

**INTOUCH CREDIT UNION  
ANNUAL MEETING MINUTES  
April 14, 2023**

**Board/Advisory Directors in attendance:**

Nancy Pressel	Chairperson
John Roberts	Vice Chairperson
Dan Crouse	Treasurer/Acting Secretary
Jodie Robinson	Secretary
Theresa Tschirky	Board Director
Jon Hardesty	Board Director
Terri Bryant-Harrell	Board Director
Charleen Barnwell	Advisory Director
Michelle Mills	Advisory Director
Leanne Ferdig	Advisory Director
Michael Gallo	Advisory Director
Donnie Shepherd	Advisory Director
Mark Chezem	Advisory Director

**Staff/Others in attendance:**

Kent Lugrand	President/CEO
Sammie Cantrell	SVP/CRO
Tom Condos	SVP/CIO
Tim McCoy	SVP/CMO
Bob McDonald	SVP/CFO
Bridger Robinson	SVP/CXO
Kristen Schmieg	SVP/DCO
Gloria Smith	SVP/RBO
Barb Holman	Executive Assistant/ Recording Secretary
Sindy Schmitt	Executive Assistant/ Recording Secretary

**CALL TO ORDER**

Chairperson Nancy Pressel called the meeting to order on April 14, 2023, at 6:00 pm CT at 2615 Preston Road, Frisco, TX 75034. Nancy welcomed members and Credit Union employees to the 49<sup>th</sup> InTouch Credit Union (ITCU) Annual Meeting.

**CONFIRMATION OF QUORUM**

Nancy appointed Dan Crouse as Acting Board Secretary and asked if a quorum was present. Dan reported a quorum was present, making the 49<sup>th</sup> Annual Meeting an official meeting.

**ANNUAL MEETING AGENDA**

Nancy announced the agenda for the meeting: Appoint Dan Crouse as Acting Board Secretary, Appoint Dan Crouse as Nominating Committee Chairperson, Appoint Sammie Cantrell as Parliamentarian, approve the 2022 Annual Meeting Minutes, deliver the Chairperson's Report, Bylaw Update Notification, Audit Committee Report, Nominating Committee Report, President's Report, and answer any member questions.

**REVIEW AND APPROVAL OF THE MINUTES**

**MOTION:** The following motion was made by Ms. Valerie Williams and seconded by Ms. Ria Henning. "I move that we dispense with the reading of last year's minutes and accept them as recorded."

**Motion carried.**

**CHAIRPERSON'S REPORT**

Nancy stated it is an honor to be present and to serve as Chairperson. She introduced the Board of Directors: John Roberts, Jodie Robinson, Theresa Tschirky, Dan Crouse, Lisa Papageorge, Terri Bryant-Harrell, John Shinneman, and Jon Hardesty. Nancy thanked Lisa for her commitment, noting Lisa's decision not to continue to serve on the Board. Nancy shared Lisa was a crucial part of the Board for 10 years, joining when ITCU merged with the Dr. Pepper credit union. On behalf of the Board of Directors and staff, Nancy thanked members for their continued support and dedication to ITCU. Nancy also recognized and thanked Advisory Directors Charleen Barnwell, Michelle Mills, Leanne Ferdig, Ryan Bowen, Michael Gallo, and Donnie Shepherd. Nancy noted the Advisory Directors serve at the pleasure of the Board for one-year appointed terms according to Bylaw 5.01(f), possess the same fiduciary responsibilities as Board Directors, and help the Board with oversight and governance by serving on several vital committees.

ITCU launched a multi-year mission to fight food insecurity in the communities where our members and employees live. The goal is to contribute \$1M to local food banks. In 2022, ITCU donated more than \$150,000 to food banks in our Texas, Nevada, and Michigan communities.

## **BYLAW CHANGE DISCLOSURE**

Nancy shared ITCU Bylaw 8.01(c) requires “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 confirmed there were no bylaw amendment approvals in 2022.

## **AUDIT COMMITTEE REPORT**

Audit Committee Chairperson Theresa Tschirky thanked her fellow members of the Audit Committee: John Shinneman, John Roberts, Jon Hardesty, Michael Gallo, and Donnie Shepherd as well as the ITCU Risk Management team. Theresa shared the Audit Committee places emphasis on safety and soundness, adherence to regulatory requirements, protection of members’ personal information, cybersecurity, and fraud mitigation. With the rise of cybersecurity threats across all industries, ITCU continued to focus on cybersecurity testing and training. Nearman, Maynard & Vallez, a certified public accounting firm, conducted a comprehensive audit, and within the scope of their 2022 annual audit did not identify any 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 (GAAP) of the United States of America. Similarly, internal auditor Cornerstone Resources conducted numerous audits, and the ITCU Risk Management team completed several internal controls reviews. These audits and 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.

## **NOMINATING COMMITTEE REPORT**

Dan Crouse, Nominating Committee Chairperson, introduced and thanked the members of the Nominating Committee: Nancy Pressel, John Roberts, Terri Bryant-Harrell, and John Shinneman. The Committee nominated the following three individuals to a position on the Board of Directors for a three-year term: Theresa Tschirky, Jodie Robinson, and Michael Gallo. 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), recommended Charleen Barnwell, Michelle Mills, Ryan Bowen, Leanne Ferdig, Donnie Shepherd, and Mark Chezem to serve as Advisory Directors for the next one-year term. Dan congratulated all Directors and turned the meeting over to Nancy. Nancy congratulated the elected and appointed nominees and introduced Parliamentarian Sammie Cantrell. Sammie led the elected and appointed Directors in attendance (Theresa Tschirky, Jodie Robinson, Michael Gallo, Charleen Barnwell, Michelle Mills, Leanne Ferdig, Donnie Shepherd, and Mark Chezem) in their oaths of office. Nancy introduced President and CEO, Kent Lugrand.

## **PRESIDENT’S REPORT**

Kent thanked the Directors for their commitment to go above and beyond by volunteering their time to serve the membership. In addition, he thanked the Executive Leadership Team for their commitment. Despite the many economic challenges, ITCU experienced record loan growth, opened new branches in each regional market, and made the first of many future investments in frictionless digital delivery, face-to-face branch servicing, and enhanced cybersecurity mitigation measures. ITCU remains financially strong and is well-positioned to continue to enhance our in-person and digital services. Kent thanked the Credit Union volunteers and employees.

## **PRESENTATION OF SERVICE AWARDS**

Kent recognized the employees who attained their five-year anniversaries or a five-year multiple of their five-year anniversary during 2022.

**5 Years:**

Odeille Alexander – Contact Center TX  
Ria Henning – ITM Teller Center TX  
Mark Raskin – Loan Funding NV  
Flo Santos – Member Solutions

**10 Years:**

Lynsie Butler – Risk Management  
Jacki Poole – Operations Support TX

**15 Years:**

Veronica Gonzalez – Operations Support TX  
Kim Jecker – Training

**20 Years:**

Ryan Carter – I/T NV

**35 Years:**

Tom Condos – I/T

**NO OLD/NEW BUSINESS**

Nancy opened the floor for questions. There were none.

**MOTION:** The following motion was made by Ms. Valerie Williams and seconded by Ms. Ria Henning.  
“I move that we adjourn the meeting.”

**Motion carried.**

**ADJOURNMENT**

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

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Nancy Pressel,  
Chairperson

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Robert D. Crouse  
Acting Secretary

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Barb Holman,  
Executive Assistant/  
Recording Secretary