

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

THE CHILDREN'S TRUST EXECUTIVE COMMITTEE MEETING

The Children's Trust Executive Committee Meeting was held on Thursday, August 9, 2018, commencing at 3:35 p.m. The meeting was called to order by Laurie Weiss Nuell, Chair.

Committee Members

- Laura Weiss Nuell
- Lily de Moya
- Kenneth Hoffman
- Karen Weller
- Pamela Hollingsworth
- Mark Trowbridge
- Marissa Leichter
- Gilda Ferradaz
- Esther Jacobo

STAFF:

- James Haj
- Imran Ali
- Vivianne Bohorques
- Juana Leon
- Muriel Jeanty

1 PROCEEDINGS

2 (Recording of the meeting began at 11:09 a.m.)

3 MS. NUELLE: The purpose of today's meeting is
4 two-fold, which wasn't I don't think on the original
5 agenda. But one is for the Executive Committee to
6 review the sections of the bylaws that were not
7 reviewed by any other committee. And then what will
8 happen is after we meet, then next week the Bylaws
9 Committee is going to meet, and by then pretty much
10 everyone will have had a chance to look and review,
11 and then it will come forward to the Board retreat
12 and hopefully, you know, we can easily pass the, you
13 know, accept the bylaws.

14 As you know, the bylaws weren't -- really
15 haven't been changed since the organization was
16 created, except for a couple tweaks here and there,
17 so that's why it's so comprehensive. And so, I hope
18 everyone had a chance to look at the bylaws. What I
19 had asked, but now it got printed, so there's a
20 couple things, we can ignore one. Well, we don't
21 have to ignore one thing on the iPad. I had asked
22 that a document is printed.

23 This document that we just passed out is only
24 the changes -- from the document that we saw that was
25 sent out, these are the highlighted changes. On the

1 iPad has the document that you received with the red
2 lines and the -- but I think it's kind of hard to
3 process. Hopefully people already went through it,
4 but this should make it easier. And then the second
5 thing regarding the bylaws on the iPad, it says
6 bylaws Ken, Ken's E. I don't know what the E stands
7 for, but anyway --

8 MS. DE MOYA: Edits.

9 MS. NUELLE: Edits, thank you. But it said Ken's
10 E. The reason that that's there, and Ken is here.
11 So, Ken, when he reviewed it, he sent in a lot of
12 changes. So what we talked about yesterday, I talked
13 about it with Jim and Imran, is that -- a lot of
14 Ken's edits were cleaning up language, standardizing
15 it, making it actually more understandable --

16 MR. HOFFMAN: Readable.

17 MS. NUELLE: Readable. Correct grammatically,
18 that kind of thing. And some changes. But since we
19 did not see -- the rest of the committee did not see
20 that, then he will, like anyone else, then just chime
21 in where there are changes or suggestions. And you
22 have the ability to actually see it in writing at the
23 same time. So we'll just go --

24 MS. JACOBO: Excuse me. But this yellow is
25 different from what we got.

1 MS. NUELLE: No, this is the same document. It
2 just has taken away any of the red lines, it's what
3 the recommendations are.

4 MR. ALI: No.

5 MS. NUELLE: This isn't?

6 MR. ALI: The yellow one is what Ken's changes
7 are.

8 MS. NUELLE: That's not what I wanted. I wanted
9 the changes from -- this isn't what I wanted. This
10 is -- I wanted the document that we saw, that was
11 given --

12 MS. JACOBO: The first one. The bylaws sent
13 out.

14 MS. NUELLE: Right. The bylaws sent out with
15 only the changes. Not Ken's changes.

16 MS. LEICHTER: Yeah, this looks like Ken's.

17 MS. NUELLE: Yeah, that's not what I wanted. No,
18 they're not one document. I said we can't have it
19 one document because everyone didn't see it. So can
20 we get this original document that we saw, that the
21 committee saw, which is what I think that -- I
22 thought that's what you showed me yesterday.

23 MR. HOFFMAN: Is this on the first half?

24 MS. NUELLE: No. No, it has all the strikes and
25 I wanted --

1 MS. DE MOYA: The first tab and this are not all
2 the same.

3 MS. NUELLE: This is not what I wanted. I wanted
4 the document that the committee saw with just the
5 changes. Not Ken's --

6 MS. DE MOYA: This is actually Ken's.

7 MS. LEICHTER: Yeah, this is Ken's.

8 MS. NUELLE: Okay, I wanted the -- which is

9 MS. DE MOYA: Which is very hard to follow
10 because of all these changes.

11 MS. NUELLE: So can we get a copy of the bylaws,
12 the ones that were sent out with only the changes
13 highlighted in yellow? Of the document that everyone
14 saw. No one has seen the -- and the document Ken has
15 is slightly different than the document that we
16 received, so. But anyway, we can start --

17 MS. DE MOYA: I have a question before you
18 start.

19 MS. NUELLE: Yeah.

20 MS. DE MOYA: Since some of us have been to
21 other committee meetings that have had to review
22 this, it's starting to get a little confusing on what
23 we are looking at. So from the -- Marissa, were you
24 there? Yes, right?

25 MS. LEICHTER: Executive, was it?

1 MS. DE MOYA: Or nominated. Right, we were
2 there. Okay, so from what we saw, the Nominating
3 Committee, to the document that you're asking for
4 right now --

5 MS. NUELLE: Which is what's here.

6 MS. DE MOYA: -- is there any difference?

7 MS. NUELLE: No.

8 MS. DE MOYA: Have changes been made from that?

9 MS. NUELLE: No.

10 MS. DE MOYA: Okay, so what we're looking at now
11 is that document, and then we're going to consider
12 Ken's edits, is that correct?

13 MS. NUELLE: No. We're looking at that document,
14 the original document. We sent you the entire
15 document, that way if you wanted to read the whole
16 document, you could. But our committee, the
17 Executive Committee is only looking at the things
18 related to -- that were not covered in other areas
19 related to Executive Committee responsibilities, I
20 guess. Ken's -- Ken made his suggestions, as I'm
21 asking everybody else to, you know, you have the
22 ability to state any comments, questions, changes
23 that you want in those five areas, which was what was
24 asked of you when the document sent. In these
25 particular areas.

1 Ken's document is just we presented it only.

2 He's doing what anyone else can do.

3 MR. HOFFMAN: Just to clarify, when I was sent
4 that same document, it was the same as -- I think I
5 had never seen it before. It was the same as has
6 been sent out to the bylaws committee and I guess --

7 MS. DE MOYA: The Nominating Committee.

8 MR. HOFFMAN: The Nominating Committee. And
9 each committee's comments were in there, including
10 the Finance and Operations Committees. And that's
11 what I was looking at. And again, it's probably a
12 mistake to put me to read with a pen in my hand. But
13 some of it was correction and some of it was things I
14 didn't think really made sense the way we were trying
15 to rewrite them. That's why I made some changes.

16 MS. NUELLE: Right, so the only things -- the
17 only things that we're going to go over are the five,
18 1, 2, 3, 6 areas that were on the agenda. And if you
19 have comments, if you did read the whole document and
20 you have comments on other areas, we can also discuss
21 that, but I would put that towards the end because
22 I'd like to put that at the end because these are the
23 areas that this committee needs to look at.

24 And in addition to that, which wasn't on the
25 original agenda, there is -- we decided to bring it

1 here to executive, some changes to the procurement
2 policy, so we were bringing that here. So we'll
3 review them once we finish the bylaws part, then we
4 can look at the recommended changes from staff to the
5 procurement policy.

6 So anyway, I think we can go ahead and start
7 even if we -- I had just asked for this just clean
8 with only changes. When I say changes in these
9 areas, I have looked it over, Imran, the lawyers, we
10 did some preliminary things which have to be accepted
11 or not, you know. So that's the only -- these
12 particular areas were the only -- the only people
13 that had been looking at it, and Jim, and then -- and
14 now you all. That was sent to you. So the first
15 area is the organization of the Board. So that
16 includes the election of officers, the term of
17 officers, vacancies, removal, duties, article 2,
18 committees, the standing committees, which is not
19 part of our --

20 MR. TROWBRIDGE: Can I just ask the thinking
21 behind the now not taking elections from the floor?

22 MS. NUEL: Pardon me?

23 MR. TROWBRIDGE: The change that's in election
24 of officers. Cause that's a material change. Not
25 that I've ever seen it done here, but just wonder

1 what the thought was.

2 MS. NUELLE: I would tell you I think the thought
3 was that I don't really think that that is a good way
4 to get leadership. By just taking nominations from
5 the floor. And I think leadership should be
6 thoughtful --

7 MR. HOFFMAN: This is one, Mark, where I
8 actually struggle with that. Again, with the staff
9 or what they recommended. But since there's a
10 procedure to actually call to all Board members and
11 say select your nominations, it seems like there's no
12 reason to then accept additional nominations for the
13 Board.

14 MR. TROWBRIDGE: I was thinking in the process
15 that needs to then be delineated, since that is a
16 material change. And say the nominating process
17 holds that 100 percent.

18 MR. HOFFMAN: Yeah, and this was discussed at
19 Nominating Committee as well.

20 MS. NUELLE: So does anyone have any comments,
21 recommendations in the organization of the Board
22 section?

23 MS. FERRADAZ: I just have a question.

24 MS. NUELLE: Yes?

25 MS. FERRADAZ: So, I'm looking at Ken's. So is

1 this the place where if we wanted to go ahead and say
2 that Ken's changes that we're seeing on the pad, move
3 that they change from that fashion, but I do think
4 the language is clear.

5 MS. NUELLE: Mm-hmm. When we get the other
6 document of what you saw, then, you know --

7 MR. HOFFMAN: It's not that much change.
8 Substantive change.

9 MS. NUELLE: Right.

10 MR. HOFFMAN: Maybe again, I will explain what I
11 was --

12 MS. NUELLE: Yeah, that's what I think you should
13 go through.

14 MS. DE MOYA: So we should be looking at, on the
15 iPad, we should be looking at the one that says
16 bylaws sent out?

17 MS. NUELLE: Yes.

18 MS. DE MOYA: And then, this is Ken's, so we can
19 compare and say we recommend this language or that
20 language?

21 MS. NUELLE: Or say whatever you think. I hope
22 that you had a chance to review it and you might be
23 fine with whatever was written here, or you may not,
24 so. But --

25 MR. HOFFMAN: And I didn't change every section,

1 so.

2 MS. NUELLE: No.

3 MR. HOFFMAN: So you want me to go through --

4 MS. NUELLE: Yeah.

5 MR. HOFFMAN: Article 2, again, I'm looking at
6 my changes on the iPad, not just this yellow line.
7 In the first section A, first paragraph 1, not really
8 a substantive change, just making a statement across
9 it and moving some things that were elsewhere. In
10 the second one, what was circulated didn't really
11 have the procedure laid out in a timeline. And so,
12 again, I'm suggesting that when the Nominating
13 Committee says get nominations, it does so in a
14 certain timeframe before the April meeting.

15 MS. NUELLE: Right.

16 MR. HOFFMAN: So that's set in the bylaws. The
17 other substantive thing, again, was to make sure it
18 was reflecting that its nominations go to the
19 president and CEO. We just put the procedure I
20 understood was followed. And that all nominations
21 had to be submitted by the date that was specified in
22 that notice. And so I don't think these are semi-
23 substantive --

24 MS. NUELLE: Right.

25 MR. HOFFMAN: -- changes, but these are more

1 changes to bake into the bylaws the procedure I
2 understood was followed.

3 MS. FERRADAZ: When you changed the before the
4 end of the term to every two years, is that clear
5 that's at the end of the two year term?

6 MS. NUELL: You know, originally the way it said
7 at the April Trust Board Meeting. Then we tweaked it
8 to say before the end of the two year term and no
9 later than because -- so it didn't have to be only on
10 that. And then I think Ken's change was just every
11 two years and no later. So it just was really
12 clarifying its language.

13 MS. FERRADAZ: It's not any two years, it's the
14 two years at the end of the --

15 MS. NUELL: Yeah, cause the officers have a two
16 year term.

17 MS. FERRADAZ: Right, but I mean, my question is
18 it clear that it's not just any two years? Could
19 have a different term, a two year term.

20 MS. NUELL: Well, no, it's typically at the
21 April Board meetings.

22 MR. HOFFMAN: My only observation is I didn't
23 see that it has a substantive issue, because even if
24 it says towards the end of two year term, there's
25 nothing in here that says what the two year term is.

1 So we could say commencing on a particular date,
2 April 2019, but this -- either way it didn't say what
3 two year term we were talking about. I think we'll
4 know that it'll come up first this coming April. The
5 other changes in this section --

6 MS. NUELLE: Excuse me, just one second. When
7 you talk, would you say your names for the Court
8 Reporter.

9 MR. HOFFMAN: Ken Hoffman. The other changes in
10 this section, the duties of officers, and I believe
11 the changes were more readability than substantive.
12 In E1G, again, the things like pending are actual
13 basis to just changing the language.

14 MS. NUELLE: I have a question, so I don't know
15 if Imran talked to you about -- going back one. In
16 C, vacancies of officers, I think it was changed to
17 say the Nominating Committee shall solicit
18 nominations and recommend a candidate. And I think
19 that that doesn't coincide with what's really the
20 president, CEO, not the Nominating Committee.

21 MR. HOFFMAN: I guess, again, the language was
22 the committee will do it in accordance with the
23 procedures that's in that other section. And that
24 other section lays out the procedures that says
25 here's how the Nominating Committee -- cause Jim was

1 just soliciting for the Nominating Committee. He's
2 just writing the letters. So, this actually is just
3 referring back to that procedure, which says that the
4 CEO will send out something to the Board.

5 MS. NUELLE: You think that's clear?

6 MR. HAJ: But I think that can be questionable
7 with the collection. All nominations must be
8 submitted to the Nominating Committee. They'll have
9 to come to me --

10 MS. NUELLE: I'd clarify it and say through the
11 president, CEO --

12 MR. HOFFMAN: Where does -- it doesn't say that.

13 MR. HAJ: All nominations must be submitted to
14 the Nominating Committee no later than a specific
15 date.

16 MR. HOFFMAN: Are we in C?

17 MR. HAJ: No, in A2.

18 MR. HOFFMAN: Again, from an organization point
19 of view, you did not receive the nominations. They
20 are just being solicited by you with a letter. It's
21 not -- or whatever. It's the committee that gets
22 nominations and then reviews them.

23 MS. NUELLE: I'm just not sure that if down the
24 road when we're not all here, then the chair of the
25 Nominating Committee might say, well, you know,

1 that's our job to do that. So I would either say in
2 accordance with procedures in article A2, where it
3 says that so that it's clear. You can't communicate,
4 so you can't even reply all. Which is actually
5 nowhere in this document, but I know we've been told
6 that before. So that was just a question I had to
7 make sure that that was clear.

8 MS. DE MOYA: Now that you bring that up, why
9 isn't that in this document. Because we have been
10 told we can communicate as long as you don't answer.
11 Like I can reply all and make my -- if something
12 comes out, I can reply all and say I don't agree with
13 this, whatever, right?

14 MS. NUELLE: You can't.

15 MS. DE MOYA: Yes, I can. I can do it to Jim
16 and everybody's copied.

17 MS. NUELLE: Well you're not supposed to reply
18 all. That's a communication between Board members.
19 Well if you answered and replied all, that's
20 answering.

21 MS. DE MOYA: No but we're not answering another
22 Board member.

23 MS. NUELLE: But if you replied all, then you
24 are.

25 MS. JACOBO: Esther Jacobo, sorry. You're

1 communicating with another Board member via email,
2 you can't do that outside assumption.

3 MS. NUELLE: Right.

4 MS. JACOBO: So we can always reply to you,
5 you're still communicating to the Board members by
6 replying all.

7 MS. LEICHTER: But I'm not sure that's something
8 -- I mean, that's an assumption versus a bylaw.

9 MS. DE MOYA: Right, right. There's a -- I
10 can't remember right now.

11 MR. ALI: I think Joe covers that when he does
12 his training, his ethics training every year. That
13 you can't reply back.

14 MS. NUELLE: I mean, the only reason I bring it
15 up --

16 MS. DE MOYA: You can't answer, but you can -- I
17 can't remember, whatever.

18 MS. NUELLE: -- from this Nominating Committee
19 soliciting nominations. So that's the reason why.
20 It's through the CEO.

21 MR. HOFFMAN: Correct, as I was explaining, my
22 only intention was to point back to that section.

23 MS. NUELLE: I mean, does everyone feel okay with
24 that, the way that's written then? Great. Does
25 anyone else have any comments regarding --

1 MS. DE MOYA: So what do you want us to decide?
2 Whether we want it written the way that it says here
3 or the way Ken's --

4 MS. NUELL: Whatever you want.

5 MS. DE MOYA: How are we going to go about --

6 MS. NUELL: I was hoping that everyone read the
7 document before they came and had their suggestions
8 or comments.

9 MS. DE MOYA: Right.

10 MS. NEULL: I mean, I don't want to read every
11 single -- I mean, I'm happy to read every single
12 line, but I was kind of --

13 MS. DE MOYA: No --

14 MS. NUELL: So if you have no comments before,
15 then you're fine with the changes. That's why I
16 wanted to see the changes separate than the -- and
17 Ken is making his suggestion just like anyone else
18 could.

19 MS. DE MOYA: Okay, so he made suggestions, are
20 we supposed to say that we're going to accept his
21 suggestions or not? Or we're just looking at them?

22 MS. NUELL: Yeah, ultimately at the end of this,
23 we're going to say we accept these sections or the
24 way that they're written. And I think if he or
25 anyone else has a recommendation, we discuss it and

1 say okay or no.

2 MS. LEICHTER: Marissa Leichter. If we're going
3 to adopt Ken's we need to -- on A2, fill in the blank
4 that he left us for blank days. We need to decide
5 how many days.

6 MS. NUELLE: Okay.

7 MS. LEICHTER: If we're not going to adopt
8 Ken's, it's a new issues, but we are going to need to
9 decide how many days.

10 MS. NUELLE: Blank days before the Board meeting
11 at which -- including by reason of vacancy, the
12 president shall solicit --

13 MS. LEICHTER: Just puts pressure on the
14 Nominating Committee to have a meeting expeditiously,
15 which we did anyway. We do anyway. But I don't know
16 how many days seem reasonable.

17 MR. HOFFMAN: If it was every two years, then
18 probably 60 days, something like that. Then you'd
19 have time to --

20 MS. LEICHTER: We also need to -- like this year
21 twice we had officers leave when we, you know, with
22 Laurie leaving and the secretary position coming with
23 Claudia's, so that's important. We do need to put
24 the date.

25 MS. NUELLE: Well, I think that's then in

1 vacancy. This is for regular term.

2 MS. LEICHTER: Oh, this is just regulars. Oh,
3 its separate.

4 MR. HOFFMAN: Or we should make it work for both
5 here. Maybe its 60 days or 30 days in the event of a
6 vacancy.

7 MS. LEICHTER: Yeah.

8 MS. FERRADAZ: But if we put they're submitted
9 no later than the date by the president and CEO, then
10 do we need a specific timeframe? Because when James
11 sends out the emails he says, you know --

12 MS. LEICHTER: By this date.

13 MR. HAJ: I think that's a good point because it
14 gives us the flexibility to the Nominating Committee
15 depending on the situation.

16 MS. FERRADAZ: Maybe, you know, if you want to
17 do it.

18 MS. NUELL: I just, you know, thought about it.
19 As the Chair, when we didn't have -- when we had a
20 regular election of officers, which was the last
21 time, not at a vacancy, you know, just thought about
22 it and said okay, like, let's do it a few months in
23 advance so you're not rushing into it.

24 MS. FERRADAZ: But I think we can still do it
25 two months in advance. It might higher --

1 MS. NUELLE: Go ahead, sir

2 MS. FERRADAZ: -- timeframe if we leave that
3 other section in there.

4 MR. HOFFMAN: Ken Hoffman. I think this goes
5 back really to Mark's point as well. If we're going
6 to have a procedure where we can freeze out
7 nominations from before and it's at a regular
8 meeting, for the regular every two years, we should
9 have as long as, you know, a reasonably long
10 timeframe because meeting with nominations are
11 soliciting. If there's a vacancy, then maybe we can
12 shorten that to 30 days, or 15 days, something like
13 that.

14 MS. NUELLE: Well, I think the way it's written -
15 - I like the way it's written, the vacancy. It's
16 like the Board shall fill such vacancy at a regular
17 or special meeting as soon as reasonably possible. I
18 like the way that's written.

19 MS. LEICHTER: But then it sends you back to
20 article 2A2.

21 MR. HOFFMAN: Yeah, and what I was suggesting is
22 in article 2A2, a different timeframe for a vacancy.

23 MS. NUELLE: Okay.

24 MS. LEICHTER: Well, first you put it in
25 parenthesis to be the same.

1 MR. HOFFMAN: Right.

2 MS. LEICHTER: Switch that out.

3 MS. NUELLE: Okay.

4 MR. HAJ: So what is the number?

5 MS. LEICHTER: Right, so then what's the number
6 and how will it read now?

7 MR. HOFFMAN: Well, again, I would suggest 60
8 days for the regular and 30 days for the --

9 MS. LEICHTER: So the language would be no less
10 than 60 days before the Board meetings at which any
11 officers are to be elected --

12 MR. HOFFMAN: Or 30 days.

13 MS. LEICHTER: -- and by reason of vacancy 30
14 days.

15 MR. HOFFMAN: Yeah.

16 MS. LEICHTER: So strike the parenthesis, strike
17 including, and add and by reason of a vacancy 30
18 days.

19 MR. ALI: Or in case of a vacancy 30 days.

20 MS. LEICHTER: The president, chief executive
21 officer shall solicit continue.

22 MS. NUELLE: Marissa, you can write that up. In
23 parenthesis.

24 MS. LEICHTER: The vacancy part in parenthesis
25 still? Got it.

1 MS. FERRADAZ: I just have one thing, are they
2 including by reason of a vacancy?

3 MS. NUELL: Where's that?

4 MS. LEICHTER: That's what we were just talking
5 about.

6 MS. FERRADAZ: Oh, that's what you were talking
7 about?

8 MS. LEICHTER: Add 30 days in there.

9 MS. FERRADAZ: No, no, I mean, but what other --

10 MR. ALI: Or in the case of a vacancy 30 days.

11 MS. LEICHTER: And keep it in parenthesis?

12 MR. ALI: Yeah. Or do you want 15 days? Its
13 more reasonable to fill a vacancy, I don't know.

14 MS. NUELL: I would say 30 because depending
15 when it is and getting a committee together and then
16 the way the Nominating Committee wrote their -- made
17 their changes, they I think have the discretion --
18 the committee will have the discretion to set up a
19 procedure to do it. So if they wanted to interview
20 or something like that, so. Or could be no more than
21 30 days. You know, so, or within 30 days. Something
22 like that. So you could do it right away, or it
23 could be in the middle of July when it's hard to get
24 people together.

25 MR. ALI: Okay.

1 MS. NUELLE: Okay, any other thing with vacancies
2 of officers, removal of duties? Let's see.

3 MS. FERRADAZ: On the duties, this is just wrong
4 because it says there the chair shall and then it all
5 starts with a verb. The chair shall perform, the
6 chair shall perform. But then in F it repeats the
7 Board Chair shall -- and G is repetitive.

8 MS. LEICHTER: Take it out.

9 MR. HOFFMAN: Yeah, take out the Board Chair.

10 MS. NUELLE: You have to state your name.

11 MS. FERRADAZ: And in G, also up there it says
12 the chair shall -- the other one is okay.

13 MR. HOFFMAN: Ken Hoffman. So in F, again, the
14 changes I think are not really substantive, but the
15 one I submitted will actually say not with
16 authorization from the Board, it says, or chair shall
17 be authorized because that's --

18 MS. NUELLE: And then it should say since this is
19 in blue, this is new in the bylaws. The bylaws
20 didn't ever -- didn't stipulate the selection of a
21 CEO or a process. So this is a new addition to the
22 bylaws. Which is how we did it for -- when we have
23 to do the search and then the next contract. So I
24 just want to point that out, that that's like a new
25 addition.

1 Okay, committees. One of the things we did,
2 when it was Imran and I working on it, was
3 standardizing things to -- things that were like
4 repeated in every committee, so we just tried to
5 sedate it. You can see it, what's in blue. The
6 Board Chair shall appoint the members, and chairs,
7 and vice chairs of the committee. And so we -- and
8 then I think we kind of took it out of all the
9 standing committee, so that it's really just written
10 in one place and cleaned that up a lot.

11 MR. ALI: I think Ken made some edits here too?

12 MS. DE MOYA: Yeah. Ken, under F-A, I don't
13 think that reads right. The Board Chair shall
14 appoint members, chairs, and vice chairs of all
15 committees, with the exception of the Executive
16 Committee shall provide notification to the Board.

17 MR. HOFFMAN: Yeah, that's not the change that I
18 -- the one that I submitted said shall appoint
19 members, chairs, vice chairs of all committees, with
20 the exception of the Executive Committee, and shall
21 provide notification. So I think something got
22 crossed in the -- something retyped.

23 MS. NUELLE: My question of that when I looked at
24 it was I don't know why the Executive Committee is
25 pulled out as an exception, because there's three at

1 large members. So then who will be appointing, you
2 know, the Executive Committee as the four officers,
3 chairs of standing committee, and three at large
4 positions.

5 MR. HOFFMAN: I think the change was because he
6 was talking about the exception of those specifically
7 appointed by these bylaws. And I think except in the
8 case of the Executive Committee, there was no other
9 committee where there members were appointed by the
10 bylaws.

11 MS. NUELLE: Well that's not actually true.

12 MR. HOFFMAN: Which of the --

13 MS. NUELLE: Finance. The treasurer is the Chair
14 of finance and nominating the vice chair is on that
15 committee.

16 MR. HOFFMAN: Okay.

17 MS. NUELLE: I think those are the only other
18 two. And then, so, to me, the way I read it, with
19 the exception of the Executive Committee, it leaves
20 it open to having other members, at large members get
21 appointed.

22 MR. HOFFMAN: I think your point is correct.

23 MR. ALI: So how we change it to read now?

24 MR. HOFFMAN: I think leave that particular
25 clause the same.

1 MR. ALI: Okay.

2 MR. HOFFMAN: Specifically appointed by these
3 bylaws.

4 MR. ALI: Okay.

5 MS. NUELLE: Okay, so I want to point out then,
6 in committees in general, the blue part that we added
7 this section about in the event that a resolution
8 fails to be approved by the signed committee or
9 because of lack of quorum, the resolution will come
10 towards the Board, so that's an addition.

11 MR. TROWBRIDGE: It could be more than just a --
12 Trowbridge, sorry. Than just a negative, it could be
13 a nonaction.

14 MS. NUELLE: Right. If there was no quorum, we
15 couldn't have an action. But in that case that will
16 be brought to the Board or reported to a Board.

17 MR. TROWBRIDGE: It will be sustained for the
18 committee for the following meeting.

19 MS. NUELLE: Right.

20 MR. ALI: So you're suggesting to add --

21 MR. TROWBRIDGE: I don't think we need to add a
22 nonaction because I think that's completely different
23 than coming with a notice --

24 MS. NUELLE: Mm-hmm. I agree. I thought we
25 changed it actually.

1 MR. TROWBRIDGE: Maybe just look at that. Cause
2 you do reference --

3 MS. NUELLE: Well, what it says is including by
4 reason of a lack of quorum. Which isn't a negative.
5 It's just was a -- I guess the way you stated it, a
6 nonaction. So I think that -- I think that infers --

7 MR. TROWBRIDGE: It covers that?

8 MR. ALI: No.

9 MR. TROWBRIDGE: Okay.

10 MS. NUELLE: And then --

11 MR. TROWBRIDGE: Has that happened in recent
12 days?

13 MS. NUELLE: No.

14 MR. HAJ: We had a quorum, where we had a
15 recusal issued at a committee. Where everybody had
16 to recuse, and we were allowed to bring two votes.
17 One vote yes, one vote no.

18 MS. NUELLE: And then -- which actually goes into
19 the next thing. I think another committee that met
20 added, I guess it was -- maybe it was nominating but
21 added this section on committee attendance and
22 because whatever -- it was program committee and,
23 which is a mixture of people, but if there's not a
24 full committee, and then depending who's there, it's
25 usually, especially United Way, University of Miami,

1 and FIU, so if those were the only three Board
2 members, then they're all, you know, if it's a big
3 agenda, they end up having to recuse themselves, so.

4 MR. ALI: I think this was your suggestion. I
5 put in all caps. Cause unintended consequences if
6 you kick one out because of nonattendance, then what
7 happens, you know. For the entire Board it's
8 probably applicable, but even that is hard to adhere
9 to.

10 MS. DE MOYA: I think two committee meetings is
11 a little strict.

12 MS. NUELLE: Yeah, I've asked Muriel, I don't
13 think we got it yet. I want to look at that and see
14 the committee attendance and see -- I mean, it's
15 frustrating when people don't go to committee meeting
16 and then that's where things are supposed to be
17 bedded. And then the Board is not the time to start,
18 you know, looking at the stuff. But I wanted to see
19 historically, like, how, let's say, how many people
20 missed committee meetings. Just to see if there was
21 a trend with that or a specific issue. But I think
22 that's probably something as a Board we'll have to,
23 you know, agree upon. But another committee put that
24 in there, so in generally when something gets in,
25 it's because its noted as a problem. Which is when

1 we went back. That was one of the tweaks like five
2 years ago on Board meeting attendance. And changed
3 it because we were having problems with quorum and
4 then --

5 MR. HOFFMAN: Ken Hoffman. So I didn't make any
6 changes to this, but one thought at the committee
7 level is maybe making it two consecutive meetings or
8 three meetings. Because it is more -- at the Board
9 level, maybe it's more of a harsh remedy to say two
10 meetings you're out or you need to be replaced. But
11 at the committee level, again, it's a concern if it's
12 not functioning because people aren't showing up and
13 if somebody doesn't show up twice in a row without
14 excuse, should probably not be on the committee.
15 Three times in a year, again, it's more liberal, but
16 that's only issues of excuse. So that might be
17 another suggestion.

18 MR. ALI: So we agree with the change? Everyone
19 is in agreement?

20 MS. DE MOYA: To make the change of --

21 MR. ALI: Two consecutive --

22 MR. HOFFMAN: Or three in total for the fiscal
23 year.

24 MS. NUELLE: Okay, we're gonna --

25 MS. DE MOYA: Does that align with the Board?

1 Which it should, I think it should align.

2 MS. NUELL: The Board is -- its three. It's a
3 total of three. Really what it says is if you've
4 missed three meetings you are resigned from the
5 Board, unless unexcused, unless the Board Chair has
6 the discretion to add -- and what is an excuse
7 absence, or you know special circumstances. You can
8 have an excused absence versus just no reason. Of
9 course people travel or whatever, that you don't make
10 it to a Board meeting. So it gives a discretion to
11 the Board Chair also.

12 But I think otherwise this is -- when I was
13 reading it, it is in keeping -- having to let the
14 clerk know a certain however far in advance in --

15 MS. DE MOYA: So if we're saying a committee
16 member is absent for three consecutive meetings --

17 MS. NUELL: No, two consecutive meetings total.

18 MS. DE MOYA: And three throughout the year, are
19 you saying for the Board Meeting also? If they miss
20 two consecutive Board meetings and three total.

21 MS. NUELL: It doesn't say two consecutive.

22 MR. ALI: It says three.

23 MS. DE MOYA: It just says three.

24 MR. HOFFMAN: Again, that was just a suggestion
25 I was making. Since at the Board level it may be

1 more harsh to kick somebody off the Board, than at
2 the committee level to keep things functioning.
3 Again, committee chair can't hold meetings because
4 somebody's not showing up two consecutive times
5 without an excuse.

6 MS. DE MOYA: Right. I think that makes sense.

7 MS. FERRADAZ: But its two consecutives or
8 three? So that's more restrictive than three.

9 MS. DE MOYA: Yeah.

10 MS. FERRADAZ: Then its only two in a year.

11 MS. DE MOYA: Right. You're right. So why
12 don't we just do it the committee is the same as the
13 Board. If you miss three meetings throughout the
14 year, or if you miss three Board meetings throughout
15 the year. That gives people a little more leeway.
16 Because if you miss a committee meeting, but you show
17 up for the Board meeting, or you miss a Board
18 meeting, but you show up at a committee meeting, it
19 gives you more --

20 MS. NUELLE: I'm sure we're going to come across
21 it. I don't' remember where its written, but we can
22 look at it. Let's work on that to mirror -- but this
23 is an addition that came through the Nominating
24 Committee and --

25 MS. DE MOYA: I think -- I know we're the ones

1 who brought it up. I do think it should be not
2 consecutive. I think it should be three committee
3 meetings and then three Board meetings. So keep it
4 the same.

5 MS. NUELLE: Separate. Because that hasn't been
6 the way we've been operating. We take attendance,
7 but we don't -- for the committees because we have
8 to, but otherwise we don't really look at it. And
9 then I think it also came up then also in terms of
10 like even the election of officers, then, you know, I
11 think they looked at attendance because if someone
12 doesn't attend any meetings, then they probably
13 aren't -- shouldn't qualify to be an officer. But I
14 liked the addition cause I think it's frustrating
15 especially at the Board meeting. We've had such good
16 attendance and participation. I mean, it's so
17 improved from years ago too.

18 But the committee's structure, I mean, you know,
19 I think program has probably 13 members. And there's
20 probably never more than six or seven. And a lot
21 happens at those two finance and program committee
22 meetings, that you're expecting those people to be
23 looking at it and embedding it. So I thought that
24 was a good addition. Okay, so then we're going to
25 skip to article 3 meetings.

1 MR. HOFFMAN: Before we get there, first of all,
2 in the marking, on the iPad mark, I did not make all
3 those changes to the other committee.

4 MS. NUELL: No, no.

5 MR. HOFFMAN: Correct.

6 MS. NUELL: But I see --

7 MR. HOFFMAN: Even the one that says Ken's
8 bylaws.

9 MS. NUELL: Yes, I'm looking at Ken's bylaws.

10 MR. HOFFMAN: The only suggestion I made was to
11 -- which related to the organization. We recognize
12 faith base coalition or vocalize. And again, that's
13 marking here, it's not the changes that I made.

14 MS. NUELL: Yeah, I don't --

15 MR. HOFFMAN: I changed mostly language changes
16 to make sure that every two years the Nominating
17 Committee was making that decision about the
18 organization, which wasn't clear from the Board and
19 written previously. So just to clarify, the language
20 in the Ken's bylaws is my language, but the markings
21 not my marking.

22 MS. NUELL: I was going to say wow, that's a
23 lot. I get it. So then we go to --

24 MS. DE MOYA: Lily de Moya. Before you go on, I
25 just like to go back to article 2 organization of the

1 Board. And clarify. So, that first paragraph that
2 say election of officers.

3 MS. NUELLE: Hold on. Where is that?

4 MS. DE MOYA: Article 2, Organization of the
5 Board.

6 MS. NUELLE: Okay.

7 MS. DE MOYA: The first paragraph it says
8 election of officers.

9 MS. NUELLE: Mm-hmm.

10 MS. DE MOYA: The way that I see on here, this
11 is Ken's suggestion where we separated it to 102,
12 correct?

13 MS. NUELLE: Yes.

14 MS. DE MOYA: Okay. I felt that in reading it
15 that was clear. And I just want to know are we going
16 to say that we are going to use that version now?
17 Because I do think it's clear.

18 MS. NUELLE: Read what you think sounds clear,
19 please.

20 MS. DE MOYA: What is here. What Ken suggested.

21 MS. NUELLE: All right, so every two years, no
22 later than the April Board meeting, the Board shall
23 elect the following officers.

24 MS. DE MOYA: Yeah. And take out the
25 parenthesis that says all of whom shall be members of

1 the Board. Of course that doesn't need to be there.
2 And then the vote may be by voice vote. And then
3 number 2, now we're clear, that at the direction of
4 the Nominating Committee and no less than, we said 30
5 days.

6 MS. NUELLE: 60.

7 MS. DE MOYA: 60 days before the Board meeting.
8 So we are adopting -- because that's where a big
9 change is. So I want to make sure we're adopting
10 this --

11 MS. NUELLE: We're not adopting it. We're going
12 to write the recommendation --

13 MS. DE MOYA: Recommendation of this language?

14 MS. NUELLE: Right.

15 MS. DE MOYA: That's what I want to --

16 MS. NUELLE: Correct.

17 MS. DE MOYA: And I think we have to make sure
18 that everybody is in agreement that this language
19 makes better sense. Cause that's a big portion.
20 It's not just a few words. And then before we go on
21 again, my other thing was that I do think under C,
22 vacancy of officers, I don't think we should leave it
23 the way it is, where it says the Nominating Committee
24 shall solicit nominations and recommend a candidate
25 to fill such vacancy in accordance. I think that

1 even though it says in accordance with the
2 procedures, you made a very good point that says, you
3 know, when people come after us, we already know how
4 this is done. But I do think that somewhere there it
5 needs to state that the CEO and president on behalf
6 of the Nominating Committee solicits nominations from
7 the Board. I think it needs to clearly say that.

8 MR. ALI: It said that in the other section.

9 MS. NUELLE: In two.

10 MS. JACOBO: It says refer back to article 2,
11 page 2. And I think that's where it says that.

12 MS. DE MOYA: Right.

13 MR. HOFFMAN: Ken Hoffman. So again, I think it
14 says it, but it wouldn't hurt to put it in.

15 MS. DE MOYA: That's what I'm saying. That it
16 wouldn't hurt to clarify the CEO on behalf of the
17 Nominating Committee and then pursuant to article.
18 You don't have to go into the whole thing. That's
19 it. That's all.

20 MS. HOLLINGSWORTH: What are you suggesting the
21 Nominating Committee line where president and CEO?

22 MS. DE MOYA: Where under vacancy of officers.

23 MS. HOLLIGSOWRTH: Yes, I'm there.

24 MS. DE MOYA: It says vacancy should occur in,
25 hold on, let me -- it says if a vacancy should occur

1 in one of these offices, the Nominating Committee
2 shall meet to consider nominations to fill the
3 vacancy and make recommendations to support to fill
4 the vacancy at a regular or special meeting as soon
5 as reasonably possible. When you look at Ken's
6 edits, he says that the Nominating Committee shall
7 solicit nominations and recommend candidates to fill
8 such vacancy in accordance with the procedures
9 article 2, A2. Which I think is good to say it that
10 way and to say that. That's very clear. But I think
11 that before the sentence of the Nominating Committee
12 shall solicit nominations, it should say that on
13 behalf of the Nominating Committee, the CEO shall
14 solicit nominations from the Board. Even though I
15 understand it says it in article 2, but I don't think
16 it hurts to be clear of the process.

17 MS. HOLLIGSOWRTH: Thank you.

18 MS. NUELLE: It's not left open to
19 interpretation.

20 MS. DE MOYA: Right.

21 MS. NUELLE: Okay, moving on to meetings, article
22 3. Any comments?

23 MR. HOFFMAN: I have a comment.

24 MS. NUELLE: Okay.

25 MR. HOFFMAN: Ken Hoffman. First of all, again,

1 I don't know where the red line that's in there --
2 these are not the changes that I made. But I did
3 have one change in language is number 4, which was
4 just to say the Board enabled a workshop meeting in
5 lieu of a regular meeting. Just again change the
6 timeframe.

7 MS. DE MOYA: Did you say number 4?

8 MR. HOFFMAN: I'm sorry, A4.

9 MS. NUELLE: No. Its article 3, A --

10 MR. HOFFMAN: A4.

11 MS. NUELLE: A4 is cancellation and rescheduling,
12 isn't it?

13 MR. HOFFMAN: No.

14 MS. NUELLE: You're right. This says A4.

15 MR. HOFFMAN: Right.

16 MS. NUELLE: The document that I have -- it was A
17 -- A3. It is 3. It got changed somehow.

18 MR. HOFFMAN: For some reason in both of these
19 copies, again, not in the copy that I'm looking at,
20 that I submitted. The annual meeting paragraph was
21 deleted.

22 MS. NUELLE: Right.

23 MR. HOFFMAN: I don't know if that was
24 intentional or not.

25 MS. NUELLE: Mm-hmm.

1 MR. HOFFMAN: It was intentional?

2 MS. NUELLE: It was intentional.

3 MR. HOFFMAN: So without that paragraph, then
4 we're talking about A3. Again, the language was just
5 to change it to a positive statement. That the Board
6 enable workshop meetings in lieu of the regular
7 meeting.

8 MS. NUELLE: Ken, what I'm looking at though is
9 not A, regular Board meetings, but that changes in B,
10 special meetings. You intend -- you recommend it for
11 both regular and special?

12 MR. HOFFMAN: I would recommend it for both,
13 yes.

14 MS. NUELLE: Okay. You know, the workshop
15 meetings really have been used for the special, like,
16 targeted work group site, the early childhood and
17 health. And that was actually the recommendation of
18 the attorneys instead of a committee. Just have it
19 as a special meeting and they can just be called.
20 Any other comments on -- in the meeting section?

21 MS. FERRADAZ: Just have a -- Ms. Ferradaz. On
22 B4 under special meetings what is a waiver of notice?

23 MR. ALI: Where are you at?

24 MS. FERRADAZ: Special needs under Board
25 minutes. The last line. Waiver of notice.

1 MR. ALI: What was the question?

2 MS. FERADAZ: My question is it says the Board
3 shall show waiver of notice.

4 MR. HOFFMAN: Ken Hoffman. So it means in a
5 corporate context. If I'm required to give notice in
6 a certain amount of time, the quorum could be invalid
7 if I didn't get that notice. But if somebody submits
8 something in writing that says I didn't get notice,
9 but I'm here and I waive the notice, then the notice
10 is valid. Again, if the bylaws say you must give
11 notice in a particular time and you don't, or
12 somebody who doesn't get the notice, then that could
13 be an invalid meeting unless, again, the Board
14 members sign a waiver that says I didn't need notice,
15 I'm here. That's the corporate context for waivers
16 and notices.

17 MS. JACOBO: Esther Jacobo. So do we ever
18 require notice for that kind of -- I mean, is that
19 somewhere else in the bylaws that I didn't see?

20 MS. NUELL: Yeah, I think it's like anything --
21 yeah, it says notice to the public shall be provided
22 as required by blah, blah. Florida Statute. 7 days
23 notice shall be given to all members. It's possible
24 said notice is to be accompanied by agenda if
25 possible of the meeting. If not possible, the agenda

1 should be distributed at the meeting. It seems to me
2 that -- well, that's technically notice and then I
3 guess it's the minutes.

4 MS. JACOBO: It says to the members as opposed
5 to -- so you're talking about notice to the public,
6 right? So is there --

7 MS. NUELLE: I don't know.

8 MS. JACOBO: I don't recall there being any
9 consequence around the notice to the members.

10 MR. ALI: Because I think the way we do it here,
11 we will send the notice like a year ahead. So
12 everyone has the notice according to the schedule. I
13 mean, if there's a change --

14 MR. HOFFMAN: You'll see this more in the
15 emergency meetings, but.

16 MS. NUELLE: No, they're not emergency. Like if
17 we said oh -- like recently we did the health work
18 group, so it wasn't an emergency. I'm sure it was
19 noticed seven days in advance, but.

20 MS. FERRADAZ: Each member if they're there,
21 they must have got notice.

22 MS. NUELLE: Yeah, Muriel, I think you send it to
23 every member, right, like, if there's a special
24 meeting?

25 MS. JEANTY: Yes.

1 MS. NUELLE: Automatically.

2 MS. JEANTY: In the maximum seven days before
3 the meeting.

4 MS. LEICHTER: Cause that's what the bylaw says.

5 MS. JEANTY: Yes.

6 MS. NUELLE: I mean, I guess you could have a
7 special meeting last minute. Some things, I don't
8 know, unexpected comes up.

9 MS. DE MOYA: Okay, so there have been from my
10 recollection, two occasions where we've had to
11 convene an Executive Committee meeting at the last
12 minute. Where we lost quorum during a Board meeting.
13 And it was resolutions that if we didn't pass them
14 that Board meeting, they were going to jeopardize the
15 providers ability to provide services to children and
16 then the children were the ones who would be hurt.
17 So we conveyed a separate, I mean, we left the Board.
18 We came, just the Executive Committee then voted on
19 the resolutions that were left when we lost quorum,
20 so that is an emergency meeting.

21 MS. NUELLE: But that comes under Executive
22 Committee.

23 MR. HOFFMAN: Ken Hoffman. So this is only
24 talking about Board meetings, first of all. But I
25 think we can probably delete that language. This is

1 just talking about what goes in the minutes. It's
2 not talking about any type of procedural issue. And
3 there must be a notice even if it's not given, you
4 know, within enough time. If it simply said the
5 meeting of minutes shall show the manner and method
6 by which the notice of the meeting was given, each
7 member appearing. I think that would be fine, again,
8 if the issue of a waiver of notice is what is to be
9 upheld. So I think that doesn't have to be reflected
10 in the minutes. It could be deleted. From both here
11 and 4 and in C5, where it also talks about minutes.

12 MR. ALI: Are you suggesting we delete those?

13 MR. HOFFMAN: Strike the last clause that says
14 Board shall show the waiver of notice.

15 MR. ALI: Okay.

16 MS. NUELLE: And then that is in, oh, I see, E5.

17 MR. ALI: Yeah.

18 MS. DE MOYA: E under order of business?

19 MS. NUELLE: No, E, emergency meetings.

20 MS. DE MOYA: C.

21 MR. HOFFMAN: C5.

22 MS. NUELLE: Oh, C. I'm sorry. I'm looking at E
23 emergencies, sorry. C5. And then there's a whole
24 entire section on minutes.

25 MR. HOFFMAN: Again, I cannot -- I did not make

1 all the changes that are shown on that marker.

2 MS. NUELLE: Oh, come on.

3 MR. HOFFMAN: The only changes I made were to
4 move around the notice section. And then in FB to
5 add the sentence that said votes against four
6 extensions except when the action shall be recorded
7 in the minutes.

8 MS. NUELLE: And I actually have -- I had a
9 question about that, Muriel. Is that in the minutes?
10 Like, if there's extensions or recusals?

11 MS. JEANTY: Of minutes, yes.

12 MS. NUELLE: I just couldn't remember.

13 MS. JEANTY: Yes.

14 MS. NUELLE: So were just putting -- you are
15 recommending that we state that?

16 MR. HOFFMAN: Yes.

17 MS. NUELLE: Okay.

18 MS. DE MOYA: But it is stated already.

19 MS. NUELLE: No, I don't think so. That it's in
20 the minutes.

21 MR. HOFFMAN: I wasn't there.

22 MS. DE MOYA: Oh, you mean in the bylaws?

23 MR. HOFFMAN: Yes.

24 MS. DE MOYA: But it is in the minutes.

25 MR. HOFFMAN: Yes.

1 MS. NUELLE: Right. It's not in the bylaws,
2 right. It's not in the bylaws. Another change that
3 came up is at the very top section, the summary
4 minutes of the action items of each meeting of the
5 Board. Because we don't always have the action
6 items, so it's the resolutions. But there could be
7 recommendations or votes or that sort of thing. Or
8 show of support, that kind of thing. So, we are
9 asking that that also be reflected in the minutes.

10 MR. HOFFMAN: Ken Hoffman. So, the other change
11 to this article that I suggested was in public
12 comment. The first change I don't think it's
13 substantive. It talked about each person other than
14 a member that -- other than a staff of Children's
15 Trust.

16 MS. NUELLE: Mm-hmm.

17 MR. HOFFMAN: And I just changed it to say each
18 member of the public.

19 MS. NUELLE: Mm-hmm.

20 MR. HOFFMAN: The staff from The Children's
21 Trust can't just get up and make public comments.

22 MS. NUELLE: Yeah, that's good.

23 MR. HOFFMAN: And then the concept that public
24 comments will be made in the beginning a meeting --

25 MS. NUELLE: Mm-hmm.

1 MR. HOFFMAN: -- again, the changes in the iPad
2 are not mine. The only change I suggested is that it
3 says, unless otherwise determined by the Board Chair.

4 MR. HOFFMAN: Yeah, I like that. I saw that,
5 and I liked that addition. We added that the public
6 comments are made at the beginning of the meeting.
7 But I like that because then --

8 MS. DE MOYA: And I agree.

9 MS. NUELLE: You have the discretion to let
10 someone speak at the end if they wanted to.

11 MR. HOFFMAN: Or all comments if it's more
12 appropriate.

13 MS. DE MOYA: Yeah, I mean if somebody's late or
14 something and they come all the way over here --

15 MS. NUELLE: No, I generally don't do that
16 because then you can have, you know, can go -- and
17 the reason we switched to copy the county, because
18 some of you remember when we were having some issues
19 with certain person, he was making a comment on every
20 single resolution throughout the entire meeting. So,
21 it just was -- I think we should copy with the
22 county. But I like that -- having that discretion.

23 MS. DE MOYA: Right.

24 MS. NUELLE: And then -- and people started to
25 understand if you want to make a comment you need to

1 get there at the beginning. And then that way -- and
2 we've done that before. You know if someone wants to
3 wait to the end or whatever. So, anyway, I think
4 that is a good addition. Um, okay. Let's see. A
5 voting in quorum then is the next section. Meeting
6 notice is public comment, yeah. Voting in quorum. I
7 can't find it. I know. All my papers are all
8 completely mixed up. Are there any --

9 MR. HOFFMAN: Ken Hoffman. So, let -- many of
10 these changes are my changes. According to my copy.
11 But everything from A to F can cross through, it's
12 just primarily to conform them to the same language.
13 So we're always talking about the same thing, what
14 requires an affirmative vote of. Some of them were
15 written more in the negative. I was suggesting a
16 substantive change in number 4 though. Number 4 said
17 that -- first adding subject to the approval of the
18 Board Chair, Committee Chair, that somebody could
19 attend electronically. And then second, the last
20 sentence that talks about Board member attending via
21 audio interactive shall not be counted to establish a
22 quorum period. And the intention of that is that
23 from the attorney general --

24 MS. NUELLE: Oh, I see. It should say not,
25 right. Correct. I don't know how that got changed.

1 MR. HOFFMAN: Sure. Is that -- it's very clear
2 for -- we'll talk to our attorneys about it as well,
3 but you cannot use electronic attendance by order to
4 establish a quorum. But that the attorney general
5 has permitted circumstances where members that do
6 attend, as long as there's a quorum, can both speak
7 and vote.

8 MS. NUELL: Oh, really?

9 MR. HOFFMAN: Yes, that's --

10 MS. JACOBO: Esther Jacobo. So as long as
11 there's a quorum present -- that's not including the
12 person on the phone or electronic?

13 MR. HOFFMAN: Right.

14 MS. DE MOYA: So, if there is no quorum the
15 person on the phone can then be counted for the
16 quorum. Is that what you're saying?

17 MR. HOFFMAN: No.

18 MS. DE MOYA: Cause they can't talk.

19 MR. HOFFMAN: Right. There's two different
20 issues. Again, I spent some time looking at it
21 because I personally think it's important not to
22 facilitate people just dialing in when they want to,
23 but to facilitate people who are either sick, have to
24 be out of town, or some circumstance where we should
25 still get their participation. And the county

1 attorneys have told us specifically that no, you
2 can't do any of that. The attorney generals'
3 opinions that they're citing and they're the ones
4 saying you cannot use audio conferences or video
5 conferences to establish a quorum. But so long as
6 there's a quorum physically present, that somebody
7 could participate remotely and vote. Talk and vote.
8 And I find it very awkward when we had a Finance
9 Committee meeting that Laurie wasn't present. Where
10 not -- she wouldn't have been a voting member, but
11 she was the attorney that said you can't talk. Which
12 didn't make any sense.

13 MS. DE MOYA: I thought he was going to come
14 through that conference thing.

15 MS. NUELL: Oh, yeah. He thought it was me.
16 I'm like it's not me.

17 MR. HOFFMAN: This may require some dialog --

18 MS. NUELL: Yeah.

19 MR. HOFFMAN: -- with the attorneys. In the
20 meantime, that would be my suggestion, is that we go
21 as far as the attorney general has permitted
22 organizations to go. Similar organizations to go,
23 which is to allow somebody to participate under, you
24 know, these types of circumstances. And to vote if
25 required, of course they'd have to do a voice vote

1 saying, I place my vote.

2 MS. DE MOYA: You know, I kind of agree with you
3 in the sense that it won't facilitate for when people
4 can't. But when you adopt that type of policy, I
5 feel like then it becomes so much easier for people
6 not to attend because they can be on the phone, and
7 they can participate, and they can vote. And then
8 you got five people on there and it's a mess. And
9 everybody's going what did you say? And who said
10 what? And I can't really here who's saying what. I
11 mean, I'm completely against, you know --

12 MR. HOFFMAN: But --

13 MS. DE MOYA: -- the conference call thing.

14 MS. FERRADAZ: This is Gilda Ferradaz. Other
15 Boards I sit on, they limit the number of times you can
16 call in.

17 MS. DE MOYA: Which that would be good.

18 MS. LEICHTER: I think we should limit -- I
19 think we should limit it if we do add it.

20 MR. HOFFMAN: Just a clarification because,
21 again, I didn't change the whole thing. It does say
22 upon good cause shown such as being out of town or
23 hospitalized. So, it's not -- the intention would
24 not be to allow somebody to sit in their office in
25 North Miami and participate in the meeting.

1 MS. DE MOYA: Right.

2 MR. HOFFMAN: It would be to say, you know, its
3 extraordinary circumstances. If the chair was out,
4 the chair should be able to attend the meeting.

5 MS. NUELLE: Yeah, I had to organize my schedule.

6 MR. HOFFMAN: But again, I don't think the
7 intention wouldn't be to allow people just to say I'm
8 going to attend by phone. It would be somebody's
9 sick, has to be out of town, and that the Board Chair
10 or the committee chair can say, okay, I hear this
11 sufficient cause and you can participate --

12 MS. NUELLE: So, I'm highlighting that as another
13 item that I think when we're all together to discuss.
14 Obviously, it has to be a yes, you know, talk -- I
15 mean, the attorneys are going to --

16 MR. HOFFMAN: Right, I brought them some
17 materials. I would send them the materials.

18 MS. NUELLE: Right. But I think that, you know,
19 what I'm thinking too, is when we meet at the retreat
20 as a full Board, hopefully, the, you know, 3 or 4
21 items that require some discussion like committee
22 attendance. And I think this can come up, you know,
23 with a full agreement because those are things that
24 make a big difference in a Board members life. And I
25 think that what you said was practice, but that the

1 quorum has to be -- there has to be a quorum. I
2 think that also would control people just calling in
3 whenever they want. Because then if there is no
4 quorum --

5 MR. HOFFMAN: Again, we'll never say that they
6 can just --

7 MS. NUELLE: Right.

8 MR. HOFFMAN: The Board Chair can just decide,
9 or committee chair can just say, no, go ahead and
10 dial in. It would have to be for some good cause.

11 MS. DE MOYA: I have a question, de Moya here,
12 in this area here. Why did we take out in number 3,
13 where it says that B, we took out the part about the
14 adoption of the annual budget shall require an
15 affirmative vote from the majority of all members and
16 serving on the Board. And you took out including the
17 juvenile court judge, who may vote and be counted.
18 But then you left it in C.

19 MR. HOFFMAN: Ken Hoffman. Because in B the
20 standard is the majority of the full Board period.
21 Whether we say including or not that vote requires a
22 majority full Board. You don't need to say including
23 the juvenile judge.

24 MS. DE MOYA: Just the full Board.

25 MR. HOFFMAN: And the only time there is an

1 exception is that we should exclude this person from
2 --

3 MS. NUELLE: And I want to say that quorum number
4 4, we added no matter what happens. If someone was
5 going to call in that they would need to notify the
6 clerk of their intention at least 24 hours prior to
7 the meeting. You know what I would want to avoid is
8 its time for a meeting and people are trying to call
9 Muriel and, you know, they're busy getting ready for
10 the meeting. So that they would have to notify, and
11 I think that's reasonable. Because otherwise you
12 know how it would be. It would be 9 o'clock and 9:15
13 and they'll be texting Muriel going I want to call
14 in. And, you know, it may not be set up and
15 etcetera. So, that was just a little --

16 MR. HOFFMAN: I would actually suggest making it
17 further in advance --

18 MS. NUELLE: Right. Okay.

19 MR. HOFFMAN: Because again, this is a decision
20 that has to be made based on some maybe 48 hours
21 because Ms. Muriel can't make that decision. The
22 idea is not just to set an audio conference each
23 time.

24 MS. NUELLE: Right, yeah. Well, if someone's
25 just going to call in and listen, but if this change

1 -- so, I mean, you'll know. And if you're sick in
2 the hospital or you're --

3 MR. HOFFMAN: At least 24 hours.

4 MS. NUELL: It says at least, but I mean --

5 MR. HOFFMAN: At least 24 hours.

6 MS. NUELL: Or more. Okay, anything else?

7 MS. FERRADAZ: Yes. Gilda Ferradaz. Article 4,
8 1A, I think that's just a typo, but the second
9 sentence belongs to number B. Public officials
10 article 4, 1A, the second sentence. Public officials
11 entitled to a designee, that's part of B.

12 MS. NUELL: Yeah, it needs to be --

13 MR. HOFFMAN: It just needs to be structured.

14 MS. NUELL: Yeah. Let me go back to that page.
15 Oh yeah, that's public officials, I noticed that too.
16 I was like wait a minute. Okay, then Board
17 attendance. So I have an issue. We've been working
18 on it. It says like maybe 1, 2, 3, 4 paragraphs down
19 about the attendance requirement. So to me, this is
20 sort of a little unfair. It says this attendance
21 requirement does not apply to Board members who are
22 elected or appointed government officials and who are
23 unable to name a designee member pursuant to the
24 Ordinance. I'm having a lot of trouble figuring out
25 what that means.

1 MR. HOFFMAN: Ken Hoffman. I think this was
2 sent out under our current -- under the Ordinance. I
3 think most of those people that this refers to
4 previously, can designate somebody to attend for
5 them. So, for example, this would have applied to
6 the superintendent, where the Ordinance used to say
7 the superintendent is the Board member, and therefore
8 it would apply if he had elected appointed official,
9 so if he wasn't able to make a designee, then this
10 wouldn't have applied to him. That was just sort of
11 the exception that was made. Now I believe it was
12 changed.

13 MS. NUELLE: Well, it was changed. For some
14 reason, somewhere along the line the -- in our Board
15 history, someone gave the superintendent a designee.
16 He did not have actually the right to have a
17 designee. But somewhere along the line he did. So
18 that has been changed. That's why Maggie couldn't
19 vote and now she can.

20 So do you think it would be clear then. This
21 should say attendance requirement does not apply to
22 Board members who are elected or who are appointed
23 government officials?

24 MR. HOFFMAN: Well, I don't know the answer to
25 that --

1 MS. NUELLE: And their designee. Because this
2 part, and to who are unable to name a designee. So
3 is that like everyone?

4 MR. HOFFMAN: No, no. The question is, is there
5 still any position. It must be that person like the
6 superintendent. If not, then we should eliminate it.

7 MR. ALI: No, the mayor.

8 MS. NUELLE: The mayor can't appoint?

9 MR. ALI: No, the mayor has two positions. One
10 of them is that he can come in here where he could
11 name a designee. The other one he cannot name a
12 designee. So, if someone comes, which she's not
13 allowed to vote.

14 MR. HAJ: Not a voting member. That has
15 happened -- because the county manager had a
16 position. When they eliminated the county manager
17 position, the second went to the mayor. So it was
18 determined that the superintendent's, when the
19 lawyers looked at it again, that the mayor can name
20 someone, which is Nelson, as the voting member, and
21 the other person would be a non-voting member. If
22 the mayor shows up, he can vote for -- in someone's
23 position. But if someone represents him, he cannot,
24 she cannot vote.

25 MS. NUELLE: But getting to this, someone needs

1 to explain it to me. I just don't understand what
2 this means in practicality. If we're looking at
3 attendance, I feel like, maybe you understand. I
4 understand that if you are an elected official, the
5 Board attendance requirement does not apply. I
6 understand if you're an appointed government
7 official, like the commissioner, or the day delegate,
8 that doesn't apply. But what I don't understand is
9 who -- and who are unable to name a designee.

10 MS. JACOBO: Esther Jacobo. So Kathy Rundle is
11 an elected official --

12 MS. NUELL: Yes.

13 MS. JACOBO: -- but she can name a designee?

14 MS. NUELL: Right.

15 MS. JACOBO: So it applies to me. So, if I'm
16 absent, then it applies because I'm her designee. If
17 she couldn't and she couldn't come, then it wouldn't
18 apply, right? So, you see what I'm saying. So she
19 can designate me, and I guess the -- who were the
20 other people? The mayor cannot.

21 MR. ALI: For 1C.

22 MS. NUELL: For 1C. Now the superintendent has
23 a designee.

24 MS. JACOBO: Right. I guess in the mayor's
25 case, if Nelson didn't come, it would apply to him.

1 He could be moved off the Board. But if he doesn't
2 come or if his representative doesn't come, then he
3 doesn't get a valid vote.

4 MS. NUELLE: Right. I mean, I just think it
5 should be clear. And I feel like if it's not clear
6 to me, who looks at attendance every month, then, you
7 know, like, who are we supposed to be watching, you
8 know, taking attendance for or not.

9 MS. JACOBO: The other question is, about that,
10 if you want to make things clear, so let's just say
11 my position for example.

12 MS. NUELLE: Yeah.

13 MS. JACOBO: So, I'm Kathy Rundle's designee.
14 So she's in the statute, so if I don't come, she
15 doesn't get kicked off anyway.

16 MS. NUELLE: Right.

17 MS. JACOBO: Cause she's in the statute. I get
18 kicked off and she has to assign somebody else,
19 right. So that's not necessarily super clear either,
20 but we all understand how it works, but that's --

21 MR. ALI: Yeah, I think I agree. We can have
22 further discussion. That's why I put the note there.
23 We can discuss with the attorneys, you know. And
24 they're going to come to the next bylaws meeting, so
25 hopefully we have a larger discussion.

1 MS. NUELLE: And sometimes I think, like, there's
2 another thing that I'm going to bring up that we've
3 been talking about. That sometimes we put so much
4 language, that you really don't even understand what
5 it says. So, I think certain things it's just better
6 to have it really clear and concise, so. Who does it
7 apply to and who doesn't it, like, just clear, but I
8 can't -- I don't know what the right answer is, so,
9 anyway. I don't know if anyone else has anything
10 else related to --

11 MS. JACOBO: Maybe for a suggestion, maybe it'll
12 be easier to name the folks that it doesn't apply to.
13 I mean, they're in the, not the bylaws, in the
14 Ordinance, right? So this applies to everyone except
15 the mayor and whoever else.

16 MS. NUELLE: Right. I think that would be great.
17 Because it's clear.

18 MR. HOFFMAN: It may just be the mayor. Because
19 again, the superintendent, like the state attorney,
20 can do it through a designee. And that person can be
21 kicked off as a board member.

22 MS. JACOBO: Okay, so elected officials though,
23 so we have Judge Prescott, you know, but that doesn't
24 count, right?

25 MR. HOFFMAN: I don't think the statute, or the

1 Ordinance requires the judge to be because in the
2 past he has designated people to --

3 MR. ALI: I think it says in the statutes the
4 chief judge or designee.

5 MS. NUELLE: And then one question I had, let's
6 say you're on the Board and you're an elected
7 official, but you're not on the Board as an elected
8 official, you just happen to be an elected official.
9 So, I don't -- is it intended for that person or not?
10 So, I think I like that idea, maybe just stipulating
11 this applies to everyone except the following people.
12 Then it's like really clear and I think that might be
13 the way to go because I've struggled -- as we've been
14 reviewing every time, and we tried to tweak it, and I
15 keep coming back to it saying I still don't
16 understand who it is, so. I mean, it's very clear
17 for someone to day delegation that's an elected
18 official, he can't meet quorum, or he or she, whoever
19 it is, because, you know, of being in Tallahassee.
20 But otherwise, I mean, that's clear. I guess
21 technically the school board person is an elected
22 official, that's clear. So, anyway. Okay, any other
23 comments in Board attendance?

24 Okay, the next one's conflict of interest. And
25 I have a big thing, I think we got this straight.

1 We've been struggling with this a lot and you can
2 see. So, in number 3, you can see there's like a lot
3 of strike outs, because this is one of those
4 situations where there's so much language, that I
5 don't think -- you couldn't figure out what it meant.
6 Since when I got on the Board, this has to do with
7 the 10 percent rule that this Board imposed upon
8 itself.

9 My understanding is that -- in the discussions a
10 lot, I've used you, Marissa a lot. That a person can
11 be on a Board, it's just that if you're on this Board
12 and you work for an organization that receives
13 funding, that organization cannot receive funding in
14 excess of 10 percent of its budget. So, I think --
15 so the way we ended up going back and forth about 50
16 times, it just says in the event that a Board member
17 is employed by a Trust funded organization, that
18 organization may not receive funding in excess of 10
19 percent of its budget provided by The Children's
20 Trust. So, in the end, because I thought that that
21 seemed clear. If that's what the intention of that
22 10 percent rule was.

23 MR. HOFFMAN: Again, what's in the iPads, the
24 suggestion about the changes, I didn't have any
25 suggestions except to say I didn't understand the

1 purpose of this provision. If a Board member
2 organization applies, and a Board member can be one
3 who's appointed by statute of the Ordinance, applies
4 for funding, that Board member has to recuse him or
5 herself, and the rest of the Board can make the
6 decision on whether to apply the funding. Whether
7 its 10 percent, 11 percent, or whatever. So I'm not
8 sure that the -- from what I understand, that the
9 ethics code requires us to do this. And I'm not sure
10 what the purpose of it would be. This obviously
11 applies much differently to larger organizations than
12 small. But I think, again, if the procedures are
13 such that something comes before the Board, I have to
14 say I can't vote, you all make a decision. And why
15 would it make a difference?

16 MS. LEICHTER: Leichter. As someone who this
17 affected, I think it goes to number 4, avoid the
18 appearance of impropriety. I was not CEO of the
19 organization that I worked for, that it became a
20 conflict for me. But at the end of the day, you
21 know, I left on good terms. I didn't want them to
22 suffer to not get funding because I was an employee.
23 And I didn't want to step down from the Board because
24 I appreciated my service here, and it was almost more
25 important for me to stay here than to stay there.

1 However, when you are a small organization, and
2 more than 10 percent of your budget is coming from
3 The Trust and you have someone within that
4 organization sitting on The Trust, I do think that it
5 could be argued that it looks -- like, if you're
6 talking about University of Miami, or Baptist, or any
7 of these big organizations, it's going to be hard to
8 reach that 10 percent threshold. But for a very
9 small startup nonprofit, it's pretty easy when they
10 apply here for money to get to that 10 percent
11 threshold. And I think that's when you start to
12 like, you would never want, I would never want The
13 Trust to look shady, for a lack of a better word, or
14 for that organization to look shady, because their
15 budgets are so small. And if you see more than 10
16 percent of that budget coming from The Trust and that
17 person sitting on the Board, you know, look, I don't
18 really know how many people are investigating who's
19 budget comes from where and like this and going to
20 throw us to the Miami Herald, you never know. So
21 that's just why I think it's in here.

22 MR. HOFFMAN: Marissa, I didn't know your
23 circumstances until I asked a question about this.

24 MS. LEICHTER: Yeah, it's not my current
25 employer.

1 MR. HOFFMAN: No, no. I was told that among
2 other things, you wanted to stay on the Board, so you
3 changed employers, which I think is extraordinary.
4 But I do think that again, there's other procedures
5 in place that allow conflicts of interest to be
6 resolved. And you're right, I don't think this will
7 ever apply to FIU, for example, if you look at it as
8 FIU. If we look at the specific programs, we might
9 be funding more than 10 percent.

10 MS. NUELLE: That's the flaw in this. When you
11 look at the county, University of Miami, FIU, it's
12 the entity, not the department. And --

13 MR. HOFFMAN: Unless there's a reason that we
14 have to do this, I think that a normal recusal and
15 stating I have a conflict of interest, my
16 organization applied for funds and they're being
17 recommended by staff. That should cure I think the
18 issue, whether its 10 percent, or 9 percent, or 11
19 percent.

20 MS. HOLLINGSWORTH: I guess the only thing that
21 I would add here is that adversely it could be that
22 the 10 percent rule would keep the smaller CEO's off
23 of the Board.

24 MS. LEICHTER: That's true too.

25 MS. HOLLINGSWORTH: It certainly doesn't mention

1 the LLC.

2 MS. LEICHTER: I would have had to step down.
3 It's a really good point. And I remember that this
4 was a huge issue and I felt like I was the martyr.
5 But it was when Charles was still CEO, and I forgot
6 the attorney, the man who kept coming in and
7 advocating for the small CEO's. And he kept saying
8 there's no one from a small CEO on this Board because
9 -- but that is a very true issue is because the small
10 CEO's in our community, you know, we can't have
11 people on the Board because we rely on The Trust for
12 our monies --

13 MS. NUELLE: No, like someone just applied for a
14 notarial appointment, and I said someone needs to
15 explain to that person that their organization cannot
16 receive more than 10 percent, so that's a decision
17 that they have to make. And I have no idea if that
18 organization receives more than 10 percent, but they
19 need to understand that. So I think this is an area
20 also that we should bring up as a full group to
21 discuss.

22 MS. LEICHTER: Like it's just a balancing of
23 what you want to sacrifice. Whether you want to
24 sacrifice the CEO's on the Board or a potential, you
25 know, appearance of impropriety with small CEO's on

1 the Board that are getting more than 10 percent.

2 MS. DE MOYA: Part of the reason that this was
3 written the way that it was, had to do with what we
4 were not calling at the time CEO's and we are now.
5 I'll give you an example. When I was with Parent to
6 Parent and this came up as an opportunity for me, I
7 would have not been able to do this because the
8 majority of the funding comes from The Children's
9 Trust. But they have a \$100,000.00 grant from the
10 department of education that funds the salaries of
11 certain people, and I was one of those people cause
12 it funded the training director. So actually, my
13 salary was not part of The Children's Trust salary.
14 So, then why wouldn't that person be able to serve,
15 according to what this says, right. Because the
16 salary is not coming from there.

17 MS. NUELL: But it was a whole organization.

18 MS. DE MOYA: Right. In the process of applying
19 and all of that, I stepped down and I became board
20 president. And so now I was not employed at all. So
21 it was no longer a conflict. But you do take away
22 the opportunity of small organizations that are
23 primarily funded by The Trust. And this whole thing
24 about the 10 percent not being allowed to appoint a
25 member of its staff, da-da-da, that kind of geared

1 towards that. Because they could be employed by the
2 organization, but their salary is not coming from The
3 Children's Trust. I think that that has to be taken
4 out and clarified. Simplified.

5 MS. NUELLE: My understanding it says that also
6 that person if they qualify, their salary can't come
7 from The Children's Trust, but if this wasn't an
8 issue of where your salary came from. It was first
9 an issue of the percentage of the budget.

10 MS. DE MOYA: And that's what it should be I
11 think.

12 MS. NUELLE: So that's where I just made it super
13 clear, but this is another issue. Do we even want to
14 keep that or do we feel as a Board now that maybe,
15 you know, we're beyond that. I think you make a good
16 point, like it's going to be a decision of the look
17 of impropriety versus representations of smaller
18 organizations. Wait, Gilda wanted to say something.

19 MS. FERRADAZ: Gilda Ferradaz. Conflicts of
20 interest can also arise not just from funding, but
21 also from policy. So there's going to be, you know,
22 you could as a Board come up with a policy that are
23 more favorable to one type of provider than another
24 or not. So, I think conflicts of interest aren't
25 limited to funding.

1 MS. NUELLE: Yeah.

2 MR. HOFFMAN: Ken Hoffman. So the only thing I
3 thought about is prior to this discussion, we're
4 talking about this prospectively as if somebody could
5 or could not be a Board member. This could also
6 happen, again, look at, Marissa, your current
7 organization. This shouldn't preclude your
8 organization from applying for funds. In my opinion,
9 prospectively just because you're on the Board.
10 Again, you had a choice, or the organization had a
11 choice of saying we can't do this because you're a
12 Board member. It should, with all the other
13 procedures and conflicts of interest, should be able
14 to apply even though you're on the Board. And again,
15 it'll be known that there's a conflict. You won't be
16 able to vote, you'll have to recuse yourself. My
17 only view is that it doesn't -- I think I agree with
18 the appearance of impropriety. And I don't think
19 that's an appearance of impropriety. It usually
20 comes with a medical concern.

21 MS. NUELLE: You know, it could be also -- as a
22 discussion, we haven't really found -- I think this
23 Board, to me anyway, the kind of people who are on
24 it. It's very different than most boards that are
25 very political or people are on there for certain

1 reasons. I think most people are on here because
2 they A, they're stakeholders, and B, they care about,
3 you know, the people we're serving. So it might be
4 that we feel like we don't really see this as an
5 issue. And then number 4 says in accordance with
6 blah, blah, blah, all Board members will act in
7 manner so as to avoid the appearance of impropriety.
8 So as we often do, you can get an opinion from the --
9 at this commission on the subject. But we'll bring
10 this up I think at the topic to make a decision.

11 MS. DE MOYA: I think you're making a really
12 good point, because when I was president of Parent to
13 Parent when I was on the Board, I would recuse myself
14 whenever a resolution came up. And the attorneys
15 would tell me that I didn't have to. Because when I
16 was asked -- at that time we were saying why we were
17 recusing and I would say I'm president of the board.
18 And they would be like you're not an employee, you
19 don't have to recuse yourself. But I felt, what you
20 said, I don't want to give any impression --

21 MS. NUELLE: I agree. It does say employee, but,
22 you know, its Board or -- like there was somewhere I
23 was looking, and I go what about, let's say you're
24 not an employee and you're not a Board member, but
25 what happens if your sister owns the organization.

1 So that's not a conflict, I mean, you know, so --

2 MR. TROWBRIDGE: Is the 10 percent just an
3 arbitrary number?

4 MS. NUELL: I think it was. I mean, I wasn't on
5 the Board when it was.

6 MR. TROWBRIDGE: Have we ever actually audited
7 that for those organizations?

8 MR. HAJ: Yeah, we did. We just pulled it, I
9 asked Finance to pull it two weeks ago.

10 MR. HOFFMAN: Ken Hoffman. I did notice one
11 other suggestion that I made. Number 1, conflict of
12 interest, which goes to the same issue that my
13 feeling in corporate governments or governments here.
14 So as long as a person has expressed that they have a
15 conflict of interest and its clear to the entire
16 meeting, there is -- I agree with the concept they
17 shouldn't vote, but I do not agree with the concept
18 that they shouldn't be able to speak. So, if
19 somebody says Ken, tell me about that program and why
20 we should you adopt it, or Ken wants to say look, I
21 can't vote on this issue, I've already recused
22 myself, but I just want to tell you what this says,
23 should not be prohibited by bylaws.

24 MS. DE MOYA: I agree with you. Because there
25 have been incidents where that has happened, and

1 people have questions about the program, and the
2 person is sitting right there, and they can't answer
3 your question. Which you're just asking a general
4 question about problematic issues or whatever. And
5 like what does this organization do. And the
6 person's sitting right there, and they can't -- they
7 can't --

8 MR. HOFFMAN: I already said I have a conflict.
9 I'm not going to vote on this, so --

10 MS. DE MOYA: But you should be able to answer
11 questions. I agree with you.

12 MS. NUEL: I don't know how or why that came to
13 be. I see that also you recommended deleting the
14 member does not need to leave the room during
15 discussion or voting on the issue. And that was
16 added not that long ago, because some Boards, they
17 require you to leave during the discussion if you
18 recuse yourself and our attorneys allowed us to stay.
19 Cause that came up and it would be like do I have to
20 leave, you know, sometimes a discussion -- sometimes
21 there isn't even been any discussion, you know. And
22 then how do you -- I think this is one of the issues.
23 So let's say we have a resolution and it has 20
24 providers in it. And you have a -- this is what I
25 think Isaac was bringing up. I couldn't really

1 remember. So you have a conflict with one, but you
2 can't vote on any of it.

3 MS. FERRADAZ: You can break out the
4 resolutions.

5 MS. NUELLE: Right. We don't do that, but --

6 MS. FERRADAZ: You can. You can even if they're
7 all together --

8 MS. NUELLE: Right.

9 MS. FERRADAZ: -- say I'm voting for all of
10 these except for this one.

11 MS. NUELLE: And that hasn't been our practice.
12 It's like one resolution or one package, which
13 doesn't really make sense either. Which also
14 sometimes gets to quorum, that quorum issue because
15 then if you have to recuse yourself because you're
16 one of 20 or even one of 7, you know.

17 MS. FERRADAZ: Gilda Ferradaz. To Lily's
18 question, I don't know if it a question about a
19 provider that sits on a Board and they can't answer,
20 in other Boards what they do, maybe it doesn't really
21 make any difference, but what they do, they make them
22 leave the table and stand where the public would
23 stand. As a member of the public. It just looks
24 better to the -- it's probably the same thing. It
25 like separates the member. The question is not a

1 question to the Board member, the question is a
2 question to the provider as a provider. That's just
3 something that --

4 MR. HOFFMAN: Ken Hoffman. So Laurie, to answer
5 your question, it would be fine to put that phrase
6 back in, that they don't have to leave the room. But
7 in the absence of the phrase, they don't have to
8 leave the room, there's nothing in the rules that say
9 they have to leave the room. So it could go either
10 way.

11 MS. NUELLE: It used to come up a lot. That's
12 why it's like should we, do we have to.

13 MS. DE MOYA: I don't think we should have to.

14 MS. NUELLE: I think that's why it got added --

15 MR. HOFFMAN: No, no. The question was whether
16 to put the language back in. I think we've all
17 agreed that they shouldn't have to leave the room.
18 So put the language back in just to make it clear.

19 MS. NUELLE: Yeah, cause I think that was a
20 relatively recent tweak of the bylaws, to add that
21 just for clarification. Cause seemed to be a
22 problem.

23 MS. FERRADAZ: Now, that first paragraph, I
24 would either delete the funding or add funding or
25 other issue. I think it's not limited to funding.

1 It could be policy issues that come up, that somebody
2 has a conflict on. Like these bylaws. Like this
3 discussion.

4 MS. NUELLE: Like the benefit package. You could
5 have a -- you could work for an insurance company or
6 an auditing firm, and so it may not have to do with
7 the funding of it, but the selection of or maybe --
8 something like that.

9 MR. ALI: So you were saying to take off that --

10 MS. FERRADAZ: Either take off the word funding
11 or add funding or other issue. Funding or policy
12 issue. Either take it altogether or add something.

13 MS. NUELLE: Yeah, or just say declare conflict
14 of interest.

15 MS. JACOBO: Esther Jacobo. I would just say
16 take it out, cause then you'd have to -- just
17 conflict of interest period.

18 MR. HAJ: I'm sorry, just for clarification,
19 we're going to remove this or keep as discussion
20 point?

21 MR. HOFFMAN: Which are you talking about?

22 MR. TROWBRIDGE: The 10 percent issue.

23 MR. HAJ: The 10 percent.

24 MS. NUELLE: No, discussion. The 10 percent.
25 But we're on the common interest. Yeah, I think the

1 10 percent, that will be a point of discussion.

2 Okay, then the last one is the general powers of
3 the Board. I can see that this is just all cleaned
4 up and it's the way we proceed with the budget. And
5 when we bring it, and the millage rate and all that.
6 I know some of that is addressed in finance, the
7 finance section also. But --

8 MS. FERRADAZ: There's a little typo on the
9 first paragraph. The third line from the bottom,
10 firing of staff. There shouldn't be a comma there.

11 MR. HOFFMAN: I'm sorry, what number?

12 MS. FARRADAZ: The first paragraph under article
13 7.

14 MR. ALI: Okay.

15 MS. DE MOYA: I'm sorry, I have to excuse
16 myself, so I just want to ask a question, which is
17 just a little bit ahead. I just want to know why did
18 we take out under article 9, president/chief
19 executive officer, that the Human Resources Committee
20 the Board shall conduct an annual performance
21 evaluation. Are we not going to do that anymore?

22 MS. NUELLE: No, it's in the human resources.

23 MR. HOFFMAN: We just placed it under --

24 MS. NUELLE: Human resources. It's under human
25 resources.

1 MS. DE MOYA: Okay.

2 MS. NUELLE: And just so you -- just to clarify
3 one other thing, it's not on here for some reason. I
4 don't see -- there was a number, I don't know what it
5 said before because it's on the piece of paper I'm
6 looking at. The original -- let me see, maybe it's
7 on here. The original bylaws, which obviously these
8 things, especially for the CEO, were developed when
9 the Board was being developed. So actually to me
10 some of these things are obvious. But one of them
11 was -- and Jim didn't really want to fool around with
12 it too much. But number 2 said insuring that a
13 comprehensive plan with consultation the Board has
14 developed for the needs of children and youth in
15 Miami-Dade County is developed. And I said I think
16 that we need to take that away. That's like a
17 completely different thing. I mean, you need a whole
18 staff, and my concern was somewhere down the line,
19 the CEO could be measured against that and it's not
20 something that we do. Obviously, it may have been
21 something that was done when the Board was created,
22 so we -- we recommended, we, meaning, Imran and I,
23 that the CEO should work with the Board in developing
24 a strategic plan as applicable, and implement same as
25 necessary using the guidelines that the Board

1 established. Which I think is more in line with his
2 job and our job together as opposed to creating a
3 plan. First, I was like it has to say families, not
4 only children. But then it's like -- I don't think
5 it's The Children's Trust job to create the plan for
6 all the needs of children in Miami-Dade County.
7 Otherwise, I think most of this is, you know, the
8 same.

9 MR. HOFFMAN: So going back to article 7. Which
10 is general powers of the Board.

11 MS. NUELLE: Yes.

12 MR. HOFFMAN: Most of the changes I made were
13 cleanup. But I had a question in B, which I didn't
14 know the answer to. It says the adopted annual
15 budget shall be certified and delivered to the Board
16 of County Commissioner. My question was what does
17 that mean? Who certifies it? Is that something that
18 the president does, that the --

19 MR. ALI: No, I think Jim signs it. Wendy and
20 Bill prepares it and then Jim certifies it.

21 MR. HOFFMAN: I'm not sure it's necessary then,
22 but my question was, is it something that had to be
23 done. So, we can leave it without the --

24 MS. NUELLE: Okay. Any other thoughts or
25 comments on this or any other part? When we get it

1 all cleaned up, then we'll, you know, you'll get it
2 back. I know we're really running a little bit late,
3 but if we could just take a few minutes to review --

4 MR. HAJ: Madam Chair, if I may? If there's a
5 way -- I know that we're already a half an hour past
6 due, we can maybe pull this and bring this back at a
7 later time.

8 MS. NUELLE: Really? I mean, I don't know if it
9 was like timely.

10 MR. HAJ: Yeah. We'll be reaching out the next
11 couple of weeks for the Finance Committee and
12 reviewing individually if there are other mechanisms.

13 MS. NUELLE: All right. As long as it doesn't
14 affect any business or solicitation. All right,
15 thank you. I know this has been a long meeting and a
16 lot. And of course, it's really a total remake of
17 the bylaws. I move to adjourn.

18 (Whereupon, at 1:00 p.m., the meeting was
19 adjourned.)

20

21

22

23

24

25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

CERTIFICATE OF REPORTER

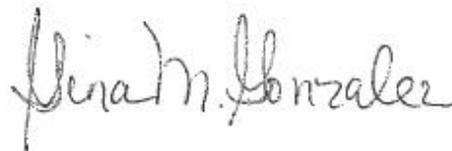
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I, GINA PETRILLO, do hereby certify that the foregoing testimony was taken before me; that the witness was duly sworn by me; and that the foregoing pages constitute a true record of the testimony given by said witness.

I further certify that I am not a relative or employee or attorney or counsel of any of the parties, or a relative or employee of such attorney or counsel, Nor financially interested in the action.

Under penalties of perjury, I declare that I have read the foregoing certificate and that the facts stated herein are true.

Signed this 9TH day of AUGUST 2018.



GINA PETRILLO

<hr/>	33:25 34:4	<hr/>	ability	66:15
\$	35:3 36:10,11	5	6:22 42:15	across
<hr/>	37:9,15 54:18	<hr/>	able	11:8 31:20
\$100,000.00	76:12	50	51:4 55:9 66:7,	act
66:9	20	61:15	14 68:13,16	69:6
<hr/>	71:23 72:16	<hr/>	70:18 71:10	action
1	2019	6	about	26:15 44:6
<hr/>	13:2	<hr/>	13:3,15 17:5	45:4,5
1	24	6	19:18,21 22:5,	actual
7:18 11:7	53:6 54:3,5	7:18	7 25:6 26:7	13:12
54:18 70:11	2A2	60	33:17 39:4	actually
10	20:20,22	18:18 19:5	41:5 42:24	5:6 9:8,10 14:2
<hr/>	<hr/>	21:7,10 35:6,7	43:1,2,11 44:9	15:4 23:15
61:7,14,18,22	3	<hr/>	45:13 47:13,20	25:11 26:25
62:7 63:2,8,10,	<hr/>	7	48:2 52:13	27:18 39:17
15 64:9,18,22	3	<hr/>	54:19 58:9	44:8 53:16
65:16,18 66:1,	7:18 32:25	7	59:3 61:15,24	55:16 66:12
24 70:2 74:22,	37:22 38:9,17	40:22 72:16	63:6,23 66:24	70:6 76:9
23,24 75:1	51:20 52:12	75:13	68:3,4 69:2,23	add
100	54:18 61:2	<hr/>	70:19 71:1,4	21:17 22:8
9:17	30	9	72:18 74:21	26:20,21 30:6
102	19:5 20:12	53:12 64:18	absence	44:5 50:19
34:11	21:8,12,13,17,	75:18	30:7,8 73:7	64:21 73:20,24
11	19 22:8,10,14,	<hr/>	absent	74:11,12
62:7 64:18	21 35:4	9:15	30:16 57:16	added
13	<hr/>	53:12	accept	26:6 27:20,21
32:19	4	<hr/>	9:12 17:20,23	46:5 53:4
15	<hr/>	A	accepted	71:16 73:14
20:12 22:12	4	<hr/>	8:10	adding
1A	38:3,7 43:11	A2	accompanied	47:17
54:8,10	47:16 51:20	14:17 15:2	40:24	addition
1C	53:4 54:7,10,	18:3 37:9	accordance	7:24 23:21,25
57:21,22	18 62:17 69:5	A3	13:22 15:2	26:10 31:23
<hr/>	48	38:17 39:4	35:25 36:1	32:14,24 46:5
2	53:20	A4	37:8 69:5	47:4
<hr/>	<hr/>	38:8,10,11,14	according	additional
2			41:12 47:10	
7:18 8:17 11:5				

9:12	43:7,25 46:1	28:4 29:18,21	already	answering
addressed	48:20 50:21	30:22 36:8	36:3 44:18	15:20,21
75:6	51:6 52:5	39:23 40:1	70:21 71:8	anymore
adhere	53:19 56:19	41:10 43:12,	also	75:21
28:8	59:19 61:23	15,17 56:7,9	7:20 18:20	anyone
adopt	62:12 64:4	57:21 58:21	23:11 30:11,19	7:2 9:20 16:25
18:3,7 50:4	68:6,10,14	60:3 74:9	32:9 43:11	17:17,25 59:9
70:20	against	75:14	45:9 52:2	anything
adopting	44:5 50:11	align	65:20 67:5,20,	40:20 54:6
35:8,9,11	76:19	29:25 30:1	21 68:5,21	59:9
adoption	agenda	all	71:13 72:13	anyway
52:14	7:18,25 28:3	5:1,10 8:14	75:7	5:16 8:6 18:15
advance	40:24,25	9:10 11:20	altogether	47:3 58:15
19:23,25 30:14	ago	14:7,13,24	74:12	59:9 60:22
41:19 53:17	29:2 32:17	15:4,11,12,18,	always	68:23
adversely	70:9 71:16	19 23:4 24:8,14,	16:4 45:5	appearance
64:21	agree	19 28:2,5 33:1,	47:13	62:18 65:25
advocating	15:12 26:24	2 34:21,25	among	68:18,19 69:7
65:7	28:23 29:18	36:19 37:25	64:1	appearing
affected	46:8 50:2	40:23 42:24	amount	43:7
62:17	58:21 68:17	44:1 46:11,14	40:6	applicable
affirmative	69:21 70:16,	47:7 51:13	annual	28:8 76:24
47:14 52:15	17,24 71:11	52:15 58:20	38:20 52:14	applied
after	agreed	62:14 66:19,20	75:20	55:5,10 64:16
36:3	73:17	68:12 69:6	another	65:13
again	agreement	72:7,9 73:16	15:21 16:1	applies
7:11 9:8 10:10	29:19 35:18	75:3,5	27:19 28:23	57:15,16 59:14
11:5,12,17	51:23	allow	29:17 45:2	60:11 62:2,3,
13:12,21 14:18	ahead	49:23 50:24	51:12 59:2	11
21:7 23:13	8:6 10:1 20:1	51:7 64:5	67:13,23	answer
29:11,15 30:24	41:11 52:9	allowed	answer	15:10 16:16
31:3 33:12	75:17	27:16 56:13	55:24 59:8	57:5,8,18,25
35:21 36:13	ALI	66:24 71:18	71:2,10 72:19	59:7,12 62:6
37:25 38:5,19	16:11 21:19	almost	73:4	63:10 64:7
39:4 40:10,13	22:10,12,25	62:24	answered	68:14
	24:11 25:23	along	15:19	
	26:1,4,20 27:8	55:14,17		

applying 66:18 68:8	67:24	16 48:3 51:22 54:17,19,20 55:21 57:3,5 58:6,8 60:23	49:8	20:7 21:10 33:1,24 35:7, 20 37:11 42:2 47:2 62:13 76:5
appoint 24:6,14,18 56:8 66:24	argued 63:5		B	
appointed 25:7,9,21 26:2 54:22 55:8,22 57:6 62:3	arise 67:20	attending 47:20	B4 39:22	beginning 45:24 46:6 47:1
appointing 25:1	around 41:9 44:4 76:11	attorney 47:23 48:4 49:2,11,21 59:19 65:6	back 13:15 14:3 16:13,22 20:5, 19 29:1 33:25 36:10 54:14 60:15 61:15 73:6,16,18	behalf 36:5,16 37:13
appointment 65:14	article 8:17 11:5 15:2 20:20,22 32:25 33:25 34:4 36:10,17 37:9, 15,21 38:9 45:11 54:7,10 75:12,18	attorneys 39:18 48:2 49:1,19 51:15 58:23 69:14 71:18	bake 12:1	behind 8:21
appreciated 62:24	ask 8:20 75:16	audio 47:21 49:4 53:22	balancing 65:22	being 14:20 41:8 50:22 60:19 64:16 66:24 76:9
appropriate 46:12	asked 6:24 8:7 28:12 63:23 69:16 70:9	audited 70:6	Baptist 63:6	believe 13:10 55:11
approval 47:17	asking 6:3,21 45:9 71:3	auditing 74:6	base 33:12	belongs 54:9
approved 26:8	assign 58:18	authorization 23:16	based 53:20	benefit 74:4
April 11:14 12:7,21 13:2,4 34:22	assumption 16:2,8	authorized 23:17	basis 13:13	better 35:19 59:5 63:13 72:24
arbitrary 70:3	attend 32:12 47:19 48:6 50:6 51:4, 8 55:4	Automatically 42:1	became 62:19 66:19	between 15:18
area 8:15 52:12 65:19	attendance 27:21 28:14 29:2 32:6,11,	avoid 53:7 62:17 69:7	becomes 50:5	beyond 67:15
areas 6:18,23,25 7:18,20,23 8:9, 12		away 22:22 66:21 76:16	bedded 28:17	big 28:2 35:8,19 51:24 60:25 63:7
aren't 29:12 32:13		awkward	before 5:17 7:5 11:14 12:3,8 15:6 17:7,14 18:10	bit

75:17	66:1,19 67:14, 22 68:5,9,12, 14,23 69:6,13, 17,22,24 70:5 72:19 73:1 75:3,20 76:9, 13,21,23,25	busy 53:9	68:11 70:21 71:2,6,7	74:16
blah 40:22 69:6		bylaw 16:8 42:4	cancellation 38:11	CEO 11:19 13:20 14:4,11 16:20 19:9 23:21 36:5,16,21 37:13 62:18 65:5,8 76:8,19, 23
blank 18:3,4,10		bylaws 5:11 7:6 8:3 10:16 11:16 12:1 23:19,22 25:7,10 26:3 33:8,9,20 40:10,19 44:22 45:1,2 58:24 59:13 70:23 73:20 74:2 76:7	candidate 13:18 35:24	
blue 23:19 24:5 26:6	boards 50:15 68:24 71:16 72:20		candidates 37:7	
board 8:15 9:10,13, 21 12:7,21 14:4 15:18,22 16:1,5 18:10 20:16 21:10 23:7,9,16 24:6, 13,16 26:10,16 28:1,7,17,22 29:2,8,25 30:2, 5,10,11,19,20, 25 31:1,13,14, 17 32:3,15 33:18 34:1,5, 22 35:1,7 36:7 37:14 38:4 39:5,9,24 40:2, 13 42:12,14, 17,24 43:14 45:5 46:3 47:18,20 51:9, 20,24 52:8,16, 20,22,24 54:16,21 55:7, 14,22 57:5 58:1 59:21 60:6,7,21,23 61:6,7,11,16 62:1,2,4,5,13, 23 63:17 64:2, 23 65:8,11,24	both 19:4 38:18 39:11,12 43:10 48:6		cannot 43:25 48:3 49:4 56:11,23, 24 57:20 61:13 65:15	CEO'S 64:22 65:7,10, 24,25 66:4
	bottom 75:9		can't 16:2,13,16 45:21 47:7 48:18 49:11 50:4,10 53:21 59:8 60:18 65:10 72:2,19	certain 11:14 30:14 40:6 46:19 59:5 66:11 68:25
	break 72:3	<hr/> C <hr/>		certainly 64:25
	bring 7:25 15:8 16:14 27:16 59:2 65:20 69:9 75:5	C5 43:11,21,23		chair 14:24 19:19 23:4,5,6,7,9, 12,16 24:6,13 25:13,14 30:5, 11 31:3 46:3 47:18 51:3,4,9, 10 52:8,9
	bringing 8:2 71:25	call 9:10 50:13,16 53:5,8,13,25	caps 28:5	
	brought 26:16 32:1 51:16	called 39:19	care 69:2	
	budget 52:14 61:14,19 63:2,16,19 67:9 75:4	calling 52:2 66:4	case 21:19 22:10 25:8 26:15 57:25	
	budgets 63:15	came 17:7 31:23 32:9 42:18 45:3 66:6 67:8 69:14 71:12,19	cause 8:24 12:15 13:25 27:1 28:5 32:14 35:19 42:4 48:18 50:22 51:11 52:10 58:17 66:11 71:19 73:19,21	chairs 24:6,7,14,19 25:3
	business 43:18	can't 15:3,4,14 16:10,17 31:3 49:2 56:8 62:14 67:6		chance 10:22
				change 8:23,24 9:16 10:3,7,8,25 11:8 12:10 24:17 25:5,23

29:18,20 35:9 38:3,5 39:5 41:13 45:2,10, 12 46:2 47:16 50:21 53:25	choice 68:10,11	17,18 35:3 37:10,16 48:1 55:20 58:5,10, 19 59:6,7,17 60:12,16,20,22 61:21 67:13 70:15 73:18	66:16 67:2	37:1,6,11,13 39:18 42:11, 18,22 47:18 49:9 51:10,21 52:9 75:19
changed 12:3 13:16 26:25 29:2 33:15 38:17 45:17 47:25 55:12,13,18 64:3	circulated 11:10	clearly 36:7	comma 75:10	committees 7:10 8:18 24:1, 15,19 26:6 32:7
changes 5:5,10,12 6:8, 22 7:15 8:1,4,8 10:2 11:6,25 12:1 13:5,9,11 17:15,16 22:17 23:14 29:6 33:3,13,15 38:2 39:9 44:1, 3 46:1 47:10 61:24	circumstance 48:24	clerk 30:14 53:6	commencing 13:1	committee's 7:9 32:18
changing 13:13	circumstances 30:7 48:5 49:24 51:3 63:23	coalition 33:12	comment 37:23 45:12 46:19,25 47:6	common 74:25
Charles 65:5	citing 49:3	code 62:9	comments 6:22 7:9,19,20 9:20 16:25 17:8,14 37:22 39:20 45:21,24 46:6,11 60:23	communicate 15:3,10
chief 21:20 60:4	clarification 50:20 73:21 74:18	coincide 13:19	commission 69:9	communicatin g 16:1,5
childhood 39:16	clarified 67:4	collection 14:7	commissioner 57:7	communicatio n 15:18
children 42:15,16 76:14	clarify 7:3 14:10 33:19 34:1 36:16 76:2	come 13:4 14:9 26:9 31:20 36:3 44:2 46:14 49:13 51:22 56:10 57:17,25 58:2,14,24 67:6,22 73:11 74:1	committee 5:4,21 6:3,16, 17,19 7:6,7,8, 23 9:19 11:13 13:17,20,22,25 14:1,8,14,21, 25 16:18 18:14 19:14 22:15, 16,18 24:4,7,9, 16,20,24 25:2, 3,8,9,15,19 26:8,18 27:15, 19,21,22,24 28:10,14,15, 20,23 29:6,11, 14 30:15 31:2, 3,12,16,18,24 32:2,21 33:3, 17 35:4,23 36:6,17,21	community 65:10
Children's 45:14,20 61:19 66:8,13 67:3,7	clarifying 12:12	comes 15:12 42:8,21 56:12 62:13 63:19 66:8 68:20	compare 10:19	company 74:5
	Claudia's 18:23	coming 13:4 18:22 26:23 60:15 63:2,16 65:6	completely 26:22 47:8 50:11 76:17	concept 45:23 70:16,17
	clause 25:25 43:13		comprehensive 76:13	concern
	clean 8:7			
	cleaned 24:10 75:3			
	clear 10:4 12:4,18 14:5 15:3,7 33:18 34:15,			

29:11 68:20 76:18 concise 59:6 conduct 75:20 conference 49:14 50:13 53:22 conferences 49:4,5 conflict 60:24 62:20 64:15 66:21 68:15 70:1,11, 15 71:8 72:1 74:2,13,17 conflicts 64:5 67:19,24 68:13 conform 47:12 confusing 5:22 consecutive 29:7,21 30:16, 17,20,21 31:4 32:2 consecutives 31:7 consequence 41:9 consequences 28:5 consider	6:11 37:2 consultation 76:13 context 40:5,15 continue 21:21 contract 23:23 control 52:2 convene 42:11 conveyed 42:17 copied 15:16 copies 38:19 copy 5:11 38:19 46:17,21 47:10 corporate 40:5,15 70:13 correct 6:12 16:21 25:22 33:5 34:12 35:16 47:25 correction 7:13 couldn't 26:15 44:12 55:18 57:17	61:5 71:25 count 59:24 counted 47:21 48:15 52:17 county 46:17,22 48:25 56:15,16 64:11 76:15 course 30:9 35:1 49:25 court 13:7 52:17 covered 6:18 covers 16:11 27:7 created 76:21 cross 47:11 crossed 24:22 cure 64:17 current 55:2 63:24 68:6 <hr/> D <hr/> da-da-da 66:25	date 11:21 13:1 14:15 18:24 19:9,12 day 57:7 60:17 62:20 days 18:4,5,9,10,16, 18 19:5 20:12 21:8,10,12,14, 18,19 22:8,10, 12,21 27:12 35:5,7 40:22 41:19 42:2 de 5:1,6,9,17,20 6:1,6,8,10 7:7 10:14,18 15:8, 15,21 16:9,16 17:1,5,9,13,19 24:12 28:10 29:20,25 30:15,18,23 31:6,9,11,25 33:24 34:4,7, 10,14,20,24 35:7,13,15,17 36:12,15,22,24 37:20 38:7 42:9 43:18,20 44:18,22,24 46:8,13,23 48:14,18 49:13 50:2,13,17 51:1 52:11,24 66:2,18 67:10 69:11 70:24 71:10 73:13 75:15 76:1	decide 17:1 18:4,9 52:8 decided 7:25 decision 33:17 53:19,21 62:6,14 65:16 67:16 69:10 declare 74:13 delegate 57:7 delegation 60:17 delete 42:25 43:12 73:24 deleted 38:21 43:10 deleting 71:13 delineated 9:15 department 64:12 66:10 depending 19:15 22:14 27:24 designate 55:4 57:19 designated 60:2 designee
--	---	---	--	--

54:11,23 55:9, 15,17 56:1,2, 11,12 57:9,13, 16,23 58:13 59:20 60:4	differently 62:11	15 59:7,12,23 64:25 68:17 72:13,20	<hr/> E <hr/>	32:10 34:2,8
determined 46:3 56:18	direction 35:3	done 8:25 36:4 47:2 76:21	E1g 13:12	elections 8:21
developed 76:8,9,14,15	director 66:12	don't 9:3 11:22 13:14 15:10,12 17:10 18:15 22:13 24:12,24 26:21 28:12,15 30:9 31:12,21 32:7,8 33:14 35:22 36:18 37:15 38:1,23 40:11 41:7,8 42:7 44:19 45:5,12 46:15 47:25 51:6 52:22 55:24 57:1,8 58:14 59:4,8,9,25 60:9,15 61:5 63:17 64:6	E5 43:16	electronic 48:3,12
developing 76:23	discretion 22:17,18 30:6, 10 46:9,22		each 7:9 41:20 43:6 45:4,13,17 53:22	electronically 47:19
dial 52:10	discuss 7:20 17:25 51:13 58:23 65:21		early 39:16	eliminate 56:6
dialing 48:22	discussed 9:18		easier 50:5 59:12	eliminated 56:16
dialog 49:17	discussion 51:21 58:22,25 68:3,22 71:15, 17,20,21 74:3, 19,24 75:1		easy 63:9	else 6:21 7:2 16:25 17:17,25 40:19 54:6 58:18 59:9,10,15
didn't 7:14 10:25 11:10 12:9,22 13:2 19:19 23:20 29:5 40:7,8,14,19 42:13 49:12 50:21 57:25 61:24,25 62:21,23 63:22 69:15 76:11	discussions 61:9		edits 6:12 24:11 37:6	elsewhere 11:9
difference 6:6 51:24 62:15 72:21	distributed 41:1		education 66:10	email 16:1
different 5:15 12:19 20:22 26:22 48:19 68:24 76:17	document 5:4,13,14,15 6:3,11,13,14, 15,16,24 7:1,4, 19 10:6 15:5,9 17:7 38:16	down 14:23 54:18 62:23 65:2 66:19 76:18	either 13:2 15:1 48:23 58:19 72:13 73:9,24 74:10,12	emails 19:11
	doesn't 13:19 14:12 29:13 30:21 32:12 35:1 40:12 43:9 57:8 58:1,2,3,	during 42:12 71:14,17	elect 34:23	embedding 32:23
		duties 8:17 13:10 23:2,3	elected 21:11 54:22 55:8,22 57:4, 11 59:22 60:6, 7,8,17,21	emergencies 43:23
			election 8:16,23 19:20	emergency 41:15,16,18 42:20 43:19
				employed 61:17 66:20 67:1
				employee 62:22 69:18,

21,24	48:10 57:10	everyone	32:22	44:4
employer	74:15	5:13 16:23	expeditiously	feel
63:25	etcetera	17:6 29:18	18:14	16:23 50:5
employers	53:15	41:12 56:3	explain	57:3 58:5
64:3	ethics	59:14 60:11	10:10 57:1	67:14 69:4
enable	16:12 62:9	everything	65:15	feeling
39:6	evaluation	47:11	explaining	70:13
enabled	75:21	example	16:21	felt
38:4	even	55:5 58:11	expressed	34:14 65:4
end	8:7 12:23 15:4	64:7 66:5	70:14	69:19
7:21,22 12:4,5,	28:8 32:10	except	extensions	FERADAZ
8,14,24 17:22	33:7 36:1	25:7 44:6	44:6,10	40:2
28:3 46:10	37:14 43:3	59:14 60:11	extraordinary	Ferradaz
47:3 61:20	59:4 67:13	61:25 72:10	51:3 64:3	9:23,25 12:3,
62:20	68:14 71:21	exception	<hr/>	13,17 19:8,16,
ended	72:6,16	24:15,20,25	F	24 20:2 22:1,6,
61:15	event	25:6,19 53:1	<hr/>	9 23:3,11 31:7,
enough	19:5 26:7	55:11	F-A	10 39:21,24
43:4	61:16	excess	24:12	41:20 50:14
entire	ever	61:14,18	facilitate	54:7 67:19
6:14 28:7	8:25 23:20	exclude	48:22,23 50:3	72:3,6,9,17
43:24 46:20	40:17 64:7	53:1	fails	73:23 74:10
70:15	70:6	excuse	26:8	75:8
entitled	every	13:6 29:14,16	faith	few
54:11	10:25 12:4,10	30:6 31:5	33:12	19:22 35:20
entity	16:12 17:10,11	75:15	far	figure
64:12	18:17 20:8	excused	30:14 49:21	61:5
especially	24:4 33:16	30:8	FARRADAZ	figuring
27:25 32:15	34:21 41:23	executive	75:12	54:24
76:8	46:19 58:6	5:25 6:17,19	fashion	fill
establish	60:14	8:1 21:20	10:3	18:3 20:16
47:21 48:4	everybody	24:15,20,24	favorable	22:13 35:25
49:5	6:21 27:15	25:2,8,19	67:23	37:2,3,7
Esther	35:18	42:11,18,21	FB	finance
15:25 40:17	everybody's	75:19		7:10 25:13,14
	15:16 50:9	expecting		32:21 49:8

70:9 75:6,7	folks 59:12	67:20,25 73:24,25 74:7, 10,11	19:14 30:10 31:15,19	14:6,13,17 19:13 21:4 27:14 56:14 70:8 74:18,23
find 47:7 49:8	follow 5:9	funds 64:16 66:10 68:8	goes 20:4 27:18 43:1 62:17 70:12	hand 7:12
fine 10:23 17:15 43:7 73:5	followed 11:20 12:2	further 53:17 58:22	good 9:3 19:13 32:15,24 36:2 37:9 45:22 47:4 50:17,22 52:10 62:21 65:3 67:15 69:12	happen 60:8 68:6
finish 8:3	following 26:18 34:23 60:11	<hr/> G <hr/>	government 54:22 55:23 57:6	happened 27:11 56:15 70:25
firing 75:10	fool 76:11	gave 55:15	governments 70:13	happens 28:7 32:21 53:4 69:25
firm 74:6	forgot 65:5	geared 66:25	grant 66:9	happy 17:11
first 5:1 8:14 11:7 13:4 20:24 33:1 34:1,7 37:25 42:24 45:12 47:17 67:8 73:23 75:9,12	forth 61:15	general 26:6 47:23 48:4 49:21 71:3 75:2	great 16:24 59:16	hard 5:9 22:23 28:8 63:7
fiscal 29:22	found 68:22	generally 28:24 46:15	group 39:16 41:18 65:20	harsh 29:9 31:1
FIU 28:1 64:7,8,11	four 25:2 44:5	generals 49:2	guess 6:20 7:6 13:21 27:5,20 41:3 42:6 57:19,24 60:20 64:20	hasn't 32:5 72:11
five 6:23 7:17 29:1 50:8	freeze 20:6	getting 22:15 53:9 56:25 66:1	haven't 68:22	having 25:20 28:3 29:3 30:13 46:18,22 54:24
flaw 64:10	frustrating 28:15 32:14	Gilda 50:14 54:7 67:18,19 72:17	health 39:17 41:17	hear 51:10
flexibility 19:14	full 27:24 51:20,23 52:20,22,24 65:20	give 40:5,10 66:5 69:20	Herald 63:20	
floor 8:21 9:5	functioning 29:12 31:2	given 40:23 43:3,6	<hr/> H <hr/>	
Florida 40:22	funded 61:17 66:12,23	gives	H AJ	

here 6:5 8:1,2,25 10:23 12:25 14:24 17:2 19:5 24:11 33:13 34:10,20 40:9,15 41:10 43:10 46:14 50:10 52:11,12 56:10 62:24,25 63:10,21 64:21 69:1 70:13 76:3,7	21:1,7,12,15 23:9,13 24:17 25:5,12,16,22, 24 26:2 29:5, 22 30:24 33:1, 5,7,10,15 36:13 37:23,25 38:8,10,13,15, 18,23 39:1,3, 12 40:4 41:14 42:23 43:13, 21,25 44:3,16, 21,23,25 45:10,17,20,23 46:1,4,11 47:9 48:1,9,13,17, 19 49:17,19 50:12,20 51:2, 6,16 52:5,8,19, 25 53:16,19 54:3,5,13 55:1, 24 56:4 59:18, 25 61:23 63:22 64:1,13 68:2 70:10 71:8 73:4,15 74:21 75:11,23	HOLLINGWOR TH 64:25 hope 10:21 hopefully 51:20 58:25 hoping 17:6 hospital 54:2 hospitalized 50:23 hours 53:6,20 54:3,5 however 30:14 63:1 huge 65:4 human 75:19,22,24 hurt 36:14,16 42:16 hurts 37:16 <hr/> I <hr/> idea 53:22 60:10 65:17 implement 76:24 important	18:23 48:21 62:25 imposed 61:7 impression 69:20 impropriety 62:18 65:25 67:17 68:18,19 69:7 improved 32:17 Imran 8:9 13:15 24:2 76:22 incidents 70:25 includes 8:16 including 7:9 18:11 21:17 22:2 27:3 48:11 52:16,21,22 infers 27:6 instead 39:18 insurance 74:5 insuring 76:12 intend 39:10	intended 60:9 intention 16:22 47:22 50:23 51:7 53:6 61:21 intentional 38:24 39:1,2 interactive 47:21 interest 60:24 64:5,15 67:20,24 68:13 70:12,15 74:14,17,25 interpretation 37:19 interview 22:19 into 12:1 19:23 27:18 36:18 invalid 40:6,13 investigating 63:18 ipad 10:15 11:6 33:2 46:1 ipads 61:23 Isaac 71:25 isn't 15:9 27:4
--	---	---	--	--

38:12 71:21	43:1,3 44:19		keep	68:15
issue	45:1,2,6,12	<hr/> J <hr/>	22:11 31:2	
12:23 28:21	46:11 47:11		32:3 60:15	<hr/> L <hr/>
43:2,8 54:17	48:1,21 49:16	Jacobo	64:22 67:14	
64:18 65:4,9	50:8,23 58:5	15:25 16:4	74:19	lack
67:8,9,13 69:5	59:5,17 60:12,	36:10 40:17	keeping	26:9 27:4
70:12,21 71:15	16 61:11 63:7,	41:4,8 48:10	30:13	63:13
72:14 73:25	9,21,24 64:11	57:10,13,15,24		
74:11,12,22	65:3,22 67:16	58:9,13,17	Ken	laid
issued	68:24 72:12,24	59:11,22 74:15	5:14 6:20 13:9	11:11
27:15	73:12,25 75:4,	James	17:17 20:4	language
issues	22,24 76:3,5,6,	19:10	23:13 24:11,12	10:4,19,20
18:8 29:16	19	JEANTY	29:5 34:20	12:12 13:13,21
46:18 48:20	I'd	41:25 42:2,5	36:13 37:25	21:9 33:15,19,
71:4,22 74:1	7:22 14:10	44:11,13	39:8 40:4	20 35:13,18
item	I'll	jeopardize	42:23 45:10	38:3 39:4
51:13	66:5	42:14	47:9 52:19	42:25 47:12
items	I'm	Jim	55:1 68:2	59:4 61:4
45:4,6 51:21	6:20 9:25 11:5,	8:13 13:25	70:10,19,20	73:16,18
itself	12 14:23 16:7	15:15 76:11	73:4	large
61:8	17:11 31:20	job	Ken's	25:1,3,20
it'll	33:9 36:15,23	15:1	5:5,6,7 6:12,20	larger
13:4 59:11	38:8,19 39:8	Joe	7:1 9:25 10:2,	58:25 62:11
68:15	40:5,9,15	16:11	18 12:10 17:3	last
it's	41:18 43:22	judge	18:3,8 33:7,9,	19:20 39:25
5:22 7:11 10:7	49:16 50:11	52:17,23 59:23	20 34:11 37:5	42:7,11 43:13
12:13,18,20	51:7,12,19	60:1,4	kept	47:19 75:2
14:20,21 15:3	54:24 57:15,	July	65:6,7	
16:20 18:8	16,18 58:13	22:23	kick	late
20:7,14,15	59:2 62:7,9	juvenile	28:6 31:1	46:13
22:23 24:9	69:17 71:9	52:17,23	kicked	later
27:5,24 28:2,7,	72:9 74:18	K	58:15,18 59:21	12:9,11 14:14
14,25 29:9,11,	75:11,15 76:5	<hr/>	kind	19:9 34:22
15 30:2 32:14,	I've		17:12 24:8	Laurie
16 33:13 34:17	8:25 28:12	Kathy	40:18 45:8	18:22 49:9
35:20 37:18	60:13 61:10	57:10 58:13	50:2 66:25	73:4
40:20,23 41:3	70:21		68:23	lawyers
			known	8:9 56:19

lays 13:24	30:13 36:25 46:9 47:9 54:14 76:6	56:3,5 57:3,7 58:5,7 59:1,7, 19 60:10,12 61:2 63:5,12, 19 65:4,13,22 67:16 69:4,18, 22 71:5,19 72:12,25 73:12 74:2,4,8 76:16	longer 66:21	majority 52:15,20,22 66:8
leadership 9:4,5	letter 14:20		looked 8:9 24:23 32:11 56:19	make 11:17 15:7,11 19:4 29:5,20 30:9 33:2,16 35:9,17 37:3 43:25 45:21 46:25 49:12 51:24 53:21 55:9 58:10 62:5,14,15 65:17 67:15 69:10 72:13,21 73:18
least 53:6 54:3,4,5	letters 14:2		looking 5:23 6:10,13, 17 7:11 8:13 9:25 10:14,15 11:5 17:21 28:18 32:23 33:9 38:19 39:8 43:22 48:20 57:2 69:23 76:6	
leave 18:21 20:2 25:24 35:22 71:14,17,20 72:22 73:6,8,9, 17	let's 19:22 23:2 28:19 31:22 47:4 58:10 60:5 69:23 71:23	liked 32:14 46:5		
leaves 25:19	level 29:7,9,11 30:25 31:2	Lily 33:24	looks 58:6 63:5 72:23	makes 31:6 35:19
leaving 18:22	liberal 29:15	Lily's 72:17	lost 42:12,19	making 11:8 17:17 29:7 30:25 33:17 46:19 53:16 69:11
leeway 31:15	lieu 38:5 39:6	limit 50:15,18,19	lot 24:10 32:20 33:23 54:24 61:1,2,10 73:11	man 65:6
left 18:4 37:18 42:17,19 52:18 62:21	life 51:24	limited 67:25 73:25		manager 56:15,16
Leichter 5:7,25 16:7 18:2,7,13,20 19:2,7,12 20:19,24 21:2, 5,9,13,16,20, 24 22:4,8,11 23:8 42:4 50:18 62:16 63:24 64:24 65:2,22	like 7:22 9:11 13:12 15:11 17:17 18:18,20 19:22 20:12, 15,16,18 22:20,22 23:24 24:3 28:19 29:1 32:10 33:25 39:15 40:20 41:11, 16,17,23 44:10 46:4,7,22 49:16 50:5 51:21 54:16,18	line 11:6 17:12 36:21 38:1 39:25 55:14,17 75:9 76:18	listen 53:25	manner 43:5 69:7
less 21:9 35:4		listen 53:25	little 5:22 28:11 31:15 53:15 54:20 75:8,17	many 18:5,9,16 28:19 47:9 63:18
let		LLC 65:1	long 15:10 20:9 48:6,10 49:5 70:14 71:16	Marissa 5:23 18:2 21:22 61:10 63:22 68:6
			M	
			made 6:8,20 7:14,15 17:19 22:16 24:11 33:10,13 36:2 38:2 44:3 45:24 46:6 53:20 55:11 67:12 70:11	
			Maggie 55:18	

mark 9:7 33:2	56:7,8,9,17,19, 22 57:20 59:15,18	28:15 29:2 30:10,19 31:16,17,18 32:15 34:22 35:7 37:4 38:4, 5,20 39:7,19, 20 40:13,25 41:1,24 42:3,7, 11,12,14,20 43:5,6 45:4,24 46:6,20 47:5 49:9 50:25 51:4 53:7,8,10 58:24 70:16	28:2 32:19 34:25 40:14,23 41:4,9 48:5 51:24 52:15 54:21 55:22 69:6	24 44:7,9,11, 20,24 45:4,9
marker 44:1	mayor's 57:24			mirror 31:22
marking 33:2,13,21	mean 12:17 16:8,14, 23 17:10,11 22:9 28:14 32:16,18 40:18 41:13 42:6,17 44:22 46:13 50:11 51:15 54:1,4 58:4 59:13 60:16,20 70:1,4 76:17		mention 64:25	miss 30:19 31:13, 14,16,17
markings 33:20			mess 50:8	missed 28:20 30:4
Mark's 20:5			met 27:19	mistake 7:12
martyr 65:4		meetings 5:21 12:21 21:10 28:10,20 29:7,8,10 30:4, 16,17,20 31:3, 13,14 32:3,12, 22,25 37:21 39:6,9,10,15, 22 41:15 42:24 43:19	method 43:5	mixed 47:8
material 8:24 9:16			Miami 27:25 50:25 63:6,20 64:11	mixture 27:23
materials 51:17	meaning 76:22		Miami-dade 76:15	Mm-hmm 10:5 26:24 34:9 38:25 45:16,19,25
matter 53:4	means 40:4 54:25 57:2		middle 22:23	money 63:10
maximum 42:2	meant 61:5	member 15:22 16:1 30:16 41:20,23 43:7 45:14,18 47:20 49:10 54:23 55:7 56:14,20,21 59:21 61:16 62:1,2,4 66:25 68:5,12 69:24 71:14 72:23,25 73:1	might 10:22 14:25 19:25 29:16 60:12 64:8 69:3	monies 65:12
may 10:23 30:25 35:2 49:17 52:17 53:14 59:18 61:18 74:6 76:20	meantime 49:20		millage 75:5	month 58:6
maybe 10:10 19:5,16 20:11 27:1,20 29:7,9 53:20 54:18 57:3 59:11 60:10 67:14 72:20 74:7 76:6	measured 76:19		mine 46:2	months 19:22,25
	medical 68:20		minute 42:7,12 54:16	more 11:25 13:11 22:13,20 26:11 29:8,9,15 31:1, 8,15,19 32:20 41:14 46:11 47:15 54:6 62:24 63:2,15
mayor	meet 37:2 51:19 60:18	members 9:10 15:18 16:5 24:6,14, 19 25:1,9,20	minutes 39:25 41:3 43:1,5,10,11,	
	meeting 11:14 12:7 18:10,14 20:8, 10,17 26:18			

64:9 65:16,18 66:1 67:23 most 55:3 68:24 69:1 mostly 33:15 move 10:2 44:4 moved 58:1 moving 11:9 37:21 Moya 5:1,6,9,17,20 6:1,6,8,10 7:7 10:14,18 15:8, 15,21 16:9,16 17:1,5,9,13,19 24:12 28:10 29:20,25 30:15,18,23 31:6,9,11,25 33:24 34:4,7, 10,14,20,24 35:7,13,15,17 36:12,15,22,24 37:20 38:7 42:9 43:18,20 44:18,22,24 46:8,13,23 48:14,18 49:13 50:2,13,17 51:1 52:11,24 66:2,18 67:10 69:11 70:24 71:10 73:13 75:15 76:1	much 10:7 50:5 59:3 61:4 62:11 76:12 Muriel 28:12 41:22 44:9 53:9,13, 21 must 14:7,13 40:10 41:21 43:3 56:5 <hr/> N <hr/> name 23:10 54:23 56:2,11,19 57:9,13 59:12 names 13:7 necessarily 58:19 necessary 76:25 need 18:3,4,8,20,23 19:10 26:21 29:10 35:1 40:14 46:25 52:22 53:5 65:19 71:14 76:16,17 needs 7:23 9:15 36:5, 7 39:24 54:12, 13 56:25 65:14	76:14 negative 26:12 27:4 47:15 Nelson 56:20 57:25 NEULL 17:10 never 7:5 32:20 52:5 63:12,20 new 18:8 23:19,21, 24 next 23:23 27:19 47:5 58:24 60:24 nominated 6:1 nominating 6:2 7:7,8 9:16, 19 11:12 13:17,20,25 14:1,8,14,25 16:18 18:14 19:14 22:16 25:14 27:20 31:23 33:16 35:4,23 36:6, 17,21 37:1,6, 11,13 nominations 9:4,11,12 11:13,18,20 13:18 14:7,13, 19,22 16:19	20:7,10 35:24 36:6 37:2,7,12, 14 non-voting 56:21 nonaction 26:13,22 27:6 nonattendance 28:6 nonprofit 63:9 normal 64:14 North 50:25 notarial 65:14 note 58:22 noted 28:25 nothing 12:25 73:8 notice 11:22 26:23 39:22,25 40:3, 5,7,8,9,11,12, 14,18,21,23,24 41:2,5,9,11,12, 21 43:3,6,8,14 44:4 47:6 70:10 noticed 41:19 54:15 notices	40:16 notification 24:16,21 notify 53:5,10 nowhere 15:5 NUELL 5:3,8,11,19 6:5,7,9,13 7:16 8:22 9:2,20,24 10:5,9,12,17, 21 11:2,4,15, 24 12:6,15,20 13:6,14 14:5, 10,23 15:14, 17,23 16:3,14, 18,23 17:4,6, 14,22 18:6,10, 25 19:18 20:1, 14,23 21:3,22 22:3,14 23:1, 10,18 24:23 25:11,13,17 26:5,14,19,24 27:3,10,13,18 28:12 29:24 30:2,17,21 31:20 32:5 33:4,6,9,14,22 34:3,6,9,13,18, 21 35:6,11,14, 16 36:9 37:18, 21,24 38:9,11, 14,16,22,25 39:2,8,14 40:20 41:7,16, 22 42:1,6,21 43:16,19,22
---	--	---	---	--

44:2,8,12,14, 17,19 45:1,16, 19,22,25 46:9, 15,24 47:24 48:8 49:15,18 51:5,12,18 52:7 53:3,18, 24 54:4,6,12, 14 55:13 56:1, 8,25 57:12,14, 22 58:4,12,16 59:1,16 60:5 64:10 65:13 66:17 67:5,12 68:1,21 69:21 70:4 71:12 72:5,8,11 73:11,14,19 74:4,13,24 75:22,24 76:2	occasions 42:10 occur 36:24,25 off 31:1 58:1,15, 18 59:21 64:22 74:9,10 office 50:24 officer 21:21 32:13 75:19 officers 8:16,17,24 12:15 13:10,16 18:21 19:20 21:11 23:2 25:2 32:10 34:2,8,23 35:22 36:22 offices 37:1 official 55:8 57:4,7,11 60:7,8,18,22 officials 54:9,10,15,22 55:23 59:22 often 69:8 once 8:3 one 5:14 9:7 10:15 11:10 13:6,15	22:1 23:12,15 24:1,10,18 27:17 28:6 29:1,6 33:7 37:1 38:3 56:9, 11 60:5 61:3 62:2 65:8 66:11 67:23 70:10 71:22 72:1,10,12,16 75:2 76:3,10 ones 5:12 31:25 42:16 49:3 one's 60:24 only 5:12 6:17 7:1, 16,17 8:8,11, 12 12:9,22 16:14,22 25:17 28:1 29:16 31:10 33:10 42:23 44:3 46:2 52:25 64:20 68:2,17 open 25:20 37:18 operating 32:6 Operations 7:10 opinion 68:8 69:8 opinions 49:3	opportunity 66:6,22 opposed 41:4 order 43:18 48:3 Ordinance 54:24 55:2,6 59:14 60:1 62:3 organization 8:15 9:21 14:18 33:11, 18,25 34:4 61:12,13,17,18 62:2,19 63:1,4, 14 64:16 65:15,18 66:17 67:2 68:7,8,10 69:25 71:5 organizations 49:22 62:11 63:7 66:22 67:18 70:7 organize 51:5 original 6:14 7:25 76:6, 7 originally 12:6 otherwise 30:12 32:8 46:3 53:11 60:20 outs	61:3 outside 16:2 over 7:17 8:9 46:14 owns 69:25 o'clock 53:12 <hr/> P <hr/> package 72:12 74:4 pad 10:2 page 36:11 54:14 paper 76:5 papers 47:7 paragraph 11:7 34:1,7 38:20 39:3 73:23 75:9,12 paragraphs 54:18 Pardon 8:22 Parent 66:5,6 69:12, 13 parenthesis
number 21:4,5 35:3 38:3,7 47:16 50:15 52:12 53:3 54:9 61:2 62:17 69:5 70:3,11 75:11 76:4,12				
<hr/> O <hr/>				
observation 12:22 obvious 76:10 obviously 51:14 62:10 76:7,20				

20:25 21:16, 23,24 22:11 34:25	percent 9:17 61:7,14, 19,22 62:7 63:2,8,10,16 64:9,18,19,22 65:16,18 66:1, 24 70:2 74:22, 23,24 75:1	physically 49:6	40:23,25	47:12 66:23
part 8:3,19 21:24 26:6 52:13 54:11 56:2 66:2,13	percentage 67:9	piece 76:5	potential 65:24	prior 53:6 68:3
participate 49:7,23 50:7, 25 51:11	perform 23:5,6	place 10:1 24:10 50:1 64:5	powers 75:2	probably 7:11 18:18 28:8,22 29:14 32:12,19,20 42:25 72:24
participation 32:16 48:25	performance 75:20	placed 75:23	practicality 57:2	problem 28:25 73:22
particular 6:25 8:12 13:1 25:24 40:11	period 47:22 52:20 74:17	plan 76:13,24	practice 51:25 72:11	problematic 71:4
pass 42:13	permitted 48:5 49:21	point 14:18 16:22 19:13 20:5 23:24 25:22 26:5 36:2 65:3 67:16 69:12 74:20 75:1	preclude 68:7	problems 29:3
past 60:2	person 45:13 46:19 48:12,15 53:1 56:5,21 59:20 60:9,21 61:10 63:17 65:15 66:14 67:6 70:14 71:2	policy 8:2,5 50:4 67:21,22 74:1, 11	preliminary 8:10	procedural 43:2
pen 7:12	personally 48:21	political 68:25	Prescott 59:23	procedure 9:10 11:11,19 12:1 14:3 20:6 22:19
pending 13:12	person's 71:6	portion 35:19	present 48:11 49:6,9	procedures 13:23,24 15:2 36:2 37:8 62:12 64:4 68:13
people 8:12 22:24 27:23 28:15,19 29:12 30:9 31:15 32:22 36:3 46:24 48:22,23 50:3, 5,8 51:7 52:2 53:8 55:3 57:20 60:2,11 63:18 65:11 66:11 68:23,25 69:1,3 71:1	phone 48:12,15 50:6 51:8	position 18:22 56:5,16, 17,23 58:11	presented 7:1	proceed 75:4
	phrase 73:5,7	positions 25:4 56:9	president 11:19 13:20 14:11 18:12 19:9 21:20 36:5,21 66:20 69:12,17	process 9:14,16 23:21 37:16 66:18
		positive 39:5	pressure 18:13	procurement 8:1,5
		possible 20:17 37:5	pretty 63:9	program 27:22 32:19,21 70:19 71:1
			previously 33:19 55:4	
			primarily	

programs 64:8	58:22 59:3 73:5,16,18	75:5	reasonably 20:9,17 37:5	recommending 44:15
prohibited 70:23	puts 18:13	reach 63:8	reasons 69:1	recorded 44:6
prospectively 68:4,9	putting 44:14	read 6:15 7:12,19 17:6,10,11 21:6 25:18,23 34:18	recall 41:8	recusal 27:15 64:14
provide 24:16,21 42:15	<hr/> Q <hr/>	readability 13:11	receive 14:19 61:13,18 65:16	recusals 44:10
provided 40:21 61:19	qualify 32:13 67:6	reading 30:13 34:14	received 5:16	recuse 27:16 28:3 62:4 68:16 69:13,19 71:18 72:15
provider 67:23 72:19 73:2	question 5:17 9:23 12:17 13:14 15:6 24:23 40:1,2 44:9 52:11 56:4 58:9 60:5 63:23 71:3,4 72:18,25 73:1, 2,5,15 75:16	reads 24:13	receives 61:12 65:18	recused 70:21
providers 42:15 71:24	questionable 14:6	ready 53:9	recent 27:11 73:20	recusing 69:17
provision 62:1	questions 6:22 71:1,11	really 7:14 9:3 11:7, 10 12:11 13:19 20:5 23:14 24:9 30:3 32:8 39:15 48:8 50:10 59:4,6 60:12 63:18 65:3 68:22 69:4,11 71:25 72:13,20 76:11	recently 41:17	red 38:1
public 40:21 41:5 45:11,18,21,23 46:5 47:6 54:9, 10,15 72:22,23	quorum 26:9,14 27:4, 14 29:3 40:6 42:12,19 47:5, 6,22 48:4,6,11, 14,16 49:5,6 52:1,4 53:3 60:18 72:14	reason 9:12 16:14,19 18:11 21:13,17 22:2 27:4 30:8 38:18 46:17 55:14 64:13 66:2 76:3	recognize 33:11	refer 36:10
pull 70:9			recollection 42:10	reference 27:2
pulled 24:25 70:8			recommend 10:19 13:18 35:24 37:7 39:10,12	referring 14:3
purpose 62:1,10			recommendati on 17:25 35:12,13 39:17	refers 55:3
pursuant 36:17 54:23			recommendati ons 9:21 37:3 45:7	reflected 43:9 45:9
put 7:12,21,22 11:19 18:23 19:8 20:24 28:5,23 36:14	<hr/> R <hr/>	reasonable 18:16 22:13 53:11	recommended 8:4 9:9 64:17 71:13 76:22	reflecting 11:18
	rate			regarding 16:25
				regular

19:1,20 20:7,8, 16 21:8 37:4 38:5 39:6,9,11	reply 15:4,11,12,17 16:4,13	72:12	rule 61:7,22 64:22	saw 5:4,14 6:2 10:6 46:4
regulars 19:2	replying 16:6	resolutions 42:13,19 45:6 72:4	rules 73:8	say 8:8 9:11,16 10:1,19,21 12:8 13:1,2,7, 17 14:10,12,25 15:1,12 17:20, 23 18:1 22:14 23:15,18 28:19 29:9 30:21 33:22 34:2,16 36:7 37:9,10, 12 38:4,7 40:10 45:17 47:24 50:9,21 51:2,7,10 52:5, 9,21,22 53:3 55:6,21 58:10 60:6 61:25 62:14 67:18 69:17,21,23 70:20 71:23 72:9 73:8 74:13,15
related 6:18,19 33:11 59:10	reported 26:16	resolved 64:6	Rundle 57:10	
relatively 73:20	Reporter 13:8	resources 75:19,22,24,25	Rundle's 58:13	
rely 65:11	representation s 67:17	responsibilities 6:19	rushing 19:23	
remedy 29:9	representative 58:2	rest 62:5	<hr/> S <hr/>	
remember 16:10,17 31:21 44:12 46:18 65:3 72:1	represents 56:23	restrictive 31:8	sacrifice 65:23,24	
remotely 49:7	require 40:18 49:17 51:21 52:14 71:17	retreat 51:19	said 12:6 19:22 24:18 35:4 36:8 40:24 41:17 43:4 44:5 47:16 49:11 50:9 51:25 65:14 69:20 71:8 76:5,12,15	
removal 8:17 23:2	required 40:5,22 49:25	review 5:21 8:3 10:22	salaries 66:10	saying 30:15,19 36:15 48:16 49:4 50:1,10 57:18 60:15 65:7 68:11 69:16 74:9
remove 74:19	requirement 54:19,21 55:21 57:5	reviewing 60:14	salary 66:13,16 67:2, 6,8	
repeated 24:4	requires 47:14 52:21 60:1 62:9	reviews 14:22	same 5:2 7:4,5 20:25 25:25 31:12 32:4 47:12,13 70:12 72:24 76:24	
repeats 23:6	rescheduling 38:11	rewrite 7:15		
repetitive 23:7	resigned 30:4	road 14:24		
replaced 29:10	resolution 26:7,9 46:20 69:14 71:23	room 71:14 73:6,8,9, 17		
replied 15:19,23		row 29:13		

34:7,25 35:23 36:1,2,10,11, 14,24,25 37:6, 15 38:14 40:2, 8,14,21 41:4 42:4 43:13 46:3 52:13 54:4,18,20 59:5 60:3 61:16 66:15 67:5 69:5 70:19,22	seeing 10:2 seem 18:16 seemed 61:21 73:21 seems 9:11 41:1 seen 5:14 7:5 8:25 select 9:11 selection 23:20 74:7 semi- 11:22 send 14:4 41:11,22 51:17 sends 19:11 20:19 sense 7:14 31:6 35:19 49:12 50:3 72:13 sent 5:12 6:14,24 7:3,6 8:14 10:16 55:2 sentence 37:11 44:5 47:20 54:9,10 separate 17:16 19:3 32:5 42:17	separated 34:11 separates 72:25 serve 66:14 service 62:24 services 42:15 serving 52:16 69:3 set 11:16 22:18 53:14,22 seven 32:20 41:19 42:2 shady 63:13,14 shall 13:17 18:12 20:16 21:21 23:4,5,6,7,12, 16 24:6,13,16, 18,20 34:22,25 35:24 37:2,6, 12,13 40:3,21, 23 43:5,14 44:6 47:21 52:14 75:20 she's 56:12 58:14,17 shorten 20:12	should 9:5 10:12,14, 15 19:4 20:8 23:18 29:14 30:1 32:1,2 35:22 36:24,25 37:12 41:1 46:21 47:24 48:24 50:18,19 51:4 53:1 55:21 56:6 58:5 64:17 65:20 67:10 68:12,13 70:20,23 71:10 73:12,13 76:23 shouldn't 32:13 68:7 70:17,18 73:17 75:10 show 29:13 31:16,18 40:3 43:5,14 45:8 showing 29:12 31:4 shown 44:1 50:22 shows 56:22 sick 48:23 51:9 54:1 sign 40:14 signed 26:8	Similar 49:22 Simplified 67:4 simply 43:4 since 5:20 9:9,15 23:18 30:25 61:6 single 17:11 46:20 sir 20:1 sister 69:25 sit 50:15,24 site 39:16 sits 72:19 sitting 63:4,17 71:2,6 situation 19:15 situations 61:4 six 32:20 skip 32:25 slightly 5:15
schedule 41:12 51:5				
school 60:21				
search 23:23				
second 11:10 13:6 47:19 54:8,10 56:17				
secretary 18:22				
section 9:22 10:25 11:7 13:5,10, 23,24 16:22 20:3 26:7 27:21 36:8 39:20 43:24 44:4 45:3 47:5 75:7				
sections 17:23				
sedate 24:5				

small 62:12 63:1,9, 15 65:7,8,9,25 66:22	someone's 53:24 56:22	41:23 42:7	63:9	strategic 76:24
smaller 64:22 67:17	something 14:4 15:11 16:7 18:18 20:12 22:20,21 24:21,22 28:22,24 40:8 46:14 62:13 67:18 73:3 74:8,12 76:20, 21	specific 14:14 19:10 28:21 64:8	state 6:22 23:10 36:5 44:15 59:19	strict 28:11
solicit 13:17 18:12 21:21 35:24 37:7,12,14	sometimes 59:1,3 71:20 72:14	specifically 25:6 26:2 49:1	stated 27:5 44:18	strike 21:16 43:13 61:3
solicited 14:20	somewhere 36:4 40:19 55:14,17 69:22 76:18	specified 11:21	statement 11:8 39:5	structure 32:18
soliciting 14:1 16:19 20:11	soon 20:17 37:4	spent 48:20	stating 64:15	structured 54:13
solicits 36:6	sorry 15:25 26:12 38:8 43:22,23 74:18 75:11,15	staff 8:4 9:8 45:14, 20 64:17 66:25 75:10 76:18	statute 40:22 58:14,17 59:25 62:3	struggle 9:8
somebody 29:13 31:1 40:7,12 47:18 49:6,23 50:24 55:4 58:18 68:4 70:19 74:1	sort 45:7 54:20 55:10	stakeholders 69:2	statutes 60:3	struggled 60:13
somebody's 31:4 46:13 51:8	sounds 34:18	stand 72:22,23	stay 62:25 64:2 71:18	struggling 61:1
somehow 38:17	special 20:17 30:7 37:4 39:10,11, 15,19,22,24	standard 52:20	step 62:23 65:2	stuff 28:18
someone 32:11 46:10 47:2 53:4 55:15 56:12, 20,23,25 60:17 62:16 63:3 65:13,14		standardizing 24:3	stepped 66:19	subject 47:17 69:9
		standing 8:18 24:9 25:3	still 16:5 19:24 21:25 48:25 56:5 60:15 65:5	submits 40:7
		start 5:16,18 8:6 28:17 63:11	stipulate 23:20	submitted 11:21 14:8,13 19:8 23:15 24:18 38:20
		started 46:24	stipulating 60:10	substantive 10:8 11:8,17, 23 12:23 13:11 23:14 45:13 47:16
		starting 5:22	straight 60:25	such 20:16 32:15 35:25 37:8
		starts 23:5		
		startup		

50:22 62:13	supposed 15:17 17:20 28:16 58:7	63:6 68:4 74:21	16:7,8,19,24 17:15 18:23,25 19:13 20:18 22:4,6 23:17, 24 24:17 25:11 26:10,22 28:16,22 29:16 31:8 33:12,22 35:8,15,19 36:11,15,18,19 37:10 38:1 40:15 41:2 42:4 45:22 48:9,11 53:11 54:8,11,15 55:18 58:19, 20,22 60:17, 20,22 61:21 63:11,21 64:10,24 65:16 67:10,12 68:19 70:1 73:2,11, 14 76:16	48:6,11,19 49:6 59:1 61:2, 4 64:4,13 65:8 67:21 68:15 73:8 75:8
suffer 62:22	sustained 26:17	talks 43:11 47:20		they'd 49:25
sufficient 51:11	Switch 21:2	Tallahassee 60:19		they'll 14:8 53:13
suggest 21:7 53:16	switched 46:17	targeted 39:16		they're 17:24 19:8 28:2 41:16,20 49:3 53:9 58:24 59:13 64:16 69:2 72:6
suggested 34:20 45:11 46:2	<hr/> T <hr/>	technically 41:2 60:21		
suggesting 11:12 20:21 26:20 36:20 43:12 47:15	tab 5:1	term 8:16 12:4,5,8, 16,19,24,25 13:3 19:1		
suggestion 17:17 28:4 29:17 30:24 33:10 34:11 49:20 59:11 61:24 70:11	table 72:22	terms 32:9 62:21		thing 11:17 22:1 23:1 27:19 35:21 36:18 45:7,8 47:13 49:14 50:13,21 59:2 60:25 64:20 66:23 68:2 72:24 76:3,17
suggestions 6:20 17:7,19, 21 61:25	take 23:8,9 32:6 34:24 52:12 66:21 74:9,10, 12,16 75:18 76:16	texting 53:13		
summary 45:3	taken 67:3	than 5:15 12:9 13:11 14:14 17:16 19:9 21:10 22:20 26:11,12,23 31:1,8 32:20 34:22 35:4 45:13,14 62:11,25 63:2, 15 64:9 65:16, 18 66:1 67:23 68:24	their 17:7 22:16,17 48:25 50:24 53:6 56:1 63:14 65:15 67:2,6	
super 58:19 67:12	taking 8:21 9:4 58:8	that's 7:10,15 8:11, 23,24 10:12 11:16 12:5 13:23 14:5 15:1,18,19	themselves 28:3	things 6:17 7:13,16, 17 8:10 11:9 13:12 24:1,3 28:16 31:2 42:7 51:23 58:10 59:5 64:2 76:8,10
superintendent 55:6,7,15 56:6 57:22 59:19	talk 13:7 48:2,18 49:7,11 51:14		therefore 55:7	
superintendent 's 56:18	talked 13:15 45:13		there's 9:9,11 12:24 16:9 20:11 24:25 27:23 32:19 41:13,23 43:23 44:10	
support 37:3 45:8	talking 13:3 22:4,6 25:6 39:4 41:5 42:24 43:1,2 47:13 59:3			thinking 8:20 9:14 51:19

third 75:9	20:2,10,22 38:6	trend 28:21	27:16 28:10 29:7,9,21 30:17,20,21 31:4,7,10 32:21 33:16 34:21 36:9 42:10 48:19 56:9 70:9	understanding 61:9 67:5
thought 9:1,2 19:18,21 26:24 29:6 32:23 49:13,15 61:20 68:3	timeline 11:11	tried 24:4 60:14		understood 11:20 12:2
thoughtful 9:6	times 29:15 31:4 50:15 61:16	trouble 54:24		unexcused 30:5
three 24:25 25:3 28:1 29:8,15, 22 30:2,3,4,16, 18,20,22,23 31:8,13,14 32:2,3	together 22:15,24 51:13 72:7	Trowbridge 8:20,23 9:14 26:11,12,17,21 27:1,7,9,11 70:2,6 74:22	type 43:2 50:4 67:23	unexpected 42:8
threshold 63:8,11	told 15:5,10 49:1 64:1	true 25:11 64:24 65:9	types 49:24	unfair 54:20
through 10:13 11:3 14:10 16:20 31:23 47:11 49:14 59:20	took 24:8 52:13,16	Trust 12:7 45:15,21 61:17,20 63:3, 4,13,16 65:11 66:9,13,23 67:3,7	typically 12:20	unintended 28:5
throughout 30:18 31:13,14 46:20	top 45:3		typo 54:8 75:8	United 27:25
throw 63:20	topic 69:10		U	University 27:25 63:6 64:11
time 18:19 19:21 28:17 40:6,11 43:4 48:20 52:25 53:8,23 60:14 66:4 69:16	total 29:22 30:3,17, 20	trying 7:14 53:8	ultimately 17:22	unless 30:5 40:13 46:3 64:13
timeframe 11:14 19:10	towards 7:21 12:24 26:10 67:1	tweak 60:14 73:20	unable 54:23 56:2 57:9	until 63:23
	town 48:24 50:22 51:9	tweaked 12:7	under 24:12 35:21 36:22 39:22,24 42:21 43:18 49:23 55:2 75:12,18,23,24	upheld 43:9
	training 16:12 66:12	tweaks 29:1		upon 28:23 50:22 61:7
	travel 30:9	twice 18:21 29:13	understand 37:15 46:25 57:1,3,4,6,8 58:20 59:4 60:16 61:25 62:8 65:19	use 34:16 48:3 49:4
	treasurer 25:13	two 12:4,5,8,11,13, 14,15,18,19, 24,25 13:3 18:17 19:25 20:8 25:18		used 39:15 55:6 61:10 73:11
				using

76:25	vocalize 33:12	want 6:23 11:3 17:1, 2,4,10 19:16 22:12 23:24 26:5 28:13 34:15 35:9,15 46:25 48:22 52:3 53:3,7,13 58:10 62:21,23 63:12 65:23 67:13 69:20 70:22 75:16,17 76:11	75:4	52:3 69:14
usually 27:25 68:19	voice 35:2 49:25	wanted 5:3,8 6:15 10:1 17:16 22:19 28:18 46:10 64:2 67:18	weeks 70:9	Where's 22:3
<hr/> V <hr/>	vote 27:17 35:2 47:14 48:7 49:7,24,25 50:1,7 52:15, 17,21 55:19 56:13,22,24 58:3 62:14 68:16 70:17,21 71:9 72:2	wants 47:2 70:20	went 29:1 56:17	whether 17:2 52:21 62:6 64:18 65:23 73:15
vacancies 8:17 13:16 23:1	voted 42:18	wasn't 7:24 33:18 41:18 44:21 49:9 55:9 67:7 70:4	we'll 8:2 13:3 28:22 48:2 52:5 69:9	whoever 59:15 60:18
vacancy 18:11 19:1,6, 21 20:11,15, 16,22 21:13, 17,19,24 22:2, 10,13 35:22,25 36:22,24,25 37:3,4,8	votes 27:16 44:5 45:7	watching 58:7	we're 6:10,11,13 7:17 10:2 14:24 15:21 17:20,21,23 18:2,7 20:5 29:24 30:15 31:20,25 32:24 35:3,9,11 39:4 47:13 51:13 57:2 67:15 68:3 69:3 74:19,25	whole 6:15 7:19 36:18 43:23 50:21 66:17,23 76:17
valid 40:10 58:3	voting 47:5,6 49:10 56:14,20 71:15 72:9	was't	who's 27:24 50:10 62:3 63:18	whom 34:25
verb 23:5	<hr/> W <hr/>	way 6:15 7:14 9:3 12:6 13:2 16:24 17:2,3, 24 20:14,15,18 22:16 25:18 27:5,25 32:6 34:10 35:23 37:10 41:10 46:14 47:1 60:13 61:15 66:3 73:10	will 10:10 13:22 14:4 21:6 22:18 23:15 25:1 26:9,15, 17 41:11 45:24 64:6 69:6 75:1	who's 27:24 50:10 62:3 63:18
version 34:16	wait 47:3 54:16 67:18	watching 58:7	we've 15:5 32:6,15 42:10 47:2 54:17 59:2 60:13 61:1 73:16	will 10:10 13:22 14:4 21:6 22:18 23:15 25:1 26:9,15, 17 41:11 45:24 64:6 69:6 75:1
versus 16:8 30:8 67:17	waive 40:9	watching 58:7	whatever 10:21,23 14:21 15:13 16:17 17:4 27:22 30:9 47:3 62:7 71:4	will 10:10 13:22 14:4 21:6 22:18 23:15 25:1 26:9,15, 17 41:11 45:24 64:6 69:6 75:1
via 16:1 47:20	waiver 39:22,25 40:3, 14 43:8,14	watching 58:7	what's 6:5 13:19 21:5 24:5 61:23	will 10:10 13:22 14:4 21:6 22:18 23:15 25:1 26:9,15, 17 41:11 45:24 64:6 69:6 75:1
vice 24:7,14,19 25:14	waivers 40:15	watching 58:7	whenever	without 29:13 31:5 39:3
video 49:4		watching 58:7		wonder 8:25
view 14:19 68:17		watching 58:7		won't 50:3 68:15

word 63:13 74:10	wrote 22:16	41:5 48:16 54:1,2 57:6 60:6,7 61:11 63:5 64:6 68:9, 11,14 69:11, 18,23,24 71:3 72:15	
words 35:20	<hr/> Y <hr/>		
work 19:4 31:22 39:16 41:17 61:12 74:5 76:23	year 12:5,8,16,19, 24,25 13:3 16:12 18:20 29:15,23 30:18 31:10,14,15 41:11	you've 30:3	
worked 62:19			
working 24:2 54:17	years 12:4,11,13,14, 18 18:17 20:8 29:2 32:17 33:16 34:21		
works 58:20			
workshop 38:4 39:6,14	yellow 5:13 11:6		
wouldn't 36:14,16 49:10 51:7 55:10 57:17 66:14	yet 28:13		
wow 33:22	yourself 68:16 69:19 71:18 72:15		
write 21:22 35:12	youth 76:14		
writing 14:2 40:8	you'd 18:18 74:16		
written 10:23 16:24 17:2,24 20:14, 15,18 24:9 31:21 33:19 47:15 66:3	you'll 41:14 54:1 68:16		
wrong 23:3	you're 6:3 15:17,25 16:5 17:15 19:23 26:20 29:10 31:11 32:22 38:14		