

**INTOUCH CREDIT UNION
2019 ANNUAL MEETING MINUTES
April 12, 2019**

Directors/Advisory Directors in attendance:

Nancy Pressel	Chairperson	Terri Bryant-Harrell	Board Director
Jodie Robinson	Secretary	Theresa Tschirky	Board Director
Chris Lipper	Treasurer	Dan Crouse	Board Director
Lisa Papageorge	Board Director	Leanne Ferdig	Advisory Director
		John Shinneman	Advisory Director

Staff in attendance:

Kent Lugrand	President/CEO	Kristen Schmiege-Jester	VP Retail Operations
Diane Gerstner	EVP/EOO	Katie Full	AVP Accounting & Finance
Sammie Cantrell	SVP/CAO	Chris Oglesbee	AVP Retail Operations
Tom Condos	SVP/CIO	Melanie Glidwell	AVP Consumer Lending
Piper Madison	SVP/CCLO	Janine Hartman	Regional AVP - Texas
Tim McCoy	VP Marketing/e-Commerce	Gloria Smith	Director of Risk Management
James Simpson	VP Wealth Management	Iris Netters	Compliance Specialist
Bridger Robinson	VP Member Experience	Ellen Cawthorn	Executive Assistant/ Recording Secretary

CALL TO ORDER

Chairperson Nancy Pressel called the meeting to order April 12, 2019 at 6:00 p.m. CT at the Renaissance Plano Legacy West, Windrose 2 Room, 6007 Legacy Dr., Plano, TX 75024. Nancy welcomed both members and Credit Union employees in attendance to the 44th Annual InTouch Credit Union Meeting.

CONFIRMATION OF QUORUM

Nancy asked the Board Secretary if a quorum was present. Jodie Robinson, Board Secretary, reported to the Chairperson that a quorum was present making the 44th Annual Meeting an official meeting. Nancy appointed Sammie Cantrell as Parliamentarian for the meeting.

REVIEW AND APPROVAL OF THE MINUTES

MOTION: The following motion was made by Mr. Chris Oglesbee and seconded by Ms. Melanie Glidwell.

“I move that we dispense with the reading of the last year’s minutes and accept them as recorded.”

The motion passed with 48 votes in favor and 1 against.

Motion carried.

CHAIRPERSON’S REPORT

Nancy introduced the Board of Directors in attendance: Dan Crouse, Chris Lipper, Lisa Papageorge, Jodie Robinson, Theresa Tschirky, and Terri Bryant-Harrell, noting John Roberts and Todd Taylor were unable to attend due to prior commitments. On behalf of the Board of Directors and staff, Nancy thanked everyone for their continued support and dedication to InTouch Credit Union (ITCU). Nancy stated it was an honor to be present and to serve as Chairperson. Nancy also recognized and thanked Advisory Directors John Shinneman and Leanne Ferdig, noting Michelle Mills, Jon Hardesty, Ryan Bowen, and Charleen Barnwell were unable to attend. Nancy noted the Advisory Directors serve at the pleasure of the board according to Bylaw 5.01(f) for one-year appointed terms, possess the same fiduciary responsibilities as board directors, and help the board with oversight and governance by serving on several vital committees. Nancy also emphasized the positive information contained in the Annual Report and thanked the entire staff for supporting the Credit Union and our members.

BYLAW CHANGE DISCLOSURE

Nancy shared that ITCU bylaw, Section 8.01(c) requires that “any change adopted by the board of directors and approved by the Commissioner shall be reported to the membership of the credit union no later than the

next succeeding membership meeting following approval of such change by the Commissioner.” Nancy reported the following bylaw amendment approvals in the past calendar year:

- Corrections to or Reorganization of FOM (Section 3.01).
Reorganize the bylaws adopted from the May 31, 2014 merger with Hospitality Federal Credit Union (HFCU). ITCU adopted the HFCU bylaws as approved by the NCUA, but changes in several key select employer group (SEG) holding companies has caused the field-of-membership (FOM) as listed to be inefficient and difficult to organizationally manage.
- Amend FOM to include – Persons who live, worship, attend school, or work in Denton County, Texas.
- Amend FOM to include – Persons who live, worship, attend school, or work in Dallas County, Texas.

AUDIT COMMITTEE REPORT

Audit Committee Chairperson Theresa Tschirky delivered the report on behalf of the Audit Committee. Theresa shared the Audit Committee places emphasis on safety and soundness, adherence to regulatory requirements, protection of members’ personal information, cybersecurity, and fraud management. Nearman, Maynard & Vallez, a certified public accounting firm, conducted a comprehensive audit, and within the scope of their 2018 annual audit identified no material internal control weaknesses. Additionally, Nearman issued an unmodified opinion and found the Credit Union’s presentation of financial statements conform with generally accepted accounting principles in the United States of America. Similarly, internal auditors Credit Union Resources, Inc., TraceSecurity, Inc., and the ITCU Risk Management team, conducted numerous audits and internal reviews in 2018. These reviews consistently found the Credit Union functions in an operationally sound manner. The Audit Committee is pleased to share that leadership continues to follow solid business practices, which resulted in positive audit results. Finally, Theresa thanked her fellow members of the Audit Committee: Jodie Robinson, John Shinneman, Dan Crouse, and John Roberts.

NOMINATING COMMITTEE REPORT

Dan Crouse, Nominating Committee Chairperson, noted the Committee nominated the following three individuals to a position on the Board of Directors for a term of three years: Ms. Nancy Pressel, Ms. Terri Bryant-Harrell, and Mr. Todd Taylor. Because there were no other valid nominees by petition, all directors were elected by acclamation. Dan also announced the Nominating Committee, in alignment with bylaw 5.01(f), recommends Mr. John Shinneman, Mr. Jon Hardesty, Ms. Charleen Barnwell, Ms. Michelle Mills, Mr. Ryan Bowen, and Ms. Leanne Ferdig to serve as Advisory Directors for the next one-year term. Nancy congratulated all the elected and appointed nominees and introduced Annual Meeting Parliamentarian Sammie Cantrell. Sammie led the directors in the “swearing in” ceremony, congratulated all directors, and turned the meeting back over to Nancy. Nancy introduced President and CEO Kent Lugrand.

PRESIDENT’S REPORT

Kent Lugrand thanked the directors for their commitment to go above and beyond by volunteering their time to serve the membership. He noted ITCU’s financial, technological, and growth accomplishments were due to the dedicated effort by staff and the Executive Leadership Team, and thanked the members of his team: Bob McDonald, Sammie Cantrell, Piper Madison, Tom Condos, and Diane Gerstner. Kent stated it is an exciting time at ITCU with our efforts focused on expanding relationships, enhancing financial value propositions, and offering new technology delivery systems. ITCU’s changing model will continue to allow ITCU to expand member service across the country through better pricing of financial products. Kent stated it was an honor to serve as President and CEO.

PRESENTATION OF SERVICE AWARDS

Kent recognized several employees who attained their five-year anniversaries or a five-year multiple of their five-year anniversary during 2018. Each employee in attendance was presented with a recognition plaque. The plaques will be issued to those employees not in attendance. The recognized employees, service anniversary milestone and departments are listed below:

5 Years:

Katie Full - Accounting
Tim Fletcher – Lending

Jera Tenner – Member Solutions
Allyn Coates – Marketing
Joshua Franzen – Marketing

Areeb Rashid – McKinney
Jeffrey Fuqua – Member Care TX
Clayton Daniels – Lending
Keisha Holloway – Lending

Letty Castillo - Lending
Ashley Devore – Lending
Matt Lawley – Lending

10 Years:

Bob McDonald - Accounting

Randy Hodges - IT

OLD BUSINESS

There was no old business.

NEW BUSINESS

Nancy opened the floor for questions. There were no questions.

MOTION: The following motion was made by Mr. Chris Oglesbee and seconded by Ms. Melanie Glidwell.

“I move that we adjourn the meeting.”

The motion passed with 48 votes in favor and 1 abstention.

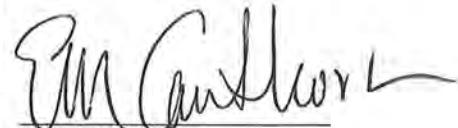
Motion carried.

ADJOURNMENT

Nancy adjourned the Annual Meeting at 6:25pm CT.


Nancy Presse,
Chairperson


Jodie Robinson
Acting Secretary


Ellen Cawthorn,
Executive Assistant/
Recording Secretary