



BOARD OF DIRECTORS
September 18, 2017 Special Board Meeting
Minutes

Attendees: Mr. Eric Smith, Board Chair, Mr. Stockton Whitten, Treasurer, Ms. Andrea Betting, Ms. Barb Loftus Ms. Ruth Long, and Ms. Catherine Wright.

Attendees by Phone: Mr. Mark Peterson

Members Absent: Dr. Greg Howes,

Others in Attendance: Dr. Patricia Nellius, CEO, Ms. Laurie Anna Blackburn, Board Liaison

Mr. Smith opened the meeting, welcomed and thanked everyone for attending the September 18, 2017 BFP Special Board Meeting. He then asked all to state their names for the record.

Motion: Ms. Long moved to approve the September 18, 2017 Draft Agenda. This was seconded by Ms. Betting and the motion passed unanimously.

Mr. Smith then reminded members that if anyone had a real or perceived conflict of interest to please complete the Conflict of Interest form (available at the meeting). Ms. Rich New has a potential conflict and will submit a form.

Mr. Smith shared the purpose of the Special meeting is to discuss Dr. Nellius retirement and make final decisions on the proposed interim plan. He then shared Dr. Nellius has agreed to stay on as a consultant through the reorganization period.

Mr. Smith then asked board members to refer to the Exit Agreement/Letter of Understanding located in their packets. He pointed out there are two objectives to discuss today: Dr. Nellius' retirement and the reorganization across the family of agencies.

Employee Retirement Agreement/Letter of Understanding

Mr. Smith clarified that the wording referencing: the parties acknowledge it is in their individual and mutual best interest for Dr. Nellius to retire, and indicated that the statement is more of a transitional phrase to allow the board to organize the process through succession planning.

Dr. Nellius noted that the retirement date may need to be amended from September 29, 2017 the last day of the work week to September 30, 2017 the last day of the month.

The board then discussed the prospect of a severance package as the result of Dr. Nellius years of service and tenure and referenced the employee Severance Policy (HR2316) where it states, "The Chief Executive Officer, per an executed Employment Agreement and/or accepted business

practice is afforded a severance package which is detailed in the Employment Agreement or Letter of Understanding signed by the Board of Directors.”

The board then discussed the Post-Employment Services where Dr. Nellius agrees to serve under contract to deliver technical assistance and consultation during her leave beginning on October 1, 2017 through October 31, 2017.

The board then discussed branding the documents. Dr. Nellius stated the documents are in draft form and once finalized by the board, all but the Consulting Contracts will have the brand.

Mr. Smith then asked for a motion to approve

Motion: Ms. Rich-New moved to approve the Employment Retirement Agreement with the opportunity to change the date from September 29, 2017 to September 30, 2017 to align with the end of the month. This was seconded by Ms. Loftus and the motion passed unanimously

Discussion ensued and it was determined that the payment would be made from nongovernmental funds.

Consulting Agreement (Short –Term)

Mr. Smith then noted that the short term Consulting Agreement covers the 30 period that Dr. Nellius plans to take time for herself following her retirement. This short term consulting agreement is intended for staff to be able to access Dr. Nellius in the event the agency needs to consult with her during this period of time. While Dr. Nellius offered her services in kind BFP’s outside legal counsel recommended having a short term Consulting Agreement.

The board then discussed No. 5 on Page 2 of the agreement and Dr. Nellius confirmed that expenses will be approved in writing and in advance. Additionally, travel time will not be included in any approved reimbursable expenses.

Mr. Smith asked for a motion.

Motion: Ms. Betting moved to approve the Short-Term Consulting Agreement. This was seconded by Ms. Long and the motion passed unanimously

Mr. Smith then asked members to move to the 3 year Consulting Agreement with deliverables to be discussed at a later point in the meeting.

Consulting Agreement (Long-Term)

Mr. Smith shared after many discussions with Dr. Nellius about her retirement and succession planning, he finds tremendous value in contracting with Dr. Nellius as a consultant to assist with the reorganization of the company, i.e. strategically coaching and mentoring and consulting with the family of agencies leadership during transition.

Ms. Rich New added Dr. Nellius spends approximately 60% of her day handling tactical engagements.

The board then discussed the construct of a longer term consulting contract and number of hours that Dr. Nellius would be available. Dr. Nellius indicated she was willing to commit on average 120 hours a month. The board then had discussion about the feasibility of the consulting workload in 30 hours per week.

Dr. Nellius and the board agreed should the workload be greater than anticipated; all parties will re-convene to discuss and modify the existing contract. The board then suggested Dr. Nellius track her time spent on BFP to ensure the workload demand does not exceed the projections. Dr. Nellius stated as part of her deliverables; she is to submit a change management plan that she expects will better clarify the proposed workload at that time.

Ms. Wright asked for clarification pertaining to Dr. Nellius being unavailable for a month. Dr. Nellius explained that the Senior Executives are each highly competent to oversee their respective divisions and she has full confidence in their ability to manage during that time. She also stated she believes the transition will be as smooth as possible as their input and extensive conversations with Mr. Smith were used to develop the final draft of the succession plan and noted it has been slightly modified since her original communication to members, which now includes an interim CEO.

Questions were raised concerning the potential exits of Senior Executives given there are three lead CBC CEO's retiring. Dr. Nellius assured the board that she has discussed her retirement with leadership over the last couple of years and more recently she has had candid conversations with each of her direct reports and all are committed to remain with the agency through the reorganization transition. She then specifically mentioned Ms. Holmes and Mr. Bucher have expressed their commitment to the agency. She further noted in the event that Ms. Holmes decided to leave based upon the Board's decision, there are two successors who are emerging leaders and highly competent prospects for the Programs Division; Ms. Davidson-Cook, Sr. Executive of Compliance plans to retire within the next 12 to 18 months with a successor in mind; C.A.R.E.S. has a COO who could move into the Executive Director role in the future; and the only present risk lies with Family Allies due to the agency being so young and there is no replacement/successor for the Executive Director at this stage of development; however, Mr. Maloney, Senior Executive of Strategy comes with a similar background.

Mr. Smith then referenced the 3 year deliverables and noted that the contract language states upon mutual agreement deliverables shall be updated to reflect any changes as they become apparent. Dr. Nellius stated changes may be more evident with each phase and in the change management plan. Ms. Loftus affirmed she is comfortable with the current transition plan; however she would like to implement an objective to transition in a shorter than longer period of time. Ms. Wright asked that time lines be established for deliverables. Dr. Nellius conveyed she will begin with advising the Board on the proposed reorganization through the establishment of the board approved Change Management and Executive Search Plans, then provide Executive Coaching, Technical Assistance and Professional Development to the Executive Directors in Phase 1 for the

months of November 2017 through June 30, 2018 with the intent to strategically transition each division within a three month period. She then directed the board to the proposed timeline submitted in their board package.

Ms. Betting then asked if Dr. Nellius would be attending the Board Meetings. Dr. Nellius responded affirmatively and also explained that she will serve as an advisor to the board and will no longer be in a supervisory capacity. Therefore; she will coach, mentor and advise staff and be providing reports to the board on deliverables, progress and potential risks. Ms. Loftus suggested reporting more detailed observations to the Board Risk Subcommittee to oversee the transition and mitigate any potential risks. After an in depth conversation concerning the type of scenario that would be presented, the Board suggested that Dr. Nellius attend the Board Risk Subcommittee meetings as feasible.

Mr. Smith asked for a motion to approve the second contract with the 3 years deliverables.

Motion: Ms. Long moved to approve the Consulting Agreement and the 3 year deliverables. This was seconded by Ms. Wright and the motion passed unanimously.

Mr. Smith then asked Dr. Nellius to provide some background on the proposed Acting ED and Acting CEO.

Acting Executive Director for Brevard Family Partnership

Dr. Nellius conveyed looking at the current organizational structure and having extensive conversation with Mr. Smith, the agency is in need of a full time Executive Director who will be responsible for managing the lead child welfare agency and designated as the single point of contact for DCF. With Ms. Holmes close to achieving her doctorate, having two successors, and is strongly embedded in the community serving as Chair on the Together in Partnership (*TIP*) Board of Directors in addition to serving on two other community boards, Dr. Nellius recommended Ms. Holmes serve as the Acting ED for BFP. She then shared after having in depth conversations with Ms. Holmes about the prospect of serving in this capacity; Ms. Holmes is committed to serving in this role; however, she raised some concern about the Acting/Interim ED role.

The board then discussed the benefits of retaining Ms. Holmes versus performing a search and agreed to remove Acting and appoint her to serve as the BFP Executive Director reporting to the BFP Board of Directors. The board also agreed to provide her with a salary increase now and revisit her salary in June 2018.

Acting CEO

Mr. Smith then presented Mr. Bill Bucher for consideration as Acting CEO serving until such time that the Board performs a national search and hires a permanent CEO. Mr. Smith then shared that he and Dr. Nellius have had discussions concerning this amendment to the original proposal and he asked Dr. Nellius to expand. Dr. Nellius shared that the original intent of the proposal she and Eric had considered for presentation was to have 3 Executive Directors (ED) with the future goal of identifying a leader for the NCFIE making 4 direct reports of the FOA's to the new CEO after the national search and hire is completed. The intent is to strengthen the agencies with designated

leadership and make the position of CEO more appealing and workload manageable for national leaders.

In the interim she agreed to serve as consultant to the Board to mentor, guide and advise the ED's through the reorganization. She then reported after speaking with her staff and extensive conversations with Mr. Smith, it became apparent that there would be a gap in the day to day operations and authority over the ED's from a reporting standpoint.

In considering the resources of the agency and the greatest areas of risk during the transition Dr. Nellius and Mr. Smith agreed that an Interim CEO should be considered and proposed. Given that Family Allies was so young and in need of stable leadership and BFP would most likely be led by Ms. Holmes pending Board approval Mr. Bucher was the most viable candidate to serve in this capacity; and had expressed interest in doing so as he could secure and train a replacement at Family Allies while managing the FOA's ED's.

The board then discussed moving Mr. Bucher into the interim CEO position and the impact on Family Allies being so young and decided to follow the existing board approved succession plan and appoint Mr. Jim Carlson, Sr. Executive of Administration as the interim CEO until such time the board decides to initiate a national executive search then opening an opportunity for internal employees to apply. Ms. Rich-New confirmed that Mr. Carlson's salary would increase to \$135K as the interim CEO then should he return to his position as Sr. Executive of Administration; the salary would reduce back to the original amount.

Motion: Mr. Whitten moved to appoint Mr. James Carlson as the Acting CEO in accordance to the existing succession plan with an interim salary of \$135,000. This was seconded by Ms. Betting and the motion passed unanimously.

Motion: Mr. Whitten moved to appoint Ms. Valerie Holmes as the Executive Director of Brevard Family Partnership with a salary of \$120K. This was seconded by Ms. Betting and the motion passed unanimously.

The meeting adjourned.

Respectfully Submitted,

Laurie Anna Blackburn
Board Liaison

Approved by the Brevard Family Partnership Board of Directors on September 28, 2017