



EXECUTIVE COMMITTEE MEETING MINUTES

December 1, 2016

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

Present: Brandon Tucker
Michelle Akins
Cathleen Blair (via teleconference)
William Laughlin
Tom Peer (via teleconference)
Donna Rivett
Deborah Schooley (via teleconference)

Staff: Jacki Jackson
Migdalia Rosado
Loretta Toth

I. CALL TO ORDER

The meeting was called to order by Chair, Brandon Tucker, at 11:35 a.m. Roll call was taken and a quorum was present.

II. ADOPTION OF AGENDA

Mr. Tucker requested to revised the agenda under New Business, as follows:

- Item B – Potential merger with St. Lucie County ELC
- Item C – Transition Process

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

III. NEW BUSINESS

A. CEO Resignation

Mr. Tucker commented that Jacki Jackson's letter of resignation was received, effective January 3, 2017 and has been forwarded to all board members. Ms. Jackson informed the members that she will be getting married and moving north, and has accepted the position as the Executive Director of Alachua County ELC. She indicated that she will be available to assist in an easy transition. She commented that her staff runs a very efficient organization, has streamlined, and everyone works together. She is certain that the great Leadership Team will be able to help with the transition. Congratulations were extended to Ms. Jackson. Mr. Tucker commented that Ms. Jackson did a fabulous job and the organization is very well run.

B. Potential Merger with St. Lucie County ELC

Mr. Tucker explained that as a governor appointee, he is responsible to make the best use of taxpayer's dollars, have an efficient organization and serve as many children as possible. He feels that Okeechobee should be a part of the Heartland Region, rather than the Treasure Coast, and would be better-served as a Heartland organization. In addition, if ELCIRMO merges with St. Lucie County ELC, them being the most populous and centralized, and from an operational and financial standpoint, there is merit in considering if merging is a viable option. He has already reached out to St. Lucie ELC and there is interest in that conversation. He suggested keeping Okeechobee with the merger and peel them off at a later date. He stated it is imperative to have this conversation first, as there is no reason to do a CEO search, should a merger be a consideration and suggested conversations take place as soon as possible, if there is interest. Should the board feel they would like to continue as is, a Search Committee will be appointed for a CEO. He opened the floor for discussion.

Ms. Rivett commented that it makes sense to have all counties in the same organization, if it would mean that services would be better. CareerSource Okeechobee moved to Heartland a year or two ago, which may or may not be the best thing for them. If St. Lucie ELC is interested, it should at least be pursued. Mr. Tucker recognized that Indian River County would probably like to be on their own.

Mr. Peer provided history noting that Indian River County is not large enough to stand on its own, and the State is not looking to increase the number of coalitions. Okeechobee did look at Highland in the past, but being part of Circuit 19 (court system, DCF system), it was not pursued.

Mr. Tucker discussed his action plan. The ELCIRMO Board must first agree to pursuing a possible merger. If agreed upon, Mr. Tucker will establish a meeting with Executive Committees of both organizations to outline how it will work. Once St. Lucie ELC's Board commits to a merger, the details can be worked out. Ms. Jackson stated that St. Lucie ELC has a meeting next week. OEL approval is required, but not until both boards have agreed. A precedent has been set by the North Florida merger two years ago. Ms. Akins suggested that since St. Lucie's Executive Committee is meeting next week, we should find out if there is any interest. Ms. Jackson confirmed that their Executive Committee is interested in discussions. Mr. Tucker confirmed that the first order of business is to receive approval from the ELCIRMO Board.

Ms. Blair mentioned that as a Director of Special Education for 29-1/2 years and in Okeechobee County for 40+ years, her experience with Heartland has not been good. Okeechobee County has always felt like step-children to St. Lucie, Martin and Indian River Counties. However, a few people have managed to make sure they were not step-children. If Okeechobee is forced to go to Heartland, they will certainly be step-children, using as an example what has happened with United Way in Okeechobee as well as CareerSource. Concerned about what will happen to the children and early learning, she is not in favor of going to Heartland. She commented that FDLRS tried going to Heartland and never received any services. Becoming part of Heartland would be reverting back to the dark ages and if that happens, she will be off the board. Mr. Peer has assisted Okeechobee in being pulled out of the dark ages to receive quality services. Mr. Tucker stated he did not have that perspective and appreciated Ms. Blair's comments. Wanting what is best for Okeechobee, Mr. Tucker indicated he would recant, and questioned whether talks of a merger should continue, without peeling off Okeechobee.

Mr. Tucker asked if there is general consensus of the Executive Committee as far as having a conversation about a merger of any kind, and is the committee going to make a recommendation to the board? Remarking that he did not want to drag this out, Mr. Tucker questioned if a 60-day timeframe is reasonable. Ms. Jackson and Mr. Peer both agreed that 60 days is reasonable.

Ms. Akins made a motion that ELCIRMO pursue a potential merger with St. Lucie County by the end of February, with the condition that Okeechobee County stays in the Treasure Coast.

Ms. Rivett questioned St. Lucie ELC's performance; i.e. How are they doing? Do they have the technology? Is this a step back for us? Ms. Jackson replied that as a merger, they would take the best of both. She commented on the effectiveness and efficiency of ELCIRMO, noting the organization has gone paperless and is streamlined. Mr. Peer pointed out that the organizations are comparable, noting that St. Lucie ELC has had good audits, has several different programs, and has received some grants. Mr. Tucker commented that being the one asking for the merger puts ELCIRMO in a position of weakness from a negotiating standpoint with regard to which board members and staff will be retained. If ELCIRMO has too much to lose, Ms. Akins suggested it not be done.

Mr. Tucker brought up critical points of negotiation. Ms. Peer commented that some board positions are duplications, such as two members from IRSC, two members from the school board, as well as others. In addition, ELCIRMO is a three-county coalition and all three counties must be represented. Ms. Jackson replied that a rotating schedule would be established and all private sector members would remain. This would be a new undertaking for St. Lucie ELC as they are

only one-county. Mr. Tucker reiterated the need for this conversation, noting that he needs to be convinced this is the right thing to do before going down that road, and is not sure he is hearing everything he needs to hear.

Mr. Tucker commented that there has to be a substantial gain in order to pursue the merger. If it cannot be quantified, even if it is a marginal gain, he does not see the point. Ms. Akins commented that if the children we serve are receiving the same benefit, there is no point in merging and it should be left as is. Ms. Jackson pointed out the benefit of merging is there would not be a duplication of staff, noting that it would be the decision of the CEO as to what positions are retained. As a merged organization, funding from the State would be a total of both organizations. Mr. Tucker suggested discussions are worth pursuing with St. Lucie ELC to see what merits there are, if any.

There being a motion on the table, the motion was seconded by Donna Rivett. Ms. Blair asked that the motion be repeated. Mr. Tucker stated the motion.

Motion: That the Executive Committee make a recommendation to the full board to pursue merging with St. Lucie County, with the conditions that Okeechobee stays part of the new coalition, and those conversations come to a conclusion by the end of February.

Ms. Rivett questioned what information the full board may want before they can agree to pursue. At this time, Mr. Tucker suggested that we ask if the majority of the board wants to have this conversation. If the Board agrees, Mr. Tucker will form an exploratory committee of four to go to St. Lucie ELC with some of ELCIRMO staff to gather information, do a presentation as to what the merger would look like, discuss pros and cons and then have a full board meeting in late January, hoping St. Lucie ELC will have a meeting by the end of February to finalize and accept. If ELCIRMO decides at the January meeting not to go ahead, then a CEO search will begin.

In order to determine how to appoint people to committees, Mr. Tucker requested that any board members or staff that may be interested in the CEO position identify themselves.

Mr. Tucker and Ms. Jackson have confirmed that conversations have already taken place and St. Lucie ELC Executive Committee is interested in having conversations.

Rather than involve the full board in preliminary discussions, Ms. Akins suggested that the two Executive Committees meet before presenting to the full board with a search committee. Mr. Tucker expressed the importance of having a telephone meeting with the full board to vote yes/no to have ELCIRMO's Executive Committee have a meeting with the St. Lucie ELC Executive Committee to discuss the possibility of a merger.

Motion on the table was withdrawn by Michelle Akins, seconded by Donna Rivett.

Motion was made by Michelle Akins to ask the full board to either approve or disapprove the ELCIRMO Executive Committee having a discussion with the St. Lucie ELC Executive Committee about the possibility of a potential merger. Motion was seconded by Donna Rivett and carried unanimously.

C. Transition Process

- a) Review Job Description - Mr. Peer suggested that the Bylaws/Personnel Committee review and update the job description to be ready in the event it is required.
- b) Appoint Search Committee - Discussion regarding a search committee is not required at this time.
- c) Select Interim – Mr. Peer suggested following the ELCIRMO COOP which authorizes Migdalia Rosado, Director of Operations, as the delegation of authority. Ms. Jackson suggested salary compensation for the Interim CEO for the additional workload. Mr. Tucker requested Ms. Jackson submit a proposal for approval by the Executive Committee via conference call.

The Executive Committee agreed to call a teleconference meeting with the full board for Tuesday, December 6, 2016 at 10:00 a.m. to discuss the potential merger.

IV. BOARD MEMBER COMMENTS – None

V. PUBLIC COMMENTS - None

VII. ADJOURNMENT

There being no further business, the meeting was adjourned at 12:16 p.m.

Respectfully submitted,

Approved 1/17/17

Brandon Tucker, Chair
BT:lt