



Minutes

Board of Directors Meeting
March 2, 2020; 10:00 a.m.
Murray Nelson Government Center
102050 Overseas Highway
Key Largo, FL 33037

Board Attendees: Adrian Alfonso; Rick Beasley; Matthew Bruno; Heather Carruthers; Loreen Chant; Bob Eadie; Jenni Roig; James Haj; Gladys Montes; Abilio Rodriguez; Judy Schaechter (via conference call); Gerald Schwartz (via conference call); Alex Soto (via conference call); Aaron Slavens (via conference call); Marisol Diaz

Board Absentees: Maurice Kemp; Gilda Ferradaz; Iris Strachan

Staff Attendees: Evelio Torres; Miguel Alfonso; Anabel Espinosa;; Jackye Russell; Belkis Torres; Lisney Badillo; Ileana Vallejo; Angelo Parrino; Sandra Gonzalez; Laurie Dunn; Lisa Sanabria; Fiorella Christie; Michelle Meilan; Alex Sanchez; Erika Erched; Lissandra Curbelo; Jacqueline Olio

General Attendees: Bob de la Fuente (Board Counsel); Deena Hoagland, Sandi Bisceglia, Chuck Mohr

I. Welcome and Introductions

Adrian Alfonso

- A. Alfonso called the meeting to order and welcomed everyone.
- L. Sanabria called roll and a quorum was established with fifteen (15) voting members.
- E. Torres introduced the new board members and asked C. Mohr, D. Hoagland and S. Bisceglia to say a few words. H. Carruthers stated that Lisa Taylor was unable to attend this meeting due to a prior engagement. E. Torres stated that the new board members would have staggered terms for the first year, D. Hoagland will serve 4 years, S. Bisceglia 3 years and C. Mohr 2 years.
 - H. Carruthers moved to approve the new board members.
 - L. Chant seconded the motion.
 - Motion passed unanimously.
- A. Alfonso stated that all board members are required to participate in Ethics and Fiduciary Responsibility training. At the April board, meeting both of these trainings will be offered. Those members who are unable to attend the April meeting will be offered online or in person training which should be taken within 60 days of the April board meeting.



- A. Alfonso stated that nonprofit board directors have three fiduciary responsibilities:
 - Duty of care means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would. This means board members should be actively participating in board meetings and on committees. It also means that they should be actively working with other board directors to advance the organization’s mission and goals. They can fulfill their responsibilities by overseeing and monitoring the nonprofit’s activities. Board directors should be able to read and understand financial reports and be willing to question expenditures and examine variances. They are also responsible for strategic planning and achieving the nonprofit’s short- and long-term goals.
 - Duty of loyalty means that board directors must place the interests of the organization ahead of their own interests at all times. Duty of loyalty means publicly disclosing any conflicts of interests and not using board service as a means for personal or commercial gain.
 - Duty of obedience means that board directors must make sure that the nonprofit is abiding by all applicable laws and regulations and does not engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization’s mission in accordance with the purpose they stated in getting qualified as a nonprofit organization.

- A. Alfonso congratulated Dr. Judy Schaechter. She was featured in the fall 2019 edition of the University of Miami’s Medicine magazine. A very nice write up included her commitment to speaking up for children and gun safety.

- A. Alfonso stated that The House and Senate passed FY2020 government spending bills to fund the government through the remainder of the fiscal year. Included in the legislation is over \$1 billion in increased funding for federal early learning and care programs, including a \$550 million increase for the Child Care and Development Block Grant (CCDBG) program and a \$550 million increase for Head Start & Early Head Start. Miami-Dade/Monroe will receive a portion of these funds from Florida’s cut, but the exact amount we will receive is not yet known.

- A. Alfonso stated that “Celebrate Literacy, Florida!” was the week of January 27, 2020. The ELC participated in a statewide simultaneous reading activity on Wednesday, January 29, 2020, @ 9:00 am. A. Alfonso thanked Dr. Schaechter for participating and reading to children at the Debbie School.

- A. Alfonso congratulated Frederick Hicks on receiving the U.S. President’s Volunteer Service Award - Bronze Medal. The award was presented “in recognition and appreciation for commitment to strengthen our nation and communities through volunteer service.”

- A. Alfonso congratulated Jenni Roig and the Roig Academy for receiving a VPK Readiness Rate Score of 93.

- A. Alfonso stated that there was currently two private-sector governor appointments vacant. A. Alfonso asked if anyone knew of anyone that would like to apply, they may contact Lisa Sanabria.

II. Approval of Minutes

Adrian Alfonso

- A. Alfonso called for the approval of the meeting minutes from October 2019.
 - J. Haj moved to approve the minutes.
 - A. Rodriguez seconded the motion.



- Motion passed unanimously.

III. Executive Committee Report

Adrian Alfonso

- A. Alfonso stated that the Executive Committee meet on February 3, reviewed, and approved three resolution.
 - Resolution 02032020-01 - Authorize the President and CEO to negotiate and execute an amendment to Contract C18-17 with Ultimate Software Group, Inc. to extend the date of the contract and prorate the total contract amount. Ultimate Software is our payroll company.
 - Resolution 02032020-02 - Authorize the President and CEO to apply for the Single Source grant opportunity from The Children's Trust to provide scholarships to children whose family is over (income up to 300% of the FPL) and do not qualify for the School Readiness Program. The resolution also authorizes the President and CEO to negotiate the contract, execute, and receive the funds. Fiscal Impact: \$5,000,000 for fiscal year 2020-2021, which is subject to the availability of funding.
 - Resolution 02032020-03- Authorize the President and CEO to submit a plan amendment and implement the revised eligibility priorities upon approval of plan amendment by the Office of Early Learning. This amendment will prioritize children who participate in the Early Head Start program to also participate and transition to the School Readiness program, provided the family qualifies.
 - Motion to approve resolution in a block vote by R. Beasley.
 - Motion seconded by H. Carruthers.
 - Motion unanimously passed.

IV. Finance Committee Report

Bob Eadie

- B. Eadie stated that the Finance Committee met on February 25th and reviewed, and approved five resolutions:
 - Resolution 03022020-01 - Authorize the President and CEO to release a Request for Qualifications for legal services.
 - Resolution 03022020-02 - Authorize the President and CEO to negotiate and execute a contract with The Children's Forum, vendor approved by the Florida Office of Early Learning, to facilitate and provide Assessment Services using the Classroom Assessment Scoring System (CLASS) for Miami-Dade and Monroe Counties.
 - Resolution 03022020-03 - Ratify the Executive Committee's approval of Resolution 02032020-01 to authorize the President and CEO to negotiate and execute an amendment to Contract C18-17 with Ultimate Software Group, Inc. to extend the date of the contract and prorate the total contract amount.
 - Resolution 03022020-04 - Ratify the Executive Committee's approval of Resolution 02032020-02 to authorize the President and CEO to apply to the Single Source procurement from The Children's Trust, once the proposal is approved, authorize the President and CEO to negotiate the contract, execute and receive the funds.



- Resolution 03022020-05 - Ratify the Executive Committee's approval of Resolution 02032020-03 to authorize the President and CEO to submit a School Readiness Plan Amendment to the Office of Early Learning, once the plan is approved to implement the revised eligibility priorities as listed in the background section.
 - Motion to approve resolution in a block vote by R. Beasley.
 - Motion seconded by H. Carruthers.
 - Motion unanimously passed.

- B. Eadie stated that the financials are more accurate and that the school readiness budget is reflecting a surplus. E. Torres stated that the following steps were being taken to offset this surplus:
 - Invited every family on the wait list to apply for the program. The wait list is zero and anticipate that it will remain at zero at least until the end of the fiscal year.
 - Planning a materials fair so providers can select from a wide range of educational and other materials that enhance the learning environment. These materials are provided at no cost to providers.
 - Gathering a list of providers who require curriculum materials and are ordering the materials and coordinating the corresponding training.
 - Discussed a provider rate increase with Office of Early Learning (OEL)

- B. Eadie stated that a sixth resolution was added after the committee met:
 - Resolution 03022020-07 Authorize the President and CEO to submit a request to the Office of Early Learning for approval to increase the rates of qualified providers, and once approved, to amend the School Readiness plan as explained in the background section of this resolution.
 - Motion to approve resolution by H. Carruthers.
 - Motion seconded by R. Beasley.
 - Motion unanimously passed.

- L. Badillo stated that OEL a grant agreement in reference to our reconciliation process. After the 60 providers that have already been reconciled and those that were underpaid, then they would take a 50% random sample of the remaining providers. R. Beasley stated that out of those not selected would they forgive the audit findings when they see the providers was overpaid. E. Torres responded that auditors are not going to consider those. A. Alfonso stated that the ELC should not agree to and should reconcile a 100% or none at all. L. Badillo stated that it would be difficult to explain this reconciliation process to providers. S. Bisceglia asked if this could have a backlash legally. B. de la Fuente stated that this was the first time he sees this document but he did agree with that statement. J. Roig stated that as a provider, she is concerned as to why do some get to keep the money and others have to return it. E. Torres stated that then the decision would be to reconcile a 100%. C. Mohr stated that it is a concern that some providers may go out of business. S. Bisceglia asked if payments could spread out through years instead of months. E. responded that he did not think it would be possible. A. Alfonso motioned to not signing the grant agreement until further guidance from counsel, but executive committee can meet if a decision needed to be made before the April meeting.
 - Motion to not sign the grant agreement by H. Carruthers.
 - Motion seconded by A. Rodriguez.
 - Motion unanimously passed.



- The EHS credit card report is in your packet for you to review.

V. **Thrive by Five**

Rachel Spector

VI. **CEO Report**

Evelio Torres

<https://www.elcmdm.org/Content/Uploads/elcmdm.org/files/Meeting%20Packages/CEO%20Report%20032020%20final.pdf>

VII. **Public Comments**

Adrian Alfonso

VIII. **Adjourn**

Adrian Alfonso