



**Children's Forum, Inc.  
Board of Directors Meeting  
Virtual Meeting  
June 20-23, 2017**

**MINUTES**

**ATTENDANCE:**

**Present:** Bob Buesing, Wil Blechman, Chris Card, Allison Davis, Larry Pintacuda, Chuck Hood, Linda Stoller.  
**Absent:** Modesto Abety, Claudia Davant  
**Staff:** Phyllis Kalifeh, Kerri Cloud

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**I. CALL TO ORDER:**

The virtual meeting of the Board of Directors was called to order on Tuesday, June 20, 2017 at 1:30 PM and was closed on Friday, June 23, 2017 at 12:00 noon. An email notification was sent in advance about the upcoming virtual meeting considering the availability of board members to have a face to face meeting as originally planned. The virtual meeting format allowed board members to access the materials, read through them, ask questions, and vote on board actions via Survey Monkey.

**II. MINUTES:**

The minutes of the March meeting were presented for approval. There were no corrections or amendments. Larry Pintacuda, Secretary, moved that the minutes be approved. Wil Blechman seconded the motion. Motion carried.

**III. FINANCE & AUDIT COMMITTEE:**

The Finance & Audit Committee met on June 21, 2017 and reviewed the financial statements. Discussion ensued about the existing contracts for T.E.A.C.H. and Help Me Grow that are under spent. Kerri explained that we have approval to carry over any unspent dollars from T.E.A.C.H. and are requesting a no-cost extension for Help Me Grow funding.

The minutes of the Finance & Audit Committee report were presented for review by the full board. Allison Davis moved that the report be accepted. Chris Card seconded. Motion carried.

The minutes of the committee meeting are incorporated here as an addendum on p. 5.

**CEO Expense Report.** The current CEO Expense Report, including all receipts and documentation supporting the CEO's business-related expenses for January 2017 through May 2017, was provided to the Board in advance of the Finance & Audit Committee meeting on June 21 and the Board meeting on June 23. The documentation remains available on the Board of Directors private website on an ongoing basis. Allison Davis moved to approve the CEO Expense Report and Larry Pintacuda seconded. Motion carried.

#### **IV. PRESIDENT'S REPORT:**

##### **Legislative Update**

Phyllis shared that the Governor called a special session to deal with the education and economic development issues. There was no change to the Forum's budget issues from the special session. The Forum received \$3M in T.E.A.C.H. funding and the ability to carry over unspent dollars from this year, which are expected to be approximately \$2.5M. The battle for Help Me Grow funding was hard fought and the Forum received \$1.7M which was less than this year's appropriation. Considering the political climate this year, Phyllis feels the Forum is fortunate that those dollars were not deleted from the budget. Sen. Anitere Flores fought hard to keep the funding in the budget. The Forum is working with the Office of Early Learning to request that T.E.A.C.H. funding be reconsidered by the Legislative Budget Commission, inasmuch as the funding has already been drawn down, in the bank, and has no match dollars attached. Furthermore, the dollars are essential to the Performance Funding Project for the Office of Early Learning, along with the Early Learning Florida funding via the Lastinger Center at UF (which did not receive funding). If funding is not received through the LBC process, we will be forced to reduce personnel until funding is restored (which is difficult, at best) effective October 1, 2017. The good news is that \$25M additional dollars were appropriated to serve school readiness eligible children in child care. Performance Funding Project received \$15.5M. Another notable change was that the number of coalitions is to be reduced from 30 to 25 by next fiscal year. This will likely cause some angst for smaller coalitions.

##### **Nonprofits First Reaccreditation**

Phyllis reported that the Forum has been undergoing our five-year reaccreditation process, which has necessitated the action items represented in the survey. While we did address term limits for board members in our by-laws in past revisions, the board failed to remove the provision that officers could serve only two terms, which means we are in violation of our by-laws. Therefore, to correct this issue, board members were asked to vote to waive the 30-day prior notice to change by-laws (which is provided in the by-laws) and to vote for a change in the language. This change was reflected in the survey.

##### **Office of Early Learning Monitoring**

The Forum was monitored by OEL for funded programs at the Children's Forum. Overall, the monitoring went well. There were a couple of items that were noted. The final report will be forwarded to board members when it is received.

##### **Personnel**

An email was sent to the board earlier regarding Saralyn Grass' resignation to accept the position of Executive Director for the Association of Early Learning Coalitions. Saralyn was our statewide coordinator for the Help Me Grow program. This is a good move for Saralyn and we are supportive. We

are advertising in-house for her replacement. If there are no qualified applicants internally who are interested, the position will be advertised externally.

**Board Member Web Pages**

The Forum has created a page on our website with all of the relevant materials for orienting new members to the board as well as to serve as a locus for important corporate documents. Another page is also available to provide all of the materials for each of the board meetings. This will facilitate easier access for members who are attending via teleconference and to access materials before and after the meetings occur. These web pages are private and not open to the public. The link for the board member site is: <http://www.flchild.com/privatebod/> Once members click on the link, there are choices to either go into the Board of Directors Member Manual or the Board of Directors Meetings.

**Board Action Items**

Phyllis noted that the survey to vote on the action items is shown below. She asked that board members participate by clicking on the link and voting accordingly. These responses are reflected in the minutes for the virtual meeting. The survey closed on Friday, June 23, 2017.

<https://www.surveymonkey.com/r/BoardActionItems>

**V. NEXT BOARD MEETING**

The next meeting of the Board is scheduled for **Friday, September 15, 2017** in Tampa. Please mark your calendars if you have not already done so.

Respectfully submitted,

Larry J. Pintacuda, Secretary



Signature of Secretary

<<will be reviewed and approved at Sept. meeting>>

Minutes Approved (date)



Signature of President

<<will be reviewed and approved at Sept. meeting>>

Minutes Approved (date)

## **ADDENDUM TO THE MINUTES: JULY 12, 2017**

On July 10, 2017, three additional items were presented to the Board requesting approval for our Nonprofits First reaccreditation. Voting was requested by July 12, 2017. The additional items requiring board approval are:

- **Board Term Limits** –The term limits for officers were revised earlier, but we failed to address the general term limits for members. The By-laws currently read “Terms of office shall be for a period of two years with a maximum term of service of eight consecutive years. Following a hiatus of one year, individuals may again be considered for the Board” (Article VI, Section C2). Since several current members have already served for more than 8 years without a hiatus, it was proposed to **revise Section C2 to delete the terms of office in the last two sentences in Article VI.C.(2).** The action was approved unanimously by the voting members on July 12, 2017.
- **Revised Fiscal Policy** – The Forum is required to have a written organizational policy that requires approval by the Board for all business-related expenses of the ED/CEO (not just travel expenses). It was proposed to add the sentence “All expenses incurred by the CEO, including receipts and supporting documentation, will be reviewed and approved by the Board of Directors.” to our Fiscal Policy Manual in Policy 6.2 (Purchase Orders). A copy of the revised policy was attached. The policy was approved unanimously by the voting members on July 12, 2017.
- **Client Grievance Procedure** – In fulfillment of Nonprofits First agency accreditation requirements, a Client Grievance Procedure was developed for the Forum’s programs and services and sent to Board members for their review and approval. The procedure was approved unanimously by the voting members on July 12, 2017 and will be posted on the Forum website.



## MINUTES

### Finance & Audit Committee

Wednesday, June 21, 2017

4:00 PM

Phone Conference

**Board Members Present by Phone:** Allison Davis, Larry Pintacuda

**Staff Present:** Phyllis Kalifeh, Kerri Cloud

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The finance/audit committee began a discussion of the following:

- **May 2017 Financial Statements** – A discussion ensued regarding the May financial statements which had been emailed to the finance committee earlier. Larry opened the discussion with a question regarding the TEACH dollars. Kerri indicated that OEL has given us authority to carry over any unspent dollars from FY16-17 into FY17-18. She explained that OEL has truncated our current year to end as of 5/31/17 and any remaining dollars would be rolled into FY17-18 which began for TEACH on 6/1/17. This rollover amount is approx. \$3.5M which gives a total for FY17-18 of \$6.5M. Larry asked if our current TEACH staff could remain for next year in case our funding wasn't restored. Kerri indicated that due to the percentages we are held to regarding Admin, Direct Program and Scholarships, that we would most likely not be able to keep all staff and would have to send a revised budget to OEL. OEL will present before the Legislative Budget Commission (LBC) in September to request the ability to draw down those funds to restore our contract to \$10M. Phyllis explained a brief overview of the process OEL will be undertaking to request those funds. Kerri also indicated that besides the Help Me Grow (HMG) contract that we expected to spend down all our other contract dollars. No other questions were raised regarding the May financials.
- **CEO Travel Expense Report** – Phyllis presented her Travel Expense Summary for this quarter to the committee for review and approval. The Finance Committee approved the expense report during the conference call. The Travel Expense Summary will be uploaded to the virtual board meeting site for final approval by the Board on June 23, 2017.

No further discussion.

Meeting adjourned at 4:15 pm