



## BOARD SPECIAL MEETING MINUTES

December 6, 2016  
(Via Teleconference)

ELC Main Office  
10 SE Central Parkway, Suite 200, Stuart

<b>Present:</b>	Brandon Tucker (via teleconference) Michelle Akins (via teleconference) Sandy Akre (via teleconference) Julie Bixler (via teleconference) Cathleen Blair (via teleconference) Jennifer Corkern (via teleconference) Susan Curtis (via teleconference) Brooke Flood (via teleconference)	William Laughlin Tom Peer (via teleconference) Lison Philor-Jonnassaint (via teleconference) Donna Rivett (via teleconference) Ann Rodriguez (via teleconference) Richard Stetson (via teleconference) Joy Yates (via teleconference)
<b>Excused:</b>	Sabina Guthrie	Deborah Schooley
<b>Staff:</b>	Jacki Jackson Angela Davis-Green Zack Hackley	Pat Houston Migdalia Rosado Loretta Toth

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### I. CALL TO ORDER

The meeting was called to order by Chair, Brandon Tucker, at 10:01 a.m. Roll call was taken and a quorum was present.

### II. ADOPTION OF AGENDA

*Motion to adopt the agenda was made by Will Laughlin, seconded by Donna Rivett and passed unanimously.*

### III. NEW BUSINESS

#### A. Discussion/Action – Potential Merger with St. Lucie County ELC

Mr. Tucker explained the reason for the discussion of a merger. Upon the receipt of Ms. Jackson's resignation, ELCIRMO has the opportunity to discuss the option of a merger with St. Lucie ELC or continue forward with a CEO search. He explained that he and Jacki have had preliminary conversations with St. Lucie County CEO, Tony Loupe, and he in turn has had conversations with some of their Executive Board.

ELCIRMO's Executive Committee met on December 1, 2016 and voted to pursue entering into discussions with St. Lucie County ELC regarding a merger. It is now before the full Board for their input as to whether ELCIRMO's Executive Committee should meet with St. Lucie County's Executive Committee in a public meeting to discuss a potential merger. The merger would require agreement by both parties and would be finalized by the end of February. Mr. Tucker opened the floor for discussion.

Mr. Stetson expressed his opposition, noting it is not a good match and there are complications that ELCIRMO's board may not be aware of.

In disagreement, Mr. Peer commented this is simply an opportunity and discussions should be pursued. Admitting there may be hurdles, all the facts require review by both boards and it is an

opportunity that is available now, due to the CEO's resignation, and may not be available for some time.

Mr. Stetson commented that ELCIRMO has come a long way during Ms. Jackson's tenure, and a merger now would cause momentum to be lost and would be a step backwards in regard to the gains ELCIRMO has made.

As a member of both boards, Ms. Akre feels the possibility of a merger should be explored, keeping in mind the most important aspect, the customers. It may be an opportunity to offer additional resources and expand the services in a more efficient way.

*Tom Peer left the call at 10:07 a.m.*

Looking at it from the perspective of not only the customer, but from the internal and operational standpoint, Mr. Stetson feels the complexity with regard to customer service will cause a decline in customer service. CareerSource provides a fee-for-serve for St. Lucie Coalition and based on these insights, Mr. Stetson feels there will be some complications.

Ms. Akre would like to see the two Executive boards sit down and provide hard data about the pros and cons for the merger.

Mr. Tucker wanted to make it clear that this is simply a discussion about the possibility of a merger. It is not a decision to merge or not to merge.

*Jennifer Corkern joined the call at 10:11 a.m.*

Mr. Laughlin pointed out the risks that should be considered when contemplating a merger. With the onset of merger discussions, there is risk of losing a very efficient staff and leadership team. In addition, there is the potential loss of identity, translating into a loss of interest among the local community, a loss of funding from local match dollars, and a loss of control. These potential risks could have long-term effects. He referenced the difficulties with the Pasco-Hernando merger years ago, noting it took a couple years to have a smooth-running organization.

*Ann Rodriguez joined the call at 10:13 a.m.*

*Tom Peer rejoined the call at 10:14 a.m.*

Mr. Peer replied that the 4-county area falls under Circuit 19 in the court and DCF systems, which he feels will be beneficial.

Ms. Rivett indicated there is an opportunity to explore a merger at this time. As far as losing identity, St. Lucie County will be brought into an organization that is already serving three different counties, which may not be an issue. There is an obligation to all four counties to at least have discussions.

With regard to Mr. Laughlin's comments about the potential of losing current leadership, Mr. Tucker indicated it would be made clear that if this is something our board should pursue after meeting with St. Lucie County, there will be points of negotiation within that merger that can obviously protect staff or possibly be deal breakers. Members were in agreement.

Ms. Corkern expressed her concern about the loss of staffing and the quality of services provided to families.

***Motion was made by Donna Rivett to authorize the Executive Committee of ELCIRMO to meet with the Executive Committee of the ELC of St. Lucie County to explore the possibility of merging two councils together. Motion was seconded by Tom Peer. Discussion ensued.***

Mr. Laughlin questioned the potential benefits. He also questioned why the loss of the current CEO at this time is initiating conversations of a merger when there have been opportunities in the past such as when Nancy Archer retired.

Ms. Akre spoke of the high mobility rate of the clients in the 4-county area and how the merger may increase efficiency in that aspect.

Mr. Stetson asked for Ms. Jackson's opinion. Ms. Jackson commented on the improvements she made during her eight years with the coalition with budget cuts and streamlining. Under the current merger proposal, St. Lucie County would be taking over IRMO and in that respect, it is a step backwards.

*Jennifer Corkern and Tom Peer left the call at 10:28 a.m.*

Ms. Curtis agrees that conversations should take place in order to make an informed decision.

Ms. Akre requested to know what the savings would be in order to support more children. She suggested that questions be submitted to the Executive Committee to be addressed at the joint meeting.

*Tom Peer rejoined the call at 10:30 a.m.*

***Mr. Tucker called for the vote via roll call. Motion passed by a vote of 13 yes, 1 opposed (Richard Stetson).***

Mr. Tucker requested staff or Ms. Jackson to request a meeting between the two Executive Committees as soon as possible. Once the date is set for the joint Executive Committee, ELCIRMO's Executive Committee will meet for further discussion. He asked the full board to submit any questions through Loretta.

Mr. Peer commented that St. Lucie County's board meeting is scheduled tomorrow, with their Executive Committee meeting next week. Mr. Tucker suggested that Ms. Jackson report back to him after speaking with Mr. Loupe.

#### **IV. ADJOURNMENT**

There being no further discussion, the meeting was adjourned at 10:35 a.m.

Respectfully submitted,

***Approved 1/26/17***

Brandon Tucker, Chair  
BT:lt