



Minutes

Governance & Bylaws Committee Meeting
March 24, 2010; 8:00 a.m.
Conference Call

Committee Attendees: Alan Eckstein, Esq. (attended via conference call); David Lawrence, Jr. (attended via conference call); Dabney G. Park, Ph.D. (attended via conference call); Santiago Echemendia (Board Attorney) (attended via conference call)

Committee Absentees: Ramiro Moreno; David Williams, Jr.

Staff Attendees: Leeana Pena; Tabatha Cullen; Angelo Parrino

I. Welcome and Introductions	Alan Eckstein, Esq., Chair
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- A. Eckstein called the meeting to order.
- A quorum was established with three (3) voting members.

II. Approval of February 23, 2010 Minutes	Alan Eckstein, Esq., Chair
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- A. Eckstein called for the approval of the meeting minutes from 02/23/10.
 - D. Lawrence moved to approve the minutes of 02/23/10.
 - Motion was seconded by B. Park.
 - Motion was unanimously passed.

III. Review of Bylaws	Alan Eckstein, Esq., Chair
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- A. Eckstein stated that the bylaw changes previously made by the Committee were presented at the March Board meeting. The Board was not happy with the changes and sent them back to the Committee for review.
- A. Eckstein addressed Section 7.7. of the bylaws, Meeting Attendance. He stated the Board has been very strict on attendance in the past. However, the Chair feels the attendance policy should be a little more flexible. A. Eckstein stated he was proposing that Board members be allowed three absences. A fourth (4th) or fifth (5th) absence can be excused by the Chair. A sixth (6th) absence would be considered resignation from the Board.
- D. Lawrence asked how many meetings were held annually.
- A. Eckstein stated there are 11 meetings held annually.
- L. Pena stated there are ten (10) meetings held annually.
- D. Lawrence stated that basically we would be allowing Board members to miss 3/5ths of the meetings. How is that ok?



- A. Eckstein stated he agreed with D. Lawrence but the feeling of the Board Chair was that he wanted some discretion to excuse absences.
- D. Park asked if Board members could still attend by phone.
- A. Eckstein stated that Board members could attend by phone.
- A. Eckstein stated that Board members were disturbed and there was a lot of discussion at the last Board meeting. Modesto Abety might be subject to his resignation under the three-meeting rule.
- D. Lawrence asked if these bylaw changes would go into effect after the Board meeting.
- A. Eckstein stated they would, should the Board approve them.
- A. Eckstein stated M. Abety sent him a copy of The Children's Trust bylaws, where they permit absence excuses.
- D. Lawrence stated he would not vote for that motion. He has no problem taking this issue to the Board and he will voice his opinion there. He stated this would look like an open invitation for members to miss meetings. He stated he was at a conference speaking to 1,000 people and was still able to call in and attend. The only two meetings he's ever missed in his time serving was when he was in Bangladesh and when his son-in-law passed away.
- A. Eckstein stated he agrees with D. Lawrence.
- D. Park stated that the proposed provision overreacts and goes further than necessary. He stated there should be three absences, one of which is excusable per the Chair.
- D. Lawrence stated that the net-effect should be that you have to attend at least half of the meetings.
- D. Park stated his proposal would allow this. You would have to attend seven (7) out of the ten (10) meetings.
- A. Eckstein stated this puts us in a difficult position when it comes to M. Abety.
- S. Echemendia read The Children's Trust's attendance policy to the Committee.
 - If a member has three (3) consecutive absences from regular Board meetings during a fiscal year, or a total of five (5) absences from regular Board meetings during a fiscal year, removal proceedings shall be considered. If the absences are considered unexcused, the chair will direct the chief executive officer to notify the member of the pending action by certified mail and request that within ten (10) days of receipt, a written excuse for the absences be submitted along with a request for continued membership on the Board if so desired. The chief executive officer shall present such letter to the Board at its next regularly scheduled meeting. Only upon affirmative vote of two-thirds (2/3) of the members attending this meeting shall said member be allowed to remain on the Board. If no request is received from the member, such lack of request shall be deemed a resignation.



- D. Lawrence stated that in all his years of serving at The Children’s Trust nobody has ever been terminated due to attendance. He was chair for six (6) years and when attendance was a problem he would contact the person and ask them to consider if serving was a priority for them or not. He stated Board members need to decide if ELC is a priority or not. He is a huge supporter and friend of M. Abety but either attendance on the ELC Board is important or it’s not. He stated he can live with a provision that states that members need to attend at least half of the meetings during the calendar year. Is it really too much when members can attend in-person and by phone? He stated it just seems if the ELC important, there is no reason to not attend.
- A. Eckstein stated that in the Chair’s opinion, Board members are volunteers. O. Verdeja doesn’t like to have strict rules and would like to lighten them up.
- D. Lawrence stated he’s willing to lighten up the rules but not willing to allow changes to be made that would allow Board members to miss more than half the meetings. He sits on several Boards as a volunteer and doesn’t miss meetings.
- A. Eckstein stated the calendar year did not go well at the Board meeting. He stated both Board members and staff agreed that fiscal year works best for everyone. One of the proposals today is to change attendance back to fiscal. He stated his proposal is in a 12-month period to allow five (5) absences, and on the sixth (6th) one, a member is dismissed.
 - D. Lawrence moved to approve the motion.
 - B. Park was not prepared to second the motion.
 - Motion was seconded by A. Eckstein.
 - Motion was unanimously passed.
- A. Eckstein asked D. Lawrence if he plans on attending the April 5th Board meeting.
- D. Lawrence stated that he will be there. He stated he had understood A. Eckstein’s proposal a little differently the first time he mentioned it but can live with the current changes.
- A. Eckstein stated that the Board had a problem with a representative not counting towards attendance.
- D. Lawrence stated he will not agree with a representative counting as attendance.
- D. Park stated he didn’t get that feeling from the Board meeting. It didn’t seem to be an issue.
- D. Park stated to specify that those positions that have official designees can still send a representative.
- D. Lawrence stated it will be specific.
- A. Eckstein stated he will write up the specific language for all changes.



- D. Lawrence stated that sending a representative should not count towards attendance.
 - Motion was seconded by A. Eckstein.
 - Motion was unanimously passed.

- A. Eckstein addressed Section 7.8 of the bylaws, Annual Meeting. He stated that the current bylaws state that the annual meeting will be held in June or under extraordinary circumstances within three (3) months. He was proposing to change the language that the annual meeting will be held in June or within three (3) months at the Chair's discretion. He stated the Board wanted the annual meeting to coincide with the fiscal year.
 - D. Park moved to approve the motion.
 - Motion was seconded by D. Lawrence.
 - Motion was unanimously passed.

- A. Eckstein addressed Section 8.5.3 of the bylaws, Provider Services. He stated the Provider Services Committee shall meet at least quarterly as the Committee shall decide.

- D. Lawrence stated that at least one of these quarterly meetings should be in Monroe County to be fair to providers.

- A. Eckstein stated that at least one meeting will be held in Monroe.
 - D. Park moved to approve the motion.
 - Motion was seconded by D. Lawrence.
 - Motion was unanimously passed.

- A. Eckstein stated at the previous meeting, the Committee considered adding language to the bylaws to include a committee attendance policy. This would be Section 8.8. The Committee had proposed that the committee attendance policy be in compliance with the original Board attendance policy. He stated the policy should now be in accordance with the new Board attendance policy.

- D. Lawrence asked what the significance of this change was. He stated it wasn't a punishment to get kicked off a committee but be allowed to stay on the Board.

- A. Eckstein stated it was a request from staff and E. Torres.

- D. Lawrence stated he would approve the motion then.
 - Motion was seconded by A. Eckstein.
 - Motion was unanimously passed.

IV. Public Comments	Alan Eckstein, Esq., Chair
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V. Adjourn	Alan Eckstein, Esq., Chair
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