

CBC OF BREVARD
BOARD OF DIRECTORS
FEBRUARY 26, 2009 BOARD MEETING
MINUTES

Board Members in Attendance: Mr. Leo Roselip, Ms. Nancy Higgs, Vice Chair, Ms. Irene Burnett, Ms. Helen Voltz, Judge Kelly McKibben, and Mr. Mel Broom.

Board Members Absent: Mr. William Ryder, Board Chair, Mr. Stockton Whitten, Board Treasurer, Ms. Leigh Holt and Mr. Peter Foley (submitted letter of resignation)

Others in Attendance: Dr. Patricia Nellius, CEO, Mr. Chad Carnell CFO, Ms. Valerie M. Randall, Chief Personnel and Administrative Officer, Mr. James Carlson, COO, Ms. Debbie Davidson-Cook Chief Compliance & Utilization Officer, Ms. Julia Irvin, Mr. Bill Wood and Mr. Andy Beindorf both of RBC, Ms. Donna Brown, of James Moore, Ms. Gloria Vines Wilkinson, Devereux, and Ms. Stephanie Strodman, CBC of Brevard.

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

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

Motion: Ms. Voltz moved to approve the minutes from the last meeting. This was seconded by Mr. Broom and the motion was passed unanimously.

The next item was the audit report from James Moore. Ms. Donna Brown addressed the Board and reviewed the management letter and key elements of the audit and explained the specific requirements under which CBC of Brevard is audited. She reported that this has already been presented to the Audit Committee and that body had accepted the report but that the full Board is required to accept the report. She reviewed several pages in the report and a key paragraph in the management letter. She referenced a recommendation that was made based on this year's audit and that next year's audit will follow up on that suggestion. However, she did indicate that she knew that the management of CBC of Brevard had already put in place processes to address the recommendation. She referred to page 14 of the report where it documents there are no issues identified as internal control or compliance problems. She also shared with the Board that beginning with the next fiscal year that there will be a requirement of significant board member involvement in the Form 990 for the Agency. Ms. Higgs asked if CBC of Brevard should ensure that the system providers to whom this applies are in compliance. Ms. Brown indicated we are not responsible for this. Discussion also took place on the payments for the former PEA and Dr. Nellius indicated that while we had received "verbal" approval to use state funds to address this and that we had requested a written approval which we have not received. Ms. Higgs asked that a 990 Training be added to the Board Retreat Agenda as there were time constraints today and based on the board requirement to be a more active participant in the coming year.

Motion: Mr. Roselip moved to accept the audit report. This was seconded by Ms. Voltz and the motion was passed unanimously.

The next item addressed the issue of securing the bank funds which was an action item from the last meeting due to the fiscal climate. Mr. Carnell introduced Bill Wood and Andy Beindorf from RBC. Mr. Carnell also presented Accounting Memo #49 which addressed the limited avenues for securing bank funds given the FDIC limits. He indicated that he had explored this option with several institutions and was presenting the RBC vehicle of US securities which is guaranteed by RBS and utilizing another institution for the non-governmental funds.

Motion: Mr. Broom moved to accept the recommendation of utilizing the RBC Government Securities for the operating and sweep accounts. This was seconded by Ms. Voltz and the motion was passed unanimously.

Ms. Burnett inquired if RBC as a Canadian Financial Institution is required to function under the same banking requirements as US operations and it was stated that they are.

Next Ms. Julia Irvin presented the strategic planning goals for the agency based on feedback from numerous focus groups she has conducted in the community and with employee and partner employees. She informed the members that this had also been presented to TIP on Monday of this week. Ms. Irvin provided the members with a written document that outlined the strategic goals and objectives and a print out of the Power Point presentation. During her presentation Ms. Irvin also shared specific examples of some of the suggestions and remarked that in many cases she learned that the management of CBC of Brevard was already discussing or looking at ways to address some of the issues which arose in the focus groups. She also remarked that due to the timing of some focus groups she felt that there was some heightened anxiety with the implementation of the FSFN system and that some staff may have been reacting to some of the challenges associated with the Statewide information system transition. She surfaced that some care managers felt that having laptops would be more efficient because they can not access FSFN outside of the office environment. There was some discussion on this and again, Dr. Nellius interjected that the management of CBC of Brevard was already looking at this expense and where it might be feasible to implement in the future. Mr. Carnell indicated that we had just provided all new desktops and that the laptops would be an added expense at this time at approximately twice the cost. It was also brought to the attention of the Board that this is not a concern for Devereux as they can access FSFN through their external connection. Concern was also raised regarding the cost of the VPN access for all case management staff and the slow functionality of it when working remotely.

Ms. Irvin shared that a question had been raised at the TIP meeting regarding the C.A.R.E.S. program and whether it was addressing the top three (3) factors resulting in recidivism. There was discussion regarding substance abuse issues and Dr. Nellius clarified that if an appropriate referral is made to the C.A.R.E.S. program and there is a need for substance abuse assistance that the program works to address that need. She reminded the Board that in some cases the DCF Private Investigator will make the referral to C.A.R.E.S. or determine that the family needs to go into the dependency system and that the C.A.R.E.S. program works with appropriate clients. In lieu of time constraints Ms. Higgs suggested that the remainder of the overview be put on the Board Retreat Agenda so that more time could be allocated to review the goals and objectives.

Motion: Ms. Voltz moved to accept the Strategic Plan as outlined. This was seconded by Mr. Roselip and the motion was passed unanimously.

As the meeting was running behind schedule, the COA presentation was deferred.

Ms. Randall then provided the Board with the annual staff turnover numbers from 2005 through 2008. The base source data she cited was from a March 2007 survey conducted by Rollins College of Philanthropy. She indicated the data is two (2) years old, but the best source data available to try to make any comparison to the data. She indicated that 153 non-profits in the state of Florida had participated representing 5,600 employees. She did remark however, that the participants range from very small organizations to very large, so it would not be valid to make a direct comparison. She then provided the Agency annual turnover numbers with some information about some uncontrollable turnover that had occurred in the most recent year (2008).

The next agenda item was the revised Board Self Evaluation. This revision was a result of a COA requirement that the Board members evaluate their relationship to the Chief Executive Officer.

Motion: Mr. Roselip moved to approve the new Board Self Evaluation tool. This was seconded by Ms. Voltz and the motion was passed unanimously.

The next item addressed Mr. Whitten who is currently serving as the "acting" County Manager. Given that he is acting in this capacity there is concern he may fail to meet the minimum required number of meetings on an annual basis and he had requested an exemption be considered by the Board during this "acting" role.

Mr. Roselip requested that Mr. Whitten provide this request in writing for the next Board meeting where it would be discussed and evaluated in terms of the By Laws of the Agency.

Motion: Mr. Roselip moved to have staff request Mr. Whitten to put his request in writing. This was seconded by Mr. Broom and the motion was passed unanimously.

Mr. Peter Foley's letter of resignation was the next item on the agenda. There was discussion as to whether this required a vote to accept the resignation or not. The board acknowledged Mr. Foley's resignation with thanks for his service and requested that a letter be prepared for him to that effect. Dr. Nellius indicated that this letter had already been prepared and would be signed and sent to Mr. Foley.

The next item was an Environmental Board Policy, GOV 017 that is required by COA.

Motion: Mr. Roselip moved to approve the Environmental Policy. This was seconded by Ms. Voltz and the motion was passed unanimously.

Mr. Carnell presented Board Policy GOV 206 addressing Bank Accounts.

Motion: Mr. Roselip moved to approve GOV 206. This was seconded by Ms. Voltz and the motion was passed unanimously.

Mr. Carnell presented Board Policy GOV 207 addressing the budgeting process. He shared with the Board that this is the current process which is now being documented in a written Policy. He explained the current practice and indicated that we are at the time of year when specific line item movement will be required to address projected program or line item deficits. Ms. Higgs inquired why the Board would not be made aware of this in advance in order to be aware of how funds were being moved around. Mr. Carnell responded that this is provided in financial statements on a monthly basis and projections are based on a mid-year timeframe. Ms. Higgs indicated that we are past mid-year to which Mr. Carnell acknowledged but indicated that it is only now that the most recent financials are available to do the projections and that this has been the practice.

Dr. Nellius interjected to remind the Board that these items are addressed in the monthly Board Report when applicable, the annual Cost Allocation Plan and that any significant changes in line items are shared with the Board members to keep them informed as to how the Agency expenditures are managed while remaining within the approved annual budget. She did remind the Board however, that each year's budget is based on historical trends and that we can not control the front door regarding the number of children who may enter the system, those who will be placed in out-of-home care. She spoke to the historical deficit in Independent Living and the deficit we are experiencing in the C.A.R.E.S. Prevention program. She indicated that these decisions are made based on allowable reallocation of funding streams and that the Agency has always remained within the approved budget.

Mr. Roselip did agree that this is done within the approved budget and that the Board is kept informed.

Motion: Mr. Roselip moved to approve GOV 207. This was seconded by Ms. Burnett and the motion was passed unanimously.

Mr. Carnell then presented GOV 208 on Accounting Practices. Ms. Higgs inquired about the signers on the account and Mr. Carnell explained that those listed are those who have check signing authority.

Motion: Judge McKibben moved to approve GOV 208. This was seconded by Mr. Broom and the motion was passed unanimously.

Mr. Carnell then presented Accounting Memo #50 to renew the agreement with James Moore for the upcoming three (3) years at the rates provided.

Motion: Ms. Burnett moved to approve the renewal of James Moore as the audit firm for the next three fiscal years. This was seconded by Ms. Voltz and the motion was passed unanimously

Mr. Carnell then presented the financial statements and indicated the areas of projected deficits to include IL subsidies, C.A.R.E.S and in Adoption Services (Medical-Direct).

Ms. Higgs indicated that the board business was concluded but that several members wanted to remain to discuss the nominating committee and the board application process. She requested that this conversation be on the record and that Mr. Roselip adjourn the meeting at the conclusion of that discussion.

Mr. Roselip discussed the current process and asked if the committee wished to pursue in the same manner of consider other approaches. He indicated a lunch meeting could be held to discuss the options but requested of staff that this be noticed to comply with the Sunshine Law. It was announced that the committee currently consisted of Mr. Roselip, Mr. Ryder, Mr. Broom, Ms. Burnett and Judge McKibben. The committee mentioned names of individuals they felt would be people to consider. Mr. Roselip commented that some of these names have community presence but he wondered if they would make the eight (8) meeting commitment and while he thought that was important others may not. Mr. Roselip suggested that these people be informed that the announcement is on the website and if they are interested in applying that they could do so.

Dr. Nellius indicated that we had received an application from a community leader who is an adoptive parent and who has been a strong advocate for children and our Agency in support of the annual toy drive and that he has strong public relations background in the community, has legislative experience and is passionate about children.

Judge McKibben indicated she would provide dates she would be available to the CEO for coordination with the other members for a lunch meeting.

Motion: Mr. Broom moved to adjourn the meeting. This was seconded by Ms. Voltz and the motion was passed unanimously

Respectfully Submitted,

Valerie M. Randall
Recording Secretary

Approved by Board of Directors at March 26, 2009 Meeting