

YMCAs of West Volusia and Daytona Beach
Report on Merger Committee Meeting
October 30, 2007

Rand Spiwak chaired the meeting. Ken Barnes led the group in an opening prayer.

Members present were Rand Spiwak, Kathy Ambachtsheer, Phillip Stephens, George Flack, Bob Ludlow, Eddie Sanders and Bruce Teeters. Staff members present were Ken Barnes, Daytona Beach; Chris Seilkop, West Volusia, and Jerry Haralson, Consultant. Committee members John Bostwick, Dennis Stark and Ivan Cosimi were not present.

The minutes of the October 16th, 2007 meeting were not available due to a copying error but were mailed in advance of the meeting. The committee agreed to review and approve them at their next meeting.

Sub-Committee Discussion

Jerry led a discussion about his concern for attendance at the sub-committee meetings this past two weeks. His concern was based on a couple of canceled meetings and lack of attendance at others. We need to have full participation in order to complete the task. The committee discussed some possible remedies to the concern.

- Call all sub-committee members prior to the meeting don't count on email
- Set regular meeting dates and times
- Give plenty of advance notice for meetings
- Get staff involved in meetings
- Communicate that there is an end in sight

Kathy Ambachtsheer asked if the committee felt that this was a logistical or systemic issue. The committee clearly communicated that it was a logistical not a systemic issue. We will all work hard to get attendance at sub-committee meetings.

Overview and next steps

Chuck East suggested that we make sure we understand the next steps in the process and what needs to be accomplished prior to a vote on the merger. We discussed the question: What is necessary before the vote? For the Corporate Board, for staff, for branch boards, and the community. The discussion then went to when we might be ready for a Corporate Board vote. We reviewed the November and December Board meeting dates. The December dates were December 11th and

12th. We agreed that we wanted to do an all interested policy volunteers workshop. That would need to be done by December 5th. It was agreed that we wanted to make sure individuals were totally informed before they were ask to vote. It was generally felt that we would move into January rather than force a vote before we or the Corporate Boards were ready. We will discuss at the November 13th meeting on the timing. We should have a better idea of information available by then.

Sub-Committee Reports

Finance The sub-committee has met and is developing a tentative policy on reserves. There next meeting is November 12th. They are considering a corporate reserve in addition to branch reserves. Decisions can be driven by the branch with a corporate spend limit. The CFO's will draft a policy and then be reviewed by the sub-committee. They are still discussing the bond, operating budgets debt and capital funds.

Governance This sub-committee has also met and is discussing the two "key issues". The Voting Rights are reasonably resolved and the withdraw language is being developed. a copy of the proposed withdraw language was distributed after the meeting. McFerrin Smith and Greg Snell are developing the language. The sub-committee will also map the issues covered in the by-laws. They plan to meet again prior to our November 13th meeting.

Membership and Program This sub-committee met but did not have representation from both Associations. They reviewed a detailed analysis of program offerings. There is some confusion about the report and they have asked the Branch Executive to review the document for consistent interpretation of the programs. This will be done on November 9th. There continues to be some concern about corporate memberships and this will also be reviewed. There next meeting will be November 13th.

Facilities and Capital and Information Technology These two sub-committees have determined that they do not need to meet again. the issues have been identified and can be worked on but not are critical until after a merger vote is determined.

Human Resources Needs to meet to determine any issues.

Communications will need to meet and determine a proposed name for the new Association. The Merger Committee assessed that this would be nice to accomplish prior to the vote.

Next Meeting Dates:

The next meeting is scheduled for November 13th. We will need to meet in another room at the November 27th meeting and might need to find an alternate location for the December 11th meeting. It was also noted that the December 11th meeting was the same date as the Daytona Beach Corporate Board meeting.

The meeting was adjourned at 7:34 pm.

Reported By Jerry Haralson