

Board of Directors Minutes - 08/27/07



Early Learning Coalition of Miami-Dade/Monroe
Board of Directors Meeting – Minutes of August 27, 2007 at 8:00AM

- BOARD ATTENDANCE:** R. Beasley, A. Eckstein, S. Herald, M. Hill, D. Lawrence, C. Lederman, D. Park (8:15 am), Y. Perkins, J. Russell, G. Schwartz, N. Seijas, O. Verdeja, D. Williams, D. Armstrong (via phone), C. Chapell, C. Jones, S. La Villa, W. Harvey (Board Attorney)
- BOARD NOT IN ATTENDANCE:** Y. Johnson, H. Mogul, A. Weller, M. Bryant, J. Robinson
- STAFF ATTENDANCE:** S. Palenzuela, A. Soto, M. Manrara, E. Torres, B. Robinson, K. Molinario, A. Ojeda, T. Cullen, F. Altare, M. Williams, L. Cortinas, A. Parrino, B. Carrick, M. Thelwell, U. Vergara
- GENERAL ATTENDANCE:** M. Alonso, E. Humes-Newbold, D. Hensley, M. Woodson, J. Leinfelder, K. Walker, J. Rey, D. Weintraub, W. Soler, M. Abety, J. Gonzalez, K. Kern, R. Signori, P. Hollingsworth, M. Binelo, M. Gross, A. Bachir, I. Acoste, G. Gregg, D. Blomberg, R. Moreno, A. Dominguez, W. Solomon, N. Hincapie, E. Rivera, M. Mola, L. Carmona, P. Granda, H. Sori, A. Ruiz-Mendez, B. Weinstein, P. Tynes-Saunders

AGENDA ITEMS	DISCUSSION/CONCLUSION	RECOMMENDATION/ACTION
WELCOME & INTRODUCTIONS	<ul style="list-style-type: none"> ▪ Octavio Verdeja called the meeting to order and welcomed everyone. ▪ Nadira Ali called roll and a quorum was established with thirteen (13) voting members. ▪ O. Verdeja decided to move the committee reports section up after approval of the minutes since there were important resolutions to go over. He stated that the board retreat went well: they want to improve quality, decide on which populations to make priorities to serve, and start a foundation to get unrestricted dollars. He thanked everyone who went to retreat and the staff for putting it together. 	
APPROVAL OF MINUTES	<ul style="list-style-type: none"> ▪ O. Verdeja called for the approval of the meeting minutes from 6/11/07 <ul style="list-style-type: none"> ○ Sara Herald moved to approve the minutes of 06/11/07 ○ Motion is seconded by Gerald Schwartz ○ Motion unanimously passed 	<ul style="list-style-type: none"> ▪ Sara Herald moved to approve the minutes of 06/11/07 ▪ Motion is seconded by Gerald Schwartz ▪ Motion unanimously passed
LITIGATION COMMITTEE REPORT	<ul style="list-style-type: none"> ▪ G. Schwartz stated they have discussed at length the resolution of the issues with Family Central. There were two main factors: (1) the amount of funds they thought were due to the Coalition was not as extensive as originally thought. (2) According to the State, any attorney fees must be paid by the Coalition and could not be funds from received from the litigation. Also, the Coalition would have to return the money from the litigation to the State. <p>Therefore, they have negotiated a settlement with Family Central that terminates the litigation. It protects us from the State if they decide funds are due, the Coalition would not be responsible for funds in regards to Family Central. The</p>	

Board of Directors Minutes - 08/27/07



	<p>committee recommended to the Board to accept settlement.</p> <ul style="list-style-type: none"> ▪ W. Harvey added that the mutual release of claims states the Coalition is not liable if Family Central misallocated any funds and it gives the Coalition the right to review all of Family Central's financials at a future date if necessary. <ul style="list-style-type: none"> ○ Alan Eckstein moved to approve the mutual release of all claims. ○ Motion seconded by G. Schwartz ○ Motion unanimously passed. 	<ul style="list-style-type: none"> ▪ Alan Eckstein moved to approve the mutual release of all claims ▪ Motion seconded by G. Schwartz ▪ Motion unanimously passed
<p>FINANCE COMMITTEE REPORT</p>	<ul style="list-style-type: none"> ▪ Yesenia Perkins stated the finance committee approved all 15 resolutions being brought forth to the board. ▪ D. Lawrence asked if there was anything that represents something the Board should know about, or something not being done before. E. Torres stated Resolution 2. There were also small contracts for training with vendors whom the Coalition purchased curriculum and would be going out to train staff. It is a follow up to curriculum materials. <ul style="list-style-type: none"> ⇒ S. Herald asked if it was part of an integrated curriculum or pieces of a curriculum, or if they are all teaching same curriculum with different trainers? E. Torres stated in Miami, providers get to choose a curriculum. S. Herald also asked if some or all of curriculums are benchmarked for children who are from culturally different backgrounds. ⇒ K. Molinario stated that all the curricula were chosen by a curriculum taskforce and approved by members of the community. ▪ Natacha Seijas inquired if the United Way was allowed to choose their own subs regarding Resolution 082707-02. <ul style="list-style-type: none"> ⇒ E. Torres responded that the United Way would be allowed to choose their own. N. Seijas felt that the Board needs to approve the subs if to make sure they felt comfortable before entering into contracts. E. Torres stated that the proposal states they will subcontract with Family Central at their discretion. The recommendation is to award the contract to the United Way. ⇒ Octavio asked if The United Way decided to go with someone the Coalition did not approve of, could they back out. W. Harvey said yes and that subcontracts have to abide by business ethics rules which apply to all involved whether directly or sub contractual relationship. It is ultimately the choice of The United Way to subcontract with whomever they want as long as they follow the Coalition's rules in regards to vendors. The series of rules that applies have been passed by the Board at prior meetings. ⇒ George Burgess stated that it seemed unusual to have selected 	

Board of Directors Minutes - 08/27/07



bidder contract with the competitor. He asked why Family Central was not selected upfront if they received the highest score.

- ⇒ E. Torres responded that according to the review committee, the recommendation was to go with the bidder with highest points. There was 1 point difference however, due to active litigation with Family Central, the two agencies decided to work it out as a partnership.
- ⇒ O. Verdeja asked if now the Coalition has settled the lawsuit and Family Central ranks number one, is the Coalition going to have a protest from them. E. Torres did not want to speak for Family Central, but it was his understanding that they agreed with the arrangement.
- ⇒ S. Herald stated if both agencies agreed to work in partnership, then the Coalition has the benefit potentially for more good minds to do the work. It doesn't offend her since both providers are both high quality.

- S. Herald moved resolutions 082707-01, 082707-03, 082707-04, 082707-05, 082707-06, 082707-07, 082707-08, 082707-09, 082707-10, 082707-11, 082707-12, 082707-13, 082707-14, 082707-15.
- All motions seconded by Dave Lawrence.
- Motion unanimously passed.

- S. La Villa asked if all the ITNs the Coalition puts out have this kind of language. She stated that she was very uncomfortable with the cloudy process of how it was rewarded. W. Harvey responded that there is one contract award. The United Way's ability to subcontract is somewhat limited by contract guidelines and rules and they are ultimately responsible on delivering on this contract.
- Cindy Lederman recommended that in the future, contracts have more specific criteria regarding subcontractors. O. Verdeja asked if all of the Coalition's contractors have sub contractors to which W. Harvey responded yes.
- D. Lawrence asked, assuming that the Coalition proceeds, does Family Central have a legal basis to sue if it is then not included with the contract. W. Harvey stated that any proposer can file a bid protest. The Board has the discretion to award or throw out all the bids and the decision would be upheld in court. D. Lawrence inquired if the Board's decision was to award the contract to The United Way and they chose to subcontract with someone else, would it place the Coalition in legal jeopardy. W. Harvey did not believe so. There was a publicly noticed meeting amongst the proposers in which an agreement reached

- S. Herald moved resolutions 082707-01, 082707-03, 082707-04, 082707-05, 082707-06, 082707-07, 082707-08, 082707-09, 082707-10, 082707-11, 082707-12, 082707-13, 082707-14, 082707-15.
- All motions seconded by Dave Lawrence
- All motions unanimously passed

Board of Directors Minutes - 08/27/07



between the two and Family Central waved its rights to contest an award to The United Way.

- Daniel Armstrong stated that there are 2 issues to think about. Unless there is something in the bylaws or a legal document, in most organizations board members vote to make decisions and the committees only make recommendations. There was also an issue regarding the Board determining who would be a subcontractor. It is ultimately the decision of the organization that the Coalition awards the contract to. They are responsible to it carry out and deliver on the contract.
- A. Eckstein believed the award should go to Family Central contingent upon settlement of litigation. They have the higher scorer so they should get it.
 - A. Eckstein moved to award the contract to Family Central.
 - Motion seconded by Y. Perkins
- ⇒ W. Harvey stated that Family Central has not agreed to be the recipient of the award. They would need to indicate they are willing to accept.
- ⇒ Barbara Weinstein stated that Family Central would be honored to accept the award.
- ⇒ S. La Villa said that the scores are extremely close and it is the Board's decision to finalize who gets the award. She would like to also hear something from United Way. N. Seijas had no problem voting for the agency with the higher score, but she felt Silvia was right. United Way was not represented.
- ⇒ N. Seijas asked to know the implications of deferring the resolution to the next meeting. E. Torres responded that there is staff whose stay at the Coalition would be extended.
 - N. Seijas moved to defer the resolution to the next Board meeting in order to address concerns regarding The United Way and Family Central.
- ⇒ R. Beasley asked if the Board gives The United Way the opportunity to appeal, would it cause any problems. W. Harvey stated they have a legal right to file the bid protest. However, the decision of the Board will be upheld if challenged in court.
 - A. Eckstein withdraws motion to award the contract to Family Central.
 - Motion seconded by Y. Perkins.
 - N. Seijas moved to defer the Resolution until a final decision is made.
 - Motion seconded by Morgan Hill.

- A. Eckstein moved to award the contract to Family Central
- Motion seconded by Y. Perkins

- N. Seijas moved to defer the resolution to the next Board meeting in order to address concerns regarding The United Way and Family Central

- A. Eckstein withdraws motion to award the contract to Family Central
- Motion seconded by Y. Perkins
- N. Seijas moved to defer the Resolution until a final decision is made

Board of Directors Minutes - 08/27/07



an issue. Therefore, he urged the Coalition to allow the protest to occur.

- ⇒ Maggie Manrara stated that the bridge contract is for a specific purpose and entails two other subcontractors: George Mason and FIU. This ITN is different. Therefore, its implementation is total process. The Coalition is under state requirement to do the assessments within a specific period of time. The bridge contract is only for doing ages and stages questionnaire. This ITN requires contractors to do more of the assessments and evaluation of the students etc.
- ⇒ G. Schwartz expressed concerned and confusion that if the Coalition continues with the County, then the County will re-negotiate the fees. However, what about the additional work? Will the County perform additional work? G. Burgess responded that it was his understanding that they have done things beyond the original scope at the Coalition's request. Therefore the answer is yes.
- ⇒ E. Torres stated the contract for the last fiscal year is totally different from the contract for this current fiscal year. This requires Ages and Stages Questionnaires to be completed and the County responsible for training the center staff and collecting the documents. A new contract would require different work including the LAPD's. The Coalition would have to renegotiate terms before entering a new contract with Miami-Dade County.
- ⇒ G. Schwartz inquired how long it will take to start the process with new providers. M. Manrara responded that the contract was scheduled to be implemented within 30 days in order for the new agency to get the existing information from current contractors.
- ⇒ D. Lawrence stated his concern is that if the County Manager is writing a letter with so many specific allegations, it seems there is a terrible disconnect and it is the Coalition's obligation to find out what it is. If the letter is accurate, then it would be painful to go down one road that is wrong. O. Verdeja responded that in that case, option two seems to be the best. In the meantime, the services will be handled by the County under a new contract.
- ⇒ S. La Villa believed the ITNs were not handled in a matter that was not consistent and transparent. Therefore, she had difficulty in accepting that option. W. Harvey suggested that as the Board, consider the matters, try not to focus on the relative merits of the bid protest but rather on the process.

Board of Directors Minutes - 08/27/07



- ⇒ E. Torres commented that the Coalition appointed a committee in which he had no participation since his wife works with CDS. The process was transparent and fair and followed every law and statute. He took exception to the statement made by S. La Villa. N. Seijas agreed with S. La Villa, and didn't feel she could say that things were exactly as they should be. From her experience, they would stop the bid protest right there in order for everyone to be graded in a fair manner. The letter states great concerns and the Board should not do anything right now when the Manager has offered to meet all the requirements at a cost that would be viable to the Coalition. They are always there when there is a need. The children will not be abandoned and she respects the person speaking only about numbers. However, this needed to be clarified. There are issues and unrest that needs to be addressed so the children do not suffer.
- ⇒ Y. Perkins stated they needed to come to an agreement on which option to go with. If they choose options 1 or 2, the Coalition still has to negotiate a contract with a different scope with the County. Option three would end the existing contract and starting in October even though the bid process goes through.
- ⇒ G. Schwartz believed it would be in the best interest of the Coalition and things would proceed faster if County continues with the contract. However, the County should be present at board meetings not only when they have a bid protest going on.
 - D. Lawrence moved for option one.
 - Motion seconded by N. Seijas.
 - A. Eckstein and C. Lederman opposed.
- S. Herald declared a conflict of interest for Resolution 082707-10.
 - N. Seijas moved to reconsider Resolution 082707-10.
 - Motion seconded by Y. Perkins
 - Motion unanimously passed.

 - N. Seijas moved to approve Resolution 082707-10.
 - Motion seconded by G. Schwartz.
 - S. Herald abstained.
 - Motion unanimously passed.
- N. Seijas stated that she needed to leave. However, she reminded that the provider services committee needed more board members on the committee and excused herself.

- D. Lawrence moved for option one
- Motion seconded by N. Seijas
- A. Eckstein and C. Lederman opposed

- N. Seijas moved to reconsider Resolution 082707-10
- Motion seconded by Y. Perkins
- Motion unanimously passed

- N. Seijas moved to approve Resolution 082707-10
- Motion seconded by G. Schwartz
- S. Herald abstained
- Motion passed

Board of Directors Minutes - 08/27/07



	<ul style="list-style-type: none"> ▪ Y. Perkins stated there was a budget amendment for \$1 million. The Coalition was granted back \$1 million for direct childcare services. <ul style="list-style-type: none"> ○ Y. Perkins moved to amend the budget for \$1 million for 2006-2007. ⇒ S. Herald commented that she doesn't believe amending budget every time something happens. M. Manrara responded that it was a requirement by AWI. <ul style="list-style-type: none"> ○ S. Herald moved to amend the budget ○ Motion seconded by G. Schwartz ○ Motion unanimously passed. ▪ Y. Perkins said there was another budget amendment for 2006-2007 because there were not enough funds for the 6% Match for slot payments since the County was not able to give to the Coalition. They are reallocating funds from the 2007-2008 budget back to the 2006-2007 budget to cover expenses. <ul style="list-style-type: none"> ⇒ S. Herald believed the Board needs to meet with AWI because it is not sound business practice. AWI needs to hear it from people other than staff. O. Verdeja agreed and would be glad to have that meeting. The concern is they are cooking the books in the sense that they are constantly shifting money. ⇒ M. Manrara stated that AWI as opposed to any other entity allows the ability to carry a fund balance. The Coalition has tried to work with them to change the way they are doing their budget. There is an established subcommittee of CFOs from the different Coalition's to work with them to make it easier. <ul style="list-style-type: none"> ○ Y. Perkins moved to approve Resolution 082707-19. ○ Motion seconded by G. Schwartz. ○ S. Herald opposed. 	<ul style="list-style-type: none"> ▪ Y. Perkins moved to amend the budget for \$1 million for 2006-2007 ▪ S. Herald moved to amend the budget ▪ Motion seconded by G. Schwartz ▪ Motion unanimously passed ▪ Y. Perkins moved to approve Resolution 082707-19 ▪ Motion seconded by G. Schwartz ▪ S. Herald opposed
<p>PROGRAM COMMITTEE REPORT</p>	<ul style="list-style-type: none"> ▪ S. La Villa stated N. Hernandez Hendrix has resigned from the Board. Therefore, they ask for O. Verdeja to appoint someone to the Committee. The Program Committee wanted to bring forth their bylaws. They have had W. Harvey's legal expertise and provider input. The committee felt confident that everything was covered. <ul style="list-style-type: none"> ○ Program Committee moved to approve Resolution 082707-17. ○ Motion seconded by S. Herald. ○ Motion unanimously passed. ▪ In regards to selecting a new chair for the committee, W. Harvey expressed concern that the chair should be a voting member since the committee lacks a quorum. David Williams volunteered to sit on the Program Committee as Chair. 	<ul style="list-style-type: none"> ▪ Program Committee moved to approve Resolution 082707-17 ▪ Motion seconded by S. Herald ▪ Motion unanimously passed

Board of Directors Minutes - 08/27/07



<p>PROVIDER SERVICES COMMITTEE</p>	<ul style="list-style-type: none"> ▪ S. La Villa stated the committee has a shortage of members being actively involved. Have had fairly decent provider participation. The committee is also working on the bylaws and grievance policy for providers. ▪ S. Herald commented that last year, there was a committee that put together grievance policy. Is this a new policy, since the one they put in place was relative to staff and providers? S. La Villa responded that staff recommended to revisit them since there have been new steps added in the system. <ul style="list-style-type: none"> ⇒ Linda Carmona stated that there is a bigger issue of committee structure and they don't have the participation they want and a broad base. It is also an issue of whether a member is a voting or nonvoting member. They should appoint people that are experts in the field who bring forward recommendations. She suggested going back to look at how we create their committee. 	
<p>PUBLIC COMMENTS</p>	<ul style="list-style-type: none"> ▪ O. Verdeja stated they will leave M. Abety's presentation and the CEO Report for next time. ▪ D. Park asked if the County Manager's participation was appropriate at the Board Meeting. ▪ W. Harvey responded he was sitting at the board table in place of Mae Bryant but not actually participating. There would need to be an official appointment for him to vote/participate. He could not carry on official acts. <p>Adjourned 9:58 am.</p>	

Signed and approved by:

S. Herald, Board Secretary

Date