

CBC OF BREVARD
BOARD OF DIRECTORS
May 14, 2009 BOARD MEETING
MINUTES

Board Members in Attendance: Mr. William Ryder, Board Chair, Ms. Helen Voltz, Vice Chair, Mr. Leo Roselip, Ms. Irene Burnett, Judge Kelly McKibben, Ms Leigh Holt and Mr. Samuel Gutierrez.

Board Members Absent: Mr. Mel Broom and Mr. Stockton Whitten, Treasurer.

Others in Attendance: Dr. Patricia Nellius, CEO, Ms. Valerie M. Randall, Chief Personnel and Administrative Officer, Mr. James Carlson, COO, Ms. Debbie Davidson-Cook Chief Compliance & Utilization Officer, Ms. Teresa Miles, CHS and Ms. Stephanie Strodman, CBC of Brevard.

Mr. Ryder called the meeting to order and requested that those present state their names for the record.

Motion: Ms. Voltz moved to approve the agenda. This was seconded by Mr. Roselip and the motion was passed unanimously.

Motion: Judge McKibben moved to approve the draft minutes from the April Board meeting. This was seconded by Mr. Roselip and the motion was passed unanimously.

The next item was the consent agenda.

Dr. Nellius interjected and advised the members that the Agency has met its adoption target during the preceding week. She also provided an update on the recent group of youth who attended Project Success. She reported that nine (9) of the 10 youth had completed the program and had taken their GED's, but that the results had not yet been received. She also indicated that she had submitted an abstract for presentation at the Dependency Court Summit which had been accepted so in addition to presenting in Portland, Oregon she would also be presenting at the Summit.

Ms. Voltz asked about the repayment to Devereux and CHS as identified in the Board Report. Dr. Nellius remarked that this was scheduled for a discussion under New Business unless Ms. Voltz requested the information at this point. She replied it could wait.

Motion: Ms. Holt moved to approve the consent items. This was seconded by Ms. Voltz and the motion was passed unanimously. Items included were:

- The Board Report
- The Agency Performance Review
- The CEO Consolidated Performance Evaluation

The Chair then turned to New Business and asked Ms. Randall to present the proposal on the Severance Policy. Ms. Randall provided background information to the members on the current policy that had been approved by the Board. She indicated that the proposed language being presented for Board consideration dealt with the event that the contract would be taken back and/or another entity would assume operations. She indicated that in the best interest of the Agency and those it serves that the Board may choose to consider an approach designed to retain the officer staff during a potential transition and that the recommended proposal was intended to provide "golden handcuffs" to keep the executive leadership of the Agency in place through any potential transition. Mr. Roselip asked that the officer staff be identified for his information. Ms. Randall provided him the titles of the officers of the Agency.

Motion: Mr. Roselip moved to approve the proposed language. This was seconded by Ms. Voltz.

Mr. Gutierrez requested that the issue be tabled until additional research could be conducted to ensure that related items including COBRA costs and length of severance pay could be evaluated to ensure that the policy was as correct as possible. Ms. Voltz inquired specifically what type of research Mr. Gutierrez wanted to conduct to which Mr. Gutierrez mentioned the current legislation where employees in certain situations only have to contribute 35% of the premium. Ms. Randall remarked that the current legislation has an end date currently and the future is uncertain. She also suggested that the specific amount of either COBRA, conversion or other health insurance premium was less the issue that the fact that whatever the amount would be, it would be reimbursed with proof of receipt based on the proposed language. Further discussion and questions took place. Dr. Nellius expressed concerns with the upcoming contract negotiations and that this might be a good time to have something in place if the Board was comfortable with the overall intent and that the language could be modified after the review period.

The motion was approved unanimously with the caveat that the policy would be reviewed by a committee within 90 days and any suggestions will be brought back to the Board for consideration. Mr. Ryder suggested that Mr. Gutierrez lead the committee to work on the review and evaluation and bring the recommendations back to the Board.

Dr. Nellius then addressed the Escrow Account recommendation to repay CHS and Devereux for their initial funding of the Agency. She indicated that it is the desire of Board and Agency to repay this debt but it is important to ensure that the payment will be considered an "allowable" expense by DCF. She described the steps and process that the Agency has taken to date and intends to take to determine if the payments will be allowable. She explained that the expenses will be submitted on the DCF invoice as the first step. The next action will involve the Agency audit where we will receive an "opinion" from the Auditors and the final step will be the Contract Oversight Monitoring which will occur in January 2010. Dr. Nellius indicated that it is the intent to place the funds in escrow pending final determination as a result of these steps. She reported that attempts to receive written approval from DCF have been occurring for the past three years and while we have received a verbal approval, we were not comfortable proceeding without formal verification. This step approach provides for vetting by all parties in hopes of achieving consensus and conclusion.

Action Item: Mr. Roselip requested that the plan be shared in writing with CHS and Devereux. There were additional questions from members who wanted to understand the difficulty in obtaining written approval from DCF and the process that applies to the DCF invoice. Jim Carlson walked the Board through the specific details associated with processing an invoice. The members were all in agreement with the plan to proceed as outlined.

Mr. Ryder then returned to the Consent Agenda with a motion. He provided details of the Chief Executive Officer's evaluation, score, placement in the salary grade and the merit opportunity this provided per the salary administration program. He shared key accomplishments of the Agency over the past five (5) years under the leadership of the Chief Executive Officer as well.

Motion: Mr. Ryder moved that the CEO is to receive a 5% merit increase and a 15% incentive payment based on her performance this year. The incentive payment will be dispersed in the fall in accordance with the planned disbursement for all staff pending the availability of funding. Ms. Holt seconded the motion and it was passed unanimously.

Dr. Nellius addressed the Board and thanked them for their consideration. She told the Board she is living her dream and she takes seriously her charge to protect and serve the children in the care of the Agency and that she considers it a privilege and honor to serve as the Chief Executive Officer.

The next section addressed Old Business. Dr. Nellius provided an update on Country Acres and shared that she had spoken with Commissioner Bolin's office. She indicated that the Brevard County Board of Commissioners is considering the financial implications of Country Acres and may be inclined to relinquish the facility.

She indicated that she has asked for the financials several times over the past three (3) years in order to conduct a financial feasibility study for consideration of CBC of Brevard either taking it into the System of Care or providing oversight. She also mentioned that she had inquired about the County leasing the facility to CBC of Brevard for a very nominal fee.

Action Item: Ms. Holt suggested that a letter be sent to Mr. Whitten, Acting County Manager, making a public records request for the line item budget. Mr. Ryder commented that this facility is essential to what we do and if we lost this capacity it would negatively impact those we serve and the community. Dr. Nellius expressed concern about making a public records request before making a final attempt to obtain the budget.

Dr. Nellius then addressed the Auxiliary Board policy that the members have already approved. She indicated that she had intended to discuss the implementation of this policy due to recent decisions impacting the Agency in terms of fundraising and donor relations and the need to have strong entrepreneurial activities of the Board. She also suggested that as she considered the past five (5) years and the changing needs of the organization and the Board she wondered if it was time to consider expanding the Board to incorporate more members and to develop standing subcommittees which could meet monthly and then present to the full Board on a quarterly basis. Mr. Roselip commented that he felt this was a good time to address this subject and that it was also a good time to re-evaluate what was needed in new Board members. He agreed that the need initially was strongly in the area of governance but that with the development of the Agency and the COA process the needs of the Agency are different today and the governance is strong and there are other priorities to consider when soliciting new members. He expressed that the Board is as another phase of its development and suggested that this topic be deferred to the Board Retreat where further discussion could occur.

Discussion took place regarding fundraising, legislative restrictions, our relationship to United Way and our lack of serious donor relations which now will not be permissible under the DCF contract for staff.

Dr. Nellius indicated that she would add the Board Development to the Audit presentation of the new 990 and the Strategic Plan to the Board Retreat.

Ms. Davidson-Cook then presented two COA Standards: Client Rights and Network Standards. She provided the members with handouts of the Power Point presentation and discussed the various elements and evidence in both standards to prepare the members for the on-site COA visit at the end of June.

Mr. Roselip then asked to make a few comments. He spoke about five years ago when the search was in process for a Chief Executive Officer for the new Agency. He recalled speaking with one reference of Dr. Nellius telling him that "hiring Patricia was the smartest thing he had ever done." Mr. Roselip shared with the members that he took this comment lightly at the time and proceeded to inform the members that the smartest decision we have ever made was to hire Patricia.

Mr. Ryder then addressed the recognition of Dr. Nellius' five (5) years of service. He spoke about her accomplishments and what an outstanding job she and her team had done in five (5) short years. He then presented her with a plaque on behalf of the Board of Directors in recognition of her service. He read the inscription from the plaque which was followed by a round of applause. Dr. Nellius then addressed the Board and attendees and thanked them for their dedication and commitment to Brevard's Children and families and all they have contributed to bring the Agency to its current level of success; and she also indicated that she feels fortunate to be a part of such a true community initiative.

Mr. Roselip then addressed the members and indicated that he had been asked to staff the Connected By 25 Board on an interim basis. He indicated he did not see this as a Conflict of Interest but wanted to ask the members if they were concerned with this. Discussion took place and it was concluded that while this is an interim assignment it is not considered to be a conflict, however it was requested that Mr. Roselip complete a new Conflict of Interest form identifying his interim role for documentation.

Mr. Roselip also stated should any related business with Connected By 25 become a board discussion he will abstain from both the discussion and a vote.

Motion: Ms. Voltz moved to adjourn the meeting. This was seconded by Ms. Holt and the motion was passed unanimously

Respectfully Submitted,

Valerie M. Randall
Recording Secretary

Approved at Board of Directors Meeting June 25, 2009