

BFP BOARD OF DIRECTORS
JAUARY 26, 2012
ANNUAL BUSINESS MEETING & BOARD MEETING
MINUTES

Board Members in Attendance: Mr. William Ryder, Board Chair, Mr. Stockton Whitten, Board Vice Chair, Judge Kelly McKibben, Board Treasurer, Ms. Brooke Deratany Goldfarb, Reverend Scott Elliott, Mr. Mel Broom, Mr. Sam Gutierrez, Ms. Irene Burnett, and Mr. Michael Cadore.

Board Members Absent: Mr. Leo Roselip, but did call in for initial portion of meeting to propose the slate of nominations for Board Officers,

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, Mr. James Carlson, COO, Mr. Geo Ropert, Director of Communication, Ms. Gloria Hensler, Finance Director, Ms. Kelly Swartz, Staff Attorney, Ms. Stephanie Strodman, Ms. Laurie Anna Blackburn and Mr. Dylan Alfano. Also in attendance was Ms. Valerie Holmes, Executive Director, Brevard C.A.R.E.S.

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

Mr. Roselip was connected via telephone.

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

Motion: Judge McKibben moved to approve the minutes from the December 8, 2011 Board meeting with corrections to be provided. This was seconded by Mr. Broom and the motion was passed unanimously.

New Business:

Judge McKibben provided a brief retrospective on the Recruitment Subcommittee's charge regarding Officer nominations and commented that the proposed slate of officer nominations had been provided to the board members seven (7) days in advance of the meeting per policy. She then turned to Mr. Roselip who made the recommendations of the proposed Officer positions to the Board members: Mr. Gutierrez was proposed for a two (2) year term as Treasurer, Judge McKibben was proposed for a two (2) year term as Vice Chair and Mr. Whitten was proposed for a one (1) year term as Chair with a second year of eligibility in this role.

Mr. Roselip then turned the meeting back to the Chair for discussion or for other nominations from the floor. There was no further discussion.

Motion: Ms. Burnett moved to approve the proposed slate of nominations for Officer positions. This was seconded by Mr. Cadore and the motion was passed unanimously. Mr. Roselip then ended the call.

Mr. Ryder passed the gavel to Mr. Whitten. Mr. Ryder asked to speak to the board to express his appreciation to the members for their support and cooperation and to express how much he had enjoyed serving the board in the Chair role. Dr. Nellius recognized Mr. Ryder for his leadership and many contributions and active participation as the Board Chair and thanked him for his commitment. Mr. Whitten expressed his appreciation to Mr. Ryder as well for his active participation in many meetings and trips to Tallahassee and congratulated the other newly elected Officers as well.

Judge McKibben then reviewed the current Board Member terms by individual to solicit input for new terms to be assigned:

Mr. Ryder Mr. Ryder was asked if he wished to remain on the Board as a member for a one (1), two (2) or three (3) year term. Mr. Ryder indicated he would like to accept a three (3) year term to be based on his length of residence in Brevard County.

Mr. Roselip As Mr. Roselip was not present, Judge McKibben indicated that at the January 2011 Annual Business Meeting he had accepted a one (1) year term and proposed that he be provided with another one (1) year term.

Ms. Burnett Ms. Burnett was asked if she wished to remain on the Board for a one (1), two (2) or three (3) year term as she had elected a one (1) year term at the January 2011 meeting. Ms. Burnett indicated that she was not able to continue to serve on the Board and that she was resigning. Judge McKibben thanked Ms. Burnett for her service and contributions.

Mr. Broom Mr. Broom was asked if he wished to remain on the Board as a member for a one (1), two (2) or three (3) year term as he had elected a one (1) year term at the January 2011 meeting. Mr. Broom indicated he would like to accept a three (3) year term.

Ms. Goldfarb Judge McKibben indicated that Ms. Goldfarb had accepted a three (3) year term when she joined the board in September 2010 and that in order to align her term with the January business meeting her initial three (3) year term would end January 2014. Ms. Goldfarb confirmed her acceptance of this term.

Mr. Cadore Judge McKibben expressed that Mr. Cadore had joined the Board in May 2011 but had not yet been assigned to a term and inquired if he wished to accept a one (1), two (2) or three (3) year term. Mr. Cadore indicated he would accept a three (3) year term.

Reverend Elliott Judge McKibben expressed that Reverend Elliott had joined the Board in May 2011 but had not yet been assigned to a term and inquired if he wished to accept a one (1), two (2) or three (3) year term. Reverend Elliott indicated he would accept a three (3) year term.

Motion: Mr. Gutierrez moved to approve the agreed upon terms by the board members as presented and selected. This was seconded by Ms. Burnett and the motion was passed unanimously.

Mr. Whitten then requested to verify the term ending dates for the members to ensure there was an adequate staggered approach. He identified each member by term and was satisfied that the terms would provide for an adequate staggered approach in order to maintain institutional knowledge of board members when some members rotated off the board.

The next item was the proposed changes to GOV 006. Judge McKibben indicated that the proposed changes had been posted for review prior to the meeting and that the only additional change she would request was that the word "bi-annually" be changed to "semi-annually" in the policy section.

Motion: Ms. Goldfarb moved to approve the proposed changes to GOV 006 with the noted change to "semi-annually." This was seconded by Mr. Broom and the motion was passed unanimously.

The next item addressed the proposed revisions to the Board member and Officer job descriptions. Judge McKibben reviewed each job description indicating the significant proposed changes.

In order, the Board Member job description was addressed first with no discussion. Next the Board Treasurer job description was addressed and Judge McKibben indicated that the term on this document needed to be amended to include "or 1 2-year term."

The Vice Chair job description was reviewed next with Judge McKibben indicating that the qualifications should indicate that a minimum of six months board member experience be added. The Chair job description was reviewed last and Judge McKibben stated that the term on this document also needed to be modified to include "or 1 2-year term."

Motion: Mr. Gutierrez moved to approve all four (4) proposed job descriptions with additional changes noted by Judge McKibben. This was seconded by Ms. Goldfarb and the motion was passed unanimously.

Judge McKibben then spoke about the roles of subcommittee Chairs. She commented that she has served as the Chair of the Recruitment Subcommittee for over two (2) years and would entertain a motion for a new Chair. Mr. Gutierrez indicated he would accept the Chair role of that subcommittee.

Motion: Mr. Broom moved to nominate Mr. Gutierrez as the new Chair for the board Recruitment Subcommittee. This was seconded by Ms. Goldfarb and the motion was passed unanimously. Ms. Burnett commended the Judge for an outstanding job serving as the Chair of this subcommittee.

Mr. Gutierrez inquired if other board members would be interested in joining this subcommittee and if so to let him know. Judge McKibben indicated she would be interested in serving on the subcommittee.

Motion: Mr. Broom moved to have Judge McKibben replace Ms. Burnett on this subcommittee. This was seconded by Mr. Ryder and the motion was passed unanimously.

Judge McKibben left the meeting.

Ms. Swartz then presented revisions to two (2) Board Governance policies. Dr. Nellius indicated that Mr. Roselip, as Chair of the Governance committee, had worked with Ms. Swartz in the development of these proposed changes.

Ms. Swartz indicated that some changes were made to incorporate the new dba name but that in GOV 011 on page three (3) an item had been added identified in number five (5) which provided the CEO with specific authority to act in the case of an emergency in order to avoid disrupting business operations. She then addressed the proposed changes to GOV 201 and discussed these briefly.

Motion: Ms. Goldfarb moved to approve the proposed changes to both GOV 011 and GOV 201. This was seconded by Mr. Ryder and the motion was passed unanimously.

Old Business:

Dr. Nellius spoke about the consolidated board self evaluation which had been provided to members and asked if each board member would like to comment on one item from the combined evaluation for discussion. Ms. Goldfarb expressed her concern with the fundraising function and indicated she would like to have some clarification on the expectation of board members and she felt more direction was needed in this area. Dr. Nellius indicated that this has been an evolving activity which has been and remains greatly governed by our contract and the rules and regulations under which the Agency must operate. She shared that the role of the board itself has also been evolving from initially a fiduciary and governance board to a more philanthropic one. She agreed that more clarity in this area is needed.

Mr. Cadore shared that he wanted to commend the board as a whole for its work and commitment and also commended Dr. Nellius on a great presentation during the retreat session. He indicated he felt that there are three (3) key areas of focus which include funding, the message about who we are and what we do and the recruitment focus for new board members.

Dr. Nellius spoke about a presentation that had been made at the Brevard C.A.R.E.S. Board retreat by a consultant with Rollins College which she felt was very helpful and offered to provide this to the board members.

Action Item: Provide the presentation by the Rollins consultant to the BFP Board Members.

Mr. Whitten commented that all members of the board will need to become educated and trained in the “message” so this can be shared with community connections and new contacts as well. He stated that all members need to be able to be conversant and be able to “tell the story” especially in terms of why we are committed to maintaining who we are and what we do and that we are looking to strengthen our local System of Care. He requested that members become educated so that they are able to speak at various community sessions and events.

Mr. Gutierrez inquired if there are guidelines in terms of age for the recruitment of volunteers specifically in terms of recruiting students for volunteer work. He indicated that he felt as an Agency we should work to tap into this resource which would also educate the parents about our mission and vision. Dr. Nellius agreed with this suggestion and that it would fit very well with the new role of Youth Coordinator being sourced for the rebranding of the CBY25 entity. Mr. Ryder commented that in his experience in multiple school settings that he has not noticed any materials or brochures from the Agency but that others are represented. Dr. Nellius shared that we have been working with the schools closely for some time, have done training at the schools and also have a school liaison to address those very concerns.

Reverend Elliott suggested a supply of brochures be available for organizations and suggested this could also serve as a way to engage volunteers for the Agency and/or to spread the information. Dr. Nellius indicated that she has requested that business cards be ordered for board members to use in their community engagement activities and that she will have Geo provide marketing materials at the February Board meeting.

There was discussion regarding the development of an Outreach Subcommittee to address prevention, adoption, fostering and mentoring (volunteering.) Mr. Gutierrez inquired if we could interface with schools for in-service days to which Dr. Nellius replied in the affirmative. He commented this would be another method of sharing the message and leaving brochures.

Action Item: Current brochures for programs and services will be provided at the next board meeting.

Ms. Goldfarb and Ms. Burnett left the meeting.

Dr. Nellius then indicated that the draft Annual Report was not available at this time.

The next agenda item was Staff Reports:

Board Report

Dr. Nellius reviewed information in the Board Report. She shared that at this time there is no further information on the status of the Center for Community Leadership. She reported that the Agency had achieved its 500th adoption recently and that the annual DCF contract oversight monitoring is currently taking place. She informed the members that the Dependency Court Summit will be held on March 9, 2012 for the local system of care and it will be held at the Suntree Country Club. Dr. Nellius then provided an update on the recruitment efforts for the Youth Coordinator for the rebranding effort of CBY25. She shared that the ideal candidate would be a former foster youth who had aged out of the system; however, the local and state wide search for qualified candidates has not yielded sufficient results and that this requirement will now be “preferred” and that there are several applicants with good backgrounds that will now be considered. She then referenced the recent passing of an employee of BFP.

Data Report

There were no questions on the Data Report.

Financial Report

Ms. Hensler addressed the board. She provided copies of the Statement of Financial Position as of November 30, 2011 and the Statement of Activities for November 30, 2011. She indicated there was little to report and that the Agency is in line with projections. She referenced the one (1) youth in the high end placement and that one (1) of the two (2) youth in the APD line is aging out which will result in a reduction to this expense as BFP continues to pay these expenses.

Ms. Hensler then reviewed the allocation and encumbrances for the FY 11 surplus funds. She also provided an overview of the current spending trends and the encumbrances associated with this year's budget that will result in little, if any, carry forward funds available. She reviewed certain expenses including funds required to address the vacancy rate and projected expenses all of which are earmarked.

Dr. Nellius reminded the board members that this is the month for them to make their donation to the Agency.

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

Respectfully Submitted,

Valerie M. Randall
Recording Secretary

Approved at Board of Directors meeting February 23, 2012