



APPROVED AT AUGUST 24, 2020 GOVERNANCE COMMITTEE MEETING

Early Learning Coalition of Broward County

**Governance Committee Meeting Minutes**

**November 18, 2019 – 1:00 PM**

1475 W. Cypress Creek Road, Suite 301, Fort Lauderdale, FL 33309

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

Members Absent: Laurie Sallarulo

Staff in Attendance: Renee Jaffe, CEO; Howard Bakalar, CPO; Perry Borman, COO; Christine Klima, CAO; Hubert Cesar, CIO; Ely Silvestre, Executive Assistant

Others in Attendance: Jacob Jackson, General Counsel

Item	Action/Discussion
Welcome & Call to Order	Michael Asseff, Chair called the meeting to order at 1:02 PM. Roll Call was done and a quorum was established.
<b>Consent Agenda:</b> Approve September 16, 2019 meeting minutes	<b>A Motion</b> was made by Mason Jackson to approve the September 16, 2019 minutes. <b>Seconded</b> by Dawn Liberta. <b>Unanimously approved</b>
<b>Regular Business:</b> a. GOV202RB1 – Update on Credit Check issue in Background Screening Policy	<p><b>Update on Credit Check Issue in Background Screening Policy:</b></p> <p>An updated Background Screening Policy was recommended for approval by the Governance Committee at the 9/16/2019 meeting and approved by the Board at the 10/3/2019 meeting.</p> <p>The Governance Committee approved the policy and asked that the sentence related to credit checks remain in the policy, that ELC staff seek input from OEL on their opinion/guidance on the issue of credit checks in addition to research any best practice information.</p> <p>Further research revealed that OEL does not provide any guidance with regard to initial or periodic credit history checks for CFOs or other staff handling money. Each ELC has the authority to set more restrictive background check requirements should they wish to do so. In addition, a survey from the National Association of Professional Background Screeners (NAPBS) found that while 95% of companies conduct some type of background check on job candidates, 16% of those organizations conduct credit or financial checks on all job candidates, and almost one-third conduct credit checks on some candidates.</p> <p>Based on current financial controls in place, ELC staff believe it is unnecessary to require credit history checks on employees who hold company credit (purchasing cards) and therefore recommend deleting the following sentence from the policy: <i>“Employees are required to undergo a credit history check if they are issued a company credit card.”</i></p> <p><b>A Motion</b> was made by Dawn Liberta to remove the sentence that requires that employees have to go through a credit check and approving the rest of the policy. Mason Jackson <b>Seconded</b>. <b>Unanimously approved.</b></p>

<p>b. GOV202RB2 - Approve Employee Self-Reporting Policy</p>	<p><b>Approve Employee Self-Reporting Policy:</b></p> <p>There have been minor changes to the employee self-reporting policy (formerly named the “Employee Arrests and Criminal Charges.” The OEL Grant agreement states that an employee who has been arrested or charged with a criminal offense must notify the ELC within 48 hours and not 5 days.</p> <p><b>A Motion</b> was made by Mason Jackson to approve the new ELC Self-Reporting Policy. Dawn Liberta <b>Seconded. Unanimously approved.</b></p>
<p>c. GOV202RB3 – Approve Incident Reporting Policy</p>	<p><b>Approve Incident Reporting Policy:</b></p> <p>The Incident Reporting Policy had not previously been updated since 2014. ELC has made some minor changes to the Incident Reporting Policy that are highlighted on page 16 of the packet.</p> <p><b>A Motion</b> was made by Dawn Liberta to approve the new Incident Reporting Policy. <b>Seconded</b> by Mason Jackson. <b>Unanimously approved.</b></p>
<p>d. GOV202RB4 – Approve Changes to Bylaws</p>	<p><b>Approve Changes to Bylaws:</b></p> <p>Section 4.2 of the current Bylaws: “Elections and Terms of Office”, states that no officer will hold the position for more than 1 term. The suggested change states that the Officer may be elected to the same position after a one (1) term absence from the position.</p> <p>Item 6.1 states that there are three standing committees (Audit, Nominating and Program Review) wherein the chair of those committees is appointed by the Board Chair. Currently there are no term limits for those chair positions. ELC recommends implementing a two-year term limit for those chair positions (with the ability to renew for an additional term) to align with the officer terms which is also two years. The other addition to this section addresses the issue that there is no language in the current Bylaws that addresses the potential removal of a Chair (or member) of a Standing Committee. The new language will enable the Board to remove a member or a chair from a standing committee.</p> <p>Item 6.2: Legal Counsel suggested adding language to the Ad Hoc Membership and Committees to ensure consistency.</p> <p>Quorum: ELC researched Bylaws from other coalitions and they enable quorum to be determined at board meetings based on the use of telecommunications (i.e. conference call, web meetings, etc). ELC of Broward has experienced difficulty with meeting quorum including last minute changes in ability attend board meetings. Three out of the last seven Board Meetings only met quorum by one person. The ELC recommends that we enable to establish quorum for Board meetings for any method possible.</p> <p>Chair is concerned that with this change, fewer people will physically attend board meetings. Board must be active and participate. There is a concern that this will result in less participation and less in-person interaction if members just dialed into meetings. Dawn Liberta supports the change. CEO suggests to do it, track it and continue to monitor board meeting attendance at frequent intervals.</p>

	<p>Chair is recommending 3 or 4 votes be limited to phone, however there is concern that this will add more work to track attendees.</p> <p>Mason Jackson suggested we support the overall recommendation and then revisit in 6 months (by then ELC have better data on board meeting attendance after the change has been implemented).</p> <p>Mason Jackson had a question about the language in 6.2 regarding Ad Hoc Membership and Committees line 7: The Ad Hoc committees are formed by the Board but it is the Chair who appoints the members. So why does it take the vote of the Board to remove a member off of the Ad Hoc Committee? Regardless, Mason felt that the proposed changes to the Ad Hoc Committee section are overly restrictive and unnecessary.</p> <p><b>A Motion</b> was made by Mason Jackson to remove recommended changes to Section 6.2 on Ad Hoc Committees. <b>Seconded</b> by Dawn Liberta. <b>Unanimously approved.</b></p> <p><b>A Motion</b> was made by Mason Jackson to approve the remaining recommended changes to the bylaws. <b>Seconded</b> by Dawn Liberta. <b>Unanimously approved.</b></p>
Other Business	Mason Jackson asked if the Board defaults to Roberts Rules if something is not covered by the By-laws. Legal Counsel responded that this indeed is the case. Mason spoke about the importance of cyber security. CEO mentioned that there is mandatory security training and cyber security is mentioned at every employee staff meeting.
Matters from the Chair	
Matters from the Committee	There was no discussion.
Public Comment	There was no comment.
Next Meeting Date	<ul style="list-style-type: none"> <li>• January 23, 2020</li> <li>• March 31, 2020</li> </ul>
Adjourn	Chair moved to adjourn the meeting. The meeting adjourned at 1:56 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.*