THE CHILDREN'S TRUST

NOMINATING COMMITTEE MEETING

The Children's Trust Nominating Committee Meeting was held on Monday, July 9, 2018, commencing at 2:30 p.m., at The United Way, 3250 S.W. 3rd Avenue, Conference Room C, Miami, Florida 33129. The meeting was called to order by Rodester Brandon, Committee Chair.

Committee Members

Rodester Brandon, At-Large Board Member
  Dr. Daniel Bagner, Florida International University
  Lileana de Moya, Gubernatorial Appointee
    Dr. Susan Neimand, Miami-Dade College
  Marissa Leichter, Gubernatorial Appointee
  Leigh Kobrinski, Assistant County Attorney

STAFF:

James Haj, President/Chief Executive Officer
Imran Ali
Muriel Jeanty, Clerk of the Board
Vivianne Bohorques
MR. BRANDON: Good afternoon, everybody, and welcome to the Nominating Committee meeting. I want to open it up and get started. Do we have any --

MS. JEANTY: No public comments.

MR. BRANDON: No public comments today.

Okay. So, it looks like it's going to be kind of a quick meeting, I hope. Moving into the discussion items, I'm going to turn it over to Jim and Imran.

MR. HAJ: I'll turn it over to you.

MR. ALI: First is the expiration of the chair's term. Our chair, Laurie Nuell, her at-large membership expires in October of this year. So, we will have to replace her as chair for the remainder of the months until elections next April. So we thought we would talk about that as to how we proceed to replacing her as the chair.

MS. LEICHTER: So, she has no more time left?

MR. BRANDON: Yes, she has some more time left. I mean, she goes into April. I mean, her position is up in April.

MR. HAJ: There's two things going on. You
have what's governed by statute is the terms of her seat as an at-large, so it's three two-year terms coming up in October.

For Board chairmanship, which is by-laws, correct, it goes until April. So, on the Board chair, she has until April.

MS. LEICHTER: But she has no more time left to serve?

MR. HAJ: Correct.

MR. BRANDON: Starting in April or --

MS. LEICHTER: No, starting in October.

DR. BAGNER: So she's off the Trust in October?

MS. LEICHTER: She's off the Trust.

MR. BRANDON: But her position is up until April. So, is there a way we could make a motion to have her stay on or is that something --

MR. HAJ: You may want to bring Madam Vice Chair up-to-speed.

MS. DE MOYA: All that happened in two minutes --

MR. BRANDON: Yeah, man, we've been rolling.

MS. DE MOYA: -- that I have to be caught up-to-speed?

MR. BRANDON: So, we were just deciding
about -- well, Imran just informed -- started talking about Laurie, the chair, her position is up in April but her term is over in October. So, I was just asking a question, if we could, you know, nominate -- do a motion to leave her on as -- it seemed like the easy thing to do until April.

MS. KOBRINSKI: Her position is governed by the statute, so there's nothing that this Board can do. There's a requirement for a two-year hiatus after three consecutive terms.

MR. BRANDON: Okay. Well, she can come back in two years.

MS. DE MOYA: That was actually on my notes, a question, that that was coming up. Because obviously, like you said, to the Trust's benefit.

MR. BRANDON: It's the easy thing to do, yes.

MS. DE MOYA: To keep her on is easier than having to --

DR. BAGNER: Do we have any precedent? What's happened before when someone rotated off the Trust but they have a position that stays longer?

MS. DE MOYA: As far as I know -- as far as I know, that's never happened, right, Imran? No.

MS. KOBRINSKI: I thought Shanika said there
was one.

MS. DE MOYA: Because it went from David to Maria, and Maria was a gubernatorial appointee, so she was on for six years.

DR. BAGNER: But are there any examples of other positions, like, vice chair or other chairs where the position was longer than their term on the Trust?

MS. DE MOYA: No, and actually, one of the reasons that I made myself a note was because knowing that, I thought that you guys might come up with that I would go into chair until April.

But first, I don't know that I can do that. But second, I don't think I'm eligible to do that because my term was up in March. So, I'm here just until I get reappointed. So, I was going to ask you, because that wasn't addressed in the by-laws.

And as I was reading them, I thought that maybe that was something that needs to be addressed. Because if you have someone like me -- whether I'm vice chair or not, just a Board member, who is in that interim, are they eligible for chairing any committee, are they eligible for any officer position, are they -- so, I'm here filling a position, which I'm glad to do until when and if it ever gets --

MR. BRANDON: Your position -- your time is
up in March?

    MS. DE MOYA: It was up in March.

MR. BRANDON: You mean this past March?

    MS. DE MOYA: Yes.

MS. LEICHTER: I've been waiting two years.

    MS. DE MOYA: Yes, and I didn't reapply because of that, because I knew --

    MS. LEICHTER: I've been waiting two years to be -- I'm two years into my second term and I haven't been reappointed yet.

    DR. BAGNER: Okay. And what term are you in right now?

    MS. DE MOYA: As of March, I am into my third.

    DR. BAGNER: So you're waiting for your third term?

    MS. DE MOYA: Well, no, because I didn't reapply.

    DR. BAGNER: Oh, you didn't reapply?

    MS. DE MOYA: I didn't reapply because I knew this was going to happen. So, I knew that I was going to be on here for two or three years anyway. And then I said, if I reapply, I'm going to be two or three years and then another three years, that's another six, and I've already been here 4, 4, 8 -- 9.
MR. BRANDON: I'm confused.

MR. HAJ: Lily notified us that she would not reapply. So the six -- we opened up six seats to send to the governor that are sitting with the BCC.

MR. BRANDON: Oh, this is a direct appointment?

MS. DE MOYA: It's a difference than the at-large.

MR. HAJ: That seat is one of them that are sitting at the BCC right now. And hopefully, the next month or two, that they would vote on and send the list to the governor.

DR. NEIMAND: Now, what kind of seat is Laurie sitting in? Is she --

MS. LEICHTER: At-large.

DR. NEIMAND: So she's two years?

MS. LEICHTER: Gubernatorial is four.

MS. KOBRINSKI: So, you're in your third four-year term? It ended in March?

MS. DE MOYA: It ended in March.

MS. KOBRINSKI: So, you wouldn't be eligible to reapply?

MS. DE MOYA: No, no, I'm in my --

DR. BAGNER: No, she's in her second. She never reapplied.
MS. KOBRINSKI: Oh, I see.

MS. LEICHTER: But she's doing a favor --

MS. DE MOYA: I didn't reapply.

MS. LEICHTER: She's doing a favor and staying until --

MS. DE MOYA: Until someone gets applied to my, you know, appointed to my position. And Marissa has been waiting two years. She's been doing the same thing.

MS. LEICHTER: In my second appointment.

MR. HAJ: And yours as well is sitting with the BCC.

MS. LEICHTER: Like, a year ago, I was sent up --

MR. BRANDON: BCC?

MR. HAJ: The County Commission.

MS. LEICHTER: I had been sent up with two other people a while ago. But since it took so long, they just decided --

MR. HAJ: The whole slate went up again.

DR. BAGNER: Do we know what the hold-up is?

DR. NEIMAND: Can I ask a personal question?

MR. HAJ: The governor wasn't signing them for years. And then also, after receipt of it, the BCC gets 45 days to act. If it does not act within 45
(MULTIPLE SPEAKERS AT ONCE.)

MR. BRANDON: Okay. Hold a second. We're all talking at the same time. And I wonder about the reporter. I mean, I think we should just be respectful to the fact that all of this stuff has to be recorded.

MS. DE MOYA: Can I ask for what Jim just said to be repeated because I did not get that.

MR. HAJ: The statute states that the governor will sign off within 45 days of receipt from the Commission. And if he doesn't sign off, then the Commission has to re-send another letter.

DR. BAGNER: Do you know why he's not signing them?

MR. HAJ: No. But I don't think it's just Miami-Dade. There's a lot of governor's seats throughout the State.

MS. LEICHTER: I was told the year it went up, he didn't want to -- it was an election year and he didn't want to pick that year. So, I don't know if maybe it's political or not.

MR. HAJ: But there was also a push from the other CSC's, because the other CSC's are governed differently. There's only an 11-member Board, so they were having big quorum issues, that they couldn't get
quorum, that the governor wasn't signing off on their seats, so it was a big push.

DR. BAGNER: So this was happening all across the state?

MR. HAJ: Right.

MR. BRANDON: Okay. So, with it being determined that we can't have Laurie hold over until April, we need to go ahead and pursue getting a new chair for October.

So, I think we need to have a motion from someone to --

MS. DE MOYA: I just want to get clarification. I'm not eligible, right?

MS. KOBRINSKI: To serve as interim?

MS. DE MOYA: Yeah.

MS. KOBRINSKI: I don't think you're -- I wouldn't say you were not eligible to serve as interim. But in the instance that these are going out and the governor makes an appointment in the next 45 -- this is going to go -- it's going to be received tomorrow and then it's going to go up to the governor's office and he has 45 days. And whether or not he takes action, you could be in the same position in a couple months time.

MS. DE MOYA: Right.

MS. LEICHTER: We could find ourselves in
the same position --

    MS. KOBRINSKI: Right.

    MR. HAJ: And, Leigh, just to clarify, so we kind of think through it, whoever it is, if we select a Board chair, it is only from April to the new slate, correct?

    MS. KOBRINSKI: Yes.

    MR. HAJ: Okay. So, it will be serving until April and then the whole slate, the chair, vice chair --

    MR. BRANDON: So technically, now we're looking for an interim?

    MS. DE MOYA: Yes.

    MR. HAJ: Or permanent for four months. I guess it's not an interim.

    MR. ALI: Yeah, it would be a chair, not the interim. Someone would be the chair until, you know, up until --

    MR. BRANDON: And Lily couldn't do it.

    MS. LEICHTER: Well, she could, but then if she --

    MS. DE MOYA: What she just said -- I'm sorry. Leigh just said, it doesn't really make sense because even though historically, he doesn't sign, it takes a long time, what if this time, he does, and then
I would be interim for 45 days and then you'd be back in the same position again because now I'm --

MR. BRANDON: Well, it seems like we would be in that same position anyway because we can only do this until April.

MS. LEICHER: Right. But Lily can be -- but Lily could go in November.

MR. BRANDON: Oh, I see, I see, I see.

MS. DE MOYA: In November and then again in a year. We want someone --

MR. ALI: Laurie's coming off in October.

So if the slate goes up next week from the BCC and then he appoints someone immediately, then we'd be back to --

MS. LEICHER: Lily's gone.

MS. DE MOYA: Then I'm gone.

MR. BRANDON: So, what's the best course of action at this point?

MS. DE MOYA: If I'm gone, you're gone.

DR. BAGNER: We should find out anyone else in Lily's position where that could happen and maybe those folks would not be good candidates.

MS. DE MOYA: Muriel, there's nobody else, is there?

MR. HAJ: It's Marissa and Tiombe is in that same position.
MS. LEICHTER: But we both reapplied.

MR. HAJ: But there's no guarantee that you will be selected.

MS. LEICHTER: Right, but she -- Lily didn't reapply.

MR. HAJ: It's not the same seat, but you may --

DR. BAGNER: Right. But there's a chance that the same thing could happen.

MR. HAJ: That the governor picks six new people.

DR. BAGNER: Right.

MS. DE MOYA: And from what I was told, in-between my two terms, it was the exact same situation as yours, which was, it was an election year and he didn't want to pick. And now we're looking at election again when he's running for senator, unless he decides to do it before.

MR. BRANDON: So, the question remains --

MR. ALI: I would recommend that we follow the same -- go ahead and advertise, ask Board members and let them send their names to Jim, follow the process we normally follow.

MR. BRANDON: Okay. Do I need a motion for that?
MS. KOBRINSKI: It should be a motion to solicit interest in the chair position.

MR. BRANDON: Someone want to make a motion for that?

DR. BAGNER: So moved, Bagner.

MS. DE MOYA: Second.

MR. BRANDON: Okay. It's been motion and second that we direct the Board -- the staff -- the chief executive to advertise or solicit new chair candidates to be in the term for -- by October.

So, that means we'll have to go and do interviews like always?

MR. HAJ: Yeah. We'd have to circle back --

MS. JEANTY: We don't need to interview --

MR. HAJ: But the last time, this committee chose to interview people and look at their attendance records and other things to see who -- the chair is a very important position in this organization.

MS. KOBRINSKI: Do you want to come up with a list of questions that you'd like them to respond to, like you did --

MS. LEICHTER: Yeah, we should probably meet again.

MR. BRANDON: Yeah, I agree.

DR. BAGNER: I mean, we should probably use
something similar to -- I think they're pretty broad, from what I remember.

MS. LEICHTER: There could be only one person. I mean, we don't -- I think we should wait to see who -- how many -- no, you want to interview even if we only have one person?

DR. BAGNER: Does anyone have a record of what we used for secretary? I think they might be very similar.

MR. ALI: We have a record. I don't have them here but we have the questions.

DR. BAGNER: Because I think it was, like, tell us why you want to do this job.

MS. DE MOYA: What experience do you have.

MS. LEICHTER: The time commitment, the question about time commitment.

MR. BRANDON: Well, I would imagine if we had a list of candidates, we would set up a meeting to review questions. That would have -- that would have to be a formal meeting?

MS. LEICHTER: Yeah.

MR. BRANDON: Okay. And then we'll have to have that meeting and then the formal get-together interview session. So, that's two more meetings before October.
MR. ALI: If you only get one name that comes up, then you would still have to meet to make a formal recommendation to the Board to accept that before October.

MR. HAJ: Yeah, we would have -- the last -- we have a Board meeting -- the first TRIM, September 4th, is the last Board meeting before October. So it would have to be -- the decision would have to be made to take to the Board September 4th.

MR. BRANDON: September 4th.

MS. LEICHTER: So we'll have to meet in August a few times.

MR. BRANDON: Yes.

MS. DE MOYA: Question. Is there a time period that we could be without a chair? Let's just say nobody's interested. Is there anything that says --

MS. KOBRENSKI: It just says, "If a vacancy should occur in any of the offices, the Board shall proceed to elect a Board member to fill such vacancy in a regular or special meeting as soon as reasonably possible."

MR. BRANDON: Reasonably possible, so that leaves some room to leave it open if we'd like. So, what would that look like? Would that be a disaster?

DR. BAGNER: The vice chair would take over,
right?

MR. BRANDON: The vice chair would take
over.

MS. LEICHTER: So, if Jim sends out an
e-mail tomorrow, how long did we give people for
secretary to --

MR. HAJ: A week.

MR. BRANDON: I'd imagine people would be --
those that are interested would be looking for that,
probably.

MS. KOBRINSKI: I just think the initial
e-mail asking for interest should include the questions
upfront, so it doesn't look like we're posing the
questions after a list of candidates has responded.

MR. BRANDON: Okay.

DR. NEIMAND: But didn't we cover this point
the last time and can we not re-use them?

MS. LEICHTER: Yeah, we just said that.

MR. BRANDON: Those were really good
questions and they spoke a lot to why the interest kind
of probed really well the background. The secretary --
yeah, the secretary position. So, can we use those
questions?

MS. KOBRINSKI: Muriel can provide them to
you, probably, and you can just --
MS. LEICHTER: Jim, do you have them?

MR. HAJ: I can get them.

DR. NEIMAND: But it's a greater time commitment for the chair than there is for the secretary.

MS. LEICHTER: Oh, yeah.

DR. NEIMAND: The chair has to be at all of the committee meetings and, I mean, so a person who's going to commit has to have free time. They can't just say, No, I'm sorry, I have a meeting at my real place of work.

MR. HAJ: Well, ideally, you want someone who wants it in a very bad way. It's not that you have to do it. It's that you want to do it and you want to lead this organization.

MR. ALI: Okay. Muriel is going to bring the questions and then we could agree to them here.

MS. DE MOYA: So why don't we just send out those questions by e-mail to the Nominating Committee. If everybody's okay with it and doesn't want to add anything or anything, we just -- that way, we don't have to have two meetings.

MS. LEICHTER: I think Muriel is --

MR. BRANDON: She's bringing them.

DR. NEIMAND: Okay. So, what is somebody
from this Nominating Committee wants to become the
chair? Not me but --

        MR. BRANDON: Not me.
        MS. DE MOYA: Actually, that's funny you
saw that, because Lori was on the Nominating Committee
and she just took herself out of the vote. She wasn't
even in the vote.

        MR. BRANDON: So, they have to recuse
themselves if they were interested?
        MS. KOBRINSKI: At the Board level, I don't
think they have to.
        MS. DE MOYA: I don't know if they have to.
I'm just saying, she did.
        MS. KOBRINSKI: She did, yeah. I think, if
I recall looking at the minutes from a prior Nominating
Committee meeting, Maria opined that you can vote for
yourself.
        MS. LEICHTER: I remember that.
        MR. ALI: Okay. So, until she comes back,
but with the creation of that vacancy for the chair,
then we have to follow the other process of filling the
at-large vacancy, which is that we normally advertise it
in the Herald and on the website and get applications.

Then we would screen the candidates. The
committee would meet a couple of times, first to screen
the candidates, then to interview the possible
selections to make to the Board. So you have -- so this
committee will be busy for a while until those two
positions are filled.

    MS. KOBRINSKI: I'm sorry. I think there's
still an outstanding motion --

    MS. LEICHTER: Yeah, can we table it for a
few moments?

    MS. KOBRINSKI: -- to advertise and solicit
candidates.

    MR. BRANDON: And then we need to vote on
it. Can we go ahead and do that now? So, all in favor
to solicit candidates, signify by saying "aye."

    (WHEREUPON, the Board members all responded
with "aye".)

    MR. BRANDON: All opposed?

    (NO VERBAL RESPONSE.)

    MR. BRANDON: Okay. Motion carries.

    MS. DE MOYA: So, I'll just say it. If it's
necessary, I will serve as interim until October or
until we find a good candidate. So, let's hurry up and
find one.

    MS. LEICHTER: We don't know when you're
going to have to go, either.

    MS. DE MOYA: Well, I know. But I'm just
saying that if it's -- I will do it.

   MS. LEICHTER: Thanks, Lily.

   DR. BAGNER: Well, you may have to do it.

   MS. DE MOYA: I may have to do it. I may have no choice. It's kind of bittersweet, I will tell you, when I made the decision not to reapply. But I just don't have the time commitment that I think would be fair that I could give, and it needs it.

   MS. LEICHTER: For the at-large Board member, is Laurie's seat the only one coming up or are there other ones?

   MR. HAJ: No, that's it.

   MS. LEICHTER: Okay. Was anyone else here the last time we did it? Rodester, you were one of the candidates.

   MR. HAJ: We got Toni from UM.

   MS. LEICHTER: Oh, Toni, oh, yeah, you were there for Toni, right?

   MR. HAJ: Yeah, Lily was there.

   MS. DE MOYA: I was there.

   MS. LEICHTER: No, I'm talking about --

   MR. BRANDON: I don't remember Toni. Oh, Toni, yes, the doctor.

   MS. LEICHTER: You were on the committee --

   MR. BRANDON: The doctor, yes, I was there,
yes.

MS. LEICHTER: Because the last really long one we did was when you and Mr. Holt came. And I remember, that was really long. We came on Saturday. So, I just want to let you guys --

MR. BRANDON: I didn't come on Saturday. I was at night, one evening.

MS. DE MOYA: The interview?

MS. LEICHTER: You don't remember how --

MS. DE MOYA: I wasn't there for that one.

DR. BAGNER: Are the procedures for picking at-large more specified than procedures for selecting positions?

MS. LEICHTER: Yeah.

DR. BAGNER: Because we didn't really have clear guidelines. That's why we came up with questions.

MS. LEICHTER: Do you want to tell Daniel how it is or do you want me to tell him?

MR. BRANDON: You can tell him.

MS. LEICHTER: Okay. So, basically, someone does the spreadsheets. Is it Muriel?

MR. ALI: Yes, Muriel.

MS. LEICHTER: Muriel does the spreadsheet and people for at-large fill out, like, a pretty in-depth application. And there's, like, essay
questions and short answer. And Muriel does, like, a
grid of -- sometimes we get eight applications.
Sometimes we get, like, 60 applications.

And there's a grid with everyone's name and
their answers to each question. And you look through
it. And then we meet the first time and we narrow it
down to maybe, like -- well, that's, I guess, depending
on how much time we're all willing to give of our free
time to come in to interview, because each interview
takes about 20 minutes. Then we have to chitty-chat
after each person and, like, link them so you don't
forget.

So, sometimes we'll pick, like four people
to bring in for interviews. Sometimes we'll pick eight
people, depending on how many people we think are
qualified or whatever. And then maybe as a committee,
we'll pick two nights that we're okay with coming in.
We'll pick some time on a Saturday and then a night.
And then Muriel calls the finalists and she books them
in the slots. And then they come in and there's set
questions.

I think we tweaked them a little the last
time so they were more relevant and a little more
concise and clear. And each different -- each person,
like, one of the people on the committee will take the
lead, like, you might do the first one, kind of like facilitate it.

Jim is usually there. Imran is usually there. I guess some staff is there. And then after the person leaves, we kind of, like, rank them and then we talk about them right after and then again at the end. And then we -- I guess, this time, there's only one seat, so then we all have to --

MR. BRANDON: It's a pretty in-depth process.

DR. BAGNER: We have to do this by October?

MR. BRANDON: No, by --

MR. ALI: October.

DR. BAGNER: Because April is the current chair term, but the at-large term --

MR. BRANDON: Both need to be done by October.

MR. HAJ: Or September, to be in the seat for the October Board meeting.

MR. BRANDON: So, the next month or so, we need to be really pushing real hard to get all of this done.

MS. DE MOYA: I think I'm going to book a vacation. I am going on vacation the next two weeks.

MR. BRANDON: Okay. So, we need to get
serious here and look at some dates.

    MS. LEICHTER: So, we're looking at a lot of new Board members.

    MR. HAJ: Yes, possibly seven.

    MR. BRANDON: So, in my thinking, you have August -- you have all of August and then the Board meeting in September is when?

    MR. ALI: September 4th.

    MR. BRANDON: September 4th, after Labor Day. So, up until Labor Day, we need to advertise, interview and make a recommendation, and all of that will be finished by Labor Day.

    MS. DE MOYA: So, just -- you don't obviously have to say who the person is or anything like that, but do you -- either one of you have a feeling that there is interest, like, you know, have you been approached?

    MR. HAJ: No. No, not up until after this moment, we're going to have this discussion and see if Laurie has the ability to stay until April. But we need to see who's out there and who really has a great interest.

    MR. BRANDON: So, the process of casting the net, that would be -- reasonably should be about two weeks, perhaps?
MR. HAJ: For Board chair or at-large?

MR. BRANDON: Well, I think, both. I think we have to do them both simultaneously.

MR. HAJ: Board chair could be quicker. I mean, we could send it to the Board members and get it back in a week. The other one, we have to advertise in the Herald and get it out and give reasonable --

MR. BRANDON: So, how long do you think that takes?

MR. HAJ: About two weeks.

MR. BRANDON: Two weeks.

MS. LEICHTER: You guys put it in the Bulletin, too, no?

MR. HAJ: In the bulletin. It gets advertised in different publications.

MR. BRANDON: So, today is the 9th. One week, two weeks -- so we're looking at the end of July at the earliest to be talking about getting together and reviewing applications. I think we should do it sooner rather than later, in my opinion.

So, this is -- we don't have another Board meeting -- we're done today, right?

MR. HAJ: We have a Board meeting today.

Then we have the Board retreat in August.

MR. BRANDON: Okay. Lily, what were you
saying, it's too late?

MS. DE MOYA: We have two different processes, because we have to do chair and we have to do at-large.

MR. ALI: Yeah, you have to do two --

MS. DE MOYA: So, I mean --

MR. BRANDON: You mean they're two different -- yes, because they're two different people.

MR. ALI: So, I think the priority, you do the chair first. Then you advertise the other position.

Then we come back and --

MS. LEICHTER: And I remember -- just to channel Claudia Grillo, when we did the -- was anyone else on the committee --

MS. DE MOYA: I was on the committee --

MS. LEICHTER: -- when we -- not when we did --

MS. DE MOYA: -- but I was not here for some reason.

MS. LEICHTER: Just to channel Claudia, I don't think we should necessarily rush the at-large membership, because I think there are certain channels the advertisement needs to get to. And sometimes, to get a diverse applicant pool, it's going to take more than that time.
And Claudia was very upset and she wanted to wind up going through the whole process again based on the lack of diverse applicant pool that we got.

MR. HAJ: That was quite a long time ago. The last time we went through it, we were able to get a very diverse --

MS. LEICHTER: But I just don't want that to happen again, to rush, rush, rush. So I think we should make sure that everyone -- that we do our best to get it out to certain areas of the public and certain communities that might not necessarily know about it.

MR. BRANDON: With that in mind, we're looking at today being the 9th. The next two weeks ending the 20th, we can advertise for the chair position because that will be among Board members. And then --

MR. ALI: I mean, for the Board position, the Board chair position --

MR. BRANDON: The Board chair position --

MR. ALI: -- you could send that out in the next day.

MR. BRANDON: Right. And that would be finished by the -- we're thinking that would be done by the 20th?

MR. HAJ: Well, we can get it done before that. We can do it the 16th, 17th.
MR. BRANDON: Okay. Well, I was thinking, we said "two weeks," so that's why -- that's why I was putting it there.

DR. BAGNER: Well, one week for the chair, two weeks for the --

MR. BRANDON: Okay. And then for the at-large position, it looks like we can -- the first week of August, we could begin the process.

MR. HAJ: Yeah. Well, we can advertise now and have a month out there collecting and then we can convene and start the selection process.

MR. BRANDON: Right, and that will give us time for September.

MS. JEANTY: Right.

MS. LEICHTER: Is there any way, like, Muriel or you, Jim, can just send, like, a little, quick e-mail to all of us on the Board about the at-large position, so then we can all kind of filter it through our networks and, like, send it all out?

MR. HAJ: Sure. When we're ready to post and advertise, we'll take whatever we put, we'll send it to the Board as well so you can send out the same --

MS. LEICHTER: Because we all have such, you know, different networks.

MR. BRANDON: Okay. That's a great idea.
Thank you. So, should we be looking at setting a
meeting time now?

MS. LEICHTER: Two different ones.

MR. BRANDON: Yes, two different --

MR. ALI: You have two different -- well,
Jim is out next week. We could probably meet regarding
the chair on the 23rd.

MS. DE MOYA: The week of the 23rd?

MR. ALI: Yes. But the following week, the
FCC has their meeting that we all go to, the executives
go to, so that wouldn't be a good week either.

MR. BRANDON: So, how does Monday the 23rd
sound for everyone to meet, discussing the chair
position -- Monday the 23rd?

MS. LEICHTER: I'm out of town. I'm
unavailable.

MS. DE MOYA: I'm available any day that
week.

MR. BRANDON: How about Tuesday the 24th?

MS. LEICHTER: I'm out of town the 23rd and
24th. And I have a really big training on the 26th and
I don't think my boss -- I don't think they're going to
like me coming here on the 25th or 26th.

MR. BRANDON: How about the 25th?

MS. LEICHTER: My first day back, I can't
be, like, it goes back to that thing, job and job.

    MS. DE MOYA: So you're not available that
week?

    MS. LEICHTER: Pretty much.

    MS. DE MOYA: Okay. Is there anybody else
who's not available?

    MS. LEICHTER: I could appear by phone. I
don't mind, on my vacation, appearing by phone. I don't
know if that's allowed.

    MR. BRANDON: That's an option. We could
put you on the phone.

    MS. DE MOYA: You can't vote or anything.

    MS. KOBRINSKI: You can just listen.

    MS. LEICHTER: I can't vote?

    MR. BRANDON: Well, what about the 30th?

What about the 30th? That's the week after.

    MS. JEANTY: Can I say something? I have --
we have, the 2nd, already set up in the calendar for
Program Committee that day.

    MS. DE MOYA: August 2nd is Programs
Committee.

    MR. HAJ: There's no need for that. We
don't have an August Board meeting. We kept Finance
just in case there's any TRIM things that bubble up, but
that's --
MS. LEICHTER: Can we hear -- can then maybe we talk about those things that day or is that too much?

MS. DE MOYA: I'm not here. I'm not here on the 2nd.

MR. HAJ: Imran's not here.

DR. BAGNER: I'll be here on that day.

MS. LEICHTER: I'll be here the 2nd.

MS. KOBRINSKI: Was the 27th off the table?

MR. BRANDON: The 27th --

MS. LEICHTER: I might be able to do that morning.

MR. BRANDON: The 27th is Friday.

MR. ALI: Could we do the morning?

MR. BRANDON: Where did that come from?

MS. KOBRINSKI: You guys skipped over it.

MR. HAJ: July 27th?

MR. BRANDON: It's Friday.

MS. DE MOYA: Susan's not here.

MR. BRANDON: Susan, you're out? You're on vacation?

DR. NEIMAND: I'm on vacation.

MR. ALI: So when do you come back, Susan?

DR. NEIMAND: I'm back on the 29th.

MR. BRANDON: So the 30th could be possible?

DR. NEIMAND: Yes.
MR. BRANDON: Who can't do the 30th?
MR. ALI: We're not.
MR. BRANDON: Oh, you're not. And the 31st?
MR. ALI: We're not here that week.
MR. BRANDON: Vacation, huh? Cancun, conference in Cancun?
MS. LEICHTER: You guys can do it the 23rd or 24th without me. If everyone else can be here, it's fine.
MR. HAJ: My purpose would be to do it sooner than later.
MS. LEICHTER: If you guys need to do it that week, it's fine.
DR. BAGNER: I propose to do a doodle poll.
MS. DE MOYA: Is everybody from the Nominating Committee here today?
MS. LEICHTER: No, he's not and I don't know who that is.
MS. DE MOYA: Okay, so there may be a doodle.
MS. JEANTY: So, what would be the choice?
MR. BRANDON: 23, 24 --
MS. KOBRINSKI: 27th.
MS. DE MOYA: Just the whole week, right?
DR. BAGNER: Why don't you just do, like,
those full weeks and then you could see when everyone is available.

   MS. DE MOYA: I'm not here on Monday, but that's okay, I mean, I'm here every other day.

   DR. BAGNER: Why don't you do the weeks of the 23rd, the 30th and the 6th, and then we figure out when the most people are available. Why don't we just do in general availability and then figure out after when the most people are available.

   MS. JEANTY: So, what are the dates?

   DR. BAGNER: Three full weeks, the 23rd, 30th and 6th.

   MS. LEICHTER: What I'm asking is, are we going to have two separate meetings or are you guys going to take care of everything at one meeting?

   MR. ALI: No, we would have two separate --

   MR. BRANDON: Okay, yes, two meetings.

   DR. BAGNER: But that might depend on the availability, right? If most are available at one time slot, then we just do it all at once? If we can get more than one --

   MS. DE MOYA: Yes. I mean, from those three weeks, we pick two. Whoever, you know, the most people that are available and then --

   DR. BAGNER: I think it's the amount of
time that we --

    MS. DE MOYA: The earlier one is for chair, later one is for at-large.

    DR. BAGNER: Like, two hour meeting, hour and-a-half?

    MR. BRANDON: Hour and-a-half. Well, we're just picking, right? We're just deciding. So that's an hour, I think.

    MR. HAJ: Well, it depends on how many people apply.

    MR. BRANDON: I'd imagine we can get them in a PDF e-mail.

    MR. ALI: No, you'll get them before.

    DR. BAGNER: We should have Muriel block out, like, two-hour periods or hour periods?

    MR. ALI: I think an hour and-a-half would be good.

    MS. JEANTY: Hour and-a-half.

    MR. HAJ: All right. So, we're going to do the poll today. Letter is going out for the chair tomorrow morning. Then we're going to give them a week. And the poll is for the chair position, the meeting for the chair. And if we have time, we'll do the at-large. But I think trying to do them both may be --

    DR. BAGNER: Well, I would suggest maybe
doing hour blocks, and then this way, if we could find a
two-hour block together that works for a majority of
the people, then we could do two meetings, one for an
hour and the other --

   MS. JEANTY: Is it better in the afternoon
   than the morning?

   DR. BAGNER: I would just do the whole day,
   I mean, to sample out -- you know, 9:00 to 6:00 or
   something like that.

   MR. HAJ: From this committee's standpoint,
it isn't necessarily urgent to have an at-large by
October.

   MS. LEICHTER: There's flexibility.

   MR. HAJ: You've got one meeting that you go
up to November. So, you don't have to push the issue.

   MS. LEICHTER: It's more important to have a
chair. I mean, the governor seems to take his sweet
time, so -- it's okay. It's okay. I'm very
transparent. So, if we're one month late, it's not -- I
mean, a chair has gone unused or has gone vacant --

   MS. DE MOYA: We've had vacant at-large
positions.

   MS. LEICHTER: And we're good about --

   DR. BAGNER: Do you need about an hour for
that meeting, the chair meeting?
MS. LEICHTER: Yeah. I'd say the chair meeting, only an hour.

DR. BAGNER: So, I mean, I think we just have hour slots and then we see when everyone is available. And if we happen to get more than an hour, we consider doing more than one meeting.

MS. DE MOYA: I kind of think that we focus on the chair meeting first and during those three weeks we just spoke about, because that's all Board members, and then we can give more time to the advertising of the at-large.

I don't think we should be looking at at-large until after school starts --

MS. LEICHTER: I agree.

MS. DE MOYA: -- because too many people are on vacation and we're going to get pushback, I didn't get it in time, I didn't get the application, I was out of the office for a month, I don't look at that e-mail when I'm not --

MR. BRANDON: That's usually a large number of people, right?

MS. LEICHTER: I agree with Lily and James. I just think we shouldn't rush and I think it needs to take its course. And people need to find out about the vacancy.
MS. DE MOYA: So let's talk about the 20th.

MS. LEICHTER: If you can forward us something that we can forward to our networks, I just think it's --

MS. DE MOYA: School starts on the 20th, I believe. So, you know, looking at that meeting for September --

DR. BAGNER: Is there a certain amount of applications we need to receive before we start considering or --

MS. LEICHTER: No, but it's nice to get more -- it's nice to get a nice --

DR. BAGNER: But there's nothing in the statutes --

DR. NEIMAND: We can do other business without that. You can't do business without a chair.

MS. LEICHTER: Exactly.

MR. HAJ: So, just a clarifying question for me. So, we're going to set up the letter, get a doodle, pick a date that we're going to reconvene. We're reconvening just to look at the applicants, right? We're just going to look at the applicants and we're going to set another date to bring them in to interview?

MR. BRANDON: Yes.

MR. HAJ: We're not going to interview them
on the same day, are we?

    MS. DE MOYA: No.
    MR. HAJ: What's the pleasure of this committee?
    DR. BAGNER: Question. Do we need to have two separate meetings or can we just figure out amongst ourselves, or do we have to have a meeting --
    MR. BRANDON: Well, you've got to decide who to talk to and then invite them in. That's not all one process.
    DR. BAGNER: But for the Board chair, we would --
    MR. ALI: Supposing you only get one person who's interested.
    MS. LEICHTER: Maybe just set them for that meeting date.
    DR. BAGNER: Well, I think we could block a two-hour time, then, in that case, if we could find one, and we tell the people, this is the time that the Nominating Committee is meeting and interviewing. And if we spend a half hour discussing and then we block it, a two-hour block is to interview, have a discussion.
    How are we going to interview if everyone from the -- anyone from the Board applies, we're going to want to interview everyone, right? So we should just
have one meeting to do the interviews of everyone. We
find the time that works for most of us. We tell the
people, when we send out the e-mail, here's the time the
Nominating Committee is interviewing people for the
chair position, and then that's where we do the
interview and make the decision.

MS. LEICHTER: Yeah, I think you're not
going to get more than a handful of people.

MS. DE MOYA: For what?

MS. LEICHTER: Chair.

MS. DE MOYA: You're going to get more than
two.

MS. LEICHTER: Yeah, that's what I'm saying.
So, that's probably a good idea.

MR. HAJ: So, whatever time we schedule, the
first part of the meeting, we'll just have the
discussion. The second part, they will come in and
interview with this committee.

MR. BRANDON: That sounds doable, I mean,
because you don't have any more than four.

MS. DE MOYA: So, I don't want to be
negative. I don't. I just want to have kind of a Plan
B, I guess, or make a suggestion to a Plan B. So, if
you do not get any responses within the first week or
two, my suggestion would be for you to reach out to
chairs of committees personally and ask if they're interested, or even the vice chairs, people who already have leadership roles, the Executive Committee.

Because I think that sometimes people will not just self-decide, I want to be chair. But then if they are asked by you or Imran, that means that you feel that they have the leadership qualities that we need.

And then there's a second thought to that. Because if I'm being asked by you, then I might, you know, honestly, I accepted vice chair because David Lawrence called me. I wasn't going to, but you don't say "no" to Dave Lawrence.

So, you know, I wouldn't have thought about it. So, I think that when somebody in leadership calls you or e-mails you and says, you know, we feel that you would be a good candidate --

DR. NEIMAND: So, are you suggesting that we have the calls go when we post the advertisement just to make sure that we have a pool?

MS. DE MOYA: No, I think -- I think he has to send out the e-mail first general to everybody. And then if you don't get an answer or you only get, like, one applicant, then you might want to think about -- I mean, this is just a suggestion, you might want to think about reaching out equally.
So, if you decide, Program chairs, all Program and vice chairs or, you know, two people who are ready -- already on the Executive Committee, on the Nominating, you know, and reach out personally and say, you know, we feel that you would be a good candidate, are you interested.

DR. BAGNER: I agree. I think maybe a discussion with you three and you also, Lily, and, you know, Laurie are the people that know what is involved in the position, who on the Board would be good in that role.

MS. DE MOYA: I guarantee you that you don't think about it unless somebody asks you, because it didn't even cross my mind.

MR. BRANDON: Especially because it requires so much time, you know. All right. So, we could make a motion --

MS. KOBRINSKI: Would Laurie -- just a question -- be willing to maybe the Nominating Committee, to maybe write a statement or a letter or something outlining the time commitments and all the different kinds of areas that -- because I think it's more than necessarily is reflected in the by-laws. Just a thought.

MS. LEICHTER: Maybe in Jim's e-mail, if he
gets Laurie's permission, he can say, if you have any
further questions or --

    MR. HAJ: Well, they can't really ask
Laurie.

    MS. LEICHTER: Oh, yeah, they can't talk to
her.

    MS. DE MOYA: But I think that's a really
good idea. I think that that needs to come from Jim and
not from Laurie. And my reason for that is because
Maria and Laurie are two completely different chairs.
Their involvement, their time commitment, it's two whole
different worlds.

    And the chair has certain flexibility to how
much they're involved and they're not. So, you know,
taking what -- Laurie's very involved compared to what
Maria was. Not that Maria wasn't a good chair. She was
an excellent chair. But her involvement and her style
was different.

    So, you know, having Jim kind of just scope
out what he feels the involvement needs to be between
you and the chair and the real necessary things, I
think, is the way to go. Because if we take what Laurie
says, that's going to scare anybody away because she is
very, very involved and has the time.

    DR. NEIMAND: But Jim wasn't here when Maria
was the chair, so he doesn't have the contrast of the styles.

MS. DE MOYA: No, he doesn't. But I think he can --

DR. NEIMAND: I trust Jim 100 percent. Don't get me wrong.

MS. DE MOYA: No, no, no, I know.

DR. NEIMAND: I'm just saying that --

MS. DE MOYA: No, he doesn't. But I'm saying -- what I'm saying is, he scopes out what he feels is the need as CEO of the chair, what he needs from a chair.

DR. NEIMAND: Right. In other words, was the existing chair too much or too little --

MS. DE MOYA: Yeah, he can't -- he can't determine that, right. But he can determine what he feels he needs the chair to, at a minimal -- at a minimal.

MS. KOBRINSKI: Yeah, just fleshing out maybe what's kind of outlined in the by-laws.

MS. LEICHTER: Do you guys want to talk about these questions or are you going to wait for the next meeting?

MR. BRANDON: Well, let's finish up with the at-large Board member. So we have a date. Well, we
have a -- we've decided how we're going to move ahead. We don't have a date yet. We're going to doodle everybody. And then we're going to decide between that period end of July.

Do we need a motion to direct the chair -- the CEO to send the advertisement out?

MS. BOHORQUES: Are you referring to the chair or the at-large position?

MR. BRANDON: At-large. We already talked about the chair position.

MS. BOHORQUES: So, the at-large is the one that we're going to wait a little bit more time?

DR. BAGNER: We have to figure out the questions first for the chair position.

MR. BRANDON: Okay. But we're talking about the at-large one now, and I thought we should have a motion to direct the CEO to advertise for the at-large member.

DR. NEIMAND: After August 20th.

MR. BRANDON: I think we did chair.

MR. ALI: No, no, I think we could advertise but we need to consider candidates after August the 20th and we'll probably go to the October --

MR. BRANDON: I think we made our motion and voted on it for the chair position.
MR. HAJ: So, with the at-large, if that's the motion, we can advertise when appropriate, because I think the concern was, wait until August to send it out.

MS. LEICHER: No, do it now.

MR. HAJ: But if you do it now, people are still on summer break. You've got to keep it going until people are back.

MS. DE MOYA: The deadline after August 20th.

MS. LEICHER: Yeah, six to seven weeks.

MS. DE MOYA: Right, to give people time.

MR. BRANDON: I guess, you know, what I heard was after school starts.

MS. LEICHER: We'll come back and meet.

MS. DE MOYA: Yeah, and give them the deadline after August, like, two weeks after August 20th.

DR. BAGNER: I assume you have to pay for -- the budget is fine for --

MR. HAJ: Yeah, you're approving it today.

DR. BAGNER: Do we have enough money to advertise in the Herald?

MR. HAJ: That and TRIM and all those notices, not only in the Herald, the Miami Times.

You've got to get a diverse population, so we've got
to --

  MS. LEICHTER: And we put it in our bulletin.

  MR. HAJ: Yeah, the providers. We send it out to the --

  MS. DE MOYA: Can we -- can people who have voted -- applied in the past reapply?

  MR. HAJ: Um-hmm.

  MS. DE MOYA: Okay. So we can put it out to them also?

  MR. HAJ: Um-hmm.

  MS. JEANTY: Yeah, I have a list.

  MS. DE MOYA: So you have a list that we could e-mail, okay.

  MS. LEICHTER: So, should we just say, like, Muriel -- can Muriel, like, do the list at the end of August with some dates in early September that work for the at-large?

  MR. BRANDON: For the at-large position.

  MS. LEICHTER: Is that okay, Muriel?

  MS. JEANTY: Yes.

  MS. LEICHTER: We don't need to do a motion, right?

  MR. BRANDON: Well, we do need to do a motion for the at-large position.
MS. DE MOYA: So why don't we just agree that we can do that meeting the day of the -- is it the second TRIM --

MR. HAJ: The second TRIM is coming up very quick.

MS. DE MOYA: That's super-quick, yes, because that meeting is very fast and we all have to be here or a lot of us.

MS. LEICHTER: So you want to have the --

DR. NEIMAND: And the second one is late. It's at 5:00. If we can meet earlier --

MS. LEICHTER: Yeah. So you guys want to come in at 4:00 on September 19th --

MS. JEANTY: The 17th.

MS. LEICHTER: -- to meet about the at-large?

MR. HAJ: And to review the applications.

MS. LEICHTER: Okay, to the finalists, break it down to the finalists.

MR. BRANDON: Okay. But we haven't agreed on a motion to do all this.

DR. BAGNER: Motion to advertise for the at-large position.

MR. BRANDON: Okay. It's been motioned. Do we have a second?
DR. NEIMAND: Second.

MR. BRANDON: All right. All in favor?

(WHEREUPON, the Board members all responded with "aye").

MR. BRANDON: All opposed?

(NO VERBAL RESPONSE.)

MR. BRANDON: Okay. We're done. Can we move onto the next --

DR. BAGNER: Did we set that meeting for the TRIM -- are we going to set it --

MR. BRANDON: September 17th.

DR. BAGNER: Before that?

MS. LEICHTER: At 4:00.

MR. BRANDON: Before the TRIM meeting.

MS. LEICHTER: The 17th at 4:00.

MR. BRANDON: And the meeting is at 5:00 --

5:01.

DR. BAGNER: But we'll meet at 4:00 for this committee.

MR. HAJ: Hold on. We may have to meet earlier. I'm not sure -- when are we doing Board pictures, the second TRIM?

MS. JEANTY: We're doing pictures that day.

MR. HAJ: The second TRIM?

MS. JEANTY: Yeah.
MR. HAJ: So, 4:30, we're taking Board pictures.

MS. JEANTY: 3:30 for pictures.

MS. DE MOYA: And if we run out of time, since the TRIM is so fast, we can always reconvene and just finish.

DR. BAGNER: At 3:00, okay. Don't we need to post that we're meeting?

MR. ALI: No, as opposed to adjourning, we'll just break. We won't be adjoining. We'll just break, right?

MS. LEICHTER: You're so creative, Imran, always thinking outside the box.

MR. BRANDON: So, it's 3:19 now. And we have a 3:30 meeting?

MS. JEANTY: 4:00.

MR. BRANDON: 4:00, okay. All right. So, can we move onto the next item on the agenda?

MR. ALI: Do you want to go back to the questions?

MR. BRANDON: Oh, the questions, okay. This is for the chair position. There were more questions than this.

MR. ALI: There were a lot of questions floated but then these are the three decided on. I just
looked at the responses from Karen Weller and Tiombe.
These are the two questions.

MS. LEICHTER: Didn't I have one about the timeline?

MR. HAJ: You didn't put it in writing. You discussed it when they came in and interviewed.

MS. LEICHTER: And then I kind of did a question at the end of my spiel, right? I was, like, so, how do you think you're going to --

MR. HAJ: And you also asked -- this committee asked for attendance reports and we provided the attendance reports of the Board member's attendance.

MS. LEICHTER: Yeah. I think I made it into a question at the end, kind of.

MR. BRANDON: Well, I think what's missing here is something on leadership. There needs to be --

DR. BAGNER: We could just change around the first question. Instead of say, how do you see your vision aligning to filling the position, we could say, how do you see your vision leading the Trust.

DR. NEIMAND: Well, first of all, what is their vision? Before we even get to, you know --

DR. BAGNER: Right, what is your vision for leading the Trust.

MR. BRANDON: For leading the Trust.
DR. NEIMAND: What is your vision for leading the Trust. That's --

MR. BRANDON: No, that's what I meant.

DR. BAGNER: Yeah, instead of -- I don't even think we need another -- I think that's the question.

MR. BRANDON: All right. So what -- I think we should --

DR. BAGNER: What is your vision for leading the Trust.

MR. BRANDON: "A" prime, "A" before 1 -- 1 before "A". "What is your vision for leading the Trust?" Okay. So that would be our new #1.

DR. NEIMAND: We may need to leave question #1 in there as a clarifying question. Because if they don't address it specifically enough, we may have to go back and clarify what that means.

MR. BRANDON: But I think we're open to asking any kind of question -- any kind of follow-up if we need to. But these are the ones that they would have to think on and prepare.

DR. NEIMAND: Okay.

MR. BRANDON: Leadership and then commitment.

MS. DE MOYA: Don't you think we should
ask -- because I remember when we did the interviews, like, leadership roles and --

MS. LEICHER: We did ask them, didn't we?

MS. DE MOYA: We did, like, you know, what other leadership roles have they had --

MS. BOHORQUES: Was there something that they had to submit with their -- didn't we ask them for something they had to submit and then you did the interview questions?

MS. LEICHER: Right.

MS. BOHORQUES: It was something like, why, do you want this position --

DR. BAGNER: Oh, these are not the ones that they wrote?

MS. LEICHER: No.

MS. BOHORQUES: There were questions that we had them submit.

(MULTIPLE SPEAKERS.)

MR. BRANDON: One at a time.

DR. NEIMAND: But if you look at the list of people who are on the Board, I mean, they're all in leadership positions, you know. They're school principals and School Board people and people who work for Miami-Dade College or universities and colleges --

MR. BRANDON: Lawyers.
DR. NEIMAND: -- doctors and lawyers and judges.

MS. DE MOYA: That's true.

DR. BAGNER: Okay. But what I'm hearing is, these were the interview questions but we had another list of questions that we asked them to prepare. And I was under the impression that it was these questions but it's not.

MS. BOHORQUES: No, these were the questions that we asked them to bring.

MR. HAJ: I think these were the ones they responded to, and I think the verbal ones were attendance and all that.

MS. LEICHTER: Yeah, because I remember that I read off something that said about the time commitment.

MR. ALI: They asked them to elaborate on these, and then you asked additional questions that each one of you had.

MS. LEICHTER: So it's more open, freestyle.

MR. BRANDON: We want to be thoughtful but not rehearsed.

MS. DE MOYA: We need to ask them what book they're reading.

MS. LEICHTER: So, maybe do you want to ask
one about time commitment? So, are you guys -- are we going to send them the questions again to handwrite or to --

MS. DE MOYA: I think that was very helpful.

MS. LEICHTER: So, do you want to add one about time commitment, I mean, or is that just, like, obvious?

DR. BAGNER: Well, #2, just say, given the extensive time commitment --

MR. HAJ: Hold on, hold on.

DR. BAGNER: -- of the chair position, please describe your, you know, your commitment to the Board, something like that.

MS. LEICHTER: Or your other commitments.

MR. BRANDON: I'll write that.

MS. LEICHTER: And how this fits into your other commitments.

DR. BAGNER: So, given the -- I don't know -- given the large time commitment of this position, please describe --

MR. BRANDON: Please respond -- please respond to your commitment for leading this --

MS. LEICHTER: Your ability to --

MR. BRANDON: Yeah, your ability --

DR. BAGNER: Please discuss your ability to
meet this commitment.

MR. BRANDON: Your ability --

DR. BAGNER: Or to fulfill the duties of this role, or something like that.

MR. BRANDON: -- to meet this role.

MS. DE MOYA: So, question.

MR. BRANDON: "Given the time commitment of this position, please discuss your ability to" -- I said, "meet this role" -- "fulfill the duties of this role."

MS. DE MOYA: And is the second question, "What is your vision for leading the Trust?"

MR. BRANDON: Well, that's the first question. And the second one is, "What would be your commitment to the Board in this" -- "What would be your commitment to the Board in this role." That sounds a little ambiguous.

MS. DE MOYA: What would be your time commitment?

DR. NEIMAND: Yes, but there's one time commitment question. But then there's this question, too, is a general commitment.

MR. HAJ: I thought we re-purposed it.

DR. BAGNER: Yeah, we said "Given the time commitment." The question is, there's some other thing
we put in that initial clause in addition to time, like, you know, you're the face of the Trust in many ways.

And I don't know if we want to add a question, saying, like, "Given the time and commitment and big responsibilities of this position" or something like that, and then you could fill in --

MS. DE MOYA: I like that, and the responsibilities of this position. That's important.

MR. HAJ: Please describe your ability as a community leader.

DR. BAGNER: Yeah, I like that. And then they could add, not just -- it's not just a time commitment but their perceived ability to represent the Trust.

MS. DE MOYA: With that, are we going to send them a summary of any kind of what we were talking about, that Jim would put together, of what he felt were the responsibilities of --

MR. BRANDON: I think that would be helpful. It would be helpful.

MR. HAJ: That would be in the message going out to everybody. Once we get it back, the three or four or whoever interviews, then the questions go out to those.

MS. DE MOYA: Right, these questions. We're
talking chair here?

MR. HAJ: Right.

MS. KOBINSKI: I think these questions should go out at the same time. That's what I was saying before, that you should let them know, these are the questions we're going to be asking if you apply for this position, so that doesn't seem like we're later imposing questions on certain people.

MS. DE MOYA: Right, and then it includes the minimal responsibilities.

DR. BAGNER: Right. So, Jim, you'll send an e-mail, Here's the goals and responsibilities of this position, if you're interested --

MS. DE MOYA: Please respond to these two questions.

DR. BAGNER: -- respond to these questions by --

MR. BRANDON: So, it sounds to me like #2 is out.

MS. DE MOYA: Right, it's re-purposed.

MR. BRANDON: Okay. We did that, fine.

MS. DE MOYA: And what's going to be the deadline for them to respond?

MR. ALI: If we send it tomorrow, it will give them a week.
MR. HAJ: So by Tuesday or Wednesday of next week because hopefully, we can get it out tomorrow.

MR. BRANDON: Is that going to be enough time, do you think?

MR. HAJ: Yeah. If not, Wednesday morning, but we give them a week.

MR. BRANDON: What if we don't get enough --

MR. ALI: Then Jim will approach --

MS. LEICHTER: Yeah, then like Lily was saying --

MR. BRANDON: Call them up. All right.

MS. KOBRINSKI: Are you going to announce it at the Board meeting today?

MR. BRANDON: Okay.

MR. HAJ: Who would do that?

DR. BAGNER: The chair of the Nominating Committee.

MR. BRANDON: I could do that.

MR. HAJ: It could be, the Committee directed the CEO to send out an e-mail, be looking for it tomorrow, has all the instructions for those who are interested and we'll detail it tomorrow, so they don't see an e-mail from me, saying, what's happening, you know.

MR. BRANDON: So, I guess that's a spot on
the agenda? Where will that be?

MR. HAJ: I guess, under "CEO Report." We don't have a spot on the agenda. I'll just turn it -- we can turn it over to you at the very beginning of the CEO report.

MR. BRANDON: All right, fine. Okay. And then finally, we need to talk about the by-laws changes -- proposed changes to the by-laws. Imran, is that yours?

MR. ALI: Yeah. I sent this draft out to committee members for them to look at. We have a time limit we're looking at because we would like to present these at our retreat on August 23rd for the entire Board's consideration.

So, there's another meeting scheduled with each committee. So, today is the first one, the Nominating. On Thursday, we have the HR Committee meeting. On the 19th, we have the Finance & Operations Committee meeting.

And then the Executive Committee will meet on August the 9th to look at these by-laws. And then the By-Laws Committee itself will meet again once more. They've already met and reviewed these proposed changes. And then they will review all of the inputs from all the committees and make a recommendation that will go to the
retreat when hopefully we have the entire Board at the retreat on the 23rd.

And the members, at that point -- that's a question we have to ask, Leigh, whether, in fact, the retreat members agree to approve these proposed by-laws. Do we have to advertise it? Do we have to have a separate meeting?

MS. KOBRINSKI: If there's a meeting with voting, it has to be Sunshine.

MS. DE MOYA: Okay. I don't have to come to both, right?

MS. KOBRINSKI: You're asking if there's additional changes at the Board retreat, what has to happen?

MR. ALI: No. If the Executive Committee and the Board approves it on the 23rd of August, could we get a motion there to approve the changes to the by-laws? Do we have to have a separate meeting that same day just to consider and approve the by-laws?

MS. KOBRINSKI: I don't think so.

MR. ALI: So we could just have it embedded into --

MS. KOBRINSKI: Yeah, the agenda.

MR. ALI: Put it on the agenda, okay.

(Off the record.)
MR. ALI: So, the By-Laws Committee met a few months back chaired by Susan. And we spent a good amount of time. Our attorneys were there. And we looked at some proposed changes.

Now, I don't know if you just want to look at the specific committee changes. There's not quite a lot for the Nominating Committee and talk about those, or do you want to go through the entire document with all of the changes?

MR. BRANDON: I think we should do Nominating Committee. That's what we're here for, set up for.

MS. DE MOYA: So, everything in yellow is --

MR. ALI: Are the proposed changes.

MS. DE MOYA: -- are the proposed changes, because that's what I went through. Okay.

MR. ALI: So, for the Nominating Committee, you could see the strike-throughs.

MS. KOBRINSKI: First page.

MR. BRANDON: Okay, bottom of page 4.

MR. ALI: So there are some changes on elections and vacancies of officers that have some responsibilities as we've just discussed with the two vacant positions.

So, the change in the language that we've
proposed in here is, before the end of the two years or
no later than the April Trust Board meeting, which was
different from the original by-laws, which basically
just have, "At the April Trust Board meeting, the Board
shall elect a chair, vice chair, treasurer, etc., etc.
The Nominating Committee shall recommend a slate of
officers pursuant to Article II and the chair will also
accept nominations from the floor. The vote may be by
voice vote."

MS. DE MOYA: The chair may what?
MR. ALI: "The chair may also accept
nominations from the floor."
MS. DE MOYA: I thought it said, "it
didn't -- it would not."
MR. ALI: No, no --
DR. BAGNER: That's what it was.
MR. BRANDON: And I think you're scratching
through that now.
MR. ALI: You're scratching through that
now.
MS. DE MOYA: Okay. So where is that,
please, because I'm looking at it and I don't see it.
DR. BAGNER: It's not in the --
MS. DE MOYA: It's not in here?
MR. ALI: No, because the By-Laws Committee
meeting already made some additional changes.

    MS. LEICHTER: It's on the first page.

    DR. BAGNER: Oh, yeah, it's scratched out on the bottom of that first paragraph.

    MS. LEICHTER: It's on page 1, "The Vacancy of Officers."

    MS. DE MOYA: It says, "The Board chair will not accept nominations from the floor," but you're saying it will.

    DR. BAGNER: Right. But, see, underneath the line, it's crossed out. "Chair shall also accept nominations from the floor." Imran was just reading what was previously written.

    MS. DE MOYA: Oh, okay. So the Board chair is not going to accept nominations from the floor?

    MR. ALI: That's the joint change compared to what we struck out.

    MS. DE MOYA: Okay.

    DR. BAGNER: So, this is what was said. On the bottom where it's crossed out, that's what was in the previous one and it's now replaced to this.

    MR. BRANDON: Yeah, that makes it a little awkward because you've got to vote and consider who was just nominated and you don't know anything about them.

    MR. ALI: Yeah, that's what we discussed in
the by-laws, you know, the pros and cons of accepting
nominations from the floor. So, these are the changes
here. I don't know if you have any additional changes
you would like to suggest that we can put into the
document at this point regarding this one particular
section or if this sounds okay to everyone.

DR. BAGNER: I'm just curious about the
slate. I don't have an opinion one way or the other.
I'm just curious. Is that something that it's done that
way because it's always been done that way or is it
dictated in the by-laws that we have to do it that way?
I'm just wondering what the pros and cons of having a
slate versus just having nominations for each position
individually.

MR. ALI: Well, I think historically what
has been done is that the Nominating Committee, we ask
for -- Jim will send an e-mail out asking for interest
in each of the positions, each of the officers.

Then the Nominating Committee will consider
all of those that came in and then they will decide who
they think is best or who shows the most interest. And
then you will decide whether you want to make a
recommendation for a slate, which has been the easiest
thing to do at the full Board meeting.

Instead of asking for one position, you want
to vote on, you know, for the secretary, you want to vote on the chair, we just present a slate, which is what happens at most Board meetings.

MS. LEICHTER: Yes. Just to pick up on what Imran is saying, like, let's say you get one person that's interested in every single position and it just -- but then one person only wants one position. And so, just to make things clean and easy and not, like, I just think of it as, like, being a mentor for, like, Student Council-type things.

It's just a big mess when you have, like, kids doing everything -- it just keeps it clean and, you know, based on interest and availability and when we have, going in with the slate -- otherwise, we would be there for a million years, so it works.

DR. BAGNER: I was also wondering, like, with this terming out on your position versus your --

MS. LEICHTER: I've never seen it before.

DR. BAGNER: This is the first, okay.

DR. NEIMAND: And we are going to be adding something into the by-laws with reference to that. That was really a question and I think it's --

MS. DE MOYA: I think it's addressing that situation so that, you know, it's in writing and --

MS. BOHORQUES: So if your Board term is --
if the officer is termed, you're not eligible to apply
for --

    DR. BAGNER: Yeah, I think your term should
be at least for that two-year period, right? Otherwise,
we're going to be in this situation again.

    MS. DE MOYA: Well, exactly, except for, you
said that you are eligible. I thought, you know, you
wouldn't be.

    MS. KOBRINSKI: Are we talking about you,
like, for this interim position. I mean, you are
eligible. There's nothing prohibiting you from
applying. But the reality is that the Board can
consider that you could be --

    MS. LEICHTER: We could be back here in --
    DR. BAGNER: The eligibility to have the
Board term not end before the term --

    MS. DE MOYA: Exactly. That's exactly what
my point was, that we -- that we address some things
that covers the situation so that we do not put somebody
in place that's going to term out.

    DR. NEIMAND: Right, within three months of
being put into position.

    MS. DE MOYA: Exactly.

    MR. HAJ: But on the flip side, you may want
to leave yourself the flexibility. So, if Laurie -- and
a year and-a-half ago, if the Board chose to keep Laurie
and you put that in the by-laws, she would have been
boxed out. So, you don't want to also do the by-laws so
stringent to box -- you want to leave plenty of
flexibility as what they need.

I mean, that's just my thought, because I
think the Board wanted Laurie to stay for a longer term.
So, if that was in here, she would have been knocked
out.

DR. BAGNER: Maybe it's something that we
could put in, like, the nominating -- I don't know if it
was on the by-laws, but just our committee should --
it's a consideration.

MR. ALI: But I think that's in some of the
language we changed here, because originally, I mean,
I'm jumping ahead right now, on page 5, you know, the
last time we met, we still have to vote on the process
to fill the vacancies.

And then after much thought, Jim and I
thought that if you left it open-ended, whereby this
committee could come up with a process instead of, once
you stipulate it in the by-laws, then you have to follow
it that way.

So, if you leave it open like we just
discussed here, we may choose to follow a process to
determine the best qualified candidates to fill the
vacancies, including officers. But if you stipulate in
D, A and D, then you have to follow that process.

So, if you have a situation that is out of
the box, then you have to stick to this, so that's why
you saw we left it --

DR. BAGNER: Could we add a brief phrase
after "Officers" and just say, "With consideration
that" --

MS. DE MOYA: Term limits.

DR. BAGNER: -- term limits. I mean, it
doesn't require -- something like that. I'm not the
attorney here. I don't know exactly how to say that
but --

MR. BRANDON: On D?

DR. BAGNER: Yeah. I think you have after,
"The Nominating Committee may choose to follow the
process to determine the best qualified candidates to
fill all vacancies, including officers," you could say,
"such as Board term limits."

MS. DE MOYA: "Considering term limits."

DR. BAGNER: Right, "in consideration of
term limits."

MS. DE MOYA: I think that that covers it
and it doesn't put anything in a box.
DR. BAGNER: Yeah, and it reminds the Nominating Committee that that's something they can consider.

MS. KOBRINSKI: Is there anything else you wanted to add, term limits, Board attendance?

MS. DE MOYA: I actually -- this kind of applies for all committees because it refers to attendance, Board meeting attendance. And I think that we should address committee attendance, and there's nothing in here that I see at all.

So, it says that if you miss so many Board meetings but, you know, we're not addressing committee meetings. We're not keeping really attendance of committee meetings. And I think that you can't just be on a committee, never come, go to Board meetings and you're okay.

MR. BRANDON: I think attendance is being kept at committee meetings.

MR. ALI: Yeah, we don't keep -- we don't keep -- but the by-laws doesn't address lack of attendance in the way that it addresses the Board attendance.

MS. DE MOYA: Exactly.

MR. BRANDON: So, would a good addition here be, "With consideration of term limits and committee" --
MS. DE MOYA: So why don't we just do the same thing for Board meetings --

DR. BAGNER: On the top of page 3, under "Removal," would probably be where this would fit, right?

MR. HAJ: Yeah, because D could be a new person.

DR. BAGNER: Yeah, this would be general committee -- there's general committee appointments and removal. So it says, "A committee member may be removed upon recommendation of the Board chair and a majority of the vote of the Executive Committee present at the Executive Committee meeting," we could say, "And can include -- and reasons for removal can include things like attendance at committee meetings."

MR. ALI: Well, do you want to put it in here or do you want to put that in the attendance section?

MS. LEICHTER: Yeah, in the attendance, yeah.

MR. ALI: On page 9, it has the Board attendance.

MS. LEICHTER: It should go with Board attendance.

MR. ALI: So, we could change it to "Board
and committee attendance" and replicate that language for the Board.

MS. DE MOYA: I mean, I think it should be the same.

MS. KOBRINSKI: I think it should go under "Committee." I think that would be the only thing in the Board attendance.

DR. BAGNER: Yeah, this says, "Board attendance", not "committee attendance."

MS. KOBRINSKI: Because this section on committees in general has all the different committees.

MR. BRANDON: What page is that?
MR. HAJ: Page 3, top of the page.
MR. BRANDON: Committees, okay.
MS. LEICHTER: Yeah, I think we should add a letter and do attendance.

MS. DE MOYA: And do we use the same attendance that we're using for Board meetings?

MS. LEICHTER: Something like it.
MS. DE MOYA: I think so.
MS. LEICHTER: The language can be similar.
MR. ALI: We can play with the language.
MR. BRANDON: So you'll add the letter I?
DR. NEIMAND: You may want to put something in there as well, some people sign up for committees
when their position is a certain way and then they have other requirements in their position. So, maybe they have to let the Board know or the Board chair know within a certain amount of time so that they're not penalized.

This specifically happened to me. My position changed at the college and now Thursday afternoons, I'm at meetings and I can't be on the Programs Committee any more.

Now, I shouldn't be penalized. It's not that I'm choosing not to go. It's my position changed.

MR. BRANDON: You're just not available any more.

DR. NEIMAND: So, I let Laurie know immediately. I let Muriel know. I let Laurie know. And then she put me on different committees that allow more flexibility which I'm able to participate in.

You may want to put in some kind of a clause that addresses, you know, if you're on a committee and there's a change, how do you go about letting --

MS. DE MOYA: Notifying the chair that you can no longer fulfill those responsibilities.

DR. NEIMAND: Right. But it's not a matter of that you're not going to the meetings. It's that you have other commitments.
MR. BRANDON: You're no longer available.
So that's another item, J.

MS. LEICHTER: And just on the flip side, like, if you retire and you're more available or something like that.

DR. NEIMAND: I can't wait.

MS. LEICHTER: We can be on more committees.

MR. ALI: Okay. A couple more minutes and I'll --

MS. LEICHTER: You can just make the language ambiguous as, like, as your situation changes or something like that.

MR. ALI: Okay. So we go back to, the Nominating Committee, the highlighted section, really, we just changed the language. There's no strike-throughs. So, this is what we are recommending, "That the Nominating Committee shall consider nominations to fill vacancies and make recommendations to the Board to fill the vacancy at a regular or special meeting as soon as possible."

MR. BRANDON: What did it say before? I mean, what's significant about the change?

MS. KOBRINSKI: Previously, it said, "The Board shall proceed to elect a Board member to fill such vacancy at a regular or special meeting."
MR. ALI: So now we're adding the Nominating Committee to have that response.

MR. BRANDON: Okay, in a reasonable time.

MR. ALI: Okay. Moving on to page 4, a lot of this, we've changed the language to make it consistent with the other sections. So repetitious in each committee, we took out some of the language.

And at the beginning, we put that the Board chair shall have the ability to find a Board and vice chair instead of having it in each committee. That's under the responsibility of the chair. Where is the chair --

MR. HAJ: Page 2.

MR. ALI: Now, that section speaks about the two new positions that were changed in the statutes and the ordinance. Originally, when the By-Laws Committee met, we had it in this section. But we thought it probably would be more fitting if we included it under B instead, so we took it out from under the Nominating Committee description and put it in Section B.

And under A, we put in Nominating Committee. We added a few words "shall" and "as necessary" to fill the vacancies and make recommendations to the Board, as we added "as necessary," "shall and as necessary."

And the Nominating Committee, this language,
I think, came from recommendations from Shanika and Leigh, and this was included in the last resolution that the Board approved for the MCCJ position, so we're just replicating it in here so it will make it consistent for those two positions.

These are the only other two positions that are similar, right -- Leigh will correct me. The at-large members, the term is three two-year terms, quite unlike the other positions where you're here because of your position, or if you're a governor appointment, three four-year terms. So these match the at-large members, these two positions.

And the other recommendation we had here in the by-laws is the fact that if we decide to change an organization, this will give us the ability if we choose an organization and it's not working out that they're the best representative of that organization or that local entity, to give us the best input to the Board, every two years, we could change the organization.

Thoughts, recommendations?

DR. BAGNER: This is one position that's both faith-based and local alliance?

MR. HAJ: No, it's two separate ones.

DR. BAGNER: Two separate ones, okay. Who is the one that's the local alliance? We don't have
that?

    MR. ALI: Actually, we had it on the agenda today but we needed more time to vet some agencies. So, I spoke to the chair this morning and we took it off the agenda. And then we'll come back at another meeting --

    MS. LEICHTER: Are you allowed to say what kind of agencies you're vetting?

    MR. ALI: Well, to fit the description here, we were looking at, like, South Florida Behavioral Health. We are looking at the Health Council. We are looking at the Health Foundation. Then we're also looking at South Florida Hospitals Association.

    But we're struggling to find a social agency or social services part coming to fit this area, so that's why we thought it would give us some more time to come up with an appropriate --

    MS. LEICHTER: So that's going to be, like, an agency that does health and social services?

    MR. HAJ: I remember seeing it on the Board when it first started. What was it called?

    MR. ALI: Alliance for Human Services.

    MR. HAJ: And once that's dissolved, then it's been vacant.

    DR. BAGNER: The Nicklaus Funds Health Network, right, isn't that a hospital but also do they
do social services?

    MR. ALI: That's why we need time, because we're talking about the Hospitals Association, but then we didn't get enough information to present to the committee. So we want to look at all those to see which one is the best correlated.

    MS. DE MOYA: Does Citrus qualify under that?

    MR. ALI: Citrus may qualify under that because they do mental health and they do social services.

    MS. DE MOYA: Right, yes.

    DR. BAGNER: Is it worth considering how much funding --

    MR. HAJ: Well, Citrus receives substantial funds --

    DR. BAGNER: I was wondering, the committee meetings I go to, I have to recuse myself, you know, especially when we have small committees.

    MR. ALI: And then we spoke about D, so that goes to the Nominating Committee. But those provisions, I just want to -- I mean, all you have is documented -- if you have any kind of recommendations on the whole other changes, please tell me and we'll make those changes before it goes to the other committees.
MS. DE MOYA: If you guys will indulge me just for one minute so that I don't have to attend the July 12th, because the Human Resources is so little, I just have a question. Is that okay?

On D, #3D --

DR. NEIMAND: What page?

MS. DE MOYA: Page 4, it has been stricken that the -- where it says, "And work with the Board chair to negotiate the contract, including the salary and benefits." So, Human Resources is not going to be involved in that any more?

MR. ALI: Well, I think it's another section.

MS. DE MOYA: So it's only in Executive Committee? Is that where it is?

DR. NEIMAND: It was moved to "Duties of Officers" on page 2F.

MS. DE MOYA: Right. I saw that. So what's the difference?

MR. HAJ: It was in two places.

MR. ALI: Instead of having it in two places, we just stuck it here.

MS. DE MOYA: So when it says, "Officers", then that's just the Executive Committee, not Human Resources?
MS. KOBRINSKI: It used to say --

DR. BAGNER: That was in consultation with Human Resources instead of --

MS. KOBRINSKI: So, previously, it said, "Annual Performance Evaluation of president and CEO."

MS. LEICHTER: But it needs to still -- it still needs to be ratified by the Executive Committee.

MR. HAJ: No. If you look at D, it's still under Human Resources. They still conduct annual evaluations.

MS. LEICHTER: No, I'm talking about -- she's talking about ratifying the contract, the salary, right?

MS. DE MOYA: Yeah, "Shall negotiate -- the Board chair negotiates the contract, including salary and benefits and all that -- ratified by the Board."

MS. LEICHTER: Ratified by the Executive Committee and then --

MS. DE MOYA: I was confused.

DR. BAGNER: This is a little different. Instead of the Human Resource committee taking the initiative on that, it's now in consultation with the chair of the Board, right?

MR. ALI: Yes.

MS. DE MOYA: Okay, I got it.
MS. DE MOYA: And then I just had another general question which was, I think we discussed this before and I'm not sure if this is something that needs to be -- we have to put in the by-laws or should be in the by-laws, which is quorum on resolutions when you have recusals --

MR. ALI: We did make a change to that. Where did I put it?

MS. DE MOYA: Where is that? Like, when people start to leave meetings or, you know, shouldn't the by-laws have something in it that, like, you can't vote on a resolution if you don't have quorum?

MR. ALI: Okay. If you look at page 3, on the "Committees" page, "All resolutions shall be presented to the appropriately assigned committee for the recommendations before being forwarded to the Board for final approval."

This is the addition. "However, the Board chair may determine to present to the Board an item directly to the Board for good cause."

MS. DE MOYA: But I'm talking about quorum when there are recusals. So, if we are at a committee, especially a committee meeting, something comes up with, say, Miami-Dade Schools, and you've got four people who recuse, we could lose quorum.
DR. BAGNER: We've had that situation.

MS. DE MOYA: We've had that situation but we still vote.

MR. HAJ: We added that that will still be forwarded to the full Board for approval.

MS. KOBRINSKI: So you can add something under the "Voting and Quorum" portion now, because you're talking about not only a committee but also at the Board. So, under Article 9, you could add something there.

MS. DE MOYA: It doesn't seem right to me to vote on something that we don't have quorum.

MR. BRANDON: Or you lose quorum.

MS. DE MOYA: Or you lose quorum, right.

MR. BRANDON: Because you wouldn't have a meeting if you didn't have quorum; is that correct?

MS. DE MOYA: Yes, you couldn't start, but you could lose it.

MS. KOBRINSKI: So, what you could do is, you can, I mean, say that happens at the Board level and you lose quorum, okay, so there's no voting or there's so many recusals that you don't have quorum, then you have to come up with a provision of what's going to happen. Does it die? Does it get considered -- automatically reconsidered at the next meeting where
there could be different Board membership? You have to come up with what happens --

MS. DE MOYA: Okay. So in the past, I remember when it's happened. So this is the conundrum, is that you've got a resolution that staff is telling you they're going to lose services for a month, there's going to be, you know, 100 kids without services if you put it off until the next Board meeting.

And what happened is then the Executive Committee has gotten together and voted on the resolution if you don't have quorum from the full Board. So, somewhere in the by-laws, that was allowed.

MS. KOBRINSKI: But then it gets ratified by the full Board, right?

MS. DE MOYA: Yes. So, I'm just wondering about that.

MR. HAJ: We just need to circle back and let us look through it with the attorneys. It's 3:59 now.

MR. BRANDON: Okay. So this meeting is adjourned. All in favor, say "aye."

(WHEREUPON, the Board members all responded with "aye".)

(Whereupon, at 4:00 p.m., the meeting was adjourned.)
REPORTER'S CERTIFICATE

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

I, Fernando Subirats, Court Reporter and Notary Public in and for the State of Florida at Large, do hereby certify that I was authorized to and did report the proceedings in the above-styled cause; that the foregoing pages, numbered from 1 to 84, inclusive, constitute a true and complete record of my notes.

I further certify that I am not a relative, employee, attorney or counsel of any of the parties, nor am I a relative or employee of any of the parties' attorney or counsel connected with the action, nor financially interested in the action.

Dated this 28th day of July, 2018.

Fernando Subirats
Court Reporter
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