

**Early Learning Coalition of Manatee County, Inc.**  
**Board of Directors Meeting**  
**August 26, 2009**

A meeting of the Board of Directors of the Early Learning Coalition of Manatee County was held on August 26, 2009 at 11:00 AM at 3526 Ninth Street West, Bradenton, Florida, 34205.

Voting members present:

Howard Veltz, Chairman  
Susan Miller  
Adam Mohammadbhoy  
Amy Cooley  
Andrew Minor  
Caroline Halfacre  
Dennis Jagdmann  
Dr. Kathy Stuckey

Janice Mee  
Jennifer Passmore  
Jennifer Radebach  
Linda Guritz  
Melanie Shackelford  
Michael Hennesey  
Sandra Edmoundson  
Walter Stern

Voting members absent:

Dianne Kopczynski, Excused  
Mary Beth Wehnes, Excused

Non-voting members present:

Ron Russell  
Annette Larkin

Kathy Patreka  
Angela Harber

Non-voting member absent:

Dr. Kameron Partridge, Excused

ELC Staff members present:

Paul Sharff  
Jay Burnell  
Karen Holman  
Pamela Behr  
Peter Hill  
Lisa Morrison

Wendy Holman  
Sharon Oakes  
Pamela Parmenter  
Lissa Ledbetter  
Patricia Harmon

Also in attendance was ELC Attorney Jason Hesbest.

***These minutes are a summary of discussion and actions items of the Early Learning Coalition of Manatee County Board of Directors meeting of August 26, 2009. Details are available upon request via the recorded audio transcript.***

## Welcome and Introductions

Chairman Veltz called the meeting to order at 11:05 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. Sharff reported that Action Item 5.k, approval of Amendment #1 for the School Readiness Provider Agreement, was pulled from the Agenda and would be reviewed and discussed at the ELC Provider Advisory Group and Provider Meeting on August 27, 2009.

Mr. Veltz inquired if there were Citizen Comment Cards from individuals requesting time to speak at the meeting. Mr. Sharff stated that there were 8 Citizen Comment Cards.

The Citizen Comments were from:

1. Marla Lindsay – MCAA  
Ms. Lindsay spoke in regards to Action Item 5.e.
2. Gerald Schole – MCAA  
Mr. Schole spoke in regards to Action Item 5.e.
3. Phyllis Mays – Grasshopper Academy  
Ms. Mays submitted a petition and letter to Board. Letter and petition made part of official minutes.
4. Janet Hamstra – Kids Club  
Ms. Hamstra's letter to Board Members made part of official minutes.
5. Laura Winfrey – MTI Educare Center  
Ms. Winfrey's letter made part of official minutes.
6. Renee Cottrell – Radebach School  
Ms. Cottrell's letter made part of official minutes.
7. Rev. Paul Scheele – Sr. Pastor Congregational UCC  
Rev. Scheele spoke in regards to Action Item 5.e.
8. Geraldine Pasquarella – Children's Academy  
Ms. Pasquarella spoke in regards to Action Item 5.b.

## Finance Report

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

***Upon motion duly made by Mr. Dennis Jagdmann, and seconded by Mr. Andrew Minor, the financial reports were unanimously approved as presented.***

## Chief Executive Officers Report

Mr. Sharff reported that:

- the wait list was currently at 993

- children-in-care was at 2,689 on August 19, 2009
- all providers now have liability insurance

### **Action Items**

#### **Approval of Board Minutes**

Mr. Veltz called for a motion for approval of the minutes of the Board of Directors meeting of June 24, 2009.

***Upon motion duly made by Ms. Susan Miller, and seconded by Mr. Jagdmann, the Board unanimously approved the minutes of June 24, 2009 as presented.***

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

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

***Upon motion duly made by Ms. Jennifer Passmore, and seconded by Ms. Susan Miller, the motion for approval of Melissa Eckenrod as the Non-Faith Based Provider Representative was unanimously approved as presented.***

#### **Reappointment of Adam Mohammadbhoy to 4-Year Term**

Mr. Veltz called for a motion for approval to reappoint Adam Mohammadbhoy to a four year term on the Board of Directors.

***Upon motion duly made by Ms. Susan Miller, and seconded by Ms. Melanie Shackelford, the motion to reappoint Adam Mohammadbhoy to a 4-year term 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. Discussion ensued regarding the appointment. Ms. Larkin will not receive monetary compensation for the position, and will report directly to the Executive Director and Chairman of the Board. Ms. Larkin will not be a voting member of the Board of Directors.

***Upon motion duly made by Dr. Kathy Stuckey, and seconded by Mr. Adam Mohammadbhoy, the motion to appoint Annette Larkin as Special Advisor to the Board was unanimously approved as presented.***

#### **Removal of Board Member**

Mr. Veltz called for a motion for approval to remove a member from the Board of Directors.

***Upon motion duly made by Ms. Susan Miller, and seconded by Ms. Melanie Shackelford, the motion was made to remove a member from the Board of Directors.***

Mr. Henbest, Board Attorney, stated that Article III, Section 3.4g of the Coalition By-Laws state that “non-mandated members may be removed when, in the judgment of the remaining Board members, the best interests of the Coalition would be served and such action may be taken only after a majority of a quorum of the Board members present at a meeting vote to approve a motion requiring that the removal of the specific Board member in question be included on the agenda of the next scheduled meeting. Final removal may only occur at that next meeting and only 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.”

Discussion ensued resulting in a vote by paper ballot. Mr. Henbest read the results of the paper ballots stating that the motion passed with 14 votes to “place the item on the agenda at the next Board of Directors meeting”, and 2 votes to “not place on the agenda at the next Board of Directors meeting”.

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

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

***Upon motion duly made by Mr. Adam Mohammadbhoy, and seconded by Ms. Amy Cooley, the motion to recommend approve the Confidentiality of Records & Data Policy was 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. This revision provides for the full Board to be the final deciding authority on Appeals. Three voting members of the Appeals Board are currently the final authority in deciding Appeals. Discussion ensued.

***Upon motion duly made by Mr. Adam Mohammadbhoy, and seconded by Mr. Andrew Minor, the motion to approve 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 two revisions are to change the accrual of PTO from immediately to “upon completion of 90-days of employment” and that 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 approve the revisions to Employee Handbook 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 Ms. Susan Miller, and seconded by Ms. Amy Cooley, the motion to approve the Engagement Letter with the law firm of Grimes Goebel Grimes as Corporate General Counsel for the next fiscal year 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.

Per Mr. Henbest, the disclosure letter states that Grimes Goebel represents both the Coalition and Mr. Sharff and that an employment agreement for Mr. Sharff is coming before the Board for approval. If the Board approves the Potential Client Conflict and Waiver of Same Letter, Mr. Sharff and the Board then agree that the firm represents the Board of Directors in connection with the employment agreement and all other employment matters. Discussion ensued.

***Upon motion duly made by Ms. Susan Miller, and seconded by Ms. Melanie Shackelford, the motion to approve the Potential Client Conflict and Waiver of Same Letter was unanimously approved as presented.***

### **Election of Officers**

Mr. Henbest reported that the annual election of officers held at the June 24, 2009 meeting of the Board of Directors was not done in a manner that comports with the requirements of Florida law and that a new vote should be taken to cure the defective balloting.

Mr. Veltz requested a motion to approve Mr. Adam Mohammadbhoj as Vice Chairman of the Board of Directors.

***Upon motion duly made by Dr. Stuckey, and seconded by Ms. Amy Cooley, the motion to approve Mr. Mohammadbhoj as Vice Chairman was unanimously approved by "voice vote."***

Mr. Veltz requested a motion to approve Ms. Dianne Kopczynski as Treasurer of the Board of Directors.

***Upon motion duly made by Adam Mohammadbhoj, and seconded by Dr. Stuckey, the motion to approve Dianne Kopczynski as Treasurer of the Board of Directors was unanimously approved by "voice vote."***

### **CEO Employment Contract**

Mr. Veltz requested that Mr. Sharff be excused from the meeting while discussion was held regarding the CEO employment agreement. Discussion ensued regarding the agreement and revisions that were requested by the Executive Committee.

***Upon motion duly made by Ms. Susan Miller, and seconded by Ms. Melanie Shackelford, the Board unanimously approved the Employment Contract, with final revisions to contract by Coalition Attorney, Jason Henbest.***

Mr. Sharff rejoined the meeting.

### **Adjournment**

There being no further business to come before the Board of Directors, the meeting adjourned at 1:15 PM.

Minutes prepared by:

Minutes approved by:

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Pamela Behr

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Howard Veltz, Chairman