



Minutes

Governance & Bylaws and Nominating Committee Meeting
August 3, 2010; 3:00 pm
ELC Board Room

Board Attendees: Alan Eckstein; Yvonne T. Johnson, M.D.; Dave Lawrence; Jane McQueen

Board Absentees:

Staff Attendees: Leena Pena; Evelio Torres; Tabatha Cullen

General Attendees: Santiago Echemendia (Board Attorney); Susan Gold; Armando Guerra; Linda Carmona-Sanchez; Alina Rodriguez

I. Welcome and Introductions

Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.

- Y. Johnson called the meeting to order and stated they have a quorum for both committees.

II. Approval of Governance & Bylaws 2/23/10 Minutes

Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.

- A. Eckstein called for the approval of the Governance and Bylaws meeting minutes from February 23, 2010.
 - D. Lawrence moved to approve the minutes.
 - Motion seconded by Y. Johnson.
 - Motion was unanimously passed.

III. Approval of Nominating 5/19/2009 Minutes

Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.

- Y. Johnson called for the approval of the Nominating meeting minutes from May 19, 2009.
 - D. Lawrence moved to approve the minutes.
 - Motion seconded by A. Eckstein.
 - Motion was unanimously passed.

IV. Membership Rotation

Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.

- A. Eckstein stated Section 5.7 needs to be clarified so that throughout it refers to 'membership position' instead of 'member'. It should state that after a required or conditional membership position from one county has been filled for two consecutive terms, the Coalition shall provide for the rotation of the membership position to the other county served by the Coalition.



- E. Torres stated an example is Irene Taylor-Wooten from the County who has been sitting on the board. First, it was Dr. Bryan and then Irene. With this clarification, someone from Miami-Dade County would be allowed to serve the rest of Irene's term, and at that point, the position would go to Monroe County and they will fill it at the end of the term.
 - Motion made by D. Lawrence.
 - Motion seconded by Y. Johnson.
 - Motion unanimously passed.

V. SB 2014

**Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.**

- A. Eckstein stated with SB 2014, there are going to be some required changes to the bylaws. First change is all required and conditional members will be voting members. There will be no non-voting members. Page 2 of the bylaws covers required members and page 3 covers conditional members. Some of those are designated as non-voting members. Now, under the new senate bill, they will be voting members. Therefore, all board members will be voting members. The changes will take effect once it is written up.
- Y. Johnson asked if it's not in the bylaws but it is required, will the changes be made by the next Board meeting. E. Torres stated that is the plan. They have to give 10 days notice and make all the changes before the next Board meeting. Y. Johnson asked if they will have to be voted on by the Board. A. Eckstein stated yes they will have to be voted on by the Board. Y. Johnson asked who will be voting on the amendments: the full board or the prior voting members of the board. S. Echemendia stated it will be the board as constituted on September 11.
- A. Eckstein stated exception 5.1J under required members must now include a representative of private for-profit child care providers instead of a representative of private child care providers including family day care homes. The third would be that private sector business members must comprise more than 1/3 of the Coalition Board membership. Y. Johnson asked where they stand with that? E. Torres stated they are already in compliance.
- A. Eckstein stated that presently the number of Board members should not be less than 18 and not more than 35 members. Now it will be not less than 15 and not more than 30 members. E. Torres stated they are still in compliance as well.
- A. Eckstein continued that they need a provision for finding ex officio members. A board member whose position on the Board is by virtue of the office or the position he or she holds. E. Torres stated what they would do now with Irene's resignation from the Board, they would submit a letter to County manager requesting they provide a name of someone they would like to nominate as a member of the board. They would then forward that name to the nominating committee so they could make a recommendation if they feel comfortable to the full board for approval.
- A. Eckstein asked if they have ex officio defined in the bylaws. And also allowing for the appointment of more than one ex officio member, including the County, but providing that only one of those people can be a voting member. So they can the position filled by each county in effect and have two ex officio members, but



only one can be a voting member. Y. Johnson confirmed that it was not in the current bylaws. A. Eckstein stated he thinks the definition of it and the allowance of additional ex officio members for particular positions should be included in the bylaws.

- Y. Johnson asked if they could just take direction from the statute or the bylaws. A. Eckstein stated the Board Attorney will work on making the necessary changes and then he will look at them to present them to the committee for a vote, have a committee meeting, have it voted, and then they will give 10 days' notice to the full board. E. Torres asked for clarification regarding the statement about all board members being able to vote with the disclaimer that unless they are ex officio members so that there is no conflict with the definition. D. Lawrence asked who would be an ex officio member. E. Torres stated Jacqui Collier would be one because she is representing the position that is required by the bylaws. It allows in multi-county coalitions where you may have more than one Jacqui Collier, it allows for more than one to serve on the more. In that case, only one can be a voting member. A. Eckstein stated wherever they have a designee would present that situation.
- Y. Johnson asked if they have for instance, the county manager from Miami-Dade and the county manager from Monroe County, how they would designate who the voting member would be at the time. A. Eckstein stated they are supposed to use best judgment to make that decision. Y. Johnson stated the positions are supposed to rotate anyway. She asked if they could use their current rotation to determine which one would be the voting member that particular year and that would be the county's ex officio vote. A. Eckstein stated the position just allows you to have a person from each county and you don't have to do that.
- Y. Johnson asked if they would both count as members in the up to 30 member requirement. A. Eckstein answered yes, they would count but they would not count for a quorum.
- Y. Johnson stated the other part of the senate bill is coming up with a new process on how they will fill the vacancy that was created when the child care provider slot became mandatory for-profit so Dr. La Villa was no longer able to serve. Y. Johnson publicly thanked Dr. La Villa for her service on the nominating committee and on the Board. Dr. La Villa always kept her well informed about the issues that were important to the child care providers and she just wanted to thank her for that. D. Lawrence stated that Silvia has been hurt and devastated by all this. Since she was the designee to the Children's Trust, that means two boards she loved and participated in, neither of which she is on anymore. They ought to figure out something special to thank her beyond a resolution. E. Torres stated they are going to ask Silvia to participate in a Board Committee of her choice so that they can try to keep her involved with the Early Learning Coalition. They also invited her to the September 7 Board Meeting at which they will do something special for her.
- Y. Johnson stated that have come up a tentative nominating process for the representative for child care provider. E. Torres stated the legislation allows for Family Child Care Homes to be considered. They would be included in the selection process if they receive any nomination from family child care homes from either Miami-Dade or Monroe counties. They have crafted an application after the one used for the governor's office for the provider representative and



for Board membership in general for when members are going to be appointed for the ELC Board. It includes language about the types of providers and adds language from recent rules that was created by the Agency of Workforce Innovation that allows VPK Providers to determine eligibility for children. Providers that are not able to meet certain conditions are not able to determine eligibility. That would include providers that have had over payment of x percentage; providers who are considered to be low performing by the Department of Education and some others. The application asks for some basic information: motivation for serving on the board; place of employment; other boards or affiliations; ability to attend board meeting consistently.

- Y. Johnson stated the consensus that the center has to be accredited, not a low performer. D. Lawrence asked if they will be able to tell at the point of them being applicants, how they are doing as providers. E. Torres stated that is correct. As they get the positions filled, they will send a packet of all applications to each of the nominating committee members, including those that may not qualify, those that are accredited and some background information on each. That way the nominating committee can have an opportunity to review them and decide who will be interviewed. They want to try to get all of it done by the September 7 meeting. The nominating committee would then make a recommendation to the full board, the full board will vote, and that person will be able to sit as part of the board as they begin their strategic planning process.
- A. Eckstein asked if they will also be filling Irene's position and how many positions are vacant right now. E. Torres stated Irene's position and Provider Representative positions are vacant. He will be sending a letter to the County Manager to appoint someone to fill Irene's position. They should have someone ready to be recommended to the board by the 7th.
- Y. Johnson stated the plan right now is to get notification out to various media along with their proposed interview and meeting schedule so candidates will be prepared of what the timelines are. They are on a very short time schedule. E. Torres stated one of the recommendations they received from a couple of providers is that to develop a protocol for providers to provide input to the provider representative that sits on the board so they have a way of communicating with the representative and have standard and regular meetings for them to provide input. A. Eckstein asked if they will be doing it online. E. Torres said that was the suggestion so it would make it easy for any provider to submit comments or recommendations to their representative on the board.
- Y. Johnson reviewed the timeline:
 - The notice will go out on Monday, August 9.
 - The application closing process is August 20.
 - The Nominating Committee conference call for the committee to decide on the candidates is on August 27.
 - The interviews are scheduled for September 1.

VI. Board Position Vacancies

**Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.**

X. Public Comments

**Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.**



- L. Carmona-Sanchez stated that while she is pleased to see that a process is formalized, the committee has ignored the fact that we are talking about a representative of a constituency. It means that the constituency has to identify who the representative should be, and someone who they can trust. If all they are asking for is for someone to fill out an application and jump through hoops that we find important, that doesn't necessarily mean that she as a child care provider would feel comfortable having that person speak on their behalf.
- D. Lawrence stated on the other hand there hundreds of child care providers and he doesn't have the confidence that a provider would be best without interviewed by the Board. A. Eckstein asked cant the providers vote amongst themselves about who they want their representative to be and that candidate can submit an application. L. Carmona-Sanchez agreed but they had set in place where they had provider services committee meetings and those meetings have ceased to occur. They don't have mechanism to have providers give their input. They should take a step back and think about how we can ask providers to give their input. It's not about the person, it's about the process.
- Y. Johnson stated what they have done in the past for instance when they had the faith based representative from Monroe, they had their constituents write letters saying this is the person they support. The criteria they have set out are minimum criteria. Nobody ever nominated has just only met minimum. Any supporting documentation is welcome.
- L. Carmona-Sanchez stated that is easier to pull off in a 30 day time frame when you have less than 200 providers than when you have 1300 providers. She is just urging them to consider that these representatives need to be bided by their constituents. D. Lawrence agreed with the time table and said it would be smarter to give another 30 days. The absence of the person for one meeting will not be hurtful. A. Eckstein agreed. Y. Johnson stated she has no problem with that. The concern is that this is an important meeting and this is a mandated member and there should be some representation. She asked for provider feedback on whether there should be more time versus having a representative at that meeting.
- E. Torres stated there was concern about not having a provider representative sitting on the board for the September 7 board meeting and the Strategic planning they are about to begin. They have been hearing those concerns since July 1. A. Eckstein asked how will they get all this information and vote on who they wish to present as a nominee in such a short period of time. E. Torres stated it would be a major challenge.
- T. Cullen stated that the bylaws state that the annual meeting is when new members are ushered in. Johnson stated her concern is that whenever they have vacancies, they have brought new members onto the board whenever in the past. E. Torres stated it only addresses the officers.
- A. Eckstein stated they should allow more time. He doesn't possibly see how they could get back the information to put forth a candidate or several candidates for the nomination. E. Torres stated they may need to remove the word members from the bylaws and to take a look at the language at 7.8.



- Y. Johnson stated if the full committee is feeling to give more time, she doesn't have a problem with that. They can still give notice of the meeting and encourage any applicants to join them at the meeting. L. Carmona-Sanchez stated that is a fairer process. Y. Johnson stated they will come up with another timetable for their selection process and will postpone the selection of the private child care provider to be presented at the October meeting.
- Y. Johnson still wants to put out the advertisement about accepting nominations and extend the deadline and still offer an invitation for all applicants to attend the meeting. They can come up when they will have their interviews later. E. Torres stated since they are starting the strategic planning in September, they would have missed a month. It would take probably another month to go out and get input from their constituency. So they would miss two months of the strategic planning process.
- Dr. Gold stated in support of moving this process along more quickly, in family child care have known about this change for several weeks. This is not a surprise to us. They have already been working on talking with people that may be good nominees. This abbreviated timeline is not going to be a problem in her estimation, because we've known about this since the 2nd week of July. They have already had a couple of meetings talking to a lot of providers about their interest and ability and willingness to serve. Y. Johnson asked if she would feel short changed if they did not have a child care representative on the board at the strategic planning meeting? Dr. Gold answered that she has not been part of the strategic planning process before so she is not sure how one vote versus input from the providers is significant.
- D. Lawrence stated he is willing to move ahead with the process and get the best possible person. A. Eckstein stated they need to have a process that is basically fair and this just seems like a very short period of time considering the number of providers to get their act together to give a nomination.
- E. Torres stated he has to agree with Susan Gold that they have known about this change for months and provided information on drafts of this bill. So they knew it was coming once it passed on July 1st. He doesn't think it's really a surprise to the more likely candidates to apply for a role on the board. J. McQueen stated she feels the same way. Most people have followed this along the way.
 - Motion to proceed with the process in August
 - Motion seconded by C. Lederman
 - Motion unanimously passed.
- The schedule will remain as outlined.

XI. Adjourn

**Alan Eckstein, Esq.
Yvonne T. Johnson, M.D.**