

**Early Learning Coalition of Broward County, Inc.  
Governance Committee Meeting Agenda**

**Virtual Meeting**

**GoToMeeting:** <https://global.gotomeeting.com/join/373319541>

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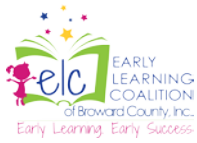
**December 10, 2020 – 11:00 AM**

*Members are reminded of conflict of interest provisions. In declaring a conflict, please refrain from voting or discussion and declare the following information: 1) Your name and position on the Board, 2) The nature of the conflict and 3) Who will gain or lose as a result of the conflict. Please also fill out form 8B prior to the meeting.*

**PAGE**

<b>I.</b>	<b>Call to Order</b>		Dawn Liberta, Governance Committee Chair
<b>II.</b>	<b>Roll Call</b>		Elsy Silvestre, Executive Assistant
<b>III.</b>	<b>Consent Agenda</b> a. Approve September 11, 2020 meeting minutes	<b>1</b>	Dawn Liberta, Governance Committee Chair
<b>IV.</b>	<b>Regular Business</b> a. GOV213RB1 - Approve Board member roles and responsibilities document b. GOV213RB2 – Review current Board composition and discuss Board member criterion	<b>3</b>  <b>5</b>	Renee Jaffe CEO
<b>V.</b>	New Business Matters from the Committee Matters from the Chair Public Comment <b>Next Governance Committee Meeting:</b> • TBD <b>Adjourn</b>		

**Please Note:** Agenda subject to revisions and additions per the discretion of the Chair of the Coalition. Notification will be sent of any such revisions or additions. **Members of the Public:** Please sign up at the entry desk for public comments to be made on particular agenda items no later than five minutes after the Coalition meeting has been called to order.



Early Learning Coalition of Broward County  
**Governance Committee Meeting Minutes**  
**September 11, 2020 – 3:00 PM**  
**VIRTUAL MEETING**

Members in Attendance: Dawn Liberta, Chair; Mason Jackson; Michael Asseff; Cara Cerchione

Members Absent: Laurie Sallarulo

Staff in Attendance: Renee Jaffe, CEO; Howard Bakalar, CPO; Judith Merritt, COO; Christine Klima, CAO; Hubert Cesar, CIO; Elsy Silvestre, Executive Assistant

Others in Attendance: Jacob Jackson, General Counsel

Item	Action/Discussion
Welcome & Call to Order	Dawn Liberta, Chair called the meeting to order at 3:03 PM. Roll Call was done and a quorum was established. CEO welcomed everyone and introduced our new COO, Judith Merritt.
<b>Consent Agenda:</b> Approve August 24, 2020 meeting minutes	<b>A Motion</b> was made by Mason Jackson to approve the August 24, 2020 meeting minutes. <b>Seconded</b> by Michael Asseff. <b>Unanimously approved.</b>
<b>Regular Business:</b>  a. GOV203RB1 – Approve Return to Office Plan 2020	<p><b>Approve Return to Office Plan 2020:</b></p> <p>COO thanked everyone for getting together so soon. She explained that she sent the Return to Office Plan 2020 with highlighting to show requested changes. General Counsel's comments were highlighted in yellow,</p> <p><b>A Motion</b> was made by Mason Jackson to approve the Return to Office Plan 2020. Michael Asseff <b>Seconded. Unanimously approved. Motion Passes.</b></p> <p>Mason commented that at the last Governance Committee Meeting there was a suggestion that staff identify titles/positions in the COOP plan rather by name. This would eliminate the need to update the COOP and bring to the Governance Committee and Board every time a named person in the COOP separates from the ELC. CEO mentioned including the name and title may be an OEL requirement but that this would be looked into. CEO requested clarification from OEL but does not yet have a definite answer. Once more information is provided by OEL, the information will be provided to the Board.</p> <p><b>Follow Up:</b> The CEO will provide an update on whether a staff person's name is necessary in the COOP (or title alone is sufficient) at next Board Meeting.</p> <p>Committee Chair suggested that ELC attach an organizational chart. The COOP at the last meeting was approved with those names in it.</p>

Other Business	None
Matters from the Chair	None
Matters from the Committee	There was no discussion.
Public Comment	There was no comment.
Next Meeting Date	• TBD
Adjourn	Mason Jackson moved to adjourn the meeting. The meeting adjourned at 3:17 PM.

*These minutes contain the action items of the Governance Committee meeting of the Early Learning Coalition of Broward. They do not include all the Committee's discussions or comments on each matter or issue raised during the meeting. A tape recording of the meeting is held in the Coalition office. Corrections from the Committee will be taken prior to approval at the next meeting.*

<b>ITEM #/MEETING:</b>	GOV213RB1/GOVERNANCE Committee
<b>MEETING DATE:</b>	December 10 2020
<b>SUBJECT:</b>	Board member role and responsibilities
<b>FOR ACTION:</b>	YES
<b>RECOMMENDED ACTION:</b>	<b>Approve ELC Board member roles and responsibilities</b>
<b>FINANCIAL IMPACT:</b>	None
<b>AS RECOMMENDED BY:</b>	NA
<b>ELC STAFF LEAD</b>	R. Jaffe

### **Background**

During its meeting on January 30, 2020, the Executive Committee recommended to the Board that the Governance Committee address:

- a. Creation of an overview document of board member responsibilities and expectations
- b. Current board composition analysis (current board skillsets and experience)
- c. Suggested skillsets/background and criteria that would be valuable in new members (i.e. what types of individuals would be advantageous to have on the ELC Board)

The Board, at its meeting on 2/13/20, agreed with the recommendation from the Executive Committee.

### **Current Status**

While the ELC bylaws provides an overview of board member expectations related to meeting attendance, neither the current bylaws, board member application or board orientation materials provide a clear overview of board member roles and responsibilities.

### **Recommendation**

To benefit ELC in educating and attracting the best board member candidates, in addition to setting board member expectations, the attached Board member roles and responsibilities document has been drafted.

ELC staff propose that the Governance Committee approve the ELC Board member roles and responsibilities.

### **Supporting Documents**

- DRAFT ELC Board member roles and responsibilities

## **DRAFT Early Learning Coalition of Broward County - Board Member Roles and Responsibilities**

### **MISSION:**

To lead and support the early learning community to deliver high quality early learning experiences to young children and their families.

### **VISION:**

All children will have high quality early learning experiences leading to success in school and life.

### **BOARD MEMBER ROLE:**

- To serve as a volunteer voting member of the Board of Directors for the Early Learning Coalition of Broward County
- Develop and maintain focus on the ELC mission and vision
- Establish and oversee implementation of the ELC's strategic direction
- Uphold Fiduciary responsibilities as a steward of public funding in accordance with laws, regulations, contracts, governing by-laws, Board-approved policies and standard non-profit best practices.

### **TERM (for private sector member):**

In accordance with the ELC bylaws, the term of membership shall be four (4) years. Once a Member's term of service is completed, a Member shall have the option of serving for an additional four (4) year term by providing written notice to the Chair prior to the expiration of their initial four (4) year term.

### **TIME EXPECTATIONS:**

- Attend a 60-minute orientation session to learn about organization, programs, etc.
- Attend all scheduled Board meetings
  - In person at, ELC Broward, 1475 W. Cypress Creek Rd., Suite 301 or join virtually
- Join at least 1 board committee. Attend committee meetings
- Attend, support, and participate in ELC events and program activities

### **RESPONSIBILITIES:**

- Organization Success
  - Attend and participate in board and committee meetings
  - Understand and support the vision and mission of ELC of Broward
  - Promote the work of the Coalition
  - Participate in hiring and evaluating the CEO
  - Participate in developing strategic goals
  - Monitor the agency's progress and evaluate outcomes
  - Be engaged. Ask questions
  - Exercise fiduciary oversight
- Community
  - Inform others about ELC
  - Advocate for early learning
- Individual Responsibility
  - Bring personal/professional expertise to support the mission
  - Read meeting materials (board and committee packets) prior to the meeting
  - Appreciate and respect differing viewpoints.
  - Abide by conflict of interest policy, Sunshine law and bylaws
  - Avoid conflict of interest, real or perceived
  - Financially support and/or help secure financial contributions to the ELC of Broward

<b>ITEM #/MEETING:</b>	GOV213RB1/GOVERNANCE Committee
<b>MEETING DATE:</b>	December 10 2020
<b>SUBJECT:</b>	<b>Board member composition and Board member criterion</b>
<b>FOR ACTION:</b>	NO
<b>RECOMMENDED ACTION:</b>	None
<b>FINANCIAL IMPACT:</b>	NA
<b>AS RECOMMENDED BY:</b>	NA
<b>ELC STAFF LEAD</b>	R Jaffe

### **Background**

During the October 3, 2019 ELC board retreat, the subgroup on Board Development/Administration recommended that additional work be completed to analyze the composition (i.e. diversity, skills, experience, etc.) of the board. This exercise can be used in the discussion related to both leveraging current board members but also in identifying skillsets and experience needed in new prospective board members. This item was also covered at the board meeting on 2/13/20.

### **Current Status**

A Board composition matrix was developed based on a framework that is used in other non-profit organizations. The framework was adjusted slightly, based on feedback from Governance Committee members who responded with feedback. On February 24, 2020, an email was sent to the entire board with a request for them to complete the matrix by March 9<sup>th</sup>. The supporting document was updated in December to include new Board members and removal of those no longer serving.

### **Supporting Documents**

- ELC Board composition matrix

## Board Matrix 2020

Below is the matrix for the current 18 Board members.

	ELC of Broward - Board Member Matrix 2020	Total
<b>Relationships (Access to:)</b>	Business Groups	6
	Community leaders and groups	9
	Educational leaders	10
	Healthcare leaders	4
	Legislators	6
	Municipality leaders	6
	Philanthropic support	5
	Social services leaders and groups	7
	Other	1
<b>Areas of Expertise</b>	Accounting	2
	Administration/Management	10
	Banking	0
	Events	5
	Financial Management/Investments	3
	Fundraising	1
	Fundraising - Planned Giving	1
	Grant Writing	4
	Human Resources/Personnel Administration	5
	Legal	1
	Planning	10
	Public Relations/Marketing	2
	Technology	0
	Volunteer Management	2
<b>Qualities</b>	Leadership skills	14
	Fundraising skills	1
	Willingness to work	13
	Personal connection with the mission	11

<b>Sector</b>	Arts and Culture	0
	Banking	0
	Child Welfare	5
	Corporate/Large Business	2
	Early Care and Education	6
	Education (K-12)	4
	Engineering	0
	Faith-based organizations	3
	Homelessness issues	2
	Local Media	0
	Medical/Healthcare	1
	Philanthropic/Nonprofit Sector	4
	Post High school/Higher education	2
	Public	3
	Real Estate/Development	2
	Recreation	1
	Science/Research	0
	Small Business	3
	Social Services	4
	Special Needs	3
	Technology	0
	Workforce Development	2
	Youth	2
<b>Race</b>	African American	4
	Asian	0
	Carribean or West Indian	2
	Caucasian	7
	Hispanic/Latino/Latina	4
	Native American	0
	Other	1
<b>Age</b>	Over 65	1
	51-65	8
	36-50	4
	19-35	1
<b>Gender</b>	Female	12
	Male	6