

BOARD OF DIRECTORS
March 13, 2017 Special Board Meeting

Attendees: Mr. Eric Smith, Board Chair, Mr. Stockton Whitten, Board Treasurer, Dr. Greg Howes, Vice Chair, Ms. Kathleen Rich-New, Mr. Mark Peterson, Ms. Catherine Wright, Ms. Barbara Loftus, and Ms. Ruth Long

Members Absent: Ms. Andrea Betting

Others in Attendance: Dr. Patricia Nellius, CEO, Ms. Laurie Anna Blackburn, Board Liaison, Mr. Bill Bucher, Senior Executive Strategy, Ms. Debbie Davidson-Cook, Sr. Executive of Compliance, Mr. James Carlson, Sr. Executive of Administration, Ms. Patrice Grier, Staff Attorney

Mr. Smith opened the meeting, welcomed and thanked everyone for attending the March 13, 2017 Special Board of Directors Meeting. He then asked all to state their names for the record.

Mr. Smith asked for a motion to approve the agenda.

Motion: Ms. Loftus moved to approve the March 13, 2017 draft Agenda. This was seconded by Ms. Wright and the motion passed unanimously.

Mr. Smith then stated, in accordance with the Brevard Family Partnership Bylaws two board members may request a special board meeting and Mr. Whitten and Dr. Howes have asked for the convening.

Mr. Smith then asked Mr. Whitten to share the purpose for calling a special meeting.

Mr. Whitten reminded the board about discussions at the January 26, 2017 Strategic Planning Session concerning the local System of Care principals and priorities that were established by the local community and how BFP has employed efforts to ensure they align with the strategic plan goals. He then stated for the last 13 years our largest contract, case management, has been outsourced to agencies whose corporate headquarters are outside of Brevard; which in his estimation has hindered our ability to ensure local control, and adherence to the community's vision and strategic priorities as established for Brevard's local System of Care. He further commented that the culture of agencies whose Board members are not Brevard residents and their corporate cultures have failed to align and integrate with Brevard's community culture. He then proposed the following motion.

MOTION: To return to the System of Care principals and priorities established by the local community, in accordance with the strategic plan goals and direction, I would like the Board to consider directing staff to move forward to transition and localize the case management function to operate under the governance of the BFP Family of Agencies effective July 1, 2017. This was seconded by Ms. Loftus and the motion passed unanimously.

Mr. Smith then asked Ms. Grier to explain the steps required to transition case management under the governance of BFP.

Ms. Grier then shared that the board must approve the formation of a new 501(c) 3 corporation operating as a subsidiary under the umbrella of BFP; similar to C.A.R.E.S. and NCFIE. She then provided the following information:

- In the state of Florida, a corporation requires a separate Board of Directors with at least 3 members
- Articles of Organization and Bylaws must be developed, reviewed and accepted by the BFP Board of Directors
- Assign a Registered Agent for the Corporation
- Once the Corporation is approved by the state, an application is then filed for an EIN number.
- The new entity must apply for a tax exemption status which may take up 6 months and once approved by the IRS, the tax exemption status is retroactive to the date of incorporation.
- The new corporation must develop policies, operating procedures, business plans, COA compliance, and employee benefits.

Dr. Nellius shared that the subsidiaries currently utilize Insperty, BFP's Benefit Administrator for employee benefits. She noted there may be a variance in the budget due to increased costs associated with transitioning case management staff from their current benefit plan.

Mr. Smith asked Ms. Grier to provide the termination clauses stipulated in the case management contract.

Ms. Grier reported the contract stipulates 3 clauses to terminate:

- The first: Terminate without cause with a 90 day notice; this provision in the contract is open to either party.
- The second: Terminate with cause which affords the provider to appeal the decision.
- The third clause allows for termination within 24 hours if there is immediate danger to the System of Care.

8:50 Mark Peterson arrived

Mr. Whitten then asked if there was a need to terminate the case management contract without cause. Ms. Grier reported that it isn't necessary but it would make the intent clear if there was a motion.

Motion: Mr. Whitten moved to terminate the case management contract without cause. This was seconded by Ms. Rich-New and the motion passed unanimously.

Motion: Dr. Howes moved to approve the formation of a new case management entity. This was seconded by Ms. Wright and the motion passed unanimously.

Dr. Nellius then reported as part of the Bylaws of a subsidiary under BFP, the BFP Board of Directors must appoint a Chair for a new entity's Board.

Motion: Dr. Howes moved to appoint Ms. Andrea Betting to serve as the Chair of the new entity's Board of Directors. This was seconded by Ms. Loftus and the motion passed unanimously.

Mr. Smith then asked for a motion to appoint an Executive Director for the new Entity.

When Dr. Nellius was asked who on staff would be suited for this role, she suggested Mr. Bill Bucher as he has worked closely with Case Management over the past 18 months. Mr. Bucher was asked if he would accept this appointment and he responded affirmatively. Mr. Whitten then asked if Mr. Bucher would be the registered agent. Dr. Nellius reported as the CEO, she is the registered agent to ensure that all entities align with the strategic plan and priorities of the community and to keep the BFP board informed. She added although she attends the subsidiary

board meetings, the Executive Directors work directly with their boards as they run independently and in accordance to the Bylaws and she serves more in a liaison role between Boards.

Motion: Mr. Peterson moved to appoint Mr. Bill Bucher as the Executive Director of the new entity. This was seconded by Ms. Wright and the motion passed unanimously.

Mr. Smith then reiterated that the next steps are to prepare the Articles of Organization, the Bylaws and to appoint 2 new board members in addition to the Chair for a minimum of 3 board members, and they are to be presented to the Board at the March 23, 2017 board meeting. Ms. Grier confirmed a minimum of 3 board members must be selected in order to file the Articles of Organization with the state.

Dr. Nellius asked Ms. Grier for clarification that provisions under the current contract state that the existing case management agency will work with the new case management agency to jointly create a 90 day transition plan. Mr. Grier confirmed that the contract specifically addresses transition activities; and one of the requirements is that the current provider and new provider work in collaboration to jointly establish a transition plan to be approved by BFP. Ms. Grier confirmed the process and indicated that she will prepare the Articles of Organization and Bylaws to be presented at the March 23, 2017 BFP Board meeting.

The board then discussed the process for filing the Articles of Organization and the selection of two additional board members for the new entity's Board of Directors. It was decided, at the March 23, 2017 BFP Board Meeting, Ms. Betting will propose at least 2 new board members for the new entity's board; if she does not have candidates to present, the BFP Board will then appoint two of its members to serve in the interim to expedite the filing of the Articles of Organization, as time is of the essence to align with the contractual 90 day contractual termination clause.

Motion: Ms. Loftus moved to have BFP staff assist with the development of the Articles of Organization, Bylaws, and the recruitment of new entity board member candidates for the March 23, 2017 BFP Board meeting. This was seconded by Ms. Long and the motion passed unanimously.

Mr. Smith thanked everyone for attending the special meeting and for the unanimous decision to return to the original strategic plan for localized community control of our System of Care for the welfare of our children and families.

Motion: Dr. Howes moved to adjourn. This was seconded by Mr. Whitten and the motion passed unanimously.

Respectfully Submitted,

Laurie Anna Blackburn
Board Liaison

Approved at the April 27, 2017 Brevard Family Partnership Board of Directors Strategy meeting.