

**GIRL SCOUTS HEART OF NEW JERSEY
AUDIT COMMITTEE MEETING MINUTES**

COMMITTEE: Audit Committee

DATE: 7/20/2020

COMMITTEE/ GROUP/ INDIVIDUALS REPORTING: Serena Lee, Chair

Attendees:

| Name | Position | via conference call |
|---------------------|------------------------------|----------------------------|
| Serena Lee | Chair | Phone |
| Dianna Beck-Clemens | Board Chair (Ex-Officio) | Absent |
| Lori Grier | Board Treasurer (Ex-Officio) | Absent |
| Michael Manley | Members-at-Large | Phone |
| Natasha Hemmings | CEO | Phone |
| Michael Forrestall | COO | Phone |
| | | |

Welcome - The meeting started at 6:05pm.

- 1) Reviewing 990 for the Fiscal Year ended September 30, 2019
 - Our final filing deadline is August 15, 2020 with extension
 - Discussion to expand the Council’s mission on Form 990 Part III. We looked at few other councils’ mission in Form 990, and felt that our Council should provide additional information on what we do and what program services we offer in Form 990.
 - We will need to break down our 3 largest programs along with their revenue and expenses in Form 990 Part III Line 4a, b and c.
 - Form 990 Part VII Q3 should be YES and we will need to complete Form 990 Schedule J.
 - Form 990 Schedule C - Per Natasha, the lobbying contract with Capital Impact Group was ended as of July 30th and will show budget savings for two months in the fiscal year ended September 30, 2020. There should be no lobbying expenses for the fiscal year ending September 30, 2021
 - Form 990 Schedule G – The other event listed in Column C was the Product Conference held in June 2019, which was an isolated nonrecurring event.
 - Mike Forrestall will communicate with Sobel for the changes suggested by the Audit Committee. A revised draft 990 will be provided for the Board approval.

- 2) New Timeline for Auditor Selection
 - RFP for Fiscal Year 2020 audit was sent out to 7 accounting firms (vendors) as follows:
 - Adeptus Partners
 - Dorfman, Abrams, Music LLC
 - HFA
 - Lear & Pannepacker
 - Sax LLP
 - Schulman Lobel

- Withum Smith+Brown
 - RFP should be submitted by 8/15/2020.
 - Mike Forrestall will summarize the proposals received from the accounting firms, and present the summary for the Audit Committee review by 8/22/2020.
 - The Audit Committee will then select top 3 for interview. A decision should be made prior to 8/31/2020, and the winning accounting firm will be notified by 9/4/2020.
- 3) Review/ Revisions of Committee Charge
- Serena suggested to add the following duty to the Audit Committee Charge:
 - review changes in accounting standards, and assess their impact on the financial reporting of the Council
 - Items referred from the Finance Committee Charge to the Audit Committee Charge as follows:
 - Annual review of internal financial controls and recommend updates as appropriate
 - Check that the Council has the proper risk-management provisions in place
- 4) New Committee Members Needed
- Currently, the Audit Committee consists of 2 members, who is Serena Lee and Mike Manley. Dianna and Lori are not considered as members. They are the Ex-Officio.
 - Based on the Audit Committee Charge, there should be 3-7 independent committee members. We will need at least one additional member.
 - Serena will reach out to the Board Development Committee for a committee member recruitment. The Board Development Committee may either find an independent committee member or ask a member of the Finance Committee member to volunteer since the Finance Committee has 10 independent committee members excluding the Ex-Officio.
- 5) Review of the Remaining 2020 Meeting Calendar
- Proposed next Audit Committee meeting on September 2nd at 6pm
 - Tentative Audit Committee meeting on September 28th and November 16th

The Audit Committee meeting adjourned at 7:04p.m.