



**Early Learning Coalition of Broward County, Inc.
Nominating Committee Meeting Agenda
February 4, 2022 – 11:30AM**

MEETING CALL IN: 1 (872) 240-3212 ACCESS CODE: 827-725-861

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			
I.	Call to Order		Michael Asseff, Nominating Committee Chair
II.	Roll Call		Melody Martinez, Board Liaison
III.	Consent Agenda <ul style="list-style-type: none"> • Approve April 6, 2021 meeting minutes 	2	Michael Asseff, Nominating Committee Chair
IV.	Regular Business <ul style="list-style-type: none"> • NOM221RB1 – Board Provider Representative Nomination Process • NOM221RB2 – Officer Election and Committee Appointment Chair Process and Timeline 	4 8	Michael Asseff, Nominating Committee Chair Judith Merritt, COO
VI.	New Business Matters from the Committee Matters from the Chair Public Comment Next ELC Meeting: TBD Adjourn		

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
 Nominating Committee Meeting Minutes
April 6, 2021 – 10:30AM
 Virtual Meeting

Members in Attendance: Michael Asseff; Amoy Reid; William Karp; Twan Russell
Members Absent: Laurie Sallarulo
Staff in Attendance: Renee Jaffe, CEO; Howard Bakalar, CPO; Judith Merritt, COO; Hubert Cesar, CIO; Elsy Silvestre, Executive Assistant
Others in Attendance: Jacob Jackson

Item	Action/Discussion
Welcome & Call to Order	The Chair called the meeting to order at 10:30 AM. Roll Call was done and a quorum was established.
Consent Agenda: Approve April 1, 2021 Meeting Minutes	A Motion was made by William Karp to approve the April 1, 2021 meeting minutes. Seconded by Amoy Reid. Unanimously approved. Motion Passes.

<p>Regular Business:</p> <p>NOM212RB1 - Private Business Sector applicant interviews/approval – Kristina West and Kirk Englehardt</p>	<p>Committee Chair welcomed everyone to the meeting. CEO provided a brief overview of the process. She also introduced herself and then ELC staff and Nominating Committee Members introduced themselves. After the introductions Committee asked both applicants if they had any questions before the interviews.</p> <p>COO gave a brief summary about the application process for the private sectors.</p> <p>Both candidates introduced themselves and both discussed their work experience and their involvement in different committees and volunteer work as well as their goals.</p> <p>There was discussions and questions between the candidates and the committee.</p> <p>Committee Chair mentioned the need for fundraising and the need to add members to the fundraising ad hoc committee. He spoke about his time on the ELC Board and the importance of what the ELC Board does.</p> <p>A Motion was made by William Karp to recommend Kristina West and Kirk Englehardt for the ELC Private Sector board seats. Seconded by Twan Russell. Unanimously approved. Motion Passes.</p> <p>CEO said next step is that these nominations will go to the Board for vote at the next Board Meeting on April 12, 2021.</p>
New Business	There was no discussion.
Matters from the Chair	There was no discussion.
Matters from the Committee	There was no discussion.
Public Comment	There was no discussion
Next Meeting Date	TBD
Adjourn	William Karp motioned to adjourn the meeting. The meeting adjourned at 11:30am

These minutes contain the action items of the Nominating 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.

ITEM #/MEETING:	NOM221RB1 / NOMINATING COMMITTEE
MEETING DATE:	February 4, 2022
SUBJECT:	Private for-profit child care provider (includes private for-profit family day care homes) and a faith-based child care provider Nomination Process
FOR ACTION:	Yes
FINANCIAL IMPACT:	None
AS RECOMMENDED BY:	N/A
ELC STAFF LEAD	J Merritt

Background

Per ELC’s enacting statute, there are two board seats designated specifically for childcare providers. One seat is designated for “a representative of private for-profit child care providers including private for-profit family day care homes.” The second seat is designated for a “faith-based” child care provider representative.

On January 7, 2022, one of ELC’s two child care provider representatives, Cara Cerchione, resigned leaving a vacancy for a private for-profit child care seat. Beverly Batson remains as the faith-based representative.

Current Status

While reviewing the ELC nomination policy in preparation to fill the ELC private provider representative vacancy, the ELC staff reviewed the process to see if any changes were necessary. In doing so, we wanted to recognize child care providers as business owners, something many are working hard to be recognized as, therefore, we are asking the nominating committee to consider changes to the process in order to align with those of other private sector board members.

Option 1:

Stick with the current process. Which includes:

1. Child care small business owner/director submits a Provider Rep application
2. ELC staff validate candidate’s eligibility
3. Eligible vetted candidates produce a short video provided to all ELC providers to view
4. ELC administers an election survey – providers vote for the Provider Rep candidate of their choice
5. ELC staff provides the tally of the votes to the Nominating Committee, along with supporting documents the candidate has submitted
6. The Nominating Committee then decides to either interview some/all candidates and make recommendations to the Board or interview no candidates and recommend the top vote-getter to the full board as their approved nomination

Option 2: Amend a portion of the current process

The process would continue to include steps 1-4, but all subsequent steps are amended (as seen in bold text):

1. Child care small business owner/director submits a Provider Rep application
2. ELC staff validate candidate’s eligibility
3. Eligible vetted candidates produce a short video provided to all ELC providers to view
4. ELC administers an election survey – providers vote for the Provider Rep candidate of their choice
5. **The Nominating Committee will interview the top (3) candidates chosen through the Provider vote (rather than leaving it optional for the Nominating committee to interview some/all candidates as it stands in the current process)**

6. The Nominating committee will recommend one candidate to the full Board

Option 3: Amend the current process

Treat all Provider Representative vacancies the same as ELC's private sector business board seats which includes the steps below (as seen in bold text)

- 1. Child care small business owners/directors submits an ELC Board Candidate Application**
- 2. ELC staff validate candidate's eligibility**
- 3. The Nominating Committee members are presented with all eligible candidate applications (and their supporting application documents)**
- 4. The Nominating Committee decides whether to either interview some/all candidates and then make a recommendation to the Board or interview no candidates and recommend their approved candidate to the full board**

Current Status

ELC staff recommend Option 3 in an effort to recognize child care small business owner/director candidates as private sector business member/owner Board candidates while allowing all interested eligible candidates to apply.

Supporting Documents

- Approved ELC Child Care Provider Nominating Process for Board of Directors
- Private sector business board seat process.

Early Learning Coalition of Broward County
Child Care Provider Nominating Process for Board of Directors
Approved by ELC Nominating Committee on 6/26/19

The Child Care Provider applicant must be an Owner or Director. At least 10% of the applicants' early childcare center enrollment must be comprised of subsidized children (and/or VPK children). Please review the entire application prior to completing.

Process

To select child care providers to the Early Learning Coalition Board of Directors, the following process will be followed:

1. The ELC will post the open seat for a minimum of ten (10) business days. At a minimum, the notice will be posted on the ELC's website and via social media. Additionally, ELC will send an email notification to all child care providers with the announcement with the request for nominations.
2. Interested child-care providers will complete the required application form, provide a bio and email to the ELC.
3. After receipt of the application, ELC staff will review to ensure candidate meets criteria as outlined in the application.
4. ELC staff will arrange for each applicant, who meets minimum criteria, to be taped to express their interest and qualifications. These short videos will be posted on the ELC YouTube site.
5. Staff will communicate the provider seat election (with access to applications and videos) along with voting instructions to all contracted child care providers. Voting is only open to child care providers and will occur via Survey Monkey (and be constructed in a manner where there is only one (1) vote per child care facility). Providers will have ten (10) business days to vote.
 - a. Voting for "private provider" representative will be open to all licensed providers
 - b. Voting for the "faith-based provider" representative will be open to all licensed and registered providers.
6. The Nominating Committee may decide to interview candidates. The number of interviewees will be determined by the Nominating Committee.
7. The Nominating Committee will vote and make a recommendation to the ELC Board.
8. The ELC Board of Directors will vote on the nominated provider.

Early Learning Coalition of Broward County
Private Sector Applicant process
(from 2016-2017 board application member process)

Process

To select private business members to the Early Learning Coalition Board of Directors, the following process will be followed:

- 1) The ELC will post the open seat for a minimum of ten business days. At a minimum, the notice will post on the ELC's web-site and may be posted/advertised in the local newspaper and/or social media.
- 2) The CEO and board members will also seek out potential candidates, whose names will be forwarded to staff.
- 3) Interested individuals will fill out the required nomination form, provide a bio and "head shot"
- 4) After receiving the nominations, staff will assure candidates are eligible to serve.
- 5) The Nominating Committee will review potential candidates and determine next steps for viable candidates, which may include interviews and gathering additional information about a candidate of candidates. The review and any additional steps shall be at the discretion of the Nominating Committee.
- 6) The Nominating Committee forwards vetted candidates to the Board for approval.
- 7) The board of directors will vote on the nominated applicant.

ITEM #/MEETING:	NOM221RB2 / NOMINATING COMMITTEE
MEETING DATE:	February 4, 2022
SUBJECT:	FY 21-22 Officer Election and Committee Chair process and timeline
FOR ACTION:	NO
FINANCIAL IMPACT:	None
AS RECOMMENDED BY:	N/A
ELC STAFF LEAD	J Merritt

Background

Section 4.2 of the ELC Bylaws states that “Except for the Chair, each Officer shall be elected by a majority vote of the Board for a two (2) year term (“term of office”). No Officer may hold the same elected position for more than one (1) term of office but may be elected to the same position after a one (1) term absence from position. Terms of office shall coincide with the Coalition’s fiscal year. Election of Officers shall take place at the annual meeting in June of each fiscal year.”

The terms of the current elected Board Officer positions end on June 30, 2022. The Officer positions include First Vice Chair, Second Vice Chair, Treasurer and Secretary.

According to Section 6.1 of the Bylaws: “the length of term of a Committee Chair shall be a two (2) year term (“Committee Chair term”) and whenever possible, the commencement of a Committee Chair term should coincide with the election of Officers of the Board. Chairs may be re-appointed to serve one additional consecutive Committee Chair term.” The Chair positions of the Nominating Committee, Program Review and Audit Committee are appointed by the Board Chair. Unlike the Officer positions, current incumbents in these chair positions may be re-appointed to serve one additional consecutive Committee Chair term.

Current Status

Officer Positions:

Given the Bylaws, each of the following Board members are unable to occupy their current elected Officer positions beginning on July 1, 2022. However, they are eligible to be nominated/elected for **another** officer position or appointed as the chair for a standing committee:

- Dawn Liberta, 1st Vice Chair (Chair of Governance Committee)
- Twan Russell, 2nd Vice Chair
- Cindy Arenberg Seltzer, Treasurer (Chair of Finance of Committee)
- Monica King, Secretary

Committee Chairs:

The following Chairs are unable to serve an additional term:

- Richard Campillo – Audit Committee Chair (Terms 7/18 – 7/20 & 7/20 – 7/22)

The following Chairs are eligible to serve in their current roles for an additional Committee Chair term:

- Michael Asseff - Nominating Committee (Term 7/20 – 7/22)
- Khalil Zeinieh - Program Review (Term 7/20 – 7/22)

Supporting Documents

- FY21-22 Officer Election and Appointment Timeline
- FY21-22 Officer and Standing Committee Chair position matrix and overview

**2021-2022 ELC Election of Officers
& Committee Chair Appointments
TIMELINE**

ACTION	DATE
Nominating Committee meeting - review officer election process	February 4, 2022
Board meeting - Communicate officer roles/responsibilities, election process and next steps	February 14, 2022
Board members communicate to Judith Merritt (jmerritt@elcbroward.org) nominations for Officer positions and/or Standing Committee Chair positions, including self-nominations they are interested in being considered for	From February 14 – March 25, 2022
Nominating Committee Meeting – Review Nominations for Officer positions and recommend to Board the slate of nominees for Board vote and approval.	April TBD, 2022
Board meeting – Board votes on members who have been nominated for Officer positions.	May 9, 2022
Transition period. Newly elected Officers meet with current officers	May 10 – June 30 , 2022
Board meeting – Board Chair appoints (or re-appoints) Chairs of Nominating, Audit and Program Review Committee	June 13, 2022
Newly elected Officers and Appointed chairs of Standing Committees assume their new roles	July 1, 2022

2021-2022 ELC Election of Officers & Committee Chair Appointments

Position	Role serves on Exec. Committee?	Current	Term	Term limited	Elected by Board	Can serve in this role for another consecutive 2-years?	Prior Board member serving in this role
First Vice Chair <i>(serves as Chair of Governance Committee)</i>	Yes	Dawn Liberta	7/20-6/22	Yes	Yes	No	Michael Assef
Second Vice Chair	Yes	Twan Russell	7/20-6/22	Yes	Yes	No	Renee Podolsky
Treasurer <i>(serves as Chair of Finance Committee)</i>	Yes	Cindy Arenberg Seltzer	7/20-6/22	Yes	Yes	No	Nicholas Kaniaris
Secretary	Yes	Monica King	7/20-6/22	Yes	Yes	No	Twan Russell
Chair, Nominating Committee	Yes	Michael Asseff	7/20-6/22	Yes	No	Yes	Ellie Schrot
Chair, Program Review Committee	Yes	Khalil Zeinieh	7/20-6/22	Yes	No	Yes	Cindy Arenberg Seltzer
Chair, Audit Committee	Yes	Richard Campillo	7/18-6/22	Yes	No	No	Nicholas Kaniaris

Officer Role Responsibilities

First Vice-Chair	<i>Serves as the Chair of the Governance Committee; preside at all Board meetings in the absence of the Chair; assume the duties of the Chair in the event the office becomes vacant, there is a conflict of interest, or due to the unavailability of the Chair; and perform such duties as designated by the Chair. Serves on Executive Committee</i>
2nd Vice Chair	<i>Preside at the Board meetings in the absence of the Chair and the First Vice Chair; assume the duties of the First Vice-Chair, in the event that office becomes vacant, there is a conflict of interest, or due to the unavailability of the Chair; and perform such duties as designated by the Chair. Serves on the Executive Committee</i>
Treasurer	<i>Serves as Chair of the Finance Committee. Preside at the Board meetings in the absence of the Chair, First Vice-Chair, Second Vice-Chair and Secretary; and perform such duties as designated by the Chair. Serves on Executive Committee.</i>
Secretary	<i>Presides at the Board meetings in the absence of the Chair, First Vice-Chair and Second Vice-Chair; confirm recording of the official minutes at each meeting of the Board; review the minutes for accuracy prior to submission to the Board and certify the minutes after approval by the Board; and perform such duties as designated by the Chair. Serves on Executive Committee</i>

Committee Responsibilities

Governance Committee

The Governance Committee shall have the authority to do the following:

- *review and if necessary, recommend changes to the employment and/or governance, manuals or any other manual or guidance required for certification purposes for the Coalition;*
- *except as stated in the Coalition Bylaws, review and if necessary recommend changes, deletions and/or the creation of policies and procedures for the Coalition;*
- *review and if necessary, recommend changes to the Coalition's organizational documents (e.g. Bylaws, Coalition Plan and Articles of Incorporation);*
- *review, respond and make recommendations to the Board, which include, but not limited to corrective actions to be done by the Coalition and/or its contractors in response to findings or conclusions from an investigation, report or monitoring by a Florida or federal agency, commission, board or other entity for those matters that would not clearly fall under the responsibilities of the Audit Committee pursuant to the Coalition Bylaws.*

Finance Committee

The Finance Committee shall be a committee that reports directly to the Board and shall consist of at least five (5) Members. The Treasurer of the Board shall serve as chair of the Finance Committee. The Chair shall make a good faith effort to appoint Members to the Finance Committee that have significant accounting or financial management experience. In the event the Finance Committee is unable to recruit or identify a Member to serve on the committee that has significant accounting or financial management experience in accordance with this section, the Finance Committee may appoint Ad Hoc Member(s) as defined and set forth in the Coalition Bylaws with significant accounting or financial management experience to assist the Members of the Finance Committee.

The Finance Committee shall have the authority to do the following:

- *review, and/or recommend revisions to the annual operating budget for the Coalition to the Board;*
- *review the Coalition's monthly and quarterly financial statements;*
- *provide reports and recommendation to the Board for review and approval;*
- *creation, review and alteration, of accounting and financial related policies and procedures for the Coalition;*
- *ensure that budget to actual variances are done after each year- end numbers are finalized;*
- *recommend budget amendments;*
- *analyze budget variances; and*
- *monitor compliance with State of Florida property guidelines as it pertains to surplusing, write offs and property inventory.*
- *review and monitor the financial operations of the Coalition in order to determine compliance with applicable Florida and federal laws as well as in accordance with generally accepted financial and accounting standards where applicable.*

Nominating Committee

The Nominating committee shall be a committee that reports directly to the Board. The Board, at any regular scheduled Board meeting, shall elect Members to serve on the Nominating Committee. The Nominating Committee shall consist of at least three (3) Members who are not Officers of the Coalition.

The Nominating committee shall have the authority to do the following:

- *oversee and conduct the nomination process for Members and Officers as set forth in the Coalition Bylaws.*
- *review and recommend potential applicants for membership for the Board and forward the committee's recommendations to the Board in accordance with the Coalition Bylaws.*
- *recommend to the Board policies and procedures that govern the selection of Members who are not Ex-Officio Members and Gubernatorial Appointees as set forth in the Coalition Bylaws.*

Audit Committee

The Audit Committee shall be a committee that reports directly to the Board. No more than one (1) Member of the Finance Committee shall be a Member of the Audit Committee and in no event shall the chair of the Finance Committee be a Member of the Audit Committee. No Member of the Audit Committee shall have a business, contractual, beneficial, or monetary interest, whether direct or indirect, with the Coalition. In no event shall the Chair of the Board be a member of the Audit Committee nor shall the chair of the Governance Committee be the chair of the Audit Committee.

The Audit Committee shall have the authority to do the following:

- *recommend the selection, retention, and termination of the internal and independent external auditor(s) to the Board and shall be responsible for recommending the compensation of the auditors;*
- *oversee the auditing function of the Coalition, which includes, but is not limited to a review of the internal and external operations of the Coalition;*
- *monitor and report on the adequacy of the Coalition's financial disclosure;*
- *review and recommend approval of the audit plan;*
- *monitor and report on the status of the Coalition's compliance with applicable Florida and federal statutes, codes and regulations.*
- *ensure that an annual audit of the Coalition is done by the auditors for each fiscal year; and*
- *Make recommendations, if applicable, to the Board based on the committee's review of any and all accountability, risk, financial, monitoring or other reports or audits done by the Coalition and/or its governing agencies.*
- *recommend an investigation into any alleged or actual violations of any financial or compliance related laws or rules committed by the Coalition, its employees, its contractors, its vendors or its service providers that come before, or to the attention of the Auditcommittee.*

Program Review Committee

The Program Review committee shall be a committee that reports directly to the Board. The Program Review committee shall have the authority to do the following:

- Review and discuss internal and external program and quality reports*
- Review and discuss relevant program area and quality outcomes and benchmark included in the ELC's strategic plan*
- Review and discuss programmatic (non-financial) audits*
- Discuss new or outstanding program/quality issues presented to the committee*
- Discuss new program ideas and/or initiatives*
- Discuss existing and potential community partnerships and program/quality related grant opportunities*