

YMCAs of West Volusia and Daytona Beach
Report on Merger Committee Meeting
November 27, 2007

Rand Spiwak chaired the meeting. Jerry Haralson led the group in an opening prayer.

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

The meeting was called to order at 6:00 p.m. and the minutes of the November 13th, 2007 meeting were approved.

Jerry Haralson gave a brief overview of the last two weeks. He reported that the questions raised at the all-staff meeting on November 9th have been recorded and will be presented at the next all-staff meeting scheduled for Wednesday December 12th. The **Human Resources Sub-Committee** has met and reviewed the questions. Lauren, Laura and Jerry assigned categories to the questions and are preparing responses. They also will be developing comparison sheets on Benefits, Personnel Policy and Pay Rates. There were no "Key Issues" identified in the staff questions, but the Sub-Committee members felt it was very important to take the staff questions seriously.

The next steps for the Merger Committee were discussed. The next steps expected to be completed at this meeting are the review of the **Finance Sub-Committee** recommendations on reserves and a review of the consultant's recommendations on the Implementation Phase schedule. At our December 11th meeting we expect to review the by-laws and withdrawal language presented by the **Governance Sub-Committee**. We will not meet unless that Sub-committee has a document ready for our review. After these issues are reviewed we should be ready to consider a motion to merge.

Timeline for the Implementation Phase

Jerry presented a 2008 wall calendar with many of the anticipated implementation steps assigned completion dates. Following is an overview of that proposed schedule:

- The first step was to determine the schedule for the voting process. The Committee wants to make sure we give the stakeholders plenty of time to review the information on the merger. We made the assumption that all of the information would be available in writing by January 1st. The Committee members felt comfortable that this could be accomplished. We would then schedule a vote of the Corporate Boards for January 29th or 30th.
- January would be dedicated to information dissemination. We will make presentations to any and all Branch Boards. We will have a workshop for the Daytona Beach volunteers. Kathy Ambachtsheer suggested that if we went to all of the Branch Board meetings we would not need another Town Hall meeting. It was agreed that we need to make sure we are transparent with information. We agreed to open the website so that anyone can review any and all documents involving our work. Rand will make sure this is accomplished.
- CEO selection was the next item we discussed. It was agreed we could begin immediately after the merger vote, if it is positive. We would take 30 days (Feb. 1 - March 1) for Association review; 30 days for posting of the position (March 1 - April 1); 15 days for resume review (April 1 - April 15); 15 days for interviews (April 15 - April 30) and, depending on previous employer notification timeframe (0 to 60 Days), the new CEO could be in position by April 30 - June 1. This schedule would be flexible. Jerry suggested that he would contact Bob McNair to determine the schedule and offer his assistance with the process.
- The next critical piece was a discussion of the interim governing structure for the time between the merger vote and the actual incorporation of the new Association. At least 60 days are required to file all of the incorporation papers, the federal tax status filing requiring the most time. We would also need to file a name change with the YUSA. It was suggested we ask Greg Snell to assist with the legal process. It was generally agreed that we would form an interim governing Board consisting of the officers of the two current Corporate Boards. This group would be responsible for managing the CEO selection, incorporation process, YUSA naming change and any other merger issues.

Jerry then reviewed the other items on the calendar. Most of the items were scheduled for after the new CEO is selected. It was agreed that we need not overwhelm the new CEO with merger activities but that it would be an exciting time for a new CEO.

Finally, we discussed a time to celebrate, should the merger vote be positive. We agreed that a Co-Annual Meeting during the first week in March would be a good activity.

Finance Sub-Committee Report

Bob Ludlow led the Committee through a review of the Finance Sub-Committee overview. These six points were some of the critical issues the Sub-Committee has presented. Bob followed with a review of the proposed reserve structure. This multi-colored document represented a description of the current policies for both Associations and the proposed merged Association reserve structure. The Committee was very impressed with the work and accepted the proposed reserve policies. The members did suggest that Bob add a little more information to the document for presentation to the Branch Boards, to which Bob agreed. He will bring the document back to the next meeting for approval. It was also agreed that he will add to the overview document a comment about the Endowment Funds.

Next Meeting

The Merger Committee agreed to meet on December 11th providing the Governance Sub-Committee has the by-laws ready for review. There being no further business, the meeting was adjourned at 7:35 p.m.

Reported by Jerry Haralson