



# Personnel Committee Meeting

10/27/2010

9:00 AM

6301 NW 5th Way, 4th Floor  
Fort Lauderdale, FL

**Members in Attendance:**

Marvin Dejean, Chair, Claudia Dean, Laura Gambino, Desorae Giles-Smith, Mason Jackson, Dr. Kevin Keating, Julia Musella

**Members Absent:**

**Staff in Attendance:**

Penny Westberry, CEO, Debbie Bainton, Executive Assistant, Faye Franklin, Office Assistant

**Others in Attendance:**

Burnadette Norris-Weeks, General Counsel

Welcome and Call to Order

Marvin Dejean called the meeting to order at 9:00 am

Approval of Minutes

Mason Jackson noted that on page 4 at the top of the page he indicated that the last bullet reads as if the General Counsel made the recommendation for the 7% to stay in the contract. It was thought that the Committee made the recommendation of 7% and General Counsel recommended adding the language "fiscal year". It was requested that the tape be reviewed to confirm and make the correction as indicated.

**Motion** made by Mason Jackson to approve the minutes as amended. **Seconded** Laura Gambino. **Unanimously approved.**

**Action items:**

Keep minutes on File

**Person responsible:**

Executive Assistant

**Deadline:**

HR Resources

Transcript of meeting attached

Action Items:

Motion made by Desorae Giles-Smith to have General Counsel review ELC Personnel Policy Manual as within the scope of services and make a recommendation of special legal counsel if General Counsel sees something that would require special legal counsel to be done in conjunction with the CEO. Seconded by Dr. Kevin Keating. Motion passed

Motion made by Laura Gambino that the Personnel Committee in conjunction with General Counsel and CEO bring forward 3-5 recommended labor attorneys to the Personnel Committee to vet and to review for potential legal resources. Seconded by Mason Jackson. Motion passed.

Unfinished Business

New Business

Public Input - none

Next Meeting Date

Adjourn

Meeting adjourn at 10:00 am

Early Learning Coalition of Broward, Inc.

Personnel Committee Meeting

October 27, 2010

Transcription of Meeting requested by Coalition Chair

Transcribed by Debbie Bainton

- Dejean: I would like to call the personnel committee to order. I would like to give everybody a chance to review the minutes for a couple of minutes before we entertain a motion
- Jackson Question we had we presented these as a draft to the board correct
- Dejean Is that what we did
- Jackson Was it part of the board packet
- Westberry No
- Bainton I believe they are now I couldn't guarantee that I would have to check
- Westberry I don't think they were done in time
- Jackson They weren't approve but I think they were part of the board packet as a draft which makes it a little weird to try and change it right now – I just can't remember what happened when we were down– let me see if I can find it now – on my page it is on page 4 of 5 – we were talking about the 7%
- Dejean Yes
- Jackson And we were talking about – if you go down to top of the page top last two bullets – is that what everyone else has – committee agreed that salary increase and performance pay were both approved by the Board – I remember that discussion then it says general counsel recommended a motion to have the said 7% stay in the contract – I don't remember her making a recommendation like that she might have fine tuned the words but it looks as if she made the recommendation for 7% - Is that what happened?
- Dejean I don't think she made the motion she recommended that the 7% stay in the contract – she recommended that we make a motion that the 7% stay in the contract and then add the language for the fiscal year

Jackson That would have been because we had already agreed to have the 7% she was just saying add the fiscal year – the way it is worded it looks like the general counsel is making a recommendation for the 7% - I don't think that is what happened I think we said the 7% and she said make that motion and then add these words - Do you see what I'm saying

Westberry right

Jackson right now it appears that she made the recommendation about what the contract should read

Gambino Then there is an actual motion

Jackson Right – so we can change that some how

Westberry We can check the tape and change the language sure

Bainton how do you want it to read now and we will make it right now amend the minutes

Jackson I think that the Committee agreed that the 7% should stay in the contract general counsel recommended that we pass a motion and add the words for the fiscal year

Westberry right – she is not recommending a motion – she is saying here is what you should put in the motion – You got that Deb

Bainton yes – it's on the tape and will change it

Jackson Is that the way everybody remembers it

Gambino yes

Dejean Can you just double check the tape just to make sure that is the way it went through

Jackson I am pretty sure that is what happened

Dejean Okay – you know we have the tape so – that's fine – if that's what happened let's just change that language – its not an issue

Jackson with that I move the minutes

Gambino I'll second

Dejean So we have a motion to approve the minutes with the recommended changes and we have a second

Gambino right here

Jackson Laura

Dejean Laura – are there any questions - seeing none - everyone to approve the minutes say aye

Committee aye

Dejean Okay moving on to the business at hand – HR Resources tab 2 – So Penny if you could just lay it out for us

Westberry Sure – There are two reasons to bring this issue forward to the Committee to consider – one is the need to really review our personnel practices we haven't reviewed them in years and it came up particularly during the whistleblower issue that the attorney that we worked with at the time was recommending we revise that policy but we couldn't really revise it in the middle of the process but she basically had said that there were some things could be fine tuned of course part of it is things change over the years part of it is you know certain expertise that is developed by an HR attorney to input into our personnel practices. So I believe we need to have a personnel attorney to do that I also believe that we need to have a personnel attorney as a resource to us that we need to use periodically for personnel issues. And there's uh here's really one of two ways that I would recommend doing this. Either you we obviously we need to bring this to the board but either you empower me to select someone from recommendations or the Committee can interview which is similar to what happened with the procurement attorney the recommendations made – I think five attorneys came forward and the Committee picked somebody they recommended to the board. That's basically that process allowed the attorneys who were recommended to put forth what their hourly rate would be – you know kinda get to know a little bit and people have input. Since this is part of the Personnel Committee's task to oversee personnel practices and those sort of things it would make sense to me if you all want to bring some recommendations forward to do that

Dejean Can I step back and ask you a few questions

Westberry Sure

Dejean – good morning Desorae

Committee Good morning

Giles-Smith Good morning

Dejean So I understand that we need to have the Personnel Committee manual reviewed – the question that I have the first question I have is in terms of those that review or those changes that need to happen does that need to happen with an attorney can it happen with a Human Resources person or someone with that background in the first place

Westberry I don't think so I think there are -- certainly the personnel practices are developed already and were developed not with an attorney's help but then were reviewed by an attorney that is typical to have the legal make sure you have the legal language correct and there is a lot of kinda issues that have legal ramifications that need to be worded correctly etc in your employee manual

Dejean So when we originally drafted the Personnel Committee manual it was done in house

Westberry What originally happened frankly when I came here I had just come from an agency that had personnel practices developed and reviewed and I brought mine and then we looked at them and fine tuned them and reviewed them so that is where they came from. And over time there have been a few things along the way that we've changed – whistleblower was added there's certain things that um that ah got refined over the years

Dejean And it was reviewed by an attorney

Westberry yes

Dejean Has it been reviewed by our in house attorney or by personnel

Westberry our in house attorney

Dejean Okay – so what would dictate now the need for a specifically a personnel attorney to review our personnel manual

Westberry I think there is a specialized expertise that a personnel attorney adds and there were some things – these practices were already reviewed and yet there were some things the personnel attorney said she would refine when she was looking at it

Gambino If I could just add a couple of things as well - One of my questions my first questions is along the same lines - um- because I'm not sure if we need two separate because I think one individual whether it is an HR Consultant or labor and employment attorney can do this - I just went through this as well with my previous agency - exact thing same thing - we didn't use a labor and employment attorney I used an outside HR consultant she completed revamped it - it had been 12 years since ours was reviewed and then I took the product she gave us and had a labor and employment attorney review it. So there is a couple of different ways we can do that. I would recommend just one contact person but I think Penny needs to know there is a comfort level that there is one person to be able to go to that does specializes in personnel, labor and employment law. Just as a reference I don't think it is a bad thing to have whether it is this committee or its an additional labor and employment attorney - that says okay here's the newest law - here is the latest legal standing on how to handle these types of situations - I don't think we need two separate - I think we need one

Westberry Yeah - I was thinking it would be the same person my thinking was that the person who reviewed the personnel practices would then be familiar with our practices and would not have to come up to speed and then we could be consulted periodically and looking at our practices could be a part of that - that is what I was thinking

Jackson So you are not talking about rewriting necessarily those - you are just talking about a review

Westberry right a review, refining and an update

Dejean So are we talking about something that happens on a periodically basis or something that someone we would be paying on an ongoing basis

Westberry what I am thinking is that there is a project which is reviewing the personnel practices and updating them and that would have to go to the board and that same person could also be a periodic consult when we had HR issues that rose to the attorney level that we need to consult with

Dean I have a question - What is specifically is the reason you want to bring someone that will have to deal with concerns did we do something wrong prior to or that is necessary or we just keep them going as something comes up and then review the practices by the

staff we have and move forward with it or was it done incorrectly that we need somebody specialized

Westberry I wouldn't say things were done incorrectly we did have a personnel attorney that consulted with us in the recent issue that just came up and in looking at our current in just one – couple of -- couple of the policies she was saying some of these are ready to be refined and updated and I agreed with her at that point that some of them some things have changed – some new information some expertise um so that just gives you the ability to um have that to lean on when you need it rather than waiting until something comes up so you have kinda it in place before things come up

Dean But once again uh this is not something that is not constantly happening per se

Westberry No

Dean So if we managed for whatever number of years to remediate what we previously had because it needed a tweak and we already got some feedback – I just – kinda reluctant to hear more attorney for this and or more attorney – we have to pull specialized people for every little thing and we always use slot dollars every time you are pulling money from this pot to– just my opinion

Westberry not every little thing

Jackson nothing will pull slot dollars like doing something wrong – you know you talk about pulling slot dollars defend an action for a while or have your insurance company settle – I don't know what our deductible is but you know it is probably going to be a lot more -- what is your deductible

Westberry \$25,000

Jackson \$25,000 I mean having an attorney a labor attorney review this is probably is not going to cost anywhere near that. But as I understand what you are asking it is kinda – there is one project which is review these things which is you know it seems to me is a fairly simple thing. Personnel and HR things change almost daily so does case law unless you are really keep up with that it's hard to stay abreast of those kinda things. But then as I understand it you're talking about having somebody that is then someone we would go to so we would vet that person – that would be the person we would go to should we need those kind of things

Westberry right which may or may not

Jackson may not ever happen but if it does then we have somebody what would you call it of counsel or something is that would it be called

Norris-Weeks If I can weigh in on the conversation and it is really hard to sit still and kinda listen to it – it would be special counsel. The way that general counsel positions generally work is if there is an issue that is not handled by that general counsel and that is pursuant to my contract with the Coalition then that work goes out and I would make the recommendation and in the past I have done it if there something that I don't do that I am not capable of doing that is above my level of expertise I you know I have said that I have brought procurement issues before the personnel committee um or the board – um on at least two occasions in my almost 10 years in 10 years that I have been here. So I represent organizations – I've told Penny this – nobody has brought anything to me to say will you take a look at it can you find things – I have done some of that I have reviewed some things that can be tweaked a little bit it is not anything major and certainly the – if you allow me the opportunity to do that I know I can I represent organizations much larger than 9 people who are here at the Coalition um with hundreds of employees and so I think I am very capable of reviewing a personnel manual and uh my firm has the expertise to do that. The Chair told me a few months ago he would – we are going to get to this point he wanted me to look at kinda procedural stuff and later on to look at the personnel manual – so for this to come up in this way I am a little taken aback because I didn't know - the need wasn't brought to me. So with that said I will be quiet I do just want to put it on the record that there is nothing with respect to the current issues you are all dealing with that my firm is capable of handing and dealing with in tweaking or reviewing and the like

Jackson But Burnadette you have a conflict of interest

Norris-Weeks why do I have a conflict of interest

Jackson Because you are talking about business that may come to your firm – you are not giving us legal advise you are giving operational and purchasing advice and now I can't instruct the jury to disregard the

Norris Weeks Well

Giles-Smith let me just make a statement too– that in most places that I know that in our government we expect our general counsel if it is outside their

level of expertise to bring in a person who can handle the issue – we have 9 employees

Westberry

we have 14 employees

Giles-Smith

14 employees and to have 14 employees to hire a personnel labor attorney – I can see having someone have a review of the personnel manual but I just don't know I would rather use any funds that we have extra to try to bring more children especially children who are voiceless those 0-3 year olds who really can't tell you if something is not going right for them to put another one of them into care. If there is an issue that our attorney can't handle I mean are we sending our HR person that we have here to training are they going

Dejean

According to this they are going

Westberry

yes

Giles-Smith

If they are going to training they should be learning the latest things that are coming down and how to tweak and whatever – there are also organizations that HR can join regarding labor issues that will send you the information saying all right the law has changed on this issue we are going to have a seminar please send your staff so they can continually up date. I don't think you have to have an attorney to tweak or update because the laws change regarding personnel. Normally staff if they are aware of the laws can make those changes and if you want it reviewed by counsel than they can do that. I don't know if there is some other issue that is outside of what I am aware of that we would have to have a personnel labor attorney to review

Dejean

Julia

Musella

I am confused – we have a full time HR person on staff

Westberry

no no its just an accountant who has some HR training

Musella

so we really don't have an HR

Giles-Smith

but we have 14 employees – I don't know how much staff you want to add an HR beyond

Multiple people talking

Musella

the incident that happened what glared out at me – I have 32 employees on staff and I don't have an HR person either that taught me a lesson also – I just think that there was clearly a lack of

communication and if counsel was not in on the (inaudible) and it got to the point where we all received an email like that is a glaring thing for me that something needs to be addressed here whether it is in the manual or

Giles-Smith Is it the manual or the management

Norris-Weeks I think things like that can always happen there is always going to be stuff that will come up and somebody said this at the Coalition meeting and they were right that you can not even imagine and and and we go over board to look into these issues we do have we had language about whistleblower we had language about you know so this was kinda unique situation. And Mason in response to your conflict question I think talking about what my contract says I think that is relevant to the discussion that you are having

Jackson she bills us for legal work and she is talking against us going out to some other organization and that directly affects her remuneration

Norris-Weeks but you should know what the contract says that what my contract says that these are the issues that I handle

Jackson I am telling you that I think that is a conflict

Gambino I have a question – what about um I think everybody has valid points here – what would be harmless to explore talking to a labor employment attorney who might help us on a consultancy basis to complement our current legal counsel position specific to issues as they come up on a pro bono basis. Has anybody ever thought – because there are you know and I’m kinda of the belief that personnel – this is a specialized area and I don’ think and this is you know you know no reflection of your firm – this is a specialized area and I have been served a class action lawsuit as an executive director and I can tell you it is not pleasant and it will cost the agency a lot of money a lot of money. Have we thought of that option of talking to people some of the labor employment attorneys will do it at a non-profit rate and some even do it as pro bono just as a complement so we are saying we don’t need somebody full time we don’t need a full time labor employment attorney

Westberry No

Gambino labor employment attorney but I think that HR and the staff from a comfort level proactively knowing they have an HR employment attorney as a consultant what can that hurt how can that hurt

Norris-Weeks the issue is – you know is there something you are dealing that is outside my contract allows me to do for you and I think that it if a specialized area is needed

Gambino does your firm specialize in labor employment attorney legal

Norris-Weeks we don't – I can't say we do that – but I can tell you that we do it is a part of the work we do for other governmental agencies and and if there are I go to seminars I have CLEs update we go every year to you know if there is something new and changing in the law that affects my clients I am going to bring that back to my clients but my point is I don't have a problem with what you are describing what I do take issue with is now here is this specialized position that is not even specialized and now my services that I provide is in conflict with the contract that the contract that I have with the Coalition sure that could be changed

Jackson Burnadette – if we want to go hire another 3 more attorneys

Norris-Weeks You could

Jackson what's that got to do with legal advice to the board

Norris-Weeks you could but if the legal advice affective – no it is not – is the legal advice –

Jackson It doesn't matter

Norris-Weeks has something gone wrong – no never

Dejean Guys guys guys can I stop this conversation right here for a second let me just kinda bring it back here because I don't want it to get derailed on some other issues. So the question that I have on the table right now is what Penny what you have brought to the table in terms of reviewing the personnel manual in terms of its validity and things that need to be changed right now is that something that is outside the scope of our current in house counsel could do or do you feel that we need some specialized individual or firm in order to review that and I would like to know why you think that

Westberry As I said earlier I believe HR is a specialized area we've seen it when we involved HR attorneys in the past they have a specialized knowledge that is an area that they do everyday so there is a certain efficiency and certain things tweaks that they think of that they know of from there day to day experience this is what they do that adds value to the product so we've seen it when we use other HR

attorneys and Burnadette has very kindly passed us on to HR attorneys at certain points and frankly has said well this is what I think this is so and so area of expertise that's a valid thing that people have areas of expertise

- Dean Are we there now where Burnadette has brought up concerns that we should that we should get somebody specialized because there is something there that she can not deal with
- Gambino That has already happened
- Norris-Weeks No it didn't happen even the last time that is something I brought before you – I was actually leaving out of town Penny asked me – do you have somebody – I want this handled right away I said if you want to handle it right away there's someone here in my office I'll let them talk to you I ended up dealing with the case in the long run and there wasn't even an issue that rose to the level even this time We had one HR attorney one time before dealing with the matter of benefits and it was a very unique and specialized area of benefits we were changing plans something along those lines that was probably six or seven years ago – so there have not been any issues that would you know in my opinion that would deal with contract issues that would say
- Musella but the issue we just had – the whistleblower issue that was resolved – I am still not clear on how it was resolved
- Dejean It was resolved
- Musella It was resolved – I really have to tell you that I am in this office a lot because of the nature of being a provider, and I don't sense a resolution I still sense a lot of disharmony and hostility and I don't know Burnadette
- Norris-Weeks That's not a legal issue
- Dejean That is not a legal issue
- Musella who do they go to is there an HR person that they can go to like in another agency that can resolve this – if they can't go to the boss where do they go
- Jackson That's different issue
- Dejean yeah that's a different issue

Jackson that's a whole different issue

Musella So that what is the issue about – hiring an attorney to redo the manual I have to say that

Jackson Actually – let me see if I can get an understanding here – we are not talking about necessarily putting another attorney on retainer we are talking about having one review our personnel rules which I think is a fairly minor task

Norris-Weeks I agree

Jackson fairly minor task then we are talking about having one on call if you will at an established rate that we have pre-negotiated should we need one if we never need one then you don't activate it and the person doesn't get a dime

Dejean So my question is Mason is you just said it yourself if this is a pretty routine thing dealing with an employee manual we already have a resource in house who can actually do that – you know that is question number one - number two if we are talking about I don't have a problem with this board or the board in general feels look we need somebody pretty specific that deals with labor relations and issues then why not do what we have done in the past which is the precedence of using our general counsel in house counsel to at least refer us to someone that can actually do that

Jackson That is the issue before us okay that is the issue that we have to determine but I still think the conflict of interest for her to speak up and say that – that is purchasing advice it is procurement it is not legal advice there is nothing legally that would prohibit us going out from hiring ten attorneys – it may not be a good idea

Dejean I agree with you Mason and if we decide to do that this Board will decide to do that absolutely there is nothing – general counsel here you know made her point that is fine everyone around the table has a right to make their point but at the end of the day this board makes the decision or at least refers it back to the general board. So the question at hand is here should we be using our in house counsel to do the request that has been brought before us and do we feel also the need to have someone specialized in labor relations whether it's pro bono or on retainer at a pro-rated rate to you know in case there is an issue that deals with labor issues that we need to have that person on call as a resource. So those are the two questions before this committee this morning

Westberry And personally

Dejean is that correct

Westberry yeah personally I don't have a problem with the GC making a recommendation and make recommendations coming from other areas like we did with procurement counsel and the committee recommended you know reviewing and deciding who is going to be our on call person

Norris-Weeks It has been my recommendation and in the past I bring the issue up when I don't do the work or it is specialized work that is how it always worked I bring the issue to you all this is what I don't – I am not going to anything – I have never had a bar complaint never had any liability against my insurance never anything and that is because I practice in a very strict terms – if I don't do it – its outside the box I'm going to be the first to let you know – but this isn't and that is the point I am making this is covered by my contract and and and

Dejean So if I understand correctly general counsel is not saying she is not saying we shouldn't be looking at hiring another attorney she is just saying the scope of service that is being brought before this committee is something within her capabilities so whether or not we choose to go beyond that it is up to us

Jackson Let me rephrase that she is saying we don't need to go after another attorney she can do the work – she can the

Dejean No it is within the scope of her contract

Norris-weeks In my contract

Dejean its covered by her contract and scope of service

Jackson The contract isn't for a set amount if you were on a set retainer that would be one thing but you are not its on billable hours

Norris-Weeks it doesn't make a difference

Jacison yes it does it does makes a big difference

Dejean okay so again I would like to bring the conversation back to focus is there anyone else that has an opinion about this I know you didn't get a chance to speak

Keating I listened to both sides if it is in house routine kind of matter a review of what the agency is doing is part of the scope of contract that is part of the scope of contract. If there is a need to go outside of that and do something else and a recommendation comes back so listening to everybody and hearing basically do you really have to do both issues today or basically postpone the second issue is it really that pressing

Dejean May I make a suggestion as well here and based on what you said so and we can kinda dissect this my recommendation is look in terms of scope of service in terms of reviewing the employee manual I think it is in the scope of service of our general counsel and I think that is something she can do. Now on the second part in terms of whether or not we need someone specialized in labor relations and of course relating back to the issue that what happened here a couple of months ago really raised the level of a red flag for me There are some issues that are happening here obviously personnel manual needs to be reviewed but also procedures – like you said if there something going on even though this is a 14 employee outfit if something is going on where the executive director is part of that process who does that who do employees go to perhaps perhaps maybe there is a need for a specialized labor attorney if there is one that can be consulted whether on a pro bono basis or consultant basis to say look if something like this happens here is something – let me review your personnel committee and here are some steps you guys can take in order to deal with those particular issues

Jackson I wouldn't recommend trying to go pro-bono I appreciate what Laura said but I mean I don't think you will get pro-bono legal advice

Dejean whether we get pro-bono or not or we get Burnadette recommends someone else or someone we recommend then that person can actually set up some steps in place in order to deal with whether the issue that occurred or some future issue that we may not necessarily deal with– would you agree to that

Norris-Weeks Yes that is what we have been doing

Westberry excuse me excuse me I have to say it is not in my judgment that the personnel manual should be reviewed by anyone other than a specialized HR attorney. I think it is a specialized area – my experience over the years when we tweaked this is that the HR attorney has a different level of expertise, a different level of information that they can put into that process

Norris-Weeks We have not tweaked it with an HR attorney that's the thing, we have not done that and this issue – the issue we had when I looked at other manuals compared to – there was not a real issue a real something that would address the complaint that we got – we have the standard language regarding whistleblower , we have all of the standard stuff –I mean there is not a lot that needs we are talking about this as if there are these looming things and they are going to come down and we don't know what they are that is not the case with this manual and there are some things that can be tweak and there are things I can certainly recommend and if you all want to pay someone twice as much to come in and do it fine you know but from my stand point

Jackson What makes you think it will be twice as much

Norris-Weeks Well when you talk about specialized counsel people who do just that and right now just to tell you there are very few people who do even when lawyers tell you this is all I do a lot of times that's not the case so if you are hiring someone and let say whatever xyzy law firm whatever and they do just that because only the very very large law firms now have the luxury having someone to do just one area and then in those large law firms you are going to pay anywhere from you know 395 an hour and up and that's what happens so that is double plus what my rate is although I am answering your question and that is why I think that because there is not a lot of firms that do just that

Jackson Well we wouldn't know that until we went out and asked we would have to find out what it is

Gambino I think it is my understanding the personnel committee is a standing committee correct – recommending to the Board human resources, labor, employment any issues as they directly relate to the Coalition and the staff. Is that correct

Dejean that is correct

Gambino recommendation from the CEO is that we move towards an outside representative, consultant someone with a specialized area and I am going to agree with her because I've been I've done this – I would – I don't know if we need a motion but I think we need to acknowledge our CEO and support her position if she is telling us that she feels comfortable having an outside resource person to support the staff person that she has I think that needs to be a consideration at this committee I just its

Jackson Can we do a hybrid I mean why not ask our GC to find that specialized talent whether it is in her organization other and then we hold the GC responsible for that

Dejean I don't have a problem with that

Norris-Weeks that's fine when there it is an issue I'm fine with that when there is an issue I don't have a problem

Mutiple people talking

Jackson not the other issue review the

Dejean My concern right now at this point would be cost – I would like to know exactly how much this is going to cost us if we bring it back to the Board then we have done our due diligence as a committee to make sure that this is not something that's gonna take away you know from slots or anything else of priority that this Board this Coalition has

Gambino Can I ask a question. When we talked earlier about your firm having other attorneys, paralegals is there someone in your firm that does a predominance of employment and labor cases

Norris-Weeks When you say predominance are you talking about more than 60% more than 70%

Gambino I would say 60 – 70% yeah

Norris-Weeks Well I actually do a lot of the cases a lot of the issues that I get from clients deal with in organizations deal with employment cases – we have unemployment cases we go to just yesterday had a mediation dealing with an employees issue for one of my clients – I deal with a lot of employee stuff that is why I don't really understand – you all need to – I think – I think what you probably – well I don't want to say that – but dealing with the issue dealing strictly with this issue right here before you we are capable of dealing with the issue of reviewing the personnel manual

Gambino because you have an attorney that specializes or does a predominance of employment and labor

Norris-Weeks no because we deal with other personnel manuals we have tweaked other ones I've been asked to review others I have updated others because I attend employee employment seminars because I don't

see that there is anything in comparing -- looking at just various documents I don't see this is something -- I can't tell you that this is all I do -- no it is not. But certainly I deal with a lot of employee and employment issues on a weekly basis in my office and so do the other attorneys that work there

- Dejean                    Okay -- so in lieu of time would like to call the question and bring this to the table for a vote. I would like to break it down into two separate different issues. One is whether or not using our in house counsel to review our personnel manual is the way that this Committee wants to go for whatever issues you know whether it is reviewing it or updating it or dealing with specific areas in the manual. The second piece is whether or not this Committee would like to have a pretty specific labor relations attorney or firm review that personnel manual as well and also be available for us in case there are issues that rise to the level of what transpired a couple of months ago or other issues.
- Norris-Weeks            And who would make the determination would Penny be the person and I am out of the loop -- how would that work
- Dejean                    No no no my recommendation of course this is just my personal opinion
- Jackson                    I think that
- Norris-Weeks            I am just asking
- Jackson                    I think that is the Board's business I mean I think that is something if you are tasked to do that then we call you and task you with that you know according to the way the Board has decided the work will flow to you and there already is a process for that
- Dejean                    So those are two of my recommendations -- I will leave it up for discussion
- Musella                    Are these contract issues does Burnadette have a contract that this is within her scope
- Westberry                Not really
- Dejean                    the Committee the Board can go any which way they want to
- Giles-Smith              I think -- I would just say -- I am not sure if you want a motion on the first one or the second one -- I'm willing to make a Motion that we just have general counsel review our personnel policy manual it is within

her scope and that we have her do it if she sees something that needs additional labor attorney a specialized attorney to deal with it then if she can make a recommendation and let the Board take it from there

Dejean I would just add to that the review be done in conjunction with the CEO in case she has specific issues about the personnel manual right now that she has concerns about that she would like to raise and see if that can be reviewed then I think the General Counsel should do that review with in conjunction with the CEO – that would be my amendment to that motion

Giles-Smith Okay

Dejean Is that a motion

Giles-Smith I motioned it

Dejean Is there a second

Keating Second – I do have a question could we get a copy of Burnadette's contract.

Gambino Here I have

Westberry Faye can you make some copies

Franklin Sure

Keating For the purpose for the Board when you talk about costs is there an estimate for this – what is your rate

Norris-Weeks What you do generally you set – my rate is 180 you set the budget every year I've never gone over the budget I don't think you set the budget every year and that's what it is I deal within the budget that the Coalition sets

Keating so can you take a stab at what it would actually cost to read a personnel manual (inaudible)

Norris-Weeks well – there

Dejean that depends on the level of work

Gambino I can tell you I just did it 10 months ago and I hired an HR consultant she was a 25 HR consultant she charged me \$2,500 to do ours was

10 pages with 5 employees 10 pages it hadn't been updated since 97.

- Musella that is just crazy
- Gambino but we had no and hers included whistleblower, recent FMLA that applied and also a couple of new ones the technology and social media policy
- Norris-Weeks And that is pretty general – the things you're outlining. I mean there's If you look at 15 personnel manuals for organizations similar to this you're just not going to find a lot of new and different information – it is just not out there
- Westberry I would put on the table again that the experience for instance with the whistleblower issue with having personnel attorney there were different recommendations that she had
- Norris-Weeks can you tell me what those were because I
- Westberry sure he gave me a whole tweaking of the whistleblower policy that she would recommend for future that was different from our current whistleblower policy which was relatively new
- Norris-Weeks Well I am able if she gave you something that I didn't know about I'm going to be able to walk in the office and say what did you give Penny and put it in the document
- Westberry My point is Burnadette her specialization allowed her to know that to have if she worked on a whole lot of she had current information so she was able to do that and bring it forward and bring it forward very efficiently
- Norris-Weeks I am very surprised to hear that
- Gambino I am confused now I am confused now does she work for you or is she an outside person
- Norris-Weeks she is in my we are in the same office and what Penny is describing I have no knowledge of so if that information was given –cause
- Giles-Smith can we see that
- Norris-Weeks it was a very limited amount of time that you know that Penny was dealing with the person so I have no idea

Gambino Does she work for you or is she a separate attorney

Norris-Weeks she works for me in in on some issues but she is not she is of counsel to my firm and I am of counsel to hers and that's the relationship we have

Jackson like a 1099

Norris-Weeks yeah yeah but the point the point I am making is I don't want to appear to sound as though I have a problem with anybody doing anything else I don't but generally speaking I mean the only point in having a general counsel is so that those issues are vetted through that person and hopefully after 10 years and no lawsuits the Coalition has some trust factor that has been built up to know that I am giving willy nilly advice

Dejean The other concern that I have also is that when this whole whistleblower issue occurred we hired Burnadette brought in this other attorney

Giles-Smith Can I have a copy

Westberry I'm not sure it is the most current copy I'll get it to you later

Norris-Weeks I think it is

Westberry its 2005

Dejean Guys if I may

Westberry I'm sorry

Dejean Burnadette brought in this other attorney to deal with relation issues but then this attorney if I am correct was not able to continue and you resolved it

Norris-Weeks Yes I resolved the issue but the attorney was only brought in because Penny said she wanted information that day and I was leaving town but it wasn't something if I had been there and not getting ready to get on a plane when she called me she wouldn't have been involved at all

Westberry (whispering in the background – unclear)

Dejean Okay there is a motion on the table to use general in house counsel to review our personnel and policy manual at this time with the amendment that it be done in conjunction with the CEO to deal with any specific issues dealing with labor issues or employee issues in the future. It has been motioned and seconded are there any questions no

Musella I'm sorry – no its not a question for that its an outside question I can ask Burnadette later

Dejean So we have a motion and seconded with no questions I'd like to

Gambino what is the motion

Dejean For our in house counsel to review the personnel manual for the ELC in conjunction with the CEO

Gambino within the scope of her contract

Dejean her contract absolutely

Musella this is not current because it says \$165

Westberry right that's why when you said that I'm thinking maybe I don't have the most updated one

Norris-Weeks it may not be but the scope of services that's outlined here is the same scope of services continuing in nature the types of issues that would um um that was not changed

Westberry that's just what made me question whether it was the most current – I wanted to check that for you – if you want to keep this one with the caveat that it is not the most current

Dejean I would like to take the vote all in favor of the motion say aye

Committee aye

Dejean How many ayes were there – one, two, three four and all against the motion

Committee no

Dejean two, three – so the motion carries

Gambino how many

Dejean one, two, three, four

Gambino okay

Dejean okay motion carries All right so the second element of that discussion was whether or not we would use in house counsel to bring in a specific labor and employment attorney to review the personnel manual in conjunction with the CEO to focus on any issues that may arise in the future

Jackson we passed that motion I think the second part was whether we have somebody on retainer – not retainer – but go out and vet someone

Dejean vet someone

Jacks that we can call if we need one but I like your statement that we do not have an issue right now that is not something we necessarily have to deal with at this point and I think when if it comes we can look and see what it is and then see if we need anything at that point

Keating the issue itself can determine what we need

Jackson that's right the issue itself will determine

Musella exactly

Jackson so I don't think we need to actually take any action I'm not going to say we need a motion to table it but I think that's probably

Dejean we don't need any action for that

Westberry I would just say again that you're hearing recommendations from your CEO and you are turning down those recommendations so just on record you are turning down what I am recommending as needed resource for our staff

Jackson Not necessarily what we are saying that if something that comes up we will that requires an issue that we would look at it at that time and we may very well decide that we need to go out and get ourselves

Westberry I understand Mason my recommendation is that we would have someone available that we have vetted already that would be available as needed and we not do it on a case by case basis where somebody comes in that doesn't know the history doesn't know the agency that we have a resource that the agency uses

Multiple people talking

Norris-Weeks I will work with Penny consistent with the motion you all passed I will work with you Penny so if there are issues that you are concerned about now that for whatever reason you don't think that they are addressed I will work with you to make sure those are incorporated that we get the information for it that we have the most up to date information that may be available in law that will support whatever those changes will be

Westberry I appreciate that my recommends stands that I recommend

Keating Is there something else that you are aware of that we are not aware of

Westberry No I just think it is a good resource to have I see we are small agency in terms of employees but a very large agency in terms of budget and responsibility and having a resource on call just like we had procurement resource on call makes sense to me – it is what I recommend it is what I see the agency needs – you disagree with me – it is on the record

Dejean Is that something

Jackson we just postpone that decision until something comes up

Westberry well it is not my recommendation to do it as things come up my recommendation is that we vet someone so we have that resource

Dejean All right let me ask one last question because I do need to leave unfortunately -- is that vetting process something that we can start right now I mean just to say that it's not someone we are gonna hire it's not someone we gonna actually have on retainer right now but just to actually speak to a couple of firms or attorneys that you feel comfortable with so if something rises to that level then you know we have someone that both our in house counsel and CEO could actually say we have three

Westberry And the Personnel Committee had said

Dejean so we had three that we interviewed you know six months ago and out of those three those three – you know we felt pretty comfortable with those three

Dean I think Penny spoke to someone already

Norris-Weeks      Yea but again, it would really would kinda depend on the issue and I think that was a good point and if there is no issue

Dejean              Yeah, I don't think that is what she is saying Burnadette—we're saying is look a labor attorney is pretty specific

Norris-Weeks      Can I make that recommendation to you

Dejean              Yeah that's why I think Mason made that kinda hybrid

Gambino            A recommendation for a HR consultant or attorney a role of the paid legal counsel

Norris-Weeks      Yes

Gambino            who has a conflict of interest

Norris-Weeks      no it is not

Dejean              no no no wait what I am saying look guys how many of us are on this Committee we start getting into the weeds which I have this is my issue with this Board as Board members we start getting into the weeds of what the CEO does or what the HR – these people are resources for us right so as a Committee if we decide we want to hire another attorney regardless

Gambino            we can

Dejean              we can and we can say to our attorney

Gambino            we don't have to say to general counsel – we don't have to have her approval

Dejean              no absolutely not I don't think we talked about her approval I think we just said find us three labor attorneys we want to talk to because we want to keep them on retainer regardless of your contract or not

Gambino            on retainer

Westberry          no no no on call on call

Dejean              I am using that as an example I was explaining to her what our Committee has the purview to do

Westberry That Marvin is what I am recommending that we vet somebody that we have as a resource

Gambino The Committee

Westberry yes

Dejean May I suggest then that I think that vetting process is not anything there is anything wrong with that I think it should come from our counsel here let her bring the specific labor attorneys that we can then vet and review and say look we interviewed four or five and we are comfortable with two of them and if there are any issues that arises in the future we have two of those attorneys that counsel can bring in does that make sense

Musella sounds good to me

Dejean Anybody else (silence) it is not a complicated question

Musella I guess I just have to keep saying – that takes care of the CEO because she has Burnadette – what happens to the employees here who don't have the HR person

Dejean Well I think that is a different issue and I think that is a question that needs to be answered

Giles-Smith what happens to the employees

Musella If Penny can call Burnadette and

Multiple people talking

Musella HR issue came up because these employees did not feel satisfied with whatever

Dejean May I just suggest that this is a separate issue can we bring it up at the next Committee meeting – I think that I perfectly agree with you I think that was an issue that was glaring when that came up and I think that is something we need to discuss I think the CEO should be part of that recommendations and those issues should be resolved but that is a separate issue from this if we could do that

Giles-Smith I agree and I would just say to that if you are trying to create a path for employees if they want to make a complaint and the complaint happens to involve someone who works above them then you can create a path for that person to take where you can say you take it

here and if that doesn't get resolved you can take it here and the last resort may be the Board as far taking the complaint – we can create that path if that path is not there that you feel should be

- Jackson And that is part of the personnel manual
- Dejean I think that we should let the resources kinda deal with that and come back to this committee
- Giles-Smith if that is something your bringing to say hey make sure that path is there I think we need that path
- Dejean Absolutely, just so I can wrap up unfortunately cause I have to leave I am so late um the second issue that I brought up in terms of having our general counsel bring in three to four labor attorneys for us to vet – I don't think we need that as a motion am I correct
- Jackson no – I think
- Dejean you should have a motion
- Jackson you're starting a process that the Board may or may not you may be bringing a formal recommendation to the Board
- Dejean So I will entertain a motion for that recommendation
- Gambino I'd like to make a motion that the Personnel Committee in conjunction with legal counsel and the CEO bring forward recommended individuals
- Dejean okay fine I can live with that
- Jackson So how does that work
- Gambino you might have someone you worked with, he might have someone I might have – just a recommendation – submit names
- Norris-Weeks And just as Penny voiced her concern, I will voice again my concern with this um again I think if it is something that I don't do go for it I am going to be the first to let you know go for it – but I do take exception to
- Dejean okay so understand everybody some people have exceptions but again if this committee felt the need that based on what happened that we brought in somebody pretty specific to deal with those issues and we would like to have those resources there in the wings there

Norris-Weeks	I dealt with those issues
Dejean	I understand that Burnadette
Gambino	I made a motion – the Committee
Dejean	The motion is on the table
Giles-Smith	did someone second it
Dejean	no
Musella	What was the motion again – I’m sorry
Gambino	The motion is that the Committee the Personnel Committee in conjunction with legal counsel and the CEO bring forward 3 to 5 names and recommendations whether it’s people we work with or we know in the community and bring it forward to the Personnel Committee to vet and to review those recommendation for potential legal resources to bring to the Board.
Jackson	Since that might be a possible procurement wouldn’t we be required to post that and go though
Dejean	We are not hiring them right now
Jackson	but what we are doing what would it be an ITN and invitation to negotiate
Norris-Weeks	It is not necessary with legal services – Florida’s Law does not require procurement of legal services
Jackson	okay
Gambino	My motion again
Dejean	I’ll entertain a second
Jackson	I’ll second it
Dejean	There is a motion on the floor it has been properly seconded are there any questions - all in favor
Committee	aye

Dejean	any opposed
Committee	none
Dejean	Motion carries - all right are there any unfinished business that we need to discuss
Giles-Smith	One thing I would like to have is to I guess with this last issue there has been some resolution or something to it – so I would like to know if you have something in writing or something
Musella	I would like to know that too
Giles-Smith	I would like to know how it was resolved and and if it wasn't resolved I'd like to see something on it.
Westberry	It was resolved when Burnadette made the judgment that it did not rise to the whistleblower level so it was not a board issue. Exec Committee and the management team asked Exec Committee to do this to ask us for a response so that we would have a response on record. We provided that response and that's
Gambino	And that was submitted where in the Board meeting
Westberry	No, it was submitted by e-mail to everybody
Dejean	Yeah that was the response
Giles-Smith	Can you re e-mail that to me
Westberry	Sure
Dejean	Any new business – nope okay
Dejean	No public input I would think
Dejean	Okay Do we need to set a next meeting date
Giles-Smith	on-call
Dejean	on-call
Westberry	Can I just ask the logistics for the motion just passed in terms of recommendations. Logistically how will
Dejean	Can we all send some recommendations to Penny and to Burnadette

Westberry cc Burnadette and the next meeting you may want to talk

Norris-Weeks Is it possible for us to because this is what I think is going to happen and this is where I think this is going um is it possible for us to also have a procedural way to deal with this because as the general counsel I need to be in the loop in terms of what is going on and what is happening and Penny is picking up the phone and she is calling somewhat about whatever and I have no idea and I am the person who sits in the Board meetings, I am the person who answers all the questions, I think that is wrong, I think it is just wrong

Gambino hold on

Westberry wait a minute

Multiple voices

Norris-Weeks and I have a sense that is where this is going, because I don't always give or the I am going to give the advice based on the law and if I am asked a question and that is advice is not accepted you know I don't want my legal opinion shopped around and I think that's what where we are going with this and that's a problem and so I am asking you also consider a process as to how things are taken to the Board or taken to legal counsel

Westberry I think that is very reasonable but I have to say for the record, the way you stated that you may not have meant this Burnadette but the way you stated that it sounds like that has happened in the past, that has not happened.

Multiple voices

Dejean There is a process

Jackson I think that is fair

Dejean I mean that there are processes that need to be done in a lot of different places okay so - any additional input about this

Dean Just going back to what Julia mentioned – we are talking about processes here and we need to truly establish what you mentioned that what do employees do so that may be part of the manual as well but if a procedure is written somewhere where it is clear to anyone that these are the steps if and when

Dejean So may I suggest that when that personnel manual review is done that is one of the things that I am sure the CEO would like to discuss that is brought before us at the next meeting and we can kinda review that process and also talk about the next labor attorneys that we want to have a discussion with

Musella Are we privy to that

Dejean Personnel Manual

Dejean Yes of course

Westberry Sure, sure

Dejean let's all review it and bring in some recommendations

Giles-Smith I think too on the next agenda also should be the process to take a legal issue outside of our general counsel

Dejean okay

Giles-Smith that will be additional money that we are spending I just want to make sure that

Julia That was just gonna say, but if I call Burnadette then I'm billing this Coalition right

Dejean correct

Multiple voices

Julia So when you say network so we have to network through Penny to you

Burnadette That is the proper procedure, you have a particular I mean Board members call me I don't bill for that or you may have questions or ask something after a meeting I don't bill for that but the proper procedure if it is a Coalition issue would be to go through Penny and then Penny would as far as I know give me the information and I respond to Penny

Dejean Okay if there are no other issues we can bring those issues to the next Personnel Committee meeting and we can discuss them then. Seeing that there are no other issues I would like to entertain a motion to adjourn

Jackson

So moved

Dejean

Meeting is adjourned, thank you