

Early Learning Coalition of Manatee County, Inc.  
Executive/Finance Committee Joint Meeting  
of  
August 19, 2009

The Early Learning Coalition of Manatee County, Inc. held a joint Executive and Finance Committees meeting on August 19 2009 at 11:00 AM at 3526 Ninth Street West, Suite 200, in Bradenton, Florida.

**Executive Committee Members Present:**

Howard Veltz, Chair	Linda Guritz
Adam Mohammadbhoy	Susan Miller
Dianne Kopczynski	Paul Sharff
Dr. Kathy Stuckey	

**Finance Committee Members Present:**

Dianne Kopczynski	Melanie Shackelford
Andrew Minor	Susan Miller

**Finance Committee Member Absent:**

Caroline Halfacre, Excused

**Board Members Present:**

Jennifer Radebach  
Angela Harber

**Coalition Attorney Present:**

Jason Henbest

**ELC Staff Present:**

Karen Holman	Pamela Behr
Jay Burnell	Lisa Morrison
Fred Bruneau	Pat Harmon
Sharon Oakes	Pamela Parmenter
Peter Hill	

***These minutes are a summary of discussion and action items of the Early Learning Coalition of Manatee County Executive and Finance Committees meeting of August 19, 2009.***

**Welcome and Introduction:**

Chairman Howard Veltz called the meeting of the Executive and Finance Committees to order at 11:04 AM. Mr. Veltz requested that Mr. Sharff conduct the roll call. Mr. Sharff stated that a quorum was present for the Finance Committee and the Executive Committee.

Mr. Veltz inquired if there were Citizen Comment Cards from individuals requesting time to speak at the meeting. Mr. Sharff stated that there were not any Citizen Comment Cards requesting times to speak.

**Finance Information Items:**

Ms. Karen Holman presented the 12-month, 2008-2009 fiscal report through June 2009 and the Finance Report of June 2009.

***Upon motion duly made by Andrew Minor, and seconded by Ms. Melanie Shackelford, the financial reports were unanimously approved as presented.***

**Governance Committee Information Items:**

Ms. Linda Guritz reported that the Governance Committee met and reviewed the applications for the Center Based Child Care Provider Representative. Ms. Guritz stated that all applications were reviewed in regards to experience, education, and current job duties and the Governance Committee was recommending to the Executive Committee approval of Margaret "Missy" Eckenrod as the Center Based Child Care Provider Representative.

Ms. Guritz reported that the Governance Committee was recommending the reappointment of Adam Mohammadbhoj to a 4-year term on the Board of Directors.

Ms. Guritz stated that the Governance Committee reviewed the Confidentiality of Records & Data Policy and was recommending to the Executive Committee approval of the policy; however, they were recommending that ELC staff receive training prior to signing the policy agreement.

Mr. Veltz stated that all recommendations by the Governance Committee would be voted on under "Items for Approval by the Executive Committee".

Ms. Guritz also stated that the Governance Committee was recommending establishing a new policy for absences of Board Members at Committee and Board meetings.

**Quality Committee Information Items:**

Dr. Stuckey stated that she would be presenting the Quality Committee report at the Board Meeting on August 26.

**Chief Executive Officer's Report:**

Mr. Sharff stated that preparations were under way for the August 27<sup>th</sup> fundraiser and encouraged everyone to attend.

Mr. Sharff reported that the School Readiness & VPK Annual Eligibility and Fraud Prevention Review was completed and a great review was received; and that the audit staff would be arriving on Monday, August 31<sup>st</sup>, to start the Triennial audit.

Mr. Sharff reported that the Children's Summit was a great success.

Mr. Sharff reported that the Wait List was at 993 and Children In Care was at 2,689, which is up 25% over from last year.

Mr. Sharff stated that he had been appointed to Chair the ALEC Legislative Committee and to serve as Chief Negotiator of the ASQ-3 for the AELC. Mr. Sharff stated that it would be necessary for him to travel to fulfill these appointments. Mr. Sharff also stated that the Sheriff had requested that he serve on the Police Athletic League Board of Directors.

**Executive Committee Action Items:**

**Approval of Committee Minutes**

Mr. Veltz requested a motion for approval of the minutes of the Executive/Finance Committee meeting of June 17, 2009.

**Upon motion duly made by Ms. Susan Miller, and seconded Dr. Stuckey the minutes of June 17, 2009 were unanimously approved as presented.**

**Revision to By-Laws**

Mr. Veltz called for a motion for approval of the revision to section 6.7 of the By-Laws. Mr. Bruneau stated that the revision provides for the full Board to be the final authority in deciding Appeals. Currently the Appeals Board, consisting of three voting members, is the final authority. Discussion ensued.

***Upon motion duly made by Ms Dianne Kopczynski, and seconded by Mr. Adam Mohammadbhoj, the motion to recommend to the Board of Directors approval of the revision to the By-Laws was unanimously approved as presented.***

***Revision to Employee Handbook***

Mr. Veltz called for a motion for approval of the revisions to the Employee Handbook. Mr. Sharff stated that the revision was to change the accrual of PTO from immediately to “upon completion of 90-days of employment” and that of an employee’s personal holiday is available “upon completion of 90-days of employment”. Discussion ensued.

***Upon motion duly made by Dr. Stuckey, and seconded by Ms. Susan Miller, the motion to recommend to the Board of Directors approval of the revisions to Employee Handbook was unanimously approved as presented.***

***Non-Faith Based Provider Representative***

Mr. Veltz called for a motion for approval of the Governance Committee’s recommendation to appoint Margaret Eckenrod as the Non-Faith Based Provider Representative to the Board of Directors. Discussion ensued.

***Upon motion duly made by Ms. Linda Guritz, and seconded by Dr. Kathy Stuckey, the motion to recommend to the Board of Directors the appointment of Margaret Eckenrod as the Non-Faith Based Provider Representative was unanimously approved as presented.***

***Special Advisor to the Board of Directors***

Mr. Veltz called for a motion for approval of Annette Larkin as Special Advisor to the Board of Directors.

Mr. Sharff stated that Ms. Larkin has served 2 terms as the Non-Faith Provider Board Representative and during that time had helped the Coalition move forward in a professional and caring manner. Each month the Provider Advisory Group meets and is coordinated by the Non-Faith Based and the Faith Based Provider Representative. These Representatives cannot speak with each other until the meeting starts due to the Sunshine Laws. Allowing Ms. Larkin to help coordination and schedule the meetings, she will be able to obtain more Provider input and streamline solving Provider problems. Ms. Larkin will be an unbiased Board Representative and an extra source of information for the Coalition. Ms. Larkin will not receive monetary compensation for this service and will report directly to the Executive Director and Chairman of the Board. Discussion ensued.

***Upon motion duly made by Ms. Linda Guritz, and seconded by Mr. Adam Mohammadbhoj, the motion to recommend to the Board of Directors the appointment of Annette Larkin as Special Advisor to the Board was unanimously approved as presented.***

***Reappointment of Adam Mohammadbhoj to 4-Year Term***

Mr. Veltz requested a motion for approval of the Governance Committee’s recommendation to reappoint Adam Mohammadbhoj to a 4-year term on the Board of Directors.

Mr. Sharff stated that Mr. Mohammadbhoj has served on the Board for the past four years. In June of 2008 when the Coalition was going through a crisis, Mr. Mohammadbhoj took over as acting chair to aid the Coalition. Mr. Mohammadbhoj is well thought of in our community and is a great asset to the Board. The staff supports the reappointment of Mr. Mohammadbhoj.

***Upon motion duly made by Ms. Susan Miller, and seconded by Ms. Dianne Kopczynski, the motion to recommend to the Board of Directors reappointment of Adam Mohammadbhoj to a 4-year term was unanimously approved as presented.***

**Approval of Confidentiality of Records & Data Policy**

Mr. Veltz called for a motion to approve the Governance Committee's recommendation for approval to the Board of the Confidentiality of Records & Data Policy with training for all ELC staff before signing the policy agreement.

***Upon motion duly made by Ms. Susan Miller, and seconded by Ms. Linda Guritz, the motion to recommend to the Board of Directors approval of the Confidentiality of Records & Data Policy was unanimously approved as presented.***

**Approval of Engagement Letter**

Mr. Veltz requested a motion for approval of the Engagement Letter with the law firm of Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.L. as the Corporate General Counsel for the next fiscal year.

Mr. Henbest gave a brief review of the services that will be provided under the agreement. Discussion ensued.

***Upon motion duly made by Mr. Mohammadbhoy, and seconded by Ms. Susan Miller, the motion to recommend to the Board of Directors approval of the Engagement Letter was unanimously approved as presented.***

**Approval of Potential Client Conflict and Waiver of Same Letter**

Mr. Veltz requested a motion for approval of the Potential Client Conflict and Waiver of Same Disclosure with the law firm of Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.L.

Mr. Henbest stated that the disclosure letter states that Grimes Goebel represents both the Coalition and Mr. Sharff, and now pending for the consideration of the Board is an employment agreement for Mr. Sharff. By approval of the letter, Mr. Sharff and the Board agree to the firm's representation of the Board of Directors in connection with the employment agreement and all other employment matters. Discussion ensued.

***Upon motion duly made by Dr. Stuckey, and seconded by Ms. Susan Miller, the motion to recommend to the Board of Directors approval of the Potential Client Conflict and Waiver of Same Letter was unanimously approved as presented.***

**CEO Employment Contract**

Mr. Veltz requested a motion for approval of the Chief Executive Officer's Employment Agreement. Ms. Kopczynski requested that Mr. Sharff be excused from the meeting while discussion was held regarding the agreement.

Discussion ensued regarding the agreement. Mr. Bruneau was requested to furnish copies of other Coalition Executive Directors and any salary comparisons that were available.

***Upon motion duly made by Susan Miller, and seconded by Ms. Dianne Kopczynski, the Committee unanimously approved the Board attorney to revise the draft Executive Director Employment Agreement and present the revised draft to the full Board at its August 26, 2009 meeting for further discussion and appropriate action. The revisions to the draft agreement should include revision of the Compensation section to indicate that an annual performance review of the Executive Director's work would be completed by the Board on an annual basis; to remove any provisions that tie such performance review directly to salary increases and replace that with the Coalition's good-faith obligation to review compensation for appropriate changes on an annual basis; and to limit the number of PTO hours that can be carried forward from year-to-year to 120 hours. In the Termination section, flag for specific review the severance provisions included in subparagraphs (a), (b), and (e) as well as the pay out for accrued PTO in subparagraph (i).***

Mr. Sharff rejoined the meeting.

**Approval of Amendment One**

*Mr. Veltz requested a motion for approval of Amendment 1.*

***Upon motion duly made by Dr. Stuckey, and seconded by Mr. Adam Mohammadbhoy, the motion to recommend to the Board of Directors approval of Amendment 1 was unanimously approved as presented.***

**Informational Items, Executive Director**

Mr. Sharff reported that:

- VPK enrollment numbers are up from last year.
- 119 VPK Provider Applications have been received with 95 of them approved.
- 100% of the Providers now have liability insurance.

**Adjournment:**

There being no further business to come before the Executive/Finance Committees, the meeting adjourned at 12:59 PM.

Minutes prepared by:

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Pamela Behr

Minutes approved by:

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Howard Veltz, Chairman