

Early Learning Coalition of Manatee County, Inc.
Board of Directors Meeting
October 21, 2009

A meeting of the Board of Directors of the Early Learning Coalition of Manatee County was held on October 21, 2009 at 11:00 AM at 3526 Ninth Street West, Bradenton, Florida, 34205.

Voting members present:

Howard Veltz	Susan Miller
Andrew Minor	Caroline Halfacre
Dennis Jagdmann	Dianne Kopczynski
Dr. Kathy Stuckey	Janice Mee
Jennifer Passmore	Linda Guritz
Mary Beth Wehnes	Melanie Shackelford
Michael Hennesey	Wanda Read-Burke
Walter Stern	

Voting members absent:

Adam Mohammadbhoj, Excused	Amy Cooley, Excused
Jennifer Radebach, Excused	Dr. Kathy Stuckey, Excused
Sandra Edmondson, Excused	

Non-voting members present:

Ron Russell	Kathy Patreka
Angela Harber	

Non-Voting member absent:

Melissa Eckenrod, Excused

ELC Staff members present:

Paul Sharff	Wendy Holman
Jay Burnell	Sharon Oakes
Karen Holman	Pamela Parmenter
Pamela Behr	Lissa Ledbetter
Peter Hill	Patricia Harmon
Lisa Morrison	Fred Bruneau

Also in attendance was ELC Attorney Jason Henbest.

These minutes are a summary of discussion and action items of the Early Learning Coalition of Manatee County Board of Directors meeting of October 21, 2009. Details are available upon request via the recorded audio transcript.

Welcome and Introductions

Chairman Veltz called the meeting to order at 11:02 AM.

Mr. Veltz requested that Mr. Sharff conduct the roll call. Upon completion of the roll call, Mr. Sharff stated that a quorum was present.

Mr. Veltz inquired if there were Citizen Comment Cards from individuals requesting time to speak at the meeting. Mr. Sharff stated that there were two Citizen Comment Cards.

Ms. Janet Hamstra spoke in regards to removal of Board member Jennifer Radebach. Ms. Hamstra distributed a handout titled "Principals and Codes of Conduct Questionnaire" and reviewed the questions listed on the questionnaire.

Ms. Barbara Elliott stated her reasons why Jennifer Radebach should be retained as a member of the Board of Directors. Additionally, Ms. Elliott stated that as a taxpayer of the State of Florida she objects to the employment of Mr. Sharff as Executive Director of the ELC and stated her reasons why. Ms. Elliot requested removal of Mr. Sharff as Executive Director and that the Board rescinds the waiver of conflict letter with the law firm of Grimes, Goebel, Grimes, Hawkins, Gladfelter, and Galvano.

Finance Report

Ms. Karen Holman presented the 2008-2009 fiscal report through July 2009 and the Finance Report of July 2009. Discussion ensued regarding the reports.

Action Items

Approval of Minutes

Mr. Veltz requested a motion for approval of the minutes of the Board of Director Meeting minutes of August 26, 2009.

Upon motion duly made by Ms. Caroline Halfacre, and seconded Mr. Dennis Jagdmann the minutes of August 26, 2009 were unanimously approved as presented.

Ballot Vote to Terminate Board Membership

Mr. Veltz stated that the vote would be held by written ballot and that each ballot must be signed and dated.

Mr. Veltz requested a motion for approval for a ballot vote to terminate the membership of Jennifer Radebach.

Upon motion duly made by Ms. Jennifer Passmore, and seconded Ms. Dianne Kopczynski the motion for a ballot vote to terminate the membership of Jennifer Radebach was unanimously approved as presented.

Ms. Janice Mee stated that she wished to make a personal statement on the record that she has served on Boards for over three decades and has never experienced the removal of a Board member. Ms. Mee stated that Ms. Radebach did her homework and asked appropriate questions, which supplied additional information for the Board members and assisted in making informed decisions.

Ms. Darelyn Poole, representative for Ms. Radebach who was unable to attend due to a prior responsibility, presented a written statement from Ms. Radebach. Ms. Radebach's letter is attached and made part of these minutes.

Mr. Veltz requested a vote, as there were no further comments.

Mr. Jason Henbest, Coalition Attorney, stated that according to Article III, Paragraph 3.4g of the bylaws, removal may only occur upon the approval of a motion for removal of said Board member by a two-thirds (2/3) vote of a quorum of the members. The vote was held by written ballot.

Mr. Henbest stated that the yea votes to terminate Ms. Radebach were 10 and the nay votes were 4. For the record, the nay votes to not terminate were Linda Guritz, Janice Mee, Mary Beth Wehnes, and Wanda Read-Burke. The votes to terminate were Caroline Halfacre, Michael Hennesey, Walter Stern, Dennis Jagdmann, Jennifer Passmore, Andrew Minor, Susan Miller, Dianne Kopczynski, Howard Veltz, and Melanie Shackelford. Mr. Henbest stated that the total votes to terminate exceeds the amount required.

The vote to terminate the membership of Jennifer Radebach was approved by a majority of votes.

Approval of Amendment #1

Mr. Veltz called for a motion for approval of Amendment #1 to the SR 2009-2010 Provider Agreement.

Ms. Parmenter reviewed the changes in Amendment #1. The changes reflect cross references for corrections, notification procedure for at-risk children and holiday pay for school-age children who are only enrolled during holidays.

Upon motion duly made by Ms. Janice Mee, and seconded by Ms. Dianne Kopczynski, the motion for approval of Amendment #1 was unanimously approved as presented.

Approval to Increase Provider Payment Rates

Mr. Veltz requested a motion to approve an increase in provider payment rates.

Ms. Oakes stated that the proposed rate increase is based on the attached matrix, which shows the highest percentage of children that Manatee County is currently serving. Many scenarios were looked at; however, to increase rates and still maintain taking children from the wait list was to go with the 3% increase in payments for Infants, Toddlers, 2 year olds and 3 year olds. The state requires that the ELC maintain taking children off the wait list before providing a rate increase to providers. All providers must be charging at or above the current rate to receive reimbursement at the increased rate. Mr. Sharff stated that there has not been an increase in rates for providers since 2005.

Upon motion duly made by Mr. Andrew Minor, and seconded by Ms. Caroline Halfacre, the motion to approve an increase in provider payment rates was unanimously approved as presented.

Approval to Change or Retain Law Firm

Mr. Sharff stated his reasons for requesting that the Board vote on retaining or replacing Mr. Henbest as attorney for the Coalition. The reasons given dealt with blogs stating that there was a conflict of interest due to Mr. Galvano being Mr. Sharff's personal attorney.

Discussion ensued with Ms. Kopczynski, Mr. Minor and Ms. Mee stating that they were in favor in retaining a new attorney in order to remain independent and dispel any perception of conflict.

Ms. Miller presented a motion to approve retaining Mr. Henbest as Coalition attorney.

Upon motion duly made by Ms. Miller, and seconded by Ms. Shackelford, the motion to approve retaining Mr. Henbest as Coalition Attorney was unanimously approved as presented.

Approval of 2009-2010 Budget

Mr. Sharff reported that revisions were made to the 2009-2010 Budget to reflect ARRA funds and to allocate funds as specific line items. AWI ARRA funds for VPK were allocated as a separate line item and VPK O&A awards were added. Additional revenues of \$31,885.00 were added which included \$16,071 in VPK Outreach and Awareness and \$15,749 in School Readiness ARRA. Private donations were reduced by \$10,000 to reflect the correct fund raising amount. In expenses, some of the changes were; slots were increased, personnel charged to Manatee County were increased, audit fees, advertising, travel and training were decreased. Discussion ensued regarding the changes.

Upon motion duly made by Ms. Dianne Kopczynski, and seconded by Ms. Ms. Shackelford, the 2009-2010 Budget was unanimously approved as presented.

Approval to Disengage Purvis Gray and Engaging Fontana CPA

Ms. Dianne Kopczynski reported that discussions with the audit firm Purvis Gray, which was selected to perform the ELC's independent audit, has resulted in a decision to recommend to the Board of Directors disengagement of the firm.

Purvis Gray indicated that the ELC should have filed Form 990 (Income Tax Return for Exempt Organizations); however, the ELC has a waiver and is not required to file the form. It was further indicated that they would need to increase their fee due to having to enlarge the scope of the audit. Discussion ensued.

Ms. Kopczynski stated that the firm of Fontana CPAs has extensive experience in auditing other Early Learning Coalitions in this area. Their proposal was \$10,500 for the audit and \$1,000 for the 990 if required. The Audit Committee recommends that the Board engage Fontana CPAs to perform the independent audit. Discussion ensued.

Upon motion duly made by Ms. Caroline Halfacre, and seconded by Mr. Andrew Minor, the motion to disengage Purvis Gray and engage Fontana CPAs to perform the independent audit was unanimously approved as presented.

Chief Executive Officer's Report

Mr. Sharff reported that four requests were made to Manatee County to amend the contract; however, three were denied. The request for reimbursement of the Gold Seal differential through direct childcare reimbursement or through the match funding provided by the county, the request to increase the reimbursement rate for children with mild disabilities and the request for reimbursement of recognized holidays to providers through direct childcare reimbursement or through the match, funding provided by the county were all denied. The request to establish a priority-funding group for Relative Care Givers who are determined ineligible for state funding was approved.

Mr. Sharff reported that School Readiness Children in Care for 2009 was 2,615, an increase of 556 children from 2008. Children enrolled in the VPK program is 2,361. The wait list has decrease by 921 as of October 2009. School Readiness Providers were paid \$1,857,167.42 in July and August of 2009, an increase of \$282,409 from July and August of 2008.

Mr. Sharff reported that the staff is working on a Provider Appreciation Day hopefully in the early part of next year.

Mr. Bruneau reported that the site findings of the Triennial Review indicated no significant Compliance issues were found.

Ms. Oakes reported that the Provider Payment Department was now doing attendance monitoring and that two cases were being investigated for fraud. If the investigations reveal that the provider provided fraudulent information, the cases will be turned over to the Florida Department of Law Enforcement for further investigation.

New Business

Mr. Veltz welcomed Ms. Wanda Read-Burke to the Board as the new Gubernatorial Appointee.

Mr. Dave Potter provided a report and update from Family Partnership.

Old Business

There was no old business to come before the Board.

Adjournment

There being no further business to come before the Board of Directors, the meeting adjourned at 12:06 PM.

Minutes prepared by:

Pamela Behr

Minutes approved by:

Howard Veltz, Chairman