

CBC OF BREVARD
BOARD OF DIRECTORS
JUNE 25, 2009 BOARD MEETING
MINUTES

Board Members in Attendance: Mr. William Ryder, Board Chair, Mr. Stockton Whitten, Treasurer, Mr. Leo Roselip, Ms. Irene Burnett, Ms Leigh Holt, Mr. Mel Broom and Mr. Samuel Gutierrez.

Board Members Absent: Ms. Helen Voltz, Vice Chair and Judge Kelly McKibben.

Others in Attendance: Dr. Patricia Nellius, CEO, Ms. Valerie M. Randall, Chief Personnel and Administrative Officer, Mr. James Carlson, COO, Mr. Chad Carnell, Chief Financial Officer, Ms. Debbie Davidson-Cook Chief Compliance & Utilization Officer, Ms. Teresa Miles, CHS and Ms. Stephanie Strodman, CBC of Brevard.

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

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

Motion: Mr. Roselip moved to approve the draft minutes from the May Board meeting. This was seconded by Mr. Whitten and the motion was passed unanimously.

The next item was the consent agenda.

Dr. Nellius asked to make an announcement regarding the award for the Friend of Children that Mr. Ryder had received at the Provider Network Banquet on June 18, 2009 to acknowledge his legacy of work in support and advocacy of the children of Brevard County. She presented him with the award and acknowledged that while he was unable to attend the banquet he had video taped his acceptance speech that was shown during the event. Mr. Ryder received a warm round of applause and he remarked that he had “no problem accepting an award for the hard work done by others.”

Motion: Mr. Roselip moved to approve the consent items. This was seconded by Ms. Holt and the motion was passed unanimously. Items included were:

- The Board Report
- The Agency Operations Data Report

The Chair then turned to New Business and asked Dr. Nellius to speak on these issues. Dr. Nellius indicated that the Board had previously provided the approval to consider options regarding the separation of Brevard C.A.R.E.S. into its own legal entity. She referred members to the memo in the binders from the attorney which outlined several options and the benefits and risks of each with the recommendation of separating this into a new 501 (c)(3) where CBC of Brevard is the sole member allowing vigilant oversight at least during the formative years of the new entity. She explained that this work is currently being done by staff of the Agency and that there are benefits to separating it from CBC of Brevard; most notably that a separate entity is more favorably viewed by grantors and foundations, and this would provide for a separate replication site for potential communities to visit who are interested in using this program. It also aligns with separating “service delivery” from administration which was important to the community at the beginning stages of the development of CBC of Brevard. She indicated that this new entity would be staffed with existing staff and the budget that will be presented does include a few additions. It was also made clear that this program currently utilizes community resources through the referral and authorizations process which would continue with the added benefit that additional resources may contract with the new entity including DJJ, the educational system and mental health providers.

She further informed the Board that she had spoken with Walter Sachs in Tallahassee about this plan and that he indicated there was no problem in setting up this separate entity and that there was not an issue with transferring the funds through the contract to this new entity to provide the prevention services. She also mentioned the intellectual property and patents that is a standard clause in the DCF contract. She indicated that we had reviewed this with our attorney and Walter Sachs had indicated that this standard clause is not applicable to contracts with Lead Agencies. Dr. Nellius then presented the proposed organizational chart for the new entity which would serve as a pilot site for national replication. She also informed the board that she had already been approached by three (3) organizations interested in replicating the C.A.R.E.S. model.

Ms. Burnett inquired about the status of Country Acres and wondered about that as it is a service. Dr. Nellius indicated that the County is still considering the Country Acres function and that based on the review of the financials presented it did not appear to be financially viable at this time for CBC of Brevard to entertain managing this program. Mr. Ryder indicated that he had attended a non profit agency summit the day before where there was much focus on the prevention activities and the need to be able to share the outcomes with leaders in Tallahassee. He indicated that this was a good move in the right direction. Mr. Roselip asked about what community input had been gathered on this and essentially how does this improve what we are currently doing. Dr. Nellius indicated that this provides for a clear separation of services from administration, provides for enhanced fund raising (donors and foundations) and will serve as the national replication site. Further discussion took place in terms of future potential consolidation, and the language on proprietary rights. Dr. Nellius indicated that the standard language in the DCF contract indicates that inventions, innovations or other designs created by the Agency could be considered property of DCF and that this language provided by the attorneys is intended to protect the Agency and the developed core elements of the program. At this time, Dr. Nellius read the memo that had been prepared by the attorneys to ensure the protection of the proprietary and intellectual property of the C.A.R.E.S. program at inception in 2004. She indicated it was to be considered a disclosure statement to ensure the rights of the intellectual property.

Motion: CBC of Brevard has devised a plan to begin a national replication of the Brevard C.A.R.E.S program. As part of this business endeavor, BC's will serve as the pilot site for the national replication where potential business partners will come to conduct an initial site visit. To best serve the community and diversify referral sources to build sustainability, it is proposed to separate Brevard C.A.R.E.S from CBCB to achieve 3 objectives:

1. To separate the administrative oversight and management function of CBCB from service delivery activities
2. To form a separate entity that will be better positioned to receive grant, foundation and alternative state agency funding
3. To establish a pilot site that will be licensed as a C.A.R.E.S site for the national replication launch. After extensive consultation with Attorney, Jane Callahan and Dave Hathaway at Dean Mead Attorney at Law and discussions with Walter Sachs, State Director of Contracts at DCF in Tallahassee, it was verified that CBCB is legally permitted under contract GJ246 to form a subsidiary to perform the tasks required in the contract with the DCF.

To ensure integrity of procurement and contracting practices provision will be made in the CBCB procurement policy and procedures to ensure fair market fees and rates will be applied and that all procurement laws are abided by. Jane Callahan, Attorney at Dean Mead will review and ratify the policy and proposed language to ensure compliance with the law.

This request is for the Board of Directors to approve a motion to:

Approve the formation of a separate 501(c)(3) with CBCB as the sole member to elect the Board of Directors to operate the Brevard C.A.R.E.S program as a stand alone entity that is created solely for the purpose of serving at risk children and families in Brevard County using the program model of Wraparound that was designed by Patricia Nellius using her program model that was designed prior to her arrival at CBCB in May of 2004.

Any additional development since that time (May 2004) remains the property of Community Based Care of Brevard. And to proceed with the creation of corporate Bylaws and Articles and the development of a Community Board of Directors who are willing to participate in the diversification of fund development, the national replication, governance and ensuring sustainability, in which CBCB will maintain control of the Board appointments until the program has fully transitioned, is financially solvent, and meets COA standards to sustain its independence.

The plan is to begin the transition process throughout the fall 09 and relocate the program by January 1, 2010 as a separate non profit agency.

This motion was amended with the following language: "Any additional development since that time (May 2004) remains the property of Community Based Care of Brevard."

Motion: Ms. Holt moved to approve the motion. This was seconded by Mr. Gutierrez and the motion was passed with two (2) dissenting votes.

Mr. Carlson then addressed the Board regarding the DCF contract negotiations. He indicated there were four (4) goals that had been negotiated including the term of the contract, language regarding potential or filed lawsuit and settlement notices, the requirement for prevention cases to be included in the census and the performance targets. He also indicated that the Exhibit B addressing Child Welfare Legal Services was also being negotiated and that changes are being requested which are being made. He then addressed a list of items that are also still in negotiation regarding the payment of specific activities. He reported there was significant discussion on the definition of "confidential work product" and that this will be further clarified and negotiated at the July 15, 2009 negotiation meeting.

Motion: Ms. Holt moved to approve proceeding with authorizing Dr. Nellius to sign the contract for the four (4) year term. This was seconded by Mr. Roselip and the motion was passed unanimously.

Mr. Gutierrez left the meeting.

Mr. Carnell then presented the new fiscal year budget for the board review and approval. He indicated that the training contract with PFSF had not been renewed and that the Agency had received an additional amendment of funds in the amount of \$60,000. He indicated that funding for IL programs has been increased due to the increase in services and that this was funded through savings in the OOHHC line where an 18% reduction had been taken. He also indicated that \$200,000 has been reserved for the IL increasing trend and for the C.A.R.E.S. program.

Motion: Mr. Whitten moved to approve the budget as presented. This was seconded by Ms. Holt and the motion was passed unanimously.

Mr. Carnell also provided the members with copies of the May financial statements, statement of activities and statement of financial position for the reporting period

The meeting then addressed Old Business. Dr. Nellius remarked that a number of Board members have registered for the Board Source conference to be held in November which is designed to provide guidance and information on board development for agencies and the need to focus on fund raising. She asked the members if based on this and the timing, if they would prefer to reschedule the retreat from August to a time after the November meeting to address Board development. The members agreed to defer the retreat and planning of board development until after the conference and elected to hold a regular meeting on August 20, 2009. Dr. Nellius then addressed the two (2) resumes of individuals who had applied for board membership and asked the Board how they wanted to proceed.

Mr. Roselip requested that the board application announcement be removed from the website and that the two (2) applicants be notified in writing that the decision on this will be deferred until the new calendar year; once the Board has attended the November conference and has decided on the requirements of new members.

Mr. Roselip then indicated that he was choosing to step down as Chair of the Board subcommittee on Board Member Recruitment and that Judge McKibben indicated she would assume this role. Mr. Roselip indicated he would remain on the subcommittee as a member.

Motion: Mr. Whitten moved to approve the request for Judge McKibben to chair this subcommittee and retain Mr. Roselip as a member. This was seconded by Mr. Roselip and the motion was passed unanimously.

Mr. Ropert then provided an update to the members on the branding campaign, website development and Dr. Nellius provided copies of a direct mail piece that will be sent to 10,000 addresses. Mr. Ropert indicated that a new website address and new e-mail addresses will soon be implemented (brevardfp.org) but that the current e-mail addresses will remain enabled for approximately one (1) year.

Mr. Carnell then addressed the need for an additional board member to join the Audit Committee. He indicated that based on recent resignations this committee only has one (1) board member.

Motion: Mr. Whitten moved to appoint Mr. Broom to the Audit Committee. This was seconded by Mr. Roselip and the motion was passed unanimously.

Dr. Nellius then addressed the request of AED for her to serve as an expert reviewer for their organization and shared that there were options to consider for this arrangement but that she wanted to disclose this to the Board to determine if a perceived or actual conflict could occur and if so, how did the board perceive this. She also indicated she would recuse herself from any contract negotiations with this Agency to avoid a perception of a conflict but would want to be able to sign any contracts that were awarded. The board discussed this issue and did not see a major concern with this arrangement.

Motion: Mr. Whitten moved to approve Dr. Nellius serving as an expert reviewer for AED and her ability to sign future contracts provided she was not part of the decision making process. This was seconded by Ms. Holt and the motion was passed unanimously.

The meeting was adjourned.

Respectfully submitted,

Valerie M. Randall
Recording Secretary

Approved at Board of Directors Meeting September 24, 2009