

BOARD OF DIRECTORS
December 7, 2017 Executive Session
Minutes

Attendees: Mr. Eric Smith, Board Chair, Dr. Greg Howes, Board Vice Chair, Ms. Kathleen Rich-New, Ms. Barb Loftus, Ms. Catherine Wright and Ms. Ruth Long.

Attendees by Phone:

Members Absent: Mr. Stockton Whitten, Board Treasurer, Ms. Andrea Betting, and Mr. Mark Peterson.

Others in Attendance: Ms. Valerie Holmes, BFP Executive Director, Ms. Laurie Anna Blackburn, Board Liaison, Mr. James Carlson, Interim CEO, and Dr. Patricia Nellius, Consultant.

Mr. Smith opened the Executive Session and asked all to state their names for the record.

Mr. Smith then stated the purpose of this session is to review the Interim CEO and BFP Executive Director Job Descriptions. He reminded board members that they have been posted to the Board Portal and asked Dr. Nellius to provide a quick overview.

Dr. Nellius shared she drafted the Interim CEO Job Description taking into account the current environment for COA purposes; the educational requirements are less than the requirements for the Executive Director and they were changed to match Mr. Carlson's credentials for his interim role as CEO.

Dr. Nellius then noted the reporting structure on the Executive Director Job Description has the Executive Director reporting to both the Interim CEO and the Board of Directors. She also pointed out that at the Special Board Meeting the Board motioned to change the title from Interim Executive Director to Executive Director (ED) and that the ED is to report directly to the Board of Directors. She then shared discussions leading up to the special meeting intended for all Executive Directors across the family of agencies to report to the permanent CEO which is not consistent with the motion. Dr. Nellius stated since the ED Job Description does not align with the original intent of the reporting structure nor the motion, she spoke with Mr. Smith and he recommended vetting the decision through the Board. Mr. Smith added the major issue is the board made a decision for Ms. Holmes to report to the BFP Board of Directors and did not address the reporting structure to the CEO.

The board had in depth discussions concerning the following:

- The interim CEO Job description versus the permanent CEO Job Description with specific philanthropic, public policy to support the financial future of the organization.
- Mr. Carlson serves in a dual role: Sr. Executive of Administration and interim CEO with the current complex reporting structure:
 - The Sr. Executive of Administration reports to the Executive Director of BFP
 - The Executive Director reports to the interim CEO and then permanent CEO and the Board of Directors
- The overarching structure of BFP and its subsidiaries
 - Uniformity with ED's reporting structure to the CEO and reporting out to the Board of Directors
- BFP essentially has two boards:
 - Board 1: ED reporting to board overseeing BFP
 - Board 2: The permanent CEO reporting to the BFP Board overseeing the family of agencies.

- Should the decision be interim until the permanent CEO and change management structure occurs or set the reporting structure now where all of the ED's across the family of agencies report to the interim and permanent CEO with the ED's reporting to their boards?
- The Senior Executive of Administration is delegating areas of responsibility to be able to serve as Interim CEO. The concern is that if the Senior Executive of Administration delegates duties and responsibilities, there will not be a position to return to once the permanent CEO is selected and the interim assignment ends.
- The succession plan clearly identified the Senior Executive of Administration position as the the interim CEO. Dr. Nellius explained prior to the reorganization a few years back, Mr. Carlson was the COO and as part of the reorganization Mr. Carlson was named as Senior Executive of Administration and as part of COA requirements, the Senior Executive of Administration was added to the Succession Plan.
- BFP has two boards split the agenda to identify:
 - Board 1: ED reporting to the BFP board on the day to day operations
 - Board 2: The interim CEO reporting to the BFP Board overseeing the family of agencies.
- The Board agreed that the Interim CEO and permanent CEO should not be involved in the day to day operations of the BFP organization; The ED is the point of contact for internal staff and external contact for BFP day to day operations. The ED will drive the board meeting agenda, along with the execution of the BFP organizational strategy as presented to the ED by Dr. Nellius.
- Dr. Nellius envisions the permanent CEO to be more of a high level support and provide leadership for the ED's, with more strategy, public policy, donor relations and philanthropic responsibilities. It was suggested that Mr. Carlson be given the responsibility to work with Dr. Nellius to build the framework and structure that will align with the new role of the permanent CEO. The board agreed that the search committee will define the permanent CEO's Job Description as part of the national search. The current motion is to address the Interim CEO Job Description.

Motion: Ms. Loftus moved to approve the Interim CEO Job Description. This was seconded by Ms. Long and the motion passed unanimously.

For clarity, Mr. Smith indicated that the current motion for the ED Job Description is to address whether the ED reports directly to the BFP Board of Directors or duly reports to the CEO and the BFP Board of Directors.

Motion: Dr. Howes moved to approve that the ED duly reports to the CEO for day to day processes and to the BFP Board of Directors who appointed the Executive Director. This was seconded by Ms. Loftus and the motion passed unanimously.

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

Respectfully Submitted,

Laurie Anna Blackburn
Board Liaison

Approved by the Brevard Family Partnership Board of Directors on January 25, 2018.