



BOARD SPECIAL MEETING MINUTES

July 12, 2018

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

Present: Barbara Clowdus (phone) Steve Newman (phone)
Rhiannon Forker (phone) Donna Rivett (phone)
Linda Halpin (phone) Ann Rodriguez (phone)
Miranda Hawker (phone) Joy Yates (phone)
Shonda Hunter (phone) Julie Zobec (phone)
William Laughlin

Excused: Michelle Akins Richard Reilly
Sandy Akre Natalie Sanders
Pat McCoy Brandon Tucker
Karlette Peck

Staff: Migdalia Rosado

I. CALL TO ORDER

The special meeting was called to order by Vice-Chair, Will Laughlin, at 2:30 p.m. Roll call was taken and a quorum was present. The purpose of the special meeting was to review the revisions to the CEO employment agreement and make any additional revisions as deemed appropriate.

Ms. Forker left and rejoined the meeting at 2:31 p.m.

II. ANNOUNCEMENTS AND ADDITIONS/DELETIONS TO AGENDA – Mr. Newman will include a comment under Board Member Comments. Ms. Rosado indicated that Section 6.1 should have been highlighted in red as an addition.

III. ADOPTION OF AGENDA

Motion to adopt the agenda was made by Julie Zobec, seconded by Ann Rodriguez and passed unanimously.

IV. NEW BUSINESS

A. CEO Employment Agreement

1. Revised Draft Employment Agreement – M. Powers

It was clarified that December 1, 2020 coincides with Ms. Powers' term expiration on the Martin County School Board.

Section 5.7 – Ancillary Matters:

Mr. Newman expressed concern that the conflict clause did not protect ELCIRMO. Ms. Zobec pointed out that Section 5.7 addresses any conflicts as stated in Florida statute. In addition, the Ethics Committee has issued a letter confirming that no conflict exists with her appointment on the Martin County School Board and her position as CEO.

Ms. Halpin joined the call at 2:38 p.m.

Motion was made by Steve Neman to include language in Section 5.7 that the CEO recuse to another executive on any issues involving ELCIRMO and the Martin County School District, except for the administrative action of signing a contract. Mr. Newman provided an example. Ms. Zobec commented it is in the best interest of ELCIRMO for the CEO to negotiate on ELCIRMO's behalf. Motion died for lack of a second. Language remains as presented.

Ms. Hawker left the call at 2:52 p.m.

Section 7.1 – Death or Disability:

Mr. Newman questioned the death/disability benefit. It was noted that disability is defined in Section 6.1 and compensation for disability is defined in Section 7.1.

Motion was made by Mr. Newman to revise the language in Section 7.1 to indicate that payments in the event of death shall be paid to the estate. Motion was seconded by Ms. Zobec and passed unanimously.

For simplification purposes, it was recommended to change the language to “death or disability” throughout Section 7.1 and deleting the remainder of the paragraph, “In the event of CEO’s disability, ELCIRMO shall (1), (2), and (3)”.

Motion was made by Mr. Newman to make the above change to Section 7.1. Motion was seconded by Ms. Zobec and passed unanimously.

Section 8.2 – Non-disparagement:

Motion was made by Mr. Newman to remove “unless compelled by subpoena or other legal mandate”. Motion failed for lack of a second. Language remains as presented.

Section 9 – Hold Harmless & Indemnification:

Motion was made by Barbara Clowdus to add at the end of the sentence, “except in the case of CEO’s gross negligence or criminal activity”. Motion was seconded by Mr. Newman and passed unanimously.

Section 18 – Amendment:

Motion was made by Mr. Newman to change “at” the next schedule board meeting, to “following” the next scheduled board meeting. Motion was seconded by Ann Rodriguez and passed unanimously.

Section 5.5 – Paid Time Off (PTO):

Motion was made by Ms. Zobec to make the following change: The first sentence shall end after “Agreement”. The second sentence shall read, “PTO shall be utilized in adherence with the policies set forth in the Employee Personnel Handbook and usage subject to Board Chair written approval. Motion was seconded by Mr. Newman and passed unanimously.

A roll call was taken which confirmed that a quorum was still present.

Motion was made by Will Laughlin to accept the CEO Employment Agreement as amended. Motion was seconded by Barbara Clowdus. Motion passed with Mr. Newman abstaining.

2. Action Item 2018-19.01 – Authorized Bank Signer

Ms. Rosado explained that she should be removed as an authorized bank signer effective with her resignation on July 20, 2018. She recommended the board approve Ms. Marsha Powers to be authorized as a bank signer, once her contract is signed.

Motion was made by Donna Rivett to approve Ms. Marsha Powers as an authorized bank signer. Motion was seconded by Ann Rodriguez and passed unanimously.

V. CHAIRMAN'S COMMENTS – None.

VI. BOARD MEMBER COMMENTS – Mr. Newman recommended a letter be sent from the board recognizing two ELCIRMO executives for their work, Ms. Houston and Mr. Hackley.

Ms. Yates left the call at 3:33 p.m.

VII. PUBLIC COMMENTS – None.

VIII. ADJOURNMENT - The meeting was adjourned at 3:35 p.m.

Respectfully submitted,

Approved 9/27/18

Will Laughlin, Vice-Chair
WL:lt