



By-Laws Committee Meeting

11/10/2010
3:30 PM
6301 NW 5th Way, 4th Floor
Fort Lauderdale, FL

Members in Attendance:	Britt Sikes, Chair, Jeffrey Dwyer, Stacy Angier, Larry Rein, Kimberly Welles, Cindy Arenberg Seltzer
Members Absent:	Penny Westberry, CEO, Debbie Bainton, Executive Assistant
Staff in Attendance:	
Others in Attendance:	Burnadette Norris-Weeks, General Counsel, Roget Bryan

Welcome and Call to order

Called meeting to order at 3:50 pm

Approval of October 20, 2010 minutes

Motion made by Jeffrey Dwyer to approve the October 20, 2010 minutes. Seconded by Stacy Angier. Unanimously approved.

Action items:	Person responsible:	Deadline:
Keep minutes on file	Executive Assistant	11/10/10

Consideration of By-Laws for Proposed Changes

Discussion: See attached transcript

Unfinished Business - none
New Business - none
Next Meeting Date
Public Comment - none
Adjourn
The meeting adjourned at 5:50 pm

Early Learning Coalition of Broward, Inc.

By-Laws Committee Meeting

November 10, 2010

Transcription of Meeting requested by Coalition Chair

Transcribed by Debbie Bainton

Bainton Okay the tape is on

Sikes Thank you – and we will start with the approval of minutes from our last meeting which is under tab 1 – hello Jeff

Dwyer Hello

Sikes I anticipated you were about to walk in and I sense that Cindy is going to come in some time soon. I think Larry just forgot about the meeting

Westberry He didn't I talked to him this morning he said he was coming

Dwyer This is an old old suit but thank you

Norris-Weeks That's a trial suit

Dwyer It is – don't wear these too often in public

Sikes Glad you did today

 (laughter)

Sikes We are on tab 1 all right approval of the minutes. Has everybody had a chance to look through them and see if there is anything any need for discussions – So a motion to approve

Angier I move to approve the minutes

Angier Jeff did so second

Sikes Its moved and seconded all in favor

Committee aye

Sikes any opposed - so moved

Sikes All right Burnadette I am going to assume I know where that usually gets me but I am going to assume that what we have after paragraph 2 is – all of our dialogue up to this point

Norris Weeks Yes

Sikes Revised and then redlined version

Norris-Weeks I listened to the tape and this captures everything

Westberry here's a copy if anybody wants one

Sikes All right – thank you My memory serves we've gotten up to the point that we basically felt we would start the last meeting. We felt we would fly through a lot of this and for the good of the Coalition we ended up finding ourselves having a good dialogue on a lot of different points. It was leading up to the point of – the main points we had discussed whether or not we should have at large on committee, how many at large on the committees we should have – the naming of committees, but I don't think we had gotten really into that.

Norris-Weeks Not the first meeting – the second meeting you got up to – let me see here – the governance portion of it and Jeff had some suggestions which are a part of your packet, I think, maybe not.

Sikes Governance where we thought we were going to hit the meat of it and that is – read upside down –

Norris-Weeks Page 12 the bottom

Dwyer Governance piece

Westberry I just took mine all out

Sikes That's a good idea I'm going to get vertigo

Westberry we are trying to be green you know

Sikes Yeah 11

Dwyer 11right

Sikes Yeah page 11 – governance. Does anyone remember differently that we fell short of this spot. Reading up to governance we all had the

copy and looked at the copy and if there was something that needed to be changed between now and the May meeting we can do that – we can make a revision at the meeting when we make the recommendation. But if we all had a chance to review up to 11B.

Norris-Weeks This comes from just to refresh your memory – we had some best practices manuals that we found and passed out after the first meeting and we took all of those things and we added them to this paragraph. At the last meeting in your last packet we actually had one of the

Angier Thank you

Norris-Week versions showing you specifically the language that we pulled and this one takes the language out and leaves a note that this is from the best practices manual.

Dwyer I don't see the language that I brought forward – do you have it

Norris-Weeks I don't have it, I think you left it on the table the last time

Dwyer I thought we were include it – does anyone

(Multiple voices)

Westberry You want Debbie to get it

Dwyer Yeah if you have it

Dwyer If we are doing governance we need to expand – yeah that's it

Angier that's the only copy I have

Dwyer If we are doing governance with nominating we have to exclude – on most governance committees and I don't want to words in anyone's mouth that I participated in and been involved in and seen and I didn't look at the United Way's way of doing it, but I think you had mentioned it may be a similar way of doing it. Usually you have the governance committee comprised of either the chair of the board, the directors, the first vice chair, the second vice chair typically it is a vice chair either first or second so that they can – they are following the procedures and they can move forward. And the one that I looked at in addition to the committee was three permanent members for a total of six governance/nominating board membership committees. And then during the issue of when they're doing nominating alone you don't

have anybody that serves as an officer vote during that period of time because they are excluded so there is a slate being brought forward – it's only by those non-officer positions that do the voting on it on the nominating portion of governance. Now, that's when you combine those committees and I think that was the intent was to try combine governance and nominating when we were last here. Did you get a chance to go through this.

Norris-Weeks I did look at but this is just to throw it out there – what we found in the research that we did and this is from the materials the best practices manual and so forth that we gave you – governance is normally governance and slash nominating but you wanted from the last meeting you wanted the nominating part of it to come out. But this still deals with membership and the membership issues. Generally speaking from the material that we collected its generally people who are not officers actually of the Coalition I mean not the Coalition but of whatever the body the entity is. So it's – you know that would be the only difference now. It doesn't prohibit you all from doing it anyway you want to do it.

Rein that I beat Cindy

(Laughter)

Dwyer You are on record with that

Norris-Weeks typically that that's not what the literature that we have

Dwyer I thought Roget brought some of it to the first meeting that had officers on it

Norris-Weeks we did

Dwyer didn't you bring something to the first meeting that had officers on it – when I looked at those old minutes

Norris-Weeks I'll show you, I think I still may have it

Sikes You know I think that the point that was made in that first meeting is there is a big difference between the governance of a public fortune five hundred company and the need for independent members of the governance committee and a not-for-profit. I think it stands to reason that I wouldn't qualify it as officers and non-officers I would say where you need to recuse yourself from when a slate is put forward that slate

might include current officers it might include others that are non-officers at the time but happened to be on the governance committee – so whoever that happens to be in the room that is on the slate must recuse themselves from that particular vote. That would stand to reason but outside of that, I don't think you have to define it in the language – because it could be an officer it may not be an officer. I've not ever been on – even though I understand the concept of independent directors for fortune five hundred companies I've never been on –

Dwyer I don't think we need that

Sikes where officers were excluded from it – it's just a different purpose for what we are doing then what they're doing

Norris-Weeks And I think the only reasoning behind that is because it is governance nominating you know that's what it does even in the United Way by-laws as I pointed out before that's what it is. The purpose of the governance committee is a governance nominating committee to deal with your membership issues – collecting members, you know bringing members forth to the board that's what that – you know – that type of committee does but um there is a lot of flexibility here and you are right there is a distinction between how not-for-profits might operate versus

Dwyer Do you have the United Way by-laws where are they

Westberry there in your packet – behind tab 8

Dwyer tab 8 yes

Sikes At the United Way it's a little bit different here too because the United Way's version is the vice chair is automatically the head of governance nominating. The reason that we put that in place was so that it was whoever was vice chair is automatically going to ascend into the chair so there is a governance outside of being chair governance is the most – or the busiest role at United Way so the feeling is that if you spend two years in the seat of the governance chair then you are going to be very prepared to step into the chair's seat. There is no succession planning here I mean the chair is named by the Governor and that's who the chair is so I don't necessarily – I don't think it's a bad thing but I don't think it is a necessary thing that the vice chair is the chair of the governance committee. At United Way it's the chair, the vice chair is the chair but the chair sits on the committee and the former chair usually sits on the committee so it is comprised of a lot of current and

former uh officers it's at least five members I think I might be showing my ignorance here but

Dwyer No you do have five you're right

Sikes At least five with at least one at large. And currently I was at a meeting yesterday and it was it must be 8 or 9 people in the room including our general counsel and two at large members on the committee now so we hadn't limited ourselves to at least five and at least we have gone above and beyond that so that we can make sure

Dwyer All right – what's that

Westberry make sure you have enough to do the work

Sikes You have to do the work, to have a quorum to make sure that we don't

Dwyer and five is probably the right way to go. So are they at United Way are they concerned about under governance are they handling Sarbanes Oxley issue are they addressing those items under governance.

Sikes that's audit

Dwyer that's pure audit

Sikes right

Dwyer okay – all right

Sikes Audit and general counsel

Dwyer Okay –

Norris-Weeks We are adding some language to the changes with the personnel policies to deal with that a little bit

Sikes I mean it gets brought up – it's a conversation but it's not the responsibility to own

Dwyer to own at governance okay okay

- Sikes A lot of the decisions are made at governance in transparency and so as I stated previously I don't personally have an opinion about the name, I mean I don't
- Dwyer No I don't care either
- Sikes It can be governance and nominating it can be governance with the responsibility including nominating I don't know if anybody at the table has a strong opinion otherwise if someone is looking at our by-laws they are clearly finding out what the responsibility is underneath the title so
- Dwyer All right so if we don't make governance be concerned with legalities, policy issues and its more in the situation of board membership etc if we expand it to that role – you guys have an auditing committee over at
- Sikes Yes
- Dwyer You have a separate auditing committee just what I was trying to do trying to do a compilation
- Norris-Weeks Is that different from finance
- Sikes Yes
- Dwyer So that's the issue – we just have a finance that doesn't really – nobody – none of our committees deal with any outstanding policy considerations at this point in time and that's I know if we do end up going the route of accreditation we have to do that – not saying we are going that route but you're chairing for eventually and ours
- Angier laughing in your spare time
- Rein After I get done with my first – my next accreditation
- (Multiple voices)
- Norris-Weeks This says if you all like the language under B it says that one of the goals would be for the changes to the corporate organizational documents and not a governance policy and procedures which is pretty broad and would allow for – that's what you're referring to now Jeff - if you chose to deal with policy issues um – you could

Dwyer You could under that one

Norris-Weeks yes

Westberry you mean the way it is written

Norris-Weeks the way it is written yeah
Welles Burnadette where are you reading from

Norris-Weeks Um this is under – page 11 – under B

Sikes We all went through that and we decided to just take it out

Westberry Sorry – its

Angier it's all right – we're saving trees

Rein it happens to be on a good page laugh

Angier yes

Dwyer Are any of you – anyone else dealing with governance on any other boards – no

Rein Well governance board well the governance committee at ChildNet – handles essentially membership and it would probably handle any structural board governance um at ChildNet the policies and procedures are reviewed by a separate committee there which is the program quality committee

Westberry Are they program policies and procedures though or

Multiple voices

Sikes The distinction we made here last time was that I think that what led to this language was that this – the governance committee would make policies and procedures decisions for the board but not with respect to staff or programs

Norris-Weeks right

Sikes And you know they're policies and procedures – there are a lot that would not be governed by or wouldn't have anything to do with Sarbanes Oxley and that would still be here and the way it's written at

least the way I would read it would say that if we wanted to address Sarbanes Oxley we could either do that independently through an ad hoc committee or we could say that we are going to end up coming up with an audit committee or whoever we

Rein And wouldn't that those sorts of decisions be a function of the governance committee

Norris-Weeks Well if you chose to because that would relate to the board

Rein And in fact if you got to I mean if it got to the point one of the reasons we did at ChildNet the policies and procedures being reviewed by a separate committee was because we were about to get accredited we were about to start getting accredited we knew we were going to need a review of anywhere between 150 and 200 policy and procedures and clearly we needed a vehicle for the board to know what was going on with those policies and procedures so the governance committee I think created a program quality committee it might have preceded it but I would think if that were the case here and you needed the vehicle for the board to be looking at a host of policy and procedures under a certain circumstance the governance committee could if not could either do it itself or create a committee

Norris-Weeks It's written very broad so you could do that. Um

Rein And let it be said in case staff is concerned about the thought of that it actually – new stuff it works out very well – it's like another set of ears that with expertise that adds a lot of value – I wouldn't do it for the balance of the organizations existence but for the beginning it does

Dwyer So we want that to be a revolving committee – governance – the committee members would be a revolving rotation on that committee

Sikes No I don't know if we wrote it into the language but It's the reconstitution of the committee happens every year at United Way because the vice chair is the vice chair for two years, vice chair is consistent from one point to the next but it is up to the vice chair to either ask people by phone to the board depending on their participation in meetings and often over the last three or four years the at large members have been so participatory when it came to a board discussion this was a chance for the board to see is it a good fit for them and then to see if it was a good fit so the at large actually became board members and then we had to fill the at large spots

again so it was a good a good breeding ground for potential board members

- Dwyer You had outside members on that one
- Sikes We have at least one at large and it wasn't at large from among the board it was at large – when I say at large I mean at large outside of the board the community – which is always been and in fact a lot of good commentary that we got yesterday was from both at large members who are not so close to the issues they can sometimes say wait a second – and that has served us well
- Dwyer All right – so you are not revolving I guess I asked everyone here do we want that to be a revolving position to where we have other board directors sitting in that role
- Welles Every year
- Dwyer every two years or every three – limit the participation in that role so that there is a flow through on governance. For new blood purposes
- Sikes The vice chair gets is renamed every year correct
- Westberry Yes but they can have two terms
- Sikes So at the longest they can have two terms so two years the shortest it could be a year. So it depends on how we fill the committee. The Chair might not change but if the vice chair thinking out loud if the vice chair named the committee and the vice chair changed every year then the committee gets changed every year at most it would change every two years then the committee gets named re-named every two years
- Norris-Weeks This is the last change that you made to the by-laws this and the change was to make it so that there would be– it use to be every year you have to vote on your nominating committee and now its whenever people can be appointed at any meeting and there was heavy discussion about that and the pros and cons – so just food for thought
- Dwyer Versus having like we are doing on the other committees having the chair appoint
- Norris-Weeks appoint right
- Dwyer The committee

- Norris-Weeks The nominating committee has always been elected by the body – it has always been a part of the by-laws that nominating has been elected by the body. Um
- Sikes What is the benefit of that I don't I mean again back to the governance of a fortune five hundred company and governance of this not-for-profit I haven't been able to come up with the benefit may you can tell me what it would be
- Norris-Weeks The idea it would be an independent group and that you know – and may not be necessary here but it would be an independent group that is insulated from you know – they're making decisions about the officers and who – making recommendations as to the officers and membership and they are not so intertwined – they're people who would be somewhat supposed independent and a little bit arms-length away from the let's say your executive committee or your executive committee
- Angier I would like to see the vice chair be a person that is on governance maybe the person that directs governance. I think that gives you some somebody that is consistent there and has an idea of what we're going I mean if you look at us over the last several years a lot of times although we have certain people that are always here we have certain people that turn over on a regular basis too. So I'd like to see somebody if we are going to talk about governing the organization then have some background and some longevity with the organization.
- Dwyer and would that be the vice chair – because that is a governor appointed position
- Angier The Chair is governor appointed – vice chair is elected
- Westberry that would be the case right now
- Dwyer okay then that would be appropriately
- Norris-Weeks now keep in mind now you all have second vice chair and first vice chair – you will have to decide which vice chair you want
- Westberry Or if you want them both so that the can co-chair the committee
- Angier I think Britt would be fine on it but I think first vice chair in charge of the committee

- Westberry something on the side to consider relay to parking lot – we were talking about the potential of having co-chairs of the standing committees and the ability of the co-chairs to maybe sit on exec because to prevent quorum problems that we have been having to have more robust in the system
- Sikes The thing that Cindy likes the most and really meant to kick off the meeting with this again – the purpose of changing the by-laws one of the main purposes is the spirit of everybody coming together get more dedicated to the elc and moving forward. I just to I can't get comfortable with us not being consistent with governance to keep the fortune five hundred mentality I just don't think that fits here – to have everybody independent to make sure the officers aren't running amok and if the officers are running amok and the rest of the board is having to keep the officers in control then I don't want be here – what are we doing
- Norris-Weeks And you have built in – you know to add on to what you say – you have built in procedures that are statutorily driven that are conflict of interest, procedures that you have to abide by
- Sikes So it's an understanding that if the officers were running amok they are going to gone anyway
- Norris-Weeks they would be gone anyway right yea
- Dwyer Am I hearing that what you are saying is keep it consistent like we did in finance – members of the governance committee shall be appointed by the coalition chair with recommendations from the board versus just an ad hoc nomination
- Sikes I think so – with the one exception – that again I could go either way on this one if we decided that the vice chair
- Dwyer Vice chair and the second vice chair being on it and the vice chair chairing it – that would create uniformity then
- Angier I like that
- Welles for the two year period – vice chair
- Dwyer I'm okay with that if that's what everyone else's wish is

- Westberry if they are the vice chair
- Sikes For their term
- Dwyer Yeah because they can be vice chair for two years right so I think that is a good idea then because then you have some uniformity stability they're on exec also and then they can bring that always up to exec
- Sikes It also eases a concern that this is the type of responsibility if you read everything that governance does it's a big responsibility a lot of big responsibilities. It's one of those things that if you jump in fresh now then by the time you figure out what you are doing you could be gone. So for the chair of governance to be vice chair How are you
- Arenberg Seltzer Good
- Sikes We're almost done
- Angier We voted on it Cindy – time to go home (laughter)
- Arenberg-Seltzer I'm good with that
- Sikes then it – the implication is that if they are already vice chair they're been heavily involved – they have a very good knowledge of the inner workings of ELC and they participate in almost everything otherwise the board at large is not going to pass them as vice chair.
- Angier Right
- Dwyer I would concur – I'm okay with that – you're good with that Larry
- Rein Yeah
- Sikes As far as the quantity I like at least five at least one language – the first part is easy for us to say and it may not be five it could be six whatever you all want but at least one at large – I think there is a benefit of all of our committees finance governance all having one member of the community that doesn't sit on the board to be on it. I think that because my personnel experience has proven that to be extremely valuable when we have gotten in a room gotten in grid lock and couldn't make it – it's always the at large that says – here
- Welles And what would be your plan to chose that person

Sikes The way that we do it at United Way is it chosen by the chair of the committee. But

Welles say that again, I'm sorry

Sikes It is chosen by the chair of that committee – so in this case it would be the vice chair that said I want to bring in so and so but the committee has to agree that that's the right person to bring on board

Norris-Weeks In finance you can do that now

Dwyer Yeah we can right – we're not doing though

Norris-Weeks No

Dwyer We should be

Welles Have you had an at large person on the finance committee

Dwyer Yeah – we haven't done it probably in five years now and If
Phil McNalley

Dwyer Yeah – Phil McNalley

Welles So the vice chair would make a nomination they give a resume they get a nomination and the committee votes on that

Sikes Yes – And I don't know that it technically meets any transparency or sox issue but it certainly gives – you know it demonstrates the community that we are not trying as a board or a committee not trying to hide anything we are asking at large members into help us with the decision making process

Norris-Weeks Now for finance it's a non-voting person so I don't know if you all want to repeat the non-voting aspect of that or

Dwyer How can they be a voting member if they are not on the board of directors

Norris-Weeks I'm just telling you

Dwyer Yeah I know but how can they be a voting member if they are not on the board

Arenberg-Seltzer I mean you have voting

Sikes Voting is to bring a motion to the board the board can ultimately decide to squash that motion so

Welles Why would you want to have inconsistency on each committee

Sikes I wouldn't – I'm not a proponent – in fact – I mean as Burnadette brings it up my opinion would be that we have at least one at-large member of all our standing committees that have the right to vote on those committees

Westberry except for exec right – I think by AWI and OEL guidance

Sikes by definition exec is not going

Dwyer Why would they show up if they can't vote

Westberry Because exec has the power

Angier absolutely – why did we do that for six or seven years

Rein I had a reason

 (laughter)

Dwyer we would send a letter to his boss

Rein and I continue to have that reason

Angier That's true because you're looking, I would think that we are looking to draw an at-large director maybe more from the business community than someone that we may groom that would eventually be a board member so why would they show up if they didn't have any influence on what we are doing

Westberry What happens um Britt United Way you have an at-large member and that's also the committee that recommends members to the board. So then they are really not part of that session.

Sikes Right the excuse themselves just as officers or particular officers do

- Westberry Are they excused from the whole process
- Sikes They don't put their own name in the hat – somebody other than them – it's never them – it's the same process whether they are in the room or not – somebody goes to them and then says would you be interested
- Arenberg-Seltzer I have no objection to the idea – I would love to bring some new people in – are you thinking that there might be– but we need some business people on the board. Are you thinking that they might be more willing to just sit on a committee then they would be to get on the board
- Sikes I guess I am thinking that really makes it three different ideas but yes is the answer to your direct question I do believe people spread thin like they are today are already in a lot of different causes would be more apt to not have the responsibility of the big board yet – then they get on to a committee and especially if we pass the fact that you can do it telephonically and they come to some they are still able to have input at others but they get addicted to the purpose or they don't you know they are either in or they're not in and we can change that at-large on as needed but if they do and then they are involved and we think as a board or as a committee first and a board second that they would make a good board member – they're addicted we get an opportunity to see what – we've all been boards where somebody said I'm up for the task and then you never see them again and we would know that – cause we've got their recent history to evaluate
- Arenberg-Seltzer The only thing that concerns me – I think we should try it – I mean the only thing that I worry about but the United Way have a lot of – forgive me – more interesting committees that someone could sit on and dabble in fundraising on this or some – you know – they want to do a book drive – or they want to set up golf tournament or they want to be on something and I don't know if ours will be as
- Angier appealing
- Dwyer cachet
- (laughter)

- Westberry What I was gonna say, what I like about it is I always really feel for those board members who are coming and having to vote the minute at their first meeting and they feel like I don't know enough about – you know – it's like a training ground for folks to participate which I think – (multiple voices) it would be appreciated if you are an outside member – if you weren't in the field and you knew nothing about it you can sit on a committee for a year or whatever and get to know and then became a voting board member and got voted then you feel a little more comfortable
- Norris-Week Question is what I sit on the committee for year
- Sikes I get your point, I also know that some of the work is very interesting, some of the committee work at United Way and some of it is just very mundane but we haven't had issue with getting people to sit on board. It's a little bit different to ask someone to be an at large audit member as an example – but what we have done is gone to a firm that we wanted to get involved and said who would you like to see get involved so that they bring your firm to United Way – and they say ah we have a perfect person they are doing great internally but we want to start to get them out in the community would this meet your needs – and it is – and we're off and running with the new member of the committee but also a brand new involvement of a company that maybe hasn't been as involved or involved at all with United Way which is what we need in my opinion again
- Westberry I will say we have that on the CRRD committee with varying success in terms of people coming
- Sikes Yeah I know that would be an unfair evaluation because if we – you know part of Cindy's point is the burden is on us to make the committee work meaningful and exciting and that committee we all agreed and in part of the by-laws change needs to be more meaningful and exciting – it needs to be much broader – the we call it
- Welles Which committee
- Westberry Community Relations and Resource Development CRRD it's an ad hoc committee
- Welles Thank you

- Arenberg-Seltzer Are we going to require that they have to disclose their work
(laughter)
- Arenberg-Seltzer Apparently the committee is quite active but they are not ready to tell us what they have done so we really – were you there
- Rein part of it
- Angier I think they are getting ready to tell you Cindy (laughter)
- Sikes Part of the spirit of all of this is that everybody is going to start being held accountable right and
Laughter
- Arenberg-Seltzer it's not being a smart ass
- Rein I actually I got a little hint from somebody else
- Dwyer a little
- Rein – not a board member somebody else
- Angier I think that we have over the years that I've been involved and I think up to about seven years so I'm not I don't quite exceed the longevity of some of you – but still a long time – I think we struggle to bring in outside involvement and whether or not we are successful I think we ought to give it the yeoman's try and allowing participation on committees does open the door for us to be able to do that. So if it doesn't work it doesn't work but if it does work and we end up making us more visible in the community then we've done something that we all wanted to do when we first came to the table
- Sikes What we absolutely need to do
- Rein I don't know who said it on Monday but you know the wait list is going to be a discussion again. The wait list is all about resources and every other part of that discussion is ridiculous almost and this would probably be the first real thing I would see in quite a while that would be really have as a goal increase business involvement, bringing in more people and the example you gave from United Way is the perfect example of bringing in a company that not have

been involved before and now getting them involved – if you do it on a few committees its great

Dwyer That is the goal – we have not accomplished that and um some donations are great but it be sure nice to have bigger and better

Arenberg-Seltzer I really do support it I think it is great and I echo everything that you guys have said. And I think the challenge is going to be yours Mr. Chair and chairs of the committee – make it something that you know don't want to poke your eyes out with a sharp stick

Dwyer I agree

Sikes That's very valid – I couldn't agree more with that. It's going to be tuff work. We have to make sure the community doesn't think of it as – ah they get \$90 million from the government – it's fine – they need to think of it in terms of we are serving less children than are on the waiting list. There is a big problem here – the whole community has to get behind it – please come help us get through this tuff time

Arenberg-Seltzer And it's all about kids I mean if you think about getting people to care about the cute little faces is not hard but it's got to be about them and you don't spend that much time talking about them we spend a lot of time arguing over things that we shouldn't be arguing about and not about how are we resources and providing quality care

Sikes Part of the discussion we had recently – development committee for Jack and Jill was recently had some athletes come and perfect for this board to get the Miami Dolphins involved as an example – there is a lot of management and players that should be involved love being around the kids want to see them and as soon as we broke the meeting and left the full-back for the Dolphins showed up and asked for a two hour tour. We were able to give it to him but they don't just care about the kids that are serviced by Jack and Jill they care about the kids that are serviced by this entire system and they can bring a lot of weight – those are the types of organizations that we need to be bringing to the table. I wouldn't suggest for them – the governance committee – I would suggest for them CRRD or whatever we end up calling it but

Angier But there is possibility for somebody in the organizational structure to serve on the governance committee

Sikes Yes

Angier That would tie them to have an interest in what we do

Sikes Correct correct

Sikes So back to where we started governance itself – are we all okay with governance being chaired by the vice chair and named by the chair – first vice chair – the committee named by the chair to include at least five members and one at-large meaning community at-large member not at large board member

Dwyer I would ask for recommendations from the board to that

Sikes absolutely

Westberry inaudible – whisper

Dwyer Yeah I know but we I want it specifically because you want the idea of this is what I can bring to the table and this is how I can help

Welles a little transparency

Arenberg-Seltzer I hate to raise this but I think this has pretty much died down from the early days but there was quite a bit of detention about the fact that the chair gets appointed by the governor and having too much power in the hands of the chair who is appointed by the governor and if now it's going to be the governor appoints the chair, the chair now appoints the governance committee, the governance committee controls who sits on the board – regardless of who is in power that is not a very great sign of local control

Sikes We kinda walked through that – in my words – in the way I think the difference is – the need for independence from the chair or the officers in a fortune five hundred company is much different than it is for us – if we are truly all coming together and we're working in one direction it's for those kids that you talk about – there are other ways that if the board or chair goes amok or the officers or chair goes amok – that's going to work themselves out.

Welles how is that

Sikes That's one that Burnadette brought up

- Dwyer the conflicts that we have to declare
- Arenberg-Seltzer Not really, I'm not concerned about steering contracts in the direction of your friends – that's not the kind of running amok.
- Dwyer Oh what are you referring to
- Arenberg-Seltzer It's more (multiple voices background noise – inaudible) local control and we are suppose to be looking at what is the best thing for our children given our current situation. We cut our hands by some extent and recently by AWI and then the governor then took our ability to elect our own chair – making it a governor appoint – was moving away from local control and saying now the governor determines who is leading your organization – not only did the decide who is leading your organization now we are saying to the person who leads the organization gets to choose the governance committee who controls who sits on the board so that basically can become just a puppet of the governor. Now the good side of that is that you should have good access to the governor because of it the down side is they come up with policies that we feel as a local community are detrimental we might not have much of a voice about that because we are owned by the governor. It was a big issue of contention when it first happened it was really - but maybe that's not something to be scared about anymore
- Sikes Personally I'm not scared – I don't think that the issue is that governance committee controls who is on the board – the governance committee controls who goes to the board to be voted on to the board and the vice chair is the head of that committee and the vice chair is elected by the board and can be changed every year
- Angier That's your protection

(multiple voices)
- Arenberg-Seltzer That is what I said – we have to make sure
- Sikes The general board makes those selections
- Arenberg-Seltzer Well, but the general board only decides – the general board decides on the vice chair who is controlling the funnel – whoever controls the funnel has the power – because if you don't let them

through the board doesn't get to vote on that – so if anybody brings that up that would be the check and balance is that the vice chair is elected by the board as a whole

Dwyer and the Second Vice Chair – we are talking about - I don't think there's that local control issue that we are all concerned about before anyway – the loss of local control – because of how many voting members there are now

Arenberg-Seltzer A lot of it depends on who is appointed – who the chair is – we've been very lucky – Harry was excellent – you were excellent

Dwyer Why thank you very much

Arenberg-Seltzer No you are very good

Westberry laughter

Arenberg-Seltzer you don't – you guys have not been kapitz you've been local people who have taken appropriate you know

Dwyer I'll be honest with you – I don't know the answer to this – I don't know if you could be a puppet to the governor in the role that I play

Arenberg-Seltzer why not

Dwyer because we have so many independent voting members that are statutorily appointed to this board like yourself for instance

Sikes As long as we have participation by the board in general I don't think that one person could have more

(multiple voices)

Arenberg-Seltzer Three people and the chair

Rein I think the real issue was that you started with was the issue of it – if the chair somehow controlled who else came on to the board then you would have a problem but we don't have that problem – it would be the first vice president and there you go

Sikes I think another check and balance hopefully that we grow into would be this – right now we get 99.8% of our funding from the State. So if we're good –State and Federal - if we do what we are all here at

the table hoping we can get to and we change that one day to either 10% or 20% then –

Laughter

Sikes If you don't hope on those terms

Dwyer This does not need to be a conversation here

Arenberg-Seltzer raise nine billion

Rein I though half we were going never mind – 45 million

Sikes If we're not hoping to raise more than what are we doing here

Dwyer The whole idea we need to raise private sector money – we have to get private sector involved and we gotta look at that part

Sikes And to the extent that we are successful in that – our reliance on – not that we want it to go away because we definitely couldn't – would not looking to replace – we are looking to add

Angier So I guess my question is are we adding the at large director just to governance or are we adding it to all the standing committees except for exec

Sikes It's already on finance but the question that finance – would be do we allow them to vote since they don't vote now – my recommendation would be that we add it to all but exec because by the very definition exec doesn't include somebody in at large they are there by definition and they all vote

Westberry Except the way it reads now it says and – do you want to make it a requirement

Dwyer No you can make it

Westberry you want to make it can

Dwyer because if they are not there – then what do you have - may

Westberry want to give it ability to

Dwyer if you can't find somebody – still run the business

Westberry sounds like with the goal that actually does become
_____you know that's just not

Welles Whose responsibility will it be to recruit somebody – the at large
person

Dwyer I would think the chair of each committee

Welles The chair's responsibility

Dwyer but anybody can bring and say to the chair hey I've got a good
person here

Welles when you talk about committee involvement and you have nobody
in charge of that responsibility then you will designate that what we
are discussing today that every chair will know that it is your
responsibility as well as your team members

Westberry to get the at large person

Welles get the at large person

Arenberg-Seltzer Is it possible to have more on certain committees – I mean there
are – CRRD

Dwyer Do we want to give one more voting right – that is the issue

Sikes I would say at least one and leave it to the committee and the
purpose of the committee

Dwyer Is that going to be a problem?

Norris-Weeks No, the way that CRRD is written now based on your previous
direction we have that as an option where the – I think the chair of
that committee –

Arenberg-Seltzer may appoint any number of community business leaders or
community stakeholders

Dwyer Are they voting numbers

Norris-Weeks No – well that's something it doesn't say – that is something you all
can decide one way or the other

- Dwyer which means then if a committee brings a motion to the board and we know it is made up of a lot of non-board – we would have to look at the motion a little more different. You have five voting members that are not board of directors members on the committee – you would have to look at that motion when it comes forward to the board I think a little differently then
- Angier Can we designate one at-large director as a voting member – I mean I think the Wachovia lady is on the CRRD committee am I right
- Westberry Yes
- Arenberg-Seltzer The only difference is less certainty that it will pass because you have less board buy-in for the motion coming forward but I don't know that it
- Sikes I am a Demming disciple so I think that you try to work on quality on the front end and that's back to Cindy's comment it's a big responsibility to make sure we're getting more involvement from the community – quality involvement from the community it's just not somebody saying sure and raise my hand and okay you're – we need to make sure they're qualified for the position that they'll sit that we interview lots of different prospects and then we make a recommendation
- Arenberg-Seltzer That's an interesting having interviews for every committee member and who does it
- Sikes When I say interview I don't mean like – the chair goes out and meets them and determines – that's the way that I always – we never tell somebody that you are definite getting on this committee but we always meet if we are filling one position we try to meet with five people and if you happen to come in second in eyes of the committee then you're ready for the next time. Or I've got two superstars and I only got one spot – if we put in the language of at least one we can have two – but if we only had one then and that's a discussion at the CRRD committee then we go – the CRRD chair
- Dwyer if three presidents of a bank want to get on CRRD I sure would not want to limit their ability to get on CRRD
- Sikes I think they should all vote personally, again it's

Dwyer Do we have a statutory issue there

Norris-Weeks No

Dwyer No

Westberry What about other standing committees to not put a maximum

Dwyer I don't know

Angier I think I would put a maximum on the other committees

Dwyer CRRD you want to – you can have fifty members on CRRD that all business donating pools – you know what I mean – and let them all vote and let them all let's do this luncheon, let's do this as much as you want um I agree – Now do you want that on personnel, do you want that on Finance do you want that on Nomating,

Angier Governance

Dwyer Governance sorry – that's a different animal

Arenberg-Seltzer probably not – It would like us

Dwyer Limit it to three

Sikes I'd be fine with that

Dwyer You'd be lucky if you get one but limited to one
(Multiple voices)

Sikes At least one no more than 3

Norris-Weeks At large voting members

Arenberg-Seltzer But each of the committees are a different size right – how about – what if is not more than some percent

Angier I think that's better

Arenberg-Seltzer Some percent of the committee members

- Dwyer Haven't we designated that each committee is going to be five members or have not designated
- Sikes No what I was going to say – why don't we say all committees are at least five members to include at least one and no more than three at large
- Angier You have three at large you are talking sixty percent
- Arenberg-Seltzer no more than 20%

(multiple voices)
- Angier if you count the first vice chair, the second vice chair and they are officers and you're moving a slate forward and they can't vote then 50% of your voting members are at large directors so I don't know is that what we want to do
- Sikes Personally I think we will be able to sit here and come up with fifty scenarios for any situation we put forward, it's back to the spirit of this – uh – I don't think right off the bat that governance or personnel even though they have the opportunity to add between one and three would add three – my guess is that you would add one see how that is working and did we get the right person and start interviewing and bring people on board and if it became a concern that that was going happen, I would say
- Arenberg-Seltzer do you really want to go back and play with the by-laws you want to put something in that's going to work. So what if it was at least one and not more than 25% of the committee
- Sikes I will vote for it
- Dwyer 25 or 40 percent
- Angier I think 40
- Norris-Weeks and CRRD would be the exception to that
- Arenberg-Seltzer if someone does not show up now the majority are non-voting – I mean are non
- Angier If you are 40% and you have a five member committee that's 2 people – you are not talking about a lot you are talking only about 2

- Westberry suppose only 2 of the board members show up then talking about you really only have 50% on the board voting at the committee level any item
- Arenberg-Seltzer How about a third
- Sikes I am going to throw out my scenarios if it is at least one and the committee decided to add three because under the language of at least one you can and the committee because of all these crazy people on the committee are at large that weren't on the board voted on a slate to the board – it is a recommendation to the board and the board then sees this crazy slate that comes up and hopefully our board would say no – we are not going to vote yes on that slate – that was the example that we were just working from
- Norris-Weeks it this done annually – at the annual meeting
- Arenberg-Seltzer Just in general it is a board committee or a community committee – if you wind up with stuff
- Rein What makes anybody think that aside from CRRD this is going to be this outpouring of interest
- (laughter)
- Rein One should be happy with one on the other committees
- Sikes but we are back to the start This is to change everything
- Rein getting one person – one at large member on a governance committee on a or well finance – on committees that are really doing something that somewhat dry and not really sexy I think is sufficient – It is a big step – that's what I meant cachet – you drive yourself crazy thinking about more
- Arenberg-Seltzer I don't know that anybody is going to want to do it – the perception and we can build a perception that a lot of cachet – you are that one that was chosen for CRRD amongst the hoard you were the one
- (laughter)

- Arenberg-Seltzer Like anybody who is walking can get on the committee and they can take it over – I mean who knows
- Sikes Only if the chair allows that to start with and only if the board votes in everything that the committee moves forward to the board
- Arenberg-Seltzer You're just giving – well I don't care – it's fine
- Sikes I'll tell you I'd vote a percentage but then the percentage got kicked around and depending on the size of the board I mean 25% could be 1.25 members and
- Angier right
- Dwyer 40% that is why I used 40 it's two members of a five member committee – and a variation thereof – if it's 1/3 if you think a three member committee one of them is
- Arenberg-Seltzer no I don't think any of our committees are that small. They're at least five and sometimes bigger
- Rein 5 if you want 40% of 5 is 2 makes life simple
- Arenberg-Seltzer okay
- Dwyer and if we make the committee with more board members they we can add another one
- Norris-Week So do you want to cap your membership at 5
- Dwyer No, no not cap 40%
- Arenberg-Seltzer Every committee will have each one but not more than 40%
(multiple voices)
- Dwyer No I don't think we need to put in five committee members just that non-board members can not exceed 40% of any given committee
(multiple voices)
- Westberry If you have a five person committee 2 of them could be non members – three is a quorum so you could have a committee with two at large people and one board member voting on personnel

and finance issues that are going to the board – that wouldn't be what I want

Sikes The Chair in that case would be a board member and the chair wouldn't forward anything in a meeting like that it was set up like that if it wasn't going to be a reasonable meeting if the other two I mean again we can sit here and play scenarios all day long

Dwyer I think you got it. A chair of any committee – they may not know that – we would know but

Sikes Why wouldn't a chair of the committee not know the make-up of their committee

Dwyer I don't want to add anything to that but

(Laughter)

Angier you haven't been around that long

Dwyer It could happen

(laughter)

Arenberg-Seltzer If I could go back to those days

Sikes If it sounds that crazy when it is out in the air then we ought to change it – we ought to make sure that doesn't exist going forward

Dwyer Yeah you have to lock that out – voting

Westberry 40 makes it too possible that you could have a greater percentage of people of the community who are not board members – and there is some value sitting on the board after hearing the discussion when you are back into committee

(multiple voices)

Arenberg-Seltzer if it deals with the committee quorum then the quorum – in order to have a quorum you have to have a majority of the board of directors members of the committee

Welles that will be better

Dwyer then it never happens

Sikes Good solution

Westberry need some assurances

Sikes I like trouble makers – it's the way work gets done

Angier Quorum is 5.6 on page 10 – a majority of the voting membership of the Coalition shall constitute a quorum required to conduct business of the Coalition. So we need to add something about committee quorum

Dwyer now the difference is CRRD

Angier with the exception of CRRD

Arenberg-Seltzer with CRRD you would still want to have the quorum be defined by

Dwyer no 20 if it got to the point where there is 10 members of CRRD that are outside community members and we got two board members

Angier Is CRRD the only ad hoc committee that we have the others are standing

Westberry standing

(multiple voices)

Dwyer It has become – I don't even like to call it CRRD but it is such – we need to get a better name for it – but it is such an important committee if our goal is to start getting more private funds

Angier want to know what CRRD is doing

(laughter – multiple voices)

Norris-Weeks Did you all decide on 40%

Welles have to have a quorum of board members

Arenberg-Seltzer minimum of one maximum of 40%

Rein not a minimum

Arenberg-Seltzer May have one

Norris-Weeks and a maximum of 40%

Arenberg-Seltzer maximum of 40% and somewhere in section 6 we need a definition of a quorum for committees

Angier to include voting membership

Norris-Weeks you will probably will want a definition of what an at-large member is for purposes – because we do have at large members that are on the board so for purposes of the committee structure a definition for that and I am assuming you all want not just business people but also – or maybe you just want business people I don't know

Sikes I think you leave the definition very loose to

Angier and where would you put that definition

Norris-Weeks I will find a place for it

Westberry Is there any concern that person does not have conflicts

Arenberg-Seltzer You can't have conflicts

Sikes Yeah conflicts applies to everybody

Westberry So – potential financial interest – what are we talking about here

Norris-Weeks We can make it clear under the conflict section in the by-laws that it also applies to the committee members

Westberry substantial financial interest thing – can't have that to be on the board – do we want – do you want to do any of that for committee or it doesn't matter

Sikes Define substantial financial interest

Westberry It is defined by the policies of OEL

Sikes So if a business member gave \$100,000 to ELC that would

Westberry It's not giving its getting

Sikes Same application I think lets be consistent

Angier Well except for – you have to be careful because CRRD is there and you may have childcare providers on CRRD are you giving them permission to vote are we not giving them permission to vote

Sikes Permission to vote – I would think that our policy permission to vote with having recuse yourself if the vote has anything to do with you getting money – right –

Rein why would the rules be any different for a committee member

Dwyer It would'nt be – it's the same

Sikes The purpose is to raise money and to raise awareness

Westberry but the rules for financial interest are different for different board members because of the private sector members. For instance we have licensing who gets money from us

Dwyer Okay so then it should be private sector members

Westberry So you are saying that it is the same parameters for private sector members

Dwyer that is the way it should be

Arenberg-Seltzer Here is where you could – when you talk about the child care providers that some of them have been sitting on the committee to help understand the business practices and look at ways you might be able to use or change business practices that would allow more dollars to come in. From the vague explanation that we got the other day that was something that CRRD has been examining doing something and I can't tell you what

Laughter

Arenberg-Seltzer I'm not being snide I am being sincere

Dwyer I know you are I know

Arenberg-Seltzer we were going to do something for the way the child care centers were doing business that was going to allow us to serve a gazillion or two hundred

Laughter

Arenberg-Seltzer two hundred and a gazillion more children.

Westberry I think you are making a point – CRRD you're saying except for CRRD, except for CRRD, except for CRRD because CRRD is a little bit of a different animal

Arenberg-Seltzer So do we take CRRD – because that is valuable, I think they're input into what are the – personally as much as I love your idea and I hope we raise a lot of money – I don't think we are going to make the 90 million that we get from State dollars into 10% of our budget

Sikes I was saying the reverse – one day get 10% 9 million

Arenberg-Seltzer from someplace else okay

Sikes Yeah

Arenberg-Seltzer other than me

Sikes That was a big dream

Arenberg-Seltzer Okay

Sikes We got to start somewhere

Arenberg-Seltzer No I love it but we are not going to solve – even that is not going to solve the wait list problem in our current in the current structure – so there has to be some fundamental shift in the way – I really don't know what it is but something has got to happen and you are going to need the child care providers to be part of that conversation.

Sikes As it relates to the CRRD committee I don't see how even that would prevent a childcare provider from sitting on the committee – the only thing they would have to recuse themselves from is if that meant the committee was voting on more money coming to their center.

Arenberg-Seltzer The definition right now you can not be a business member of by statute not by our – if you get more than 10% - 5% of your personnel income comes from the business of child care you cannot be a business member of the coalition – you are disqualified – so if – your wife owned a child care center you could not be a member of the early learning coalition – you are banned and so what we just said was if you are banned from being a board member you would be banned from being a committee member – so a childcare center owner could not be on the CRRD committee

Sikes Since we all don't know what the CRRD committee seems to be doing – nobody can define it at the table but the – it would seem to me if we are going to go down the path of a fundamental change in business that would be done through procurement committee and through the board and buying in a different way then we have been buying – I still can't connect the dots.

Dwyer A distinction needs to be made – we can't just use the ad hoc private sector member conflict because they can't even serve on the committee at all right

Norris-Weeks Yeah

Dwyer and we want clearly we want to be able to have on some committees if we can business owners that may be in the child care industry to be able to advice through our committees which includes CRRD So there needs to be an exclusion – exclusionary language regarding those committee members if they have that business relationship that they can serve but they can't vote on things that directly affect their income.

(multiple voices)

Dwyer Reimbursement rates and things like that. For instance you know we are starting an ad hoc waiting list committee and I clearly would want to put on some child care members on that committee for their input. Its ad hoc but it still falls under the same purview of conflicts that we have to be concerned with. So I think if we should do that – are you good with that – I want to make sure we are clean on that okay - I think that satisfies your need and it covers what you're saying I thinking regarding they still need to be there because we need their help

Arenberg-Seltzer Right even if they are not – even if it is not a fundamental shift in the way they are doing business – they are – we need them in fundraising – you figure Jack and Jill – who is the most effective speaker on raising money for Jack and Jill _____ - she could articulate it - We haven't really taken advantage because usually they are raising funds for their own agency but you know there is power in numbers maybe something we want to look at is bringing them all together maybe we can raise more together than you can raise individually. I don't know –

Dwyer Maybe

Arenberg-Seltzer You need to be able to have them at the table

Sikes Agreed

Dwyer Alright

Sikes We're down to two minutes – we said we would be done by five

Dwyer Okay – governance – there is a lot of new red stuff in governance – do we need to be that specific

Norris-Weeks Well you don't have to this is the language that you reviewed previously from the best practices manual dealing with governance and nominating issues um I think there was some discussion previously that you wanted to be more specific so that – this is an attempt to do that but – but we can take it out

Arenberg-Seltzer what is the succession policies – do we have ELC succession policies

Westberry No

Norris-Weeks No you don't that was again from the governance materials that you got from best practices two manuals that I gave you after the first meeting that you had

Dwyer Standards for director qualification – recommend changes to CEO succession policies and candidates. Do we want that in governance or do we want that in exec

Westberry personnel

Angier personnel

Dwyer or personnel

Westberry if you're looking for more to do

Dwyer okay that would be personnel – okay – review candidates for the board

Arenberg-Seltzer when we move the wording – recommendations to the CEO succession policies and candidates – I read that as changes to the candidates –

Dwyer I'd delete the whole sentence

Arenberg-Seltzer are we moving it to personnel

Norris-Weeks okay we will take out candidates

Dwyer Review candidates for the board – yes – review all applications for membership – yes recommend committee assignments of non-governance committee members in rotations of members to the chair

Norris-Weeks no that part wasn't there it was before it was just they would recommend it and it had nothing to do with the chair, but I think there may have been some discussion before that I don't remember who it was but someone wanted the chair to still – I don't know

Dwyer What does it mean – I don't know what it means either

Sikes It would seem – if we are being consistent where the chair is going to recommend board members or committee members then the chair is going to do – the governance committee is not going to do – we scratch this sentence right

Norris-Weeks Okay – would be considered by I guess it would be the board – vote on the slate of officers to be considered

Dwyer Okay the next one is board orientation and education – what does that mean

Angier Staff has done that haven't they Penny

Westberry yes

Angier so do we want to give that to governance or do we want to keep it at staff

Dwyer Ah – you know

 You should do both

Dwyer the board should oversee that

Westberry this is crazy because of sunshine

Arenberg-Seltzer with the sunshine you are going to have to convey a public meeting of all the board members to do the orientation

Sikes that’s a good point

Westberry You know we have done that when we have all the board members – nobody comes - inaudible

Norris-Weeks It wouldn’t have to be that specific – it could be as simple as having a discussion – Penny has manual that she gives out and it can be well you know this should be added to the manual – I mean it doesn’t have to be

Arenberg-Seltzer under board orientation practices it says do the board orientation

Norris-Weeks It doesn’t have to be

Arenberg-Seltzer It doesn’t have to be anything

Norris-Weeks this came out of

Arenberg-Seltzer I don’t care where it came from we are trying to figure out what applies to us and how would it work so that is the question on the table – do we want the governance committee to do board orientation and education – I don’t have a problem with them looking at the policies in the handbook of board orientation

Norris-Weeks You may not want to have them do that – you may want them to continue what you are doing, however, you may like this committee to at least review the materials or

- Arenberg-Seltzer I just said that
- Norris-Weeks And if you do, I can write it in such a way so if you give me that direction I'll
- Arenberg-Seltzer And I am trying to discuss with the rest of my board members what they think of that idea that I was raising
- Dwyer I think that it is a good idea for the governance to review those issues
- Angier absolutely – and I think they should provide oversight, I think the governance needs to make sure that the new board members have been oriented that they have an idea of what they are getting into etc.
- Welles That is what Penny did just for me
- Multiple voices
- Rein in the balance of this paragraph – it's like a missing verb or several missing verbs – it is not clear at all starting with board orientation and education, changes to corporate organizational documents and other governance policies and procedures. It is not clear what the committee is doing with those – is it reviewing them is it overseeing them
- Norris-Weeks The committee should also review standards for director qualifications, recommend changes to the CEO – okay you want that somewhere else, review all applications for membership these are just the various
- Rein There you have it review or recommend
- (multiple voices)
- Norris-Weeks Recommend committee assignments of non-governance committee members and rotation of members to the chair
- Dwyer we are deleting that one
- Norris-Weeks Board orientation
- Rein that's where you are missing a verb

Norris-Weeks okay review board orientation and education manual – what about that – will that do it

Dwyer You have manual

Norris-Weeks We do have one

Angier I still have mine

Dwyer there's the verb

Rein and what are they doing to changes to the corporate organizational documents

Norris-Weeks Recommend changes – thank you

Rein you're welcome

Norris-Weeks recommend changes to corporate organizational documents and other governance policies and procedures period. And also make recommendations on membership – you all don't want to do that

Arenberg-Seltzer here it just say recommendations

Norris-Weeks Make recommendations on membership to the Coalition

Arenberg-Seltzer Wait

 (multiple voices)

Norris-Weeks adding the word which before shall – shall be consistent

Rein No – you got a new sentence

Arenberg-Seltzer No they only review the application

 (multiple voices)

Angier and that last sentenced may need to be word smithed because we added the two vice chairs – correct – I don't know maybe its okay like that

Arenberg-Seltzer Actually (multiple voices)

Westberry in the beginning in defining the committee

Angier then you may want to change that – you may not

Westberry to make sure it is consistent

Sikes two officers may not discuss

Dwyer finance committee – anything else in governance – everyone good

Westberry the only thing I want to say the first vice chair is the chair of this and the second vice chair is (inaudible)

Dwyer yes – usually

Westberry so consistent with our conversation earlier – do you want to think about having co-chairs for finance and personnel

Dwyer I would recommend that I think that is a good idea – a chair and a co-chair

Westberry and then can the co-chair and chair on exec

Dwyer yeah

Sikes To the co-chairs – did we agree that there was going to be co-chair on governance

Westberry No – Jeff and I had that conversation earlier when we had quorum issues

Dwyer They can call in now

Westberry It might be a different problem then we have been having is a quorum cause the chair of the committee couldn't make it

Norris-Weeks but you can call in

Westberry (inaudible)

Sikes I see that as more a practical issue and not a technical issue – I mean if we can't get – we are adding a committee, we're getting

people more engaged – if we don't have exciting enough work to get people there then – and committees now can be telephonically

- Westberry part of it is we have a lot of really busy people on our board and have other schedule conflicts – I don't think people are – my impression is people are not coming because they are not interested in it – they just have another commitment.
- Arenberg-Seltzer there is something else – whether exec needs to meet every month
- Sikes That seems to be front and center and discuss this as far as I am concerned. Now we can do it telephonically – that changes things
- Arenberg-Seltzer I was late because I had my executive committee meeting we usually meet once a year for my evaluation – if I need them if something comes up during the year where we have issue but
- Sikes I personally only like co-chairs if it is a fundraiser and that's an obvious reason you get more people involved in your board and you are gonna raise money and you have bigger responsibility – I don't really like the notion of co-chairs personally I think somebody needs to own and it's too easy for somebody – for me to say it Penny its gonna do it and you think I'm gonna do it and then nobody does it
- Arenberg-Seltzer Nobody does it
- Arenberg-Seltzer Obviously we are going to strike the sentence
- Dwyer yeah that sentence will be struck
- Norris-Weeks about the what I'm sorry
- Arenberg-Seltzer about the information above
- Norris-Weeks Yeah of course
- Sikes Finance and personnel we have least given Burnadette already the direction to make the language consistent as far as quantity of members consist – consistency of the membership so I would think the only thing that would need to be questioned on these two is if anyone has an issue with the responsibilities that are outlines in one of the two – they don't then I say we move on the name of CRRD

Dwyer Now the only question that Penny just raised do we want to have chairs and co-chairs on any of these committees – do we want to have chairs and co-chairs designated so that a co-chair can fill in and vote at exec

Sikes I am not a big fan of co-chairs I said

Dwyer problem Burnadette okay

Rein Two of them said no I don't necessarily agree with them

Sikes So let's take a vote - I say no

Arenberg-Seltzer No

Angier Yes

Rein Yes

Welles Yes

Dwyer Why did you all say yes

Welles I say yes based on kinda of the availability of people we talked about earlier in that you have to put – it's kinda like – a little bit for me a succession planning in some ways – you have a chair you have co-chair that you are actually building capacity and infrastructure and so I don't see that as bad thing especially based on everything I've learned as being a new person with availability with time constraints with commitments with all of that I think a co-chair actually gives more commitment and gives another person responsibility to the committee and ownership

Angier I think that we are dealing with people that are very busy – so you're chairs may not be available to try and come up with time frame

(multiple voices)

Dwyer vice chair can call a meeting in the chair's absence

(multiples voices)

Norris-Weeks So a chair and vice chair for each committee

Dwyer yeah and that way the vice chair can chair the meeting can still go forward rather than them being cancelled

Welles I don't see how (inaudible) hold the chair hostage all the time for everything about the committee – you have the vice chair that can share some of the pain or the pleasure

Arenberg-Seltzer I have an issue with the responsibilities of the finance committee

Sikes okay

 (multiple voices)

Arenberg-Seltzer yeah monthly monitoring reports and contract compliance – the finance committee doesn't do that and I am not sure what it means to review all providers for the Coalition financial services

 (multiple voices) (laughter)

Arenberg-Seltzer I am not attacking you I am reading the language and it says – it's not what the finance committee does and I don't know if we want it to – we couldn't review monthly monitoring reports on contracts even if we wanted to because (multiple voices) not monitored monthly and (b) we don't know what that means

Westberry No I think you are talking about people who – I think when you are saying financial services what you meant initially was people doing auditing services or

Arenberg-Seltzer No the next one is the Coalition annual audit

Norris-Weeks Penny is right – I may change that

Westberry Those are two different things – one is reading the audit the other is the person doing who is doing the audit

Arenberg-Seltzer Well financial services would be our bank

Norris-Weeks that is what it does – you do that through the finance committee

Arenberg-Seltzer reviews of them – no we do the selection we act as the selection committee for all financial services – we don't monthly analyze

Wachovia to make sure they are a sound financial institution and want to keep our money there

Angier So reviews for a and c and select b

Dwyer yeah

Westberry well, you're not really selecting you are recommending

Angier Well then recommend

Westberry you always bring it to the board your recommendation right

Dwyer recommend

Angier right

Sikes First time about the audit – and this may be different because of the make up and where the funds come from in any other not-for-profit I am involved in audit and finance – best practice the two should be completely separate from each other

(multiple voices)

Rein I thought that was universal now

Dwyer It is universal now because of the Sabarnes Oxley – that they have to be

Sikes so we should change this – right – add an audit committee

Norris-Weeks you want it in the by-laws

Sikes I think we have to unless there is some other appealing reason because of the make up of ELC and the two need to be separate

Rein and not only that the membership should be different

Dwyer have you looked at that on sox regarding the new changes

Norris-Weeks Yeah I've looked at changes but I haven't seen that there was a specific requirement for an audit committee – but we can – I'll add it and I will find out what those duties and how they differ and put those things in

Sikes In a lot of places I mean the goal the dream is that audit is come in and do other things but the main thing that you find at least I found in order – they make sure that they hire the audit firm or recommend it to the board and that they review – basically they meet once a year sometimes twice

Dwyer yeah

Arenberg-Seltzer That would probably be – and that would actually be probably all or mostly non-board members – did you say that already when I wasn't looking – it really should be finance people who don't sit on the board

Sikes That's a tough one to recruit people to right there

Dwyer Always is

Arenberg-Seltzer Well we use to do – at CSC right now our finance committee is our audit committee but we use to get the guy from the school board and Ainsworth when he was here – we get finance people from other government agencies for

Westberry are you saying differently

Arenberg-Seltzer we are not subject to Sarbanes Oxley and it's been okay

Sikes Especially if we are going to make a push to raise awareness and private monies – we should clean it up now – we are under the hood so let's divide the two and I've never seen an audit committee automatically sit on the executive committee so I don't think that will be necessary.

Dwyer They usually report to the board of directors

Sikes right

Westberry The other thing I just want to put out there while I am thinking about it under the fundraising committee, development committee whatever you want to call it – we have to mindful of our funding having limitations on our ability to fundraise is another issue

Sikes What are those limitations

Westberry We can fundraise for match and we have some CSC money so we use people to do things – but we can fundraise for things that are along the federal guidelines for match – we can't fundraise for something different

Arenberg-Seltzer You mean your staff can't do it or it can not be done

Westberry Staff cannot do it

Arenberg-Seltzer Staff and resources – technically if you had a committee doing that that was raising funds that weren't within guidelines the federal guidelines we wouldn't be able to use our copy machine – we have been talking about it at the state level

Rein Yeah –

Arenberg-Seltzer If Britt was chairing a committee and he was and he had his assistant do the copying

Westberry No – that's no problem at all - I am saving staff and resources – just for you to be aware

Sikes We can go recruit any private company to give us \$100,000 that is not earmarked and we can use as we want to get kids off the wait list

Westberry yes – that's match and you guys can do that I'm saying just be aware – there

Dwyer What you are saying you can't use staff to raise money

Westberry No that's not true – you can use to raise the match you can use personnel hiring – there is just a real heightened awareness about being careful – so I just want – you can more conversation about it – I just want people to be mindful when we are talking about

Rein Your staff can do fundraising – can actually engage in fundraising activities

Westberry only if it's for the match

Dwyer You can't

Rein No – I thought it was coming from the same place

- Westberry I think that there is some squishiness in the rules at the State level because of the required match
- Multiple voices
- Westberry yeah with the federal dollars you can't fundraise period but as you require a match then they allow it for the match and also we have some funding of some of our staff from CSC to free up
- Rein you really don't want to go right there – have enough to do – you didn't hear this at all
- Sikes For the same reason I cannot leave a child without care or both of them – ironic
- Dwyer Finishing up finance – the last thing is says in finance – all financial recommendations shall go to the coalition for final action – leave that. Is there anything that needs to be done in the interim with finance that we have to do and have the executive committee take action on so we don't tie our hands
- Arenberg-Seltzer The executive committee can always act in place of the board if necessary
- Dwyer Okay – all right okay then personnel committee – personnel committee can be the same thing – all recommendations go to the Coalition for final action right - Community Relations and Resource Development – what do we want to call it
- Westberry Resource Development
- Arenberg-Seltzer Resource Exploration – expansion
- Rein you want it to be raising money – you want it to be resource development
- (multiple voices)
- Dwyer Community Outreach and Resource Development you can call it CORD
- Laughter – multiple voices

Rein Whenever I hear the community outreach and whenever I hear community and I think of this board I think the board's definition of community is very very narrow and limited and face up to it and that's fine and dandy but because you don't reach out to the rest of the community

Westberry Our staff our CRRD staff member does

Rein staff member is a different story but
Multiple voices

Dwyer Are there any other names that people are using that kinda have cachet
Multiple voices

Sikes State what do you want to do

Dwyer Resource Development – keep it simple

Westberry that's what I like – it says what it is

Arenberg-Seltzer Fundraising

Westberry No

Rein no that's

Arenberg-Seltzer put kids in care committee

Dwyer We need money committee

Sikes Doesn't matter how it is packaged up if anybody asked somebody to join the resource development committee they know what they are signing up for

Dwyer That's right so it is no longer CRRD – thank god

Arenberg-Seltzer It's not much better

Dwyer Resource Development Committee how is that

Dwyer So we will do the same thing with that – vice chair – serve in their stead on exec – make them a member of exec for that reason – are you all – cause that was my idea

Norris-Weeks The vice chair served on

Dwyer Second vice chair – no no we are talking about our committees having a chair and a vice chair the vice chair can fill instead at the exec

Sikes yes – vice chair yes – co-chair no

Angier I have a question

Dwyer are you okay with that

Norris-Weeks Yeah that’s fine do you want me to add that level of detail the vice chair may report at executive committee

Westberry not voting right

Dwyer and votes so we have quorums when we need them

Arenberg-Seltzer when the chair is not available

Angier I have a question about and I know we discussed at length general counsel and everything the other day and I am not looking to – do we put anything in here on negotiating contracts for general counsel – is that done by exec – I know we haven’t done that for a while but if something were to happen to Burnadette do we need to have somewhere in here

Norris-Weeks It’s not normally in by-laws you don’t procure it and you’d have someone next month I’m sure

Angier Does that run through exec – I’m curious about that

Arenberg-Seltzer When it was discussed before there was ad hoc legal committee created

Rein that must have been a doosey

Norris-Weeks I work for the board so it generally would come up through at the coalition meeting

Angier and procurement is not a standing committee so that comes up

Dwyer that comes up also

Dwyer Resource Development – appoint any number community business leaders corporate stakeholders

(multiple voices)

Dwyer will have a vote on that committee – Resource Development we need to add that they will have a vote on that committee –

Welles person or people

Norris-Weeks people

Angier now if we are changing the comments on quorum whether I actually think that it is probably under committee governance I had said earlier in quorum that you may want to put that Burnadette I may be wrong – but if we are changing that to 40% but not more than half do we need to stipulate in here

Arenberg-Seltzer Yes this is where when we were talking about before

Angier but were we talking about it in relationship to the formally CRRD now the RDC committee

Dwyer We are exempting them

Angier We are exempting them – so you are going to put in a waiver exempting them

Arenberg-Seltzer 6.2 is where the language

Angier So that is where it should go – right – I am sure you figured that out

Sikes We are down to the final few minutes – I’ve gotta go I am already late so I am going to turn it over in the spirit of this meeting to our vice chair Cindy

(laughter)

Arenberg-Seltzer how about that I did not know that – thank you for that vote of confidence

Dwyer How much more do we have to go through – how many more pages

Angier we have two – not even two full pages I think we can do it

Arenberg-Seltzer Okay so the chief executive officer shall be initially employed by written contract voting members

Westberry you did have a period once when personnel and the board voted on a two year contract for me and then had to vote on it anyway because of the by-laws

Dwyer Yeah we did

Westberry its up to you but it did come up once

Norris-Weeks In the by-laws

Westberry No they did a two year contract and the board agreed on it and they did it that way and then they realized everybody realized the by-laws and couldn't do it

Dwyer Employment contracts are only valid for year aren't they

Welles All of them

Norris-Weeks you could do a longer contract if you want to

Dwyer I think – I haven't done one in while

Norris-Weeks I think you are thinking of – never mind

Dwyer Are you thinking of the continuation for only a year – is that what I am thinking of

Norris-Weeks maybe –

Angier we have two attorneys at the table and have two different

Dwyer It changes all the time

Westberry that's why it has to be voting on every year

Arenberg-Seltzer well, how about this – if you don't say for each employment year thereafter – you can just say subsequently the CEO contract shall be voted on

Westberry it can be as often as you want

Arenberg-Seltzer right and that performance is evaluated annually – I mean that still happens it doesn't have to rely

Dwyer No

Norris-Weeks It's the same contract really – the only thing you are changing pursuant to the performance evaluation that you do is the salary or the bonus or whatever you give but it is the same contract so

Arenberg-Seltzer So are we okay with that instead for each employment year thereafter said subsequent contract

Welles shall be voted upon by a majority

Arenberg-Seltzer or subsequent renewals shall be voted on by a majority vote – cause that is what it would be – you're right it's not a new contract it's a contract renewal

Welles Well unless it's in negotiation cause every you negotiate your salary right and you look at a possible raise –so it might not be a standard renewal –

Arenberg-Seltzer All right so subsequent contract shall be voted upon by a majority vote of all members

(Multiple voices)

Rein the Contract shall be voted upon by a majority vote of all voting members of the coalition

Arenberg-Seltzer in the event of an emergency

Angier If it is a majority vote – do we need to stipulate that it is a majority vote

Welles Just because I am new I can get away with this – is this every year at what time is your contract renewal

Westberry It depends when it runs out

Welles when it runs out okay so
(Multiple voices)

Angier contract shall be approved

Rein voting upon a contract is that term of art or science that means approve

Angier approved or accepted or

Westberry No it is voted on it can be voted up or down

Arenberg-Seltzer No but it can't be – well

Angier The contract shall be voted upon by a majority vote of all voting members – we've got three votes in there it's a little votey

Arenberg-Seltzer Right so the contract shall be approved by a majority vote. I think the point of those sections is that you need two-thirds to initially get hired and then it only takes a simple majority to stay on

Angier I think you're right – and let me ask a question do we now to continue to saying voting members since everybody is a voting member

Westberry that's a good point

Rein except
(Multiple voices)

Angier We can get rid of another voting – accept what

Rein Suppose something changes – keep it in – it reminds us all of the bad old days
(Multiple voices)

Welles every year the contract has to be put up to the Coalition for a vote

Angier yes

Norris-Weeks I don't think it is by law – it's just that is what the coalition has been doing – once the evaluation is done she – or the person in that position I should say has always received an annual evaluation and as a result of that there are contract changes that are made – the changes have always been really related to the salary – now sometime its benefit so it really benefits Penny I think to have it annually –you know that way if things change – you know she has been able to add things – if you do a two year contract and she wanted to add someone else on or some other

Angier to benefit her

Norris-Weeks then you'd had – but you can still do it and I guess it goes back to what's the point in changing it then because if you can still do it

Arenberg-Seltzer All we are saying is subsequent contracts rather saying each employment year

Norris-Weeks Okay

Arenberg-Seltzer we are not really taking away the spirit –

Norris-Weeks If that is your intent

Westberry You can vote on it every two months

Angier forget that

Welles but I gotta know from what I saw the last – my first experience it was to me the worst thing I have ever experienced as a professional

Rein and that wasn't the worst we ever had

(Laughter)

Welles If you are going to be a professional organization the Early Learning Coalition and you want to have these by-laws and you want ad hoc professionals then somebody should be governing behavior accordingly and I've probably have three words –

unbelievable to me I was stunned actually – called Jack – you have to be kidding me.

(Multiple voices)

Welles what I am looking for how do you conduct this in a professional manner cause to me that was highly unprofessional

(Multiple voices)

Welles I can't participate I would never do that to Emelio never do that any CEO of a non-profit sector – sorry about that it was embarrassing

Angier So if we change this – think of the revolt when we present the by-laws

(Multiple voices)

Arenberg-Seltzer they should not it's not right

(Multiple voices)

Arenberg-Seltzer I have an annual review – in fact I am going through that right now that is what my executive committee was just doing – everybody sends in their evaluation – my executive committee reviews it – they come off with a recommendation at our next council meeting it will come up

Welles Is it done on a yearly basis

Arenberg-Seltzer yeah

Welles And so how does this differ from

Arenberg-Seltzer inaudible – and appropriate it is not a um

Norris-Weeks See now you are talking about your members as oppose to the process – the process works it is how it is handled

(Multiple voices)

Angier Cindy said that exec did it as oppose to personnel – am I correct

- Arenberg-Seltzer Exec does it and then tonight we will be writing an issue paper because that's where I just came from – which says the executive committee met they made this recommendation and attached are all of the reviews – not all the reviews – the summary of the reviews that came in and
- Rein You know Burnadette that's a good point – it really is the function of the board and how it is handled – if it was handled like – it could be handled just like that
- Dwyer Does it go to personnel committee first or it goes straight to exec
- Arenberg-Seltzer There was one year we had a personnel committee –in the very beginning we had a personnel committee but then it was silly it became the executive committee
- Angier I actually like exec handling it – I think it would be more professional if it was handled through exec
- Westberry It is not uncommon from my colleagues anyway when I ask them about that process going to exec but it can go both ways but it is not uncommon
- Angier if you noticed Monday's meeting when things started to get a little weird Jeff took control of it – where if you have a personnel committee chair taking control of it it might not be controlled and it hasn't been – so I think that taking it through exec would be a wonderful recommendation – in fact we have to go back change personnel
- Welles then it would be worth it then
- Rein you can see it happening
- Wellers over and over again
- Angier It has happened over and over again let's be realistic
- Welles It was horrible
- Rein given what happen at personnel from with a report from personnel on Monday when they didn't even mean to incite I don't think

Angier They did not make a recommendation at all – all they said we’re thinking about looking at something that we are not even sure we’re looking at and suddenly

Norris-Weeks And I think that was the problem

Rein I think that was the problem

Norris-Weeks that was the issue

Rein I think that will be a problem the next time for Penny’s contract – I think it is a great idea to move it to exec

Westberry One of the things that I think is a positive is exec – I have more contact exec members than I do with personnel – personnel meets less frequently – exec sees my work more up close and personal

Arenberg-Seltzer Yeah but they don’t get skew it

 (Mutliple voices)

Westberry But I am saying there is more of a relationship there in terms of how they handle the process

Angier They are also usually people that have more tenure with the Coalition – they have been here for along time – so I would be

Norris-Weeks This is the thing – it is a process – you have evaluations that are done by board members – you take it you average it out or whatever they do every year and they come up – here’s the score or here’s what we are proposing based on the scale of ratings that you all do so I guess

Arenberg-Seltzer It never ever worked right because they do that they go through it and come up with a recommendation and then it gets litigated again at the board meeting

Rein Because they always come up with these other issues that becomes a big discussion because it is coming out of personnel and it’s all these personality things

Norris-Weeks No it is not – you know what the issue is every year Penny probably makes her salary and part of the bonus is part of the salary – people talk about the bonus every year – that’s what they talk about

Westberry I tried I've tried to say that – please get rid of that

Norris-Weeks that's where things get hung up and it has nothing to do

Rein In the past you were right – but this year it was benefits
(Multiple voices)

Westberry just so you know in terms of negotiating contract, I've made recommendations – I take no raise but move the bonus this year – you know let that be because the bonus is such a bone of contention

Norris-Weeks And that is the issue every year

Rein yeah but one year – it would be evaluation I remember Alan with the whole thing

Angier Allen was so over the top one year I wanted to smack him

Dwyer But listen

Arenberg-Seltzer I make a motion to move the CEO review to exec
All seconded

Arenberg-Seltzer All those in favor
Aye laughter

Arenberg-Seltzer opposed
no

Arenberg-Seltzer I'm sorry I can't make the motion – I'm chair

Rein I think Kim wants to make the motion

Arenberg-Seltzer Kim would you make that motion

Welles I motion to make the CEO evaluation to the executive committee – my first one

Angier I second

Arenberg-Seltzer Any discussion

Angier I want to know why Jeff opposes it – what are your thoughts

Dwyer Why do I oppose it

Angier What are your thoughts

Dwyer I guess I look at this way um – clearly it has been a failed process for the past eight years absolutely 100% it is a failed process – it needs to be changed – I don't know the proper change and I don't want to just shoot from the hip I haven't even put any thought into it as to what the proper change is okay - Larry is laughing at me but –

Rein I am sensitive to your feelings

Dwyer It's not my feelings – I have no problem bringing it up every year to the board but it needs to go – if it goes to exec it clearly has to the board anyway – it just can't be an executive process it has to be board of directors process also – that is what I am saying it has to be – we have to put some thought into to

Arenberg-Seltzer Well the way it stands right now just so you know – the personnel committee shall manage the evaluation process and contract negotiation and the executive committee is suppose to review the chief executive evaluation and recommendation for service and contract renewal

Norris-Weeks well there you go

Westberry well it kind of confuses

Dwyer It's always come from personnel

Welles why can't you take them out of it and let the executive committee handle it

Dwyer Leave personnel completely out of – about setting standards, about contract, about everything

Welles well you have to set standards by the virtue of your contract

Arenberg-Seltzer they keep a

Dwyer That's what I am asking you – take personnel out that process of it too and put all of that on exec is that what you are saying – that's why I voted no because I want some discussion on this

Angier We did when we had the wrong process (laughter)

(Multiple voices)

Angier but it was the wrong motion

Dwyer what was the motion you voted for

Angier the motion we voted for Cindy made but she is not allowed to make it

Arenberg-Seltzer I withdrew it because I was not allowed to make it

Dwyer Oh okay

Angier So now we are having discussion to the original motion that was re-motioned

Dwyer All right

Arenberg-Seltzer so now we are in discussion

Dwyer Okay – so is it your idea then to take all function from personnel including standards, goals, contracts and put those all on exec's lap

Arenberg-Seltzer personnel could lead the manage – see manage the evaluation process is sticky – that's what is says now – manage the evaluation process

Welles so does that mean gather the forms – put it together – what does that mean - communicate it to who

Arenberg-Seltzer they develop the goals, they developed the tool, every year they develop a new tool

(Multiple voices)

Norris-Weeks not for a while

Westberry they want to develop it they don't because
(Multiple voices)

Norris-Weeks by the time they start talking about it there is never enough time
(Laughter)

Dwyer It is never 180 days out -

Arenberg-Seltzer I have to say that if I had been put through what Penny has been put through these last few years I would not be here
(Multiple voices)

Dwyer It is a failed process

Angier So how would you like to see it work – I think that is what we're really trying to get to

Norris-Weeks recruit all of Cindy's board members
(Laughter)

Angier would you recommend that personnel gather the information and compile a report that goes to exec and exec determines the recommendations and brings it forward to the board – is that what you would recommend

Welles Can I ask a question – I am sorry I don't have an answer to that – I need to ask a question first. When you were hired and you negotiated your contract what struck me this year that I thought was completely inappropriate was when you negotiate your initial contract the day you were hired with ELC you negotiated your retirement so why would that be at issue every year because the bottom line is

Inaudible

Welles oh yea it was terrible I was like well if you negotiated that – it was like a renegotiation

Rein but there was a specific reason

Norris-Weeks the reason was there were board members that thought that compared to similar agencies it was too high but you are right initially when she came she negotiated

Welles well I'm not a lawyer but I am just saying

Norris-Weeks a contract and because the contract is a contract an agreement from year to year there was a discussion about whether that is still reasonable under the current economic circumstances

Westberry the issue was not for me – that is an agency wide number and didn't come up as our agency number it came up in contract negotiations with me

Welles It came up in this room – and then what struck me is that when you were hired you made that negotiation clear cause you said that in the big meeting

Westberry No

Welles She did say it

Arenberg-Seltzer It is what everybody gets – it's the agency wide policy applies to Penny as well – I wasn't here for that discussion but I don't think that Penny gets anything special

Westberry no no – when I came there wasn't a retirement plan and I negotiated that it would match what I came from which means the rest of the staff gets the same thing

Welles which was up for negotiation at the first meeting I came to

Arenberg-Seltzer I don't know if it can be fixed by the by-laws but the process – I think one of the things that I do differently I think maybe not– yes when I put when I distribute my self evaluation tool – I give them my contract as well and I put it in again when they vote on

Westberry Okay

Arenberg-Seltzer I have been fortunate I don't have

Welles I'm just asking for process, I understand

Arenberg-Seltzer Right so process wise – so if we say if the chair makes the point of saying if you have issues about the content of the contract – bring it to personnel or wherever to be discussed there and not

(Multiple voices)

Westberry they don't read it

Arenberg-Seltzer then too bad

(Multiple voices)

Angier I don't know but I think all of us would like to see something done I'm not sure we can do it through by-laws or something else – whether it is the composure of the personnel committee or whatever, I felt like on Monday that personnel was not prepared for the dialogue that came up and as a result we had just craziness and I didn't intend for any of that craziness for me to add to it – and I know that it did. I like the way Jeff handled it – because he pulled the reins back in – that would be my thought on why I would like to see it go to exec because – and although you still have the liberty to do that as chair but I know you will pull the reins although in the years that I have been here I have seen chairs where they wouldn't pull the reins in – it may go back a few years but I mean we're not guaranteed who the chair because of the appointment process. So I would like to see if there is anything we can do in by-laws to make sure that we don't see issues like we saw

Welles if you are going to have a resource development company department and if they if the CEO of a corporation or fortune five hundred or whatever came and saw the way you all behaved with the CEO you would never get a dime so you minds as well forget that because you can't talk out of both schools either you are a professional organization or you are not and you don't fry your CEO in front of the public, god and everybody – come on

(Laughter) (Multiple voices)

Rein That is sort of Britt's purpose

Multiple voices

Welles That is why I am voicing it because it was so profound for me

- Norris-Weeks The only difference with this and other organizations you don't really have another way to fry the CEO – sort of speak – every meeting is a public meeting – if you vet it through the personnel process it is still a public meeting – you can say yes – I am encouraging everybody to go but people aren't – they barely come to the main meeting – um you can do it through exec I guess but
- Arenberg-Seltzer If you have a problem – successfully and if you are busy I mean I don't care – if you have a problem – personnel committee is public but it is just as public as this is – I mean whose coming – nobody is coming from the public
- Norris-Weeks How do you stop the conversation when it goes to the board though how do you stop that
- Arenberg-Seltzer You have to say you need to bring this to personnel
- Norris-Weeks I have to tell you as I sat in the meeting the other day and you know – being the topic of the conversation for while – that is very uncomfortable – I completely understand what Penny – it's awful – it really is - I've gotta tell you how do you – you are not going to stop these people from saying what they want to say. You shop all kinds of issues all the time and Jeff Jeff does a good job – well we already discussed it at length the committee structure and whatever – people don't want to hear that they feel like they can be engaged and they are members and they can say whatever they want to at the board level – you can't make them go to a committee meeting and say and put a cap on it
- Arenberg-Seltzer Then perhaps then the chair will defer it and send it back to committee and direct those people to the committee to have the conversation – cut it off at the meeting – it is not right – it wasn't right – I don't know why it sprung into that whole thing about you when that was not - that's where I was coming from
- Dwyer It was all positive accolades
- Norris-Weeks Well I mean that is fine
- Angier but it was an uncomfortable process
- (Multiple voices)

- Dwyer the difference it was all positive accolades versus people attacking a percentage here or a percentage there – there is a huge difference
- (Multiple voices((laughter)
- Westberry I always know that the board is going to do the right thing in the end it's the process – the perception of the community of the process comes back to haunt me
- Angier I wonder if there is a way we could do a little more training with the personnel committee
- Dwyer Listen I don't have a problem with running it from personnel to exec and having at executive the process done and then after
- Arenberg-Seltzer the by-laws says no
- Dwyer I don't think it has been done that way for years –and then vet it at and then final vote at the board – and special notice when it is going out – when it is noticed come to exec if you have any questions, concerns or comments so they come on in
- Norris-Weeks if that's the way you do it and if you highlight it here and you do stuff in the by-laws then people will be up in arms – but if you just change what you are doing and you say this is the way we are going to do it because this is what our by-laws already allow for then –
- Angier on page twelve does it say it that it goes to exec because I think it says it goes to coalition
- Westberry Under executive committee it says they review the chief executive evaluation and recommendations for contract
- Angier So do we need to change personnel
- Dwyer That line on personnel it says goes recommendations go right to the coalition
- Westberry I know
- Angier So we need to change that so that their recommendations go to exec and brings them forth to the coalition

(Multiple voices)

Angier Jeff is just sitting there thinking he wants one more thing on his plate

Westberry but you are going to have governance so a lot is going to be off the executive committee – policies and all sorts of things happen in governance now

Arenberg-Seltzer How about this – the personnel committee shall manage

Dwyer Governance is getting all the policy review

Welles how time consuming is it to do it

Westberry to do what

Welles the part of your renewal contract

Westberry depends on what they talk about

Arenberg-Seltzer how about this –

Rein look at the clock

Angier yeah – I don't think we are going to finish it

Arenberg-Seltzer the rest of it is really

Angier we only did two pages

Arenberg-Seltzer the personnel committee shall manage the evaluation process and contract negotiation for the chief executive officer which shall then be forwarded to the executive committee for review

Angier for review and presentation to the board or to the coalition

Rein fine

Arenberg-Seltzer and then at the bottom where it says the personnel committee recommendations – we can say other than the executive director evaluation the personnel committee recommendations shall go

Norris-Weeks Roget do you have it

Roget No

Arenberg-Seltzer No

Norris-Weeks we will get it from the tape

Dwyer which means the line in personnel committee needs to come out –
this line in personnel

Arenberg-Seltzer other than the executive director’s evaluation – well it goes it

(Multiple voices – background noise)

Dwyer that is why I am not sure I understand what the guidance is to be
able to comment on – if you want the whole thing to go to exec
have the whole thing go to exec

(Multiple voices)

Rein Ah we were so close

Dwyer If you guys could have almost a final draft for us with the last few

Westberry Well at this point timing wise we’ll probably talking about the
February Coalition meeting with all these changes because it would
have to be done by November 24 – for the Coalition for the
December meeting

Norris-Weeks So do you all want to have another by-laws committee meeting

Angier would have to to approve the final

Norris-Weeks do you all want to talk about it now

Arenberg-Seltzer before November 24 so that we can make it to the December
meeting

Rein I would really prefer we do it before November 24

(Laughter)

Arenberg-Seltzer okay

Rein is there any problem with that

Dwyer It is what it is

Westberry We're slightly out of compliance with OEL – but they don't care – they know it is a process but they want our by-laws to comply with the statute but it is a process the board goes through

Norris-Weeks Well it automatically does because

Westberry I know but they want the by-laws

Norris-Weeks Statute usurp bylaws

Westberry I know, I'm not worried about it

(Multiple voices)

Angier We need a motion to adjourn

Angier I moved –

Dwyer Only motion that doesn't need to be a second – it's the only thing I know from Roberts Rules