executive Session with Jim Knutsen – Smith- motion, Seconded- Behan. Approved. 10:20 am – 12:40pm. Smith - motion to end. Haro – seconded. Approved.
7. Ministry Impact Report - Ross – Highlights reported consisted of statistics related to children reached, new believers, graduates, Bibles distributed, HELP students, HELP students graduated, etc.
8. CEO Board Position - Strohmeier; Storer – Board member position, no voting rights. Executive Session at 1:50 pm. Smith – Motion. Haro - Seconded. Approved. End of the Executive session at 2:10pm. Taylor - Motion. Smith - Seconded. Approved.
9. Retirement of Ernie Taylor – Appreciation for 20 years of service to the Lord, to the children and the organization. Retain membership on the Board.
10. CEO Report – 2016 Partner report. 2017 Fundraising Plan. 2017 Mission Teams. 2016 Active Church Partners.
11. Governance Committee (60 min) Strohmeier, Haro, Daun
 - a. Board survey results and discussion – Clarity and understanding around mission and vision; the process for strategic planning; CEO evaluations; and organizational expertise needed. Role of board in the key organizational issues. Goal setting and strategic planning. Motivation to strengthen organization. 2017 Top propriety is CEO succession planning. Recommended areas of focus for committee effectiveness: fundraising efforts, finance committee, define boards role and involvement in key organizational issues, establish performance metrics for board performance, CEO succession planning.

b. Board Committee Review

i. Committee Performance – Committee evaluation considering charter, goals, commitment, accountability. Understand the role of the committee. Frustrations in understanding the roles in staff and board participation. Strong Leadership has helped in the level of engagement. Struggles in the availability of the participants. Recommendation to have prearranged meeting a year in advance. Review charters and set new goals. Finance committee reconfirmed with charter for 2017, meetings, etc. Agreement to maintain Executive, Finance, Strategic Planning, Development Committees for 2017. Revise and Update charters, goals, by August Board meeting. Clarify committee chairs and confirm commitment.

ii. Governance Committee Charter and Goals 2017

1. Research the process of planning for CEO Succession
2. Determining the establishment of an Ad Hoc Committee with Board and Staff

c. Capacity Matrix discussion – lacking a board member with professional finance background. Jeff Woda is still on Sabbatical. Target 2 new board members who meet determined needs. Recommendations for recruitment: Finance Expert – treasurer; Development Expert; Board Fellow – focus on Technology and Social Media (i.e. Millennial)

d. Recommended Term Limits –

1. Board Members term limits- 3-year terms for a maximum of 9 consecutive years, with Board approved exceptions allowed. Smith – motion. Rodriguez – seconded. Approved.

2. Board Officers: Board Chair has 1-year term, 1-year term for all officers with maximum of 3 consecutive years in position, with Board approved exceptions allowed. Smith - Motion. Haro - Seconded. Approved.

3. Appointment of Directors – Recommendation is for Governance Committee to provide recommendations of slate of candidates to EXCO, EXCO submits final slate with 30-day notice to BOD approval. Recommend using initial start date of all members to track new term limits. Vote tabled until August.

e. Board member elections – Chai Ukosakul, Jeff Behan, Steve Smith. Waiving the 30-day notice for the slate. Smith – Motion. Strohmeyer – seconded. Approved. Vote on Board member elections: Rodriguez – Motion. Daun – seconded. Approved.

f. Board officer elections Chair – Jeff Behan; Vice Chair – Steve Smith; Treasurer – Manuel Haro; Secretary – Betsy Mabry. Waiving the 30-day notice for the slate. Smith – Motion. Strohmeyer – seconded. Approved. Rodriguez – Motion. Ukosakul – seconded. Approved.

g. Review and Sign Conflict of Interest agreement – Smith handed out the updated Conflict of interest Policy form for signing today.

12. Other Business - Strutz

a. Set meetings: Darlene will coordinate future meetings. Email to follow. 2017 August/November and 2018 March

b. CEO 360 Tool – Best Christian Workplace 360 tool. For senior leadership, as well.

c. President’s Weekend – Opinions to be sent to Development Committee chair, Steve Smith. Storer to be Cc’d with the Opinions. Decision to be made within 45 days.

d. Executive Session begun at 5pm. Taylor – motion. Smith – seconded. Approved. Executive session ended at 5:30pm. Mabry - motion to end. Smith- seconded. Approved.

15. Closed meeting in prayer Behan. 5:32pm.

Betsy K Mabry

Betsy Mabry

August 18, 2017

Date