

BOARD OF DIRECTORS  
JANUARY 24, 2013 ANNUAL BOARD MEETING  
MINUTES

**Board Members in Attendance:** Mr. Stockton Whitten, Board Chair, Judge Kelly McKibben, Board Vice Chair, Mr. Samuel Gutierrez, Board Treasurer, Mr. Leo Roselip, Mr. William Ryder, Mr. Mel Broom, Reverend Scott Elliott, Ms. Brooke Deratany-Goldfarb, Ms. Kathleen Rich-New, Ms. Christa Bailey, and Mr. Eric Smith.

**Board Members Absent:** Officer Michael Cadore.

**Others in Attendance:** Dr. Patricia Nellius, Chief Executive Officer, Ms. Valerie M. Randall, Chief Personnel & Administrative Officer, Ms. Debbie Davidson-Cook, Chief Compliance & Utilization Officer, Ms. Gloria Hensler, Finance Director, Mr. Jim Carlson, COO, Mr. Geo Ropert, Director of Communications, Ms. Kelly Swartz, Staff Attorney and Ms. Laurie-Anna Blackburn, Executive Assistant. Also in attendance were Ms. Valerie Holmes, Executive Director, Brevard C.A.R.E.S. and Dr. Munoz, The National Center for Innovation and Excellence.

Mr. Whitten called the meeting to order and reminded members that if they had a conflict with any agenda item or had any business relationship with other board members to please complete the Conflict of Interest form (available at meeting) and provide to Ms. Randall.

**Motion:** Mr. Broom moved to approve the agenda. This was seconded by Mr. Gutierrez and the motion was passed unanimously.

**Motion:** Judge McKibben moved to approve the November 29, 2012 board meeting minutes with corrections. This was seconded by Mr. Gutierrez and the motion was passed unanimously.

Consent Agenda:

Mr. Whitten asked if there were questions or concerns on the Board Data Report. None were expressed and the next agenda item was discussed.

CEO Board Report:

Dr. Nellius shared that December had been a busy month and expressed her sincere appreciation to the community for their gracious donations for the annual toy drive and indicated that we had collected gifts for all 2,000 children. She also expressed her gratitude to Commissioner Anderson for his "Coats for Kids" event which resulted in 140 new coats that were donated for children in need. She then addressed the status of the ITN and indicated that we were just advised that the negotiations will be postponed until after April and that no other information was provided. She indicated to the members that after the day's events, she would be leaving to attend a meeting with the Secretary in West Palm Beach where the agenda indicates he will review language in the new Attachment I relating to liquidated damages and a new scorecard will be presented. Dr. Nellius shared that the Board Recruitment Subcommittee met early in January and that a motion will be presented later in the agenda regarding the proposed slate of Officers for the new calendar year. She then turned to the National Center for Innovation and Excellence and officially welcomed Dr. Munoz who joined the agency January 9<sup>th</sup> as the Chief Advancement Officer. She reported that an agreement had been signed for \$140,000 with the Jim Casey Youth Opportunity Initiative. Dr. Nellius also shared that The National Center for Innovation and Excellence had held three (3) board meetings and later a motion will be presented to the board on a new board member for the Center.

Dr. Nellius reported that on January 30, 2013 Ms. Valerie Holmes will make a presentation to Ms. Jane Johnson who is the State Director for DCF on child abuse prevention efforts and that Ms. Johnson is looking at statewide programs for potential replication. Dr. Nellius then spoke about the Brevard C.A.R.E.S. organization and shared that while this had initially been created specifically for child welfare and prevention activities that the agency is becoming a multi-service organization as it begins to diversify. Dr. Nellius provided examples of this diversification citing grants and opportunities in the homeless and veteran's areas of focus, project AIDS and a potential for credentialing Targeted Case Management. She continued that last week Central Florida Behavioral Health Network had made contact with Brevard C.A.R.E.S. This organization recently won the DJJ contract for eight (8) counties in Florida and it was presented as a Wraparound model for this population. This organization expressed interest in exploring a relationship with Brevard C.A.R.E.S. specifically for Brevard County, however, there may also be interest in employing this relationship in the other counties. Dr. Nellius did share that a feasibility study must be conducted and the board of Brevard C.A.R.E.S. will need to evaluate the study and determine if they support the organization contracting to provide services out of county. Dr. Nellius then indicated that the law suit will be discussed in the executive session following this meeting. She provided an update on the ongoing COA progress and requested that the Board Member Skills Worksheet be completed and returned to Ms. Randall if these have not already been completed as this is a COA requirement. Dr. Nellius then spoke briefly about the Community Foundation and that a motion would be presented later in the agenda on this item. She then spoke about the child welfare behavioral health carve out which is due to sunset in 2014. She reported that AHCA released a procurement for this and that currently three (3) agencies are bidding on this new design which now includes medical health as well as behavioral. Dr. Nellius indicated that there is interest in remaining with the current group of CBC's, who are part of the "Magellan" partnership but that the new program has a new provider rather than the current Magellan relationship.

Judge McKibben asked Dr. Nellius about the impact of the contract deadline and the status of the negotiations. Mr. Roselip requested to know when the current contract expires and was provided with the June 30, 2013 date. Further discussion took place on the status of the negotiations, the timing and the potential for a very short period of time. Mr. Carlson shared that the information provided today was that DCF is "not looking to return to negotiations until After April." He offered that this may be to look at making changes to the law in an area where questions have been raised. Discussion continued including the request for clarification to determine if during this interim period we are still restricted from soliciting support and/or advocating. Mr. Roselip requested that the board be informed regarding Brevard C.A.R.E.S. if it becomes involved in populations other than children and families. Mr. Gutierrez returned to the status of the ITN and wondered if the board should direct staff to craft a letter to be sent to DCF outlining the challenges faced by the agency with this delay and provide an update of a date by which we need to know and suggested sending it to key players. He shared that he felt their response should address "why" negotiations have been delayed. Ms. Swartz commented that she did not feel the board should move on any recommendation until the executive session and expressed her opinion that the agency is still under the restrictions of contact and that we are not at liberty to advocate or talk about this matter.

#### Legislative Report:

Mr. Ropert provided information about the 2013 legislative session. He commented that Representative Altman was appointed to the Senate Committee on Children, Families and Elder Affairs. He reviewed the FCFC legislative issues which include the IV-E funds and the need for these to remain with the CBC's, a new equity allocation model and a desire to request additional funding for case management staff. He referenced Children's Week and that while this has been established, the time may need to change in order to coincide with the Children's Day activities. There was discussion on the feasibility of attending children's week and making appointments with the legislative delegation given the concern that we can not speak to our contract status.

New Business:

Financial Report:

Ms. Hensler referred to the materials in the binders which included both the November and December reports; Statements of Activities and Statements of Financial Position. She commented that there is not significant change and that the organization is stable. She then directed the members to the Statement of Activities for both months and commented that in the lines driven by service dollars these have had large increases. Dr. Nellius commented that the census is now at 1909 and exceeds that at transition. Ms. Hensler then spoke about the adoption subsidies and that the budget was built on the target, but that the target is actually less than what will occur during the fiscal year. It was also reported that as this is a major initiative, the state has \$5M to fund any shortfall in the adoption subsidies line. Ms. Hensler then spoke about the IL subsidies and commented there has been an increase to this line as well. Mr. Carlson commented that of those young adults who exited the system at age 18, some are now returning at ages 19 and 20 in order to receive benefits and supports. Dr. Nellius also commented that this is the first time in the agency history where we have not met our budget projections on a monthly basis.

Ms. Hensler then referred to the investment statements also provided to the board members. She indicated these are reviewed quarterly and that Merrill Lynch will be in attendance at the March 2013 board meeting. She reported on the value of the net cash flow, last year earnings and the unrealized gain to the agency and reported that we are pleased at this point.

Dr. Munoz then addressed the board. He stated that the National Center for Innovation and Excellence is proposing that Ms. Valerie M. Randall be appointed as a board member for this entity.

**Motion:** Mr. Ryder moved to approve Ms. Valerie Randall as a new board member for the Center. This was seconded by Ms. Goldfarb and the motion was passed unanimously.

Mr. Gutierrez then reported on the Board Recruitment Subcommittee meeting and shared that a slate of Officers had been determined and was shared with the board members; on the portal and in the binders.

**Motion:** Mr. Gutierrez moved that the proposed slate of Officers as presented to the board be accepted for the new year. The slate recommends Mr. Whitten to accept another year as Board Chair and that Judge McKibben and Mr. Gutierrez wish to remain as Vice Chair and Treasurer respectively for their second year of the term previously accepted. This was seconded by Mr. Broom and the motion was passed unanimously.

There was then discussion about assigning terms to the newly appointed board members to provide for staggering. It was requested that Mr. Gutierrez consider Ms. Goldfarb's suggestion that all three (3) new members be offered three (3) year terms which would ensure they would remain after several members rotated off the board in 2015.

The next agenda item addressed the proposal for the Community Foundation of Brevard to manage the agency donations and to invest these funds. Mr. Ropert explained that this foundation serves to manage and invest funds for community agencies and the total fee would represent 2% of the value. Mr. Ryder asked what is gained by using this type of vehicle. Mr. Ropert responded that the foundation serves in a fund management role and that our funds would be pooled with funds of other agencies which would increase the value of the portfolio. Dr. Nellius also commented that this organization can direct inquiries to our agency for those who may be interested in donating to specific causes. Mr. Roselip inquired how many organizations are currently being managed by this entity and Mr. Ropert indicated he did not have that answer, but would be happy to provide it.

Ms. Rich-New left the meeting.

**Motion:** Mr. Roselip moved to approve engaging the Community Foundation at this point and consider bringing the function in-house when feasible. This was seconded by Ms. Goldfarb and the motion was passed unanimously.

The next item addressed the ITN for the new Behavioral Health entity. Dr. Nelliuss reported that in 2014 the new provider will replace Magellan. She expressed that the agency has been asked to sign a LOI (Letter of Intent) with the current group of CBC's who are partnering in this program. She indicated that the new provider – Sunshine State Health Plan - will replace Magellan. She also stated that the current partnership can not bid on the ITN as only the provider is permitted to do so. Dr. Nelliuss described how this "transition" would work in terms of the current BFP funds on "account" with the existing partnership and that BFP would also receive funding for a utilization management position to work on the medical side. She reported that this, similar to the current partnership, is a risk-bearing one and that there is a current requirement of \$1M which under the new partnership would increase to \$3M. She described the intent that a Fort Myers Physician's Group is planned to serve as an initial investor and that initially BFP could "buy in" for the amount currently at risk and increase that over time as the physician's group slowly removed itself from the partnership.

**Motion:** Mr. Roselip moved to proceed with the partnership with the current CBC's and the Sunshine State Health Plan. This was seconded by Judge McKibben and the motion was passed unanimously.

The next agenda item addressed a recent conversation between Dr. Nelliuss and the CEO of Kids Central. She shared that Kids Central is planning to withdraw from the Regional partnership of five (5) CBC's and that the CEO of Kids Central contacted Dr. Nelliuss to explore BFP's interest in joining with his agency in sourcing and paying for a lobbyist. Dr. Nelliuss expressed that this concept was discussed with the executive team of BFP and evaluated the options of remaining in the current regional partnership, considering the Kids Central proposal or electing to source and retain a lobbyist for BFP alone. Discussion took place on the current value and focus of the regional partnership, the need for Brevard's interests to be forefront and the value of BFP identifying its own lobbyist from Brevard County.

**Motion:** Mr. Roselip moved to table this item for the next scheduled meeting.

Mr. Gutierrez expressed his opinion that discussion now was valuable. Mr. Whitten expressed his opinion that he did not see a great value to the current regional partnership and that if there was no value there he did not see the benefit to joining with one other CBC. He expressed his opinion that BFP would be better served by identifying and selecting its own lobbyist. Discussion took place on Mr. Roselip's motion which had not been seconded. No second was offered.

**Motion:** Judge McKibben moved to reject the offer to partner with Kids Central and to table the rest of the discussion to another meeting. This was seconded by Ms. Goldfarb and the motion was passed unanimously.

Mr. Roselip inquired as to the purpose of the partnership at this time and commented that based on the discussions it seemed to focus on a lobbyist only. Judge McKibben asked to know which CBC's was part of the current partnership. Dr. Nelliuss provided the following names: Kids Central, Heartland for Children, United for Families, CBC of Central Florida and BFP.

Mr. Ryder commented that he saw no value in remaining with the current partnership.

**Motion:** Mr. Ryder moved to have BFP disassociate itself from the regional partnership. This was seconded by Mr. Roselip.

Mr. Gutierrez asked what we would lose by going alone and reminded the members that one of the points discussed in joining the partnership was strength in numbers and having a united voice.

Dr. Nellius responded that while that was the intent that the only focus seems to be on a lobbyist function and that the other ideas of shared resources and efficiencies were no longer core discussion items.

Mr. Whitten suggested that the motion be withdrawn and that BFP does not take any action at all. Mr. Roselip agreed to withdraw his second if there were no payments made. Mr. Ryder agreed to withdraw the motion.

Ms. Goldfarb left the meeting.

The new board members terms were re-visited. Judge McKibben reminded the board that new board members had their terms re-set at the January board meeting. Mr. Gutierrez commented that after review of the current and new members, he agreed with Ms. Goldfarb's earlier comment regarding the three (3) new board members. (Mr. Eric Smith, Ms. Kathleen Rich-New and Ms. Christa Bailey).

**Motion:** Mr. Gutierrez moved to re-set the terms of the three (3) new board members to January 2013 and that each be afforded an initial three (3) year term which would expire December 2015. This was seconded by Judge McKibben and the motion was passed unanimously.

Dr. Nellius then directed the members to the consolidated board self-evaluation which was posted to the board portal and also is in their binders. She commented that she appreciates the board very much for its involvement and that it has become a very active body. She asked if there were any areas of question or discussion and none were surfaced.

**Motion:** Mr. Roselip moved to adjourn the meeting. This was seconded by Mr. Gutierrez and the motion was passed unanimously.

Respectfully Submitted,

Valerie M. Randall  
Recording Secretary

Approved at Board of Directors meeting February 28, 2013