

BOARD OF DIRECTORS
JANUARY 27, 2011 BOARD MEETING
MINUTES

Board Members in Attendance: Mr. William Ryder, Board Chair, Mr. Stockton Whitten, Board Treasurer, Judge Kelly McKibben, Mr. Leo Roselip, Ms. Brooke Deratany Goldfarb, Ms. Irene Burnett, and Mr. Mel Broom.

Board Members Absent: Ms. Helen Voltz, Vice Chair.

Others in Attendance: Dr. Patricia Nellius, CEO, Ms. Valerie M. Randall, Chief Personnel and Administrative Officer, Ms. Debbie Davidson-Cook, Chief Compliance & Utilization Officer, Mr. Jim Carlson, COO, Mr. Chad Carnell, CFO, Mr. Geo Ropert, Director of Communications and Ms. Stephanie Strodman, Executive Assistant. Also in attendance were Dr. Robert Cross, Ms. Charla Myers and Ms. Pam Whittington from the Haven, Ms. Michelle Scott, CHS, Mr. Michael Welch and Mr. Don McGee with Merrill Lynch, Ms. Eve Owens with BFP, Dr. Jack Sidoran, DCF and Mr. Fletcher Valentine, DCF.

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

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

Motion: Judge McKibben moved to approve the minutes from the October 28, 2010 Board meeting. This was seconded by Mr. Broom and the motion was passed unanimously.

Mr. Ryder then requested Dr. Nellius to take the floor for the presentations. Dr. Nellius recognized Dr. Robert Cross who has served as a volunteer with the Agency for five (5) years. In addition to serving on the Brevard C.A.R.E.S. Board, she explained Dr. Cross's involvement with our System of Care. She shared that he has devoted countless hours and his expertise in psychology to participate on the Clinical Review Team process, the psychotropic medical review team and has afforded the children and families that we serve extraordinary skill and talent in assisting them. She thanked Dr. Cross for his service and volunteerism in support of our mission. Dr. Cross spoke to the board and indicated that he has served on many boards over his career and that his volunteer work with BFP has been the most rewarding. He stated that Dr. Nellius is the most professional and visionary CEO he has ever worked with and that the Agency is lucky to have her. The board applauded Dr. Cross for his dedication and service to our Agency.

Dr. Nellius then moved to introduce the outgoing Leadership Team. She indicated that this team grew from prior year staff satisfaction surveys where staff felt there were not adequate professional development opportunities and a need for more inclusion of staff feedback and decision making. She indicated that the team is composed of staff at different locations and levels within the organization to ensure opportunities for enhanced communication would exist and that all staff who demonstrate leadership qualities can be afforded an opportunity to serve on this team. She also commented that this is a very good way for the CEO to get to spend time with staff from other locations and to get to know them and their skills. It was reported that this Leadership Team had been involved in budget issues during this year and had the opportunity to understand the big picture and sometimes the difficult decisions that have to be made. She commented that this team also coordinates the employee recognition program at the Monthly All Staff Meetings and the annual employee appreciation week.

The team was asked to join the board meeting and each member was presented a certificate from Dr. Nellius and acknowledged by the board. The team members included:

Amy Moseley, Cassandra Messer, Cyndi Hernandez, Fran Carlson, Hilary Farnum, Matthew Joshua, Osha Goodwin, Stacey Fox and Susan LaVoy. Ms. Farnum spoke for the group and shared that the participation on the Leadership Team was a challenging and growing opportunity and helped to shed light on some of the larger more global issues facing the Agency and that it had been an excellent experience. The board applauded the group for their contributions.

The next item was the Consent Agenda which included:

The Board Report
The Operations Data Report
The Financial Statements

Dr. Nellius asked to make a few remarks. Mr. Ryder asked that the record reflect that Mr. Whitten arrived. Dr. Nellius indicated that the new Secretary, who is a friend of children, has been appointed and that she had sent Secretary. Wilkins' bio to the members. She indicated we are excited to welcome him and that she has extended an invitation to him to meet with the board at or after the February Board Meeting and also invited him to attend the National Wraparound Conference luncheon in February as well as the Interfaith Coalition Meeting to be held in March. It was noted that currently a meeting with the new Secretary and Board Chairs is set for February 18th. Dr. Nellius indicated she would be unable to attend this meeting as there is a conflict with the National Conference.

She then spoke about the National Wraparound Conference to be held February 16-18 and reported that currently there are 270 registered and that our maximum capacity is 300. She indicated that NWI is co-sponsoring the event and that this is very opportune as there is great demand and interest in employing the Wraparound model in child welfare. She indicated it has been successful in mental health environments, but that we are on the leading edge with its implementation in child welfare. She also shared that Valerie Holmes, ED with Brevard C.A.R.E.S., AED and Dr. Nellius will host a National Replication Reception for selected participants. Dr. Nellius also remarked that earlier this week she co-facilitated a webinar that was reportedly the most highly attended in record, and that we had already been contacted by one organization for technical assistance.

Dr. Nellius then spoke of legislation sponsored in both the Senate and House regarding the exemption of high performing Lead Agencies with community support from the current procurement process. She reported that at the February meeting the Insurance Broker and Auditors will be present.

Judge McKibben inquired about the impending move of the main office. Dr. Nellius indicated that there were unresolved issues with the location at 760 North Drive and that we are evaluating two (2) other sites and that a move is planned for no later than July. Ms. Burnett inquired about the locations and Mr. Carnell indicated we are looking in Melbourne and West Melbourne in order to keep our main office in these areas as we have other locations in other cities within Brevard. Mr. Roselip asked what the benefit is to the Agency for the Evidence Based Associates. Dr. Nellius responded that this addresses the Strategic Goal on today's agenda. She continued that EBA is an umbrella organization that helps communities grow from grassroots entities to reach the level of evidence-based programs or practices. She stated that currently DJJ will only contract with EB programs and that the state mental health services may adopt this approach as well. Mr. Roselip inquired if the board would be updated on this process and Dr. Nellius responded affirmatively. She also stated that we currently have several EB practices including Brevard C.A.R.E.S., PLL, Healthy Families and DBT. She further stated this is not a method to screen providers from the network but a way to enhance them and their outcomes and to build continued capacity.

Mr. Ryder commented that in terms of the procurement bills, that the time, cost and resources that would have to be allocated to the ITN process would be great and that it also invites out of state entities to compete. He suggested that if board members had the opportunity they should let our legislators know that we support this legislative change.

Dr. Nellius then added that she had recently been contacted by the Special Assistant to Governor Scott. She recounted that the Special Assistant shared that he had been referred to Dr. Nellius by her peers to speak about the procurement process and the proposed legislation. She shared some of her conversation where she explained that it is disruptive to Lead Agencies to be limited to one contract renewal term given the magnitude of work and effort to become nationally accredited and that the practice is costly and disruptive to the system without evidence of any cost benefit. She further elaborated that in 15 years since inception of the CBC initiative only one lead agency has ever lost their contract to a competitor. Then Dr. Nellius referenced the draft of the White Paper she has taken the lead on crafting on behalf of the statewide CBC's which contains elaborated subject matter for consideration by the new Secretary and Governor Scott. Ms. Goldfarb commented that she thought it was wonderful that Dr. Nellius had been recognized by her peers and that BFP is lucky to have her.

Judge McKibben inquired about the re-entry into out of home care. Ms. Voltz called into the meeting.

Mr. Carlson responded to Judge McKibben's question. He indicated that based on the first quarter report that a corrective action took place with the CMA and that next Thursday another meeting will occur to review the recent quarter results. He did report that there had been some errors in the FSFN system which can not be changed but that the numbers in fact were not as poor as first thought. He remarked that at the upcoming meeting he hopes to identify training needs and services that may have helped stabilize the situation. He also stated that this information will be provided to the Dependency Judge for his information.

There were examples when the recommendation at court was not to reunify but the decision to do so was made and that this also impacted the numbers. Ms. Voltz asked who the current Judge was and when the new Judge would be installed. Judge McKibben responded that the Division Judges change in July.

Mr. Carnell then distributed the Statement of Activities ending December 31, 2010. He reported that the increase in out of home care expenses was noted on line 2240 and that upon review it appeared that a correction was required in line 1950. He shared that a surplus had been generated in quarter 1 which would essentially cover the increase in quarter 2. He directed the members to the SAMH funding and indicated that this line was also on track to spend these funds. He commented that the IL line was also on track at this time.

Mr. Carnell then distributed the Statement of Financial Position ending 12/31/10. Mr. Roselip asked about a shortfall that was showing to which Mr. Carnell responded that the roll forward revenue was not showing in this and he would look into this. Mr. Whitten inquired if the issue is that we are using roll forward to balance the budget to which Mr. Carnell indicated that is not the practice. He stated that the expenses for roll forward which were shown should have an offsetting entry with the funds. He also commented that there was a payout of PTO on two staff members of some high balances.

Motion: Mr. Broom moved to approve the Consent Agenda. This was seconded by Mr. Whitten and the motion was unanimously passed.

Dr. Nellius then reviewed a power point presentation to the Board on the combined Board Self-Evaluation responses. She reviewed the input and data from members and identified common threads and themes in the responses. She walked the members through the consolidated responses and areas of focus which included:

- Board development/recruitment
- Fundraising
- Community and open discussions
- Coordinating better with staff
- A mentor program for new board members
- Clarify attendance requirements

Of these three (3) major themes emerged: Recruitment, Fundraising and Board Development. There was discussion about fundraising limitations regarding Agency staff and the need for an active Volunteer Program. Dr. Nellius acknowledged Mr. Roselip for his work on developing policies and procedures for this program and indicated that it is a struggle to find internal resources who can serve to lead this program from a time allocation as well as funding perspective. Further discussion took place regarding the recommendations made by Dr. Nellius to address the major areas of focus. Ms. Voltz inquired about the dine out program that she recently observed where someone is actually at the door of a restaurant who is participating with the Agency and hands a form to those who enter. Ms. Voltz offered to serve in this role. Dr. Nellius thanked Ms. Voltz and indicated that staff can not serve in this function but if board members would that it would be wonderful.

Judge McKibben interjected, regarding board recruitment that the subcommittee she believes has a more effective process than in the past to target recruiting efforts based on the needs of the board and reminded members that the subcommittee will convene after the regular board meeting and that all are welcome. Ms. Voltz indicated she would like to participate.

Dr. Nellius then directed the members to the new Board Member Orientation Tool that was provided in their binders for consideration. It was suggested by Mr. Ryder that Brevard C.A.R.E.S. be added to this tool and that new board members meet with Valerie Holmes in addition to those listed on the tool.

Mr. Broom shared that he would like to have another orientation with the CEO as he would like to be refreshed on some specifics. Dr. Nellius indicated she would have Ms. Strodman schedule this with him. Ms. Goldfarb asked about the limitations on staff for fundraising and Mr. Roselip wanted to know how much "non governmental" funds the Agency had. A discussion took place on the restrictions on staff time on any fund raising activities and the fact that some of the "non governmental" funds also had specific restrictions where these funds could only be used for specific expenses. Mr. Roselip suggested that there was a need for a Fund Development Subcommittee and in his opinion that events are a good way to get press and should not be a burden on staff. He suggested that it was important to engage volunteers and that the money should come from grants.

Discussion then turned to the Board Orientation Tool and Ms. Goldfarb questioned the amount of time that would be required to commit to go through these activities and wondered if the Agency would lose potential members due to the expectations of time. Ms. Roselip commented that the board did want quality people, such as Ms. Goldfarb to join the board, but that there was a need for a time commitment as well. Mr. Whitten stated that he liked the tool and suggested it be extended to six (6) months rather than three (3). Ms. Burnett commented that her initial orientation with the CEO was good and necessary. Judge McKibben noted a typographical error on one item on the tool.

Motion: Judge McKibben moved to have the current board subcommittee on recruitment take the tool and bring a recommendation to the full board. This was seconded by Ms. Voltz and the motion was passed unanimously. Mr. Whitten stated that he likes the tool and thinks it is just a timing issue.

The next discussion involved the annual board donations. Dr. Nellius indicated that each binder contained a form for the members to make their annual contribution and that in keeping with COA and to ensure adequate documentation for potential grants and other tracking reasons, we developed a form for the use by members. Ms. Voltz stated she provided a donation at the Board Retreat and asked that a form be completed on this. Ms. Voltz then indicated she would have to leave the meeting shortly and asked if the agenda could be rearranged to address the board officer and terms at this time.

Motion: Mr. Whitten moved to adjust the agenda items to permit the discussion of board member terms at this time. This was seconded by Mr. Broom and the motion was unanimously passed.

Ms. Randall then indicated she would review for the members by person/position and term and the options available to each. The affected member would be requested to express his/her intentions and the board would then have discussion.

It was reported that the Board Chair term is ended and the options are: The Board Chair may be re-elected for one more term or he may be offered a community seat for a term of one (1), two (2) or three (3) years. Mr. Ryder turned the meeting over to Mr. Broom. He stated he would do whatever the board would prefer.

Motion: Ms. Burnett moved to retain Mr. Ryder in the Chair position. This was seconded by Ms. Goldfarb. Ms. Voltz inquired about the timing of a new Secretary and asked if this would result in a transition of the Chair with a new Secretary. There was further discussion regarding others who may be interested in serving in this role. Ms. Burnett then called for the question. This was approved.

Motion: Ms. Burnett moved to retain Mr. Ryder in the Chair position for a term of one (1) year. This was seconded by Ms. Goldfarb and the motion was unanimously passed.

The next position was that of the Vice Chair. Ms. Voltz indicated she was planning to run for County Commission and that she would only be interested in serving a one year term if the Board wanted to retain her in any capacity.

Motion: Mr. Roselip moved to nominate Ms. Voltz as a Community Member for a term of one (1) year. (actually 3/12/12) This was seconded by Ms. Goldfarb and the motion was unanimously passed.

The next position was that of Treasurer. Mr. Whitten indicated he was open to being considered for the Board Vice Chair.

Motion: Mr. Roselip moved to nominate Mr. Whitten to the position of Vice Chair for a term of one (1) year. This was seconded by Ms. Voltz and the motion was unanimously passed.

The next position was Judge McKibben. Ms. Randall indicated that the Judge had been placed in the vacant Leigh Holt position due to the appointment by the County.

Motion: Mr. Roselip moved to nominate Judge McKibben to the position of Treasurer for a term of two (2) years. This was seconded by Ms. Voltz and the motion was unanimously passed.

At this time Ms. Voltz left the meeting.

The next position was that of Mr. Roselip who was open to a one (1) year term.

Motion: Ms. Goldfarb moved to nominate Mr. Roselip as a Community Member for a term of one (1) year. This was seconded by Judge McKibben and the motion was unanimously passed.

The next position was that of Ms. Burnett who was open to a one (1) year term.

Motion: Mr. Whitten moved to nominate Ms. Burnett as a Community Member for a term of one (1) year. This was seconded by Mr. Broom and the motion was unanimously passed.

The next position was that of Mr. Broom who was open to a one (1) year term.

Motion: Mr. Roselip moved to nominate Mr. Broom as a Community Member for a term of one (1) year. This was seconded by Ms. Goldfarb and the motion was unanimously passed.

Motion: Judge McKibben moved that the current Subcommittee on Recruitment take on the responsibility to develop policies and procedures for the nomination of officers to be presented to the board and suggested changing the name of the committee to include "nominations for officers." This was seconded by Mr. Broom and the motion was unanimously passed.

The next agenda item was the presentation of the Investment Strategy. Mr. Carnell distributed the proposal for board member review and indicated that the proposals were developed based on guidance provided by the board. There was discussion and some questions were answered by the representatives from Merrill Lynch.

Motion: Mr. Roselip moved to approve the Investment Strategy proposed. This was seconded by Ms. Burnett and the motion was unanimously passed.

Dr. Nellius indicated that while there had been discussion on one (1) of the recommendations to establish a Fund Development Subcommittee that a motion would be required to do so.

Motion: Mr. Roselip moved to approve the creation of a Fund Development Subcommittee. This was seconded by Mr. Broom and the motion was unanimously passed.

Motion: Ms. Goldfarb moved to have Mr. Roselip serve as the Chair of the Fund Development Subcommittee. This was seconded by Judge McKibben and the motion was unanimously passed. Discussion ensued and the selected members of this new subcommittee include: Mr. Broom, Ms. Goldfarb and Mr. Geo Ropert.

Ms. Goldfarb asked if the guests from the Haven would like to comment as they had attended the meeting. The guests thanked the board and indicated they have 31 children at the Haven. Dr. Nellius thanked them for the great work and partnership that we share with them. Mr. Roselip also thanked the representatives and indicated that we appreciate their work.

Ms. Michelle Scott asked if CHS Supervisors would be able to attend the Board meeting. Dr. Nellius responded affirmatively and then Mr. Ryder indicated this is a public meeting and they would be welcomed.

As a result of the recent elections of Officers, it was stated that Judge McKibben would now serve as the Chair of the Audit Committee with Mr. Whitten and Mr. Broom as board members.

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

Respectfully submitted,

Valerie M. Randall
Recording Secretary

Approved at the Board of Directors Meeting February 24, 2011