

THE CHILDREN'S TRUST  
HUMAN RESOURCES COMMITTEE MEETING

The Children's Trust Human Resources Committee Meeting was held on Thursday, July 12, 2018, commencing at 2:34 p.m., at The Children's Trust, 3150 S.W. 3rd Avenue, 8th Floor, Conference Room A, Miami, Florida 33129. The meeting was called to order by Mark Trowbridge, Committee Chair.

Committee Members

Mark Trowbridge, Coalition of the Chambers of Commerce  
Gilda Ferradaz, Florida Dept. of Children & Families  
Steve Hope, At-Large Board Member

STAFF:

James Haj, President/Chief Executive Officer

Imran Ali

Muriel Jeanty, Clerk of the Board

Joanna Revelo

Juana Leon

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## PROCEEDINGS

(Recording of the meeting began at 2:34 p.m.)

MR. TROWBRIDGE: Actually, we'll go ahead and call the meeting of the HR Committee of the Children's Trust to order. It is about 2:36. I'm Mark Trowbridge. Thank you very much for joining us. We do have a quorum present and acting.

And I think, just so that everybody knows one another, I think the official members of the committee, Mr. Hope, Ms. Ferradaz, and I do think Dr. Balsera may be joining us, but a couple of our other members have a conflict.

When we last convened, which hopefully you all received a copy of the minutes, we had a pretty lengthy discussion not only about Jim and his continuing work with us, but also the opportunity to work with our By-Laws Review Committee.

They have been meeting with some of the other standing committees of the Board over the last few weeks, I think, most recently with the Nominating Committee.

And one of the things that we agreed to do was look specifically at the by-laws that related to the HR Committee. And in advance of today's meeting, we

1 sent over some items for you all to review.

2 So while you all are doing that, I will ask  
3 Muriel if we have any public comment.

4 MS. JEANTY: No comments.

5 MR. TROWBRIDGE: No one is here from the  
6 public to comment. Thank you. We will close the public  
7 comment. And that moves us right into our discussion  
8 items and that is some proposed changes.

9 So, you can see here on page 4 of 12, a  
10 draft, and you have some highlight and strike-through  
11 language. And #3 is specifically pertaining to the HR  
12 Committee.

13 And I want to thank the staff who worked  
14 very diligently on this, because we basically went  
15 through this a couple of months ago and came up with  
16 some of the things that we thought was substantive for  
17 us to review. And we came back not only as a committee  
18 but to also support the work of the By-Laws Review  
19 Committee. So, we'd love to hear any input, any  
20 thoughts about our April meeting, when we were together  
21 last April.

22 MR. ALI: Thank you. I just want to put  
23 this into context. Before the By-Laws Committee met  
24 initially, we had a lot of things that were suggested  
25 and then we struck those items.

1                   And you can see there, "The Board chair  
2 shall appoint the chair, the vice chair." It was  
3 repetitious, so what we did is, at the beginning of the  
4 document, it highlights the chair having that ability  
5 under Section D, that he or she will appoint the chair,  
6 the vice chair, members of any standing committee.

7                   MR. TROWBRIDGE: So it's basically an  
8 overarching role under the chair instead of being  
9 restated again and again.

10                  MR. ALI: Yes.

11                  MR. TROWBRIDGE: Okay. You'll note the same  
12 strike-through in #4 as it relates to Programs and  
13 Services and so on and so forth.

14                  MR. ALI: Yes. And then in the present  
15 by-laws, we left the -- originally, the By-Laws  
16 committee meeting, the first one we held, we discussed a  
17 process where the Board chair will negotiate a contract,  
18 including the salary and benefits of the CEO, which will  
19 be ratified by the Board.

20                  And after some discussion on that committee,  
21 we decided to go back to page 2 and put it again under  
22 "Duties of Officers and Board Chairs." So the language  
23 is expanded there.

24                  So, the proviso will still be under the  
25 present by-laws and this committee will continue to do

1 the annual performance evaluation of the president and  
2 CEO. But the chair now has the responsibility. The HR  
3 Committee will do the evaluation, the ability with  
4 consultation with the HR Committee to negotiate any kind  
5 of salary increases or benefits.

6 So what I would recommend is, take a look at  
7 that language. If you have any suggestions,  
8 recommendations of what you think it should be, then  
9 we'll take it from there.

10 MR. TROWBRIDGE: The only question I had  
11 was, is that under D, I think the strike-through is  
12 appropriate because it's now encompassed under the role  
13 of the Board chair, but maybe adding in just a very  
14 short, "Conduct an annual performance evaluation of the  
15 president and CEO of the Trust and provide input to the  
16 Board chair," something like that, so that it's  
17 understood that there is a formal role to give input  
18 into their role of negotiating, if people would be  
19 amenable to that.

20 MR. HOPE: Which page are you on?

21 MR. TROWBRIDGE: I'm here on 4 of 12. I'm  
22 under #3, item D.

23 MS. FERRADAZ: The evaluation.

24 MR. TROWBRIDGE: Regarding the evaluation or  
25 contract negotiations, something like that.

1 MS. FERRADAZ: To provide the evaluation.

2 MR. TROWBRIDGE: Do you feel that way,  
3 that's already a given? Maybe it's redundant to say it,  
4 though, because I know that we're doing the annual  
5 performance review, but then sort of creating that  
6 connection that we then give that formally to the Board  
7 chair.

8 MR. ALI: Well, the reverse, it normally  
9 goes through with the CEO, Jim, then it comes to the HR  
10 for you to review.

11 MR. TROWBRIDGE: Okay. So it's more in the  
12 other direction?

13 MR. ALI: Yes.

14 MR. HAJ: I think the HR Committee kind of  
15 gives the evaluation. The HR Committee finalizes the  
16 evaluation and then they give it to Laurie to circle  
17 back with me, to sit with me and go over all --

18 MR. TROWBRIDGE: Yeah, I mean --

19 MS. FERRADAZ: It doesn't mention the  
20 evaluation with the Board chair. It talks about the  
21 salary and benefits.

22 MR. ALI: So we can put in those few words  
23 there.

24 MR. TROWBRIDGE: Yeah, maybe just that  
25 there's a formal role, conveying that to the Board chair

1 for their use and evaluation.

2 MR. HOPE: So, on page 2 of 12, for "Duties  
3 of the Officer," it outlines the responsibility of the  
4 chair as it relates to the contract negotiations with  
5 the CEO. And page 4 of 12, (3)(b) simply stops at the  
6 point where the HR Committee participates in the annual  
7 review but there's no indication as to what happens  
8 thereafter.

9 MR. TROWBRIDGE: Yeah, so that's the thought  
10 of adding in that small --

11 MR. HOPE: Yeah, because this kind of stands  
12 above here --

13 MR. TROWBRIDGE: -- just to create formal  
14 conveyance. So, I think we can come up with sort of an  
15 "and" phrase there.

16 MR. ALI: Regarding the current evaluation.

17 MR. TROWBRIDGE: Good input. And then I  
18 just want to make sure that with A, B and C, and I know,  
19 Joanna, I think we talked about this last time, that  
20 we're doing those things, we feel comfortable, because  
21 obviously, you maintain some of those from a staff  
22 perspective.

23 MS. REVELO: Right. So item C, the  
24 affirmative action plan currently and historically has  
25 not applied to the Children's Trust. We're not a

1 federal contractor or subcontractor.

2 But I think the idea, if you go back to the  
3 beginning, is, you know, trying to look forward in the  
4 event that we would be.

5 MR. TROWBRIDGE: Okay. Could we put, then,  
6 "as appropriate, if applicable," do something like that?  
7 Because obviously, that's something that could change --

8 MS. REVELO: Correct.

9 MR. TROWBRIDGE: -- day to day as we begin  
10 to work in that space. I know we participated and  
11 talked about A and B the last time around. And you  
12 used -- I think you're still using affirmative  
13 investment brokering work and that's basically, in my  
14 estimation, more of a procurement process.

15 MS. REVELO: Right.

16 MR. TROWBRIDGE: Okay.

17 MR. HAJ: We are very pleased to announce  
18 that we did renew our insurance benefits and there was a  
19 zero cost for the same level of service.

20 MR. TROWBRIDGE: Who's the insurance  
21 provider?

22 MR. HAJ: Florida Blue.

23 MR. TROWBRIDGE: Florida Blue is -- they're  
24 making a march. The City of Coral Gables approved them  
25 yesterday. They got a two percent reduction, so you may



1 want to give them a call.

2 MR. HAJ: Well, they came back at --

3 MR. TROWBRIDGE: 880 employees.

4 MR. HAJ: They came back at a 7-8 percent  
5 and we kept on going back and forth, and then we ended  
6 up with zero increase.

7 MR. TROWBRIDGE: They did something, I saw  
8 yesterday, also, in the Commission meeting, just  
9 speaking of Florida Blue, they gave a \$50,000.00 grant  
10 for a wellness initiative and incentive.

11 So, that's wonderful to see, and  
12 congratulations, because we've been seeing double digit,  
13 you know, sort of increases year over year in insurance  
14 costs.

15 MR. HAJ: Yes. We're having a wellness fair  
16 next month.

17 MS. REVELO: Right. I was just going to  
18 say, part of our plan does incorporate a wellness  
19 component to it, and there's various discount programs  
20 for the employees.

21 MR. TROWBRIDGE: Do employees here pay any  
22 portion of their health insurance?

23 MS. REVELO: Yes, they do, 10 percent.

24 MR. TROWBRIDGE: Ten percent.

25 MR. HAJ: 90 percent, a very rich plan.

1 MR. TROWBRIDGE: So you pay 90 percent?

2 MR. HAJ: Yes.

3 MR. TROWBRIDGE: That's incredible. Mazel  
4 Tov.

5 MR. HAJ: And it's great because even the  
6 new employees, you know, when we give them compensation  
7 benefits statement where they can see the back end costs  
8 of the salary, it really highlights that we're able to  
9 lock in some people that normally wouldn't have come.

10 MR. TROWBRIDGE: Non-profits historically  
11 aren't the best payers, but the benefit enrichment that  
12 you can do to scrape for not only hiring people but  
13 retaining them.

14 And you also give them access for family as  
15 well?

16 MS. REVELO: Yes.

17 MR. TROWBRIDGE: They probably get a nice  
18 little reduction versus being in the market.

19 MR. HAJ: They have a choice, though.

20 MR. TROWBRIDGE: So they pay that?

21 MR. HAJ: They pay.

22 MR. TROWBRIDGE: Excellent. Anything else  
23 here that concerns anybody? I think that our part is  
24 pretty concise. I think we've had a couple of  
25 opportunities to kind of take a bite of that apple and

1 get comfortable with it. What's the timeline --

2 MR. ALI: On page 2, with the chair --

3 MR. TROWBRIDGE: Yeah, I think so. I think  
4 it's pretty comprehensive. You didn't really add any --

5 MR. ALI: We added F and G.

6 MR. TROWBRIDGE: F and G, yeah.

7 MR. HOPE: Question. Page 2(f), it says  
8 here that "The chair, in consultation with the Human  
9 Resources Committee, as appropriate, shall determine the  
10 annual compensation adjustment."

11 But the first section says that "The chair  
12 will negotiate the contract and it will be ratified by  
13 the committee." So, does that contradict?

14 MR. HAJ: The first section deals, like, if  
15 you have a new CEO and you're doing a contract or if  
16 with my contract, now it's for three years, so at the  
17 end of that three-year term, if you're negotiating a new  
18 contract, even though there's a clause that it can roll  
19 over without any further action.

20 But if you do open up the contract, that's  
21 the first section. The second section is just the  
22 annual year-to-year. Part of the contract says the CEO  
23 will get the same adjustment as every employee.

24 So, just like with an employee, if we rate  
25 them on four scales from "effective" to "least

1 effective," whatever the category is, with the "least  
2 effective" getting nothing and the "highest effective"  
3 getting a certain percent.

4 So it's really after the HR Committee  
5 evaluates and gives me a rating, that the Board chair  
6 goes back and puts it accordingly.

7 MR. TROWBRIDGE: Okay.

8 MR. HOPE: But the way this is written,  
9 though, it implies that both the HR Committee and the  
10 Executive Committee will make the decision. It doesn't  
11 stipulate whether it's -- when a new CEO is on board.

12 So, do you think there's a need to make  
13 differentiate or does the committee think it's clear  
14 enough?

15 MS. FERRADAZ: No, I think it's tied to  
16 performance and the HR Committee is the one that's doing  
17 the evaluation, then I think that's the important  
18 question.

19 MR. HOPE: Well, we do the evaluation but we  
20 don't get involved in the salary negotiating. The chair  
21 does that and then it goes to the Executive Committee  
22 for ratification.

23 MR. HAJ: For a new contract.

24 MR. TROWBRIDGE: We did -- Laurie did brief  
25 us in that meeting about what the plan was, so I would

1     assume that falls under "consultation." We did speak  
2     about those issues. But that's a good point. Maybe  
3     this needs to be -- so maybe "consultation" is not the  
4     right word. Is that what you're thinking, Steve?

5             MR. HOPE: Right, because --

6             MR. TROWBRIDGE: Maybe it should say "Board  
7     chair" so it's consistent, so we know we're talking  
8     about not, like, the chair of the committee.

9             MR. HOPE: Okay, that's fine.

10            MR. TROWBRIDGE: But, yes, so what Laurie  
11     did, after we finished the evaluation, she briefed us on  
12     what her plan was in terms of conversation. And if you  
13     need to see the minutes, I think --

14            MR. HOPE: No, I think --

15            MR. TROWBRIDGE: I think so, but that's a  
16     good point. But one thing I would say, this is not a  
17     by-laws issue, but I think it comes back to maybe, we  
18     probably should have made some comment in the public  
19     Board meeting that that process had been completed, that  
20     the HR Committee had met.

21            But maybe we could do it now and say we've  
22     met and approved the goals and kind of just do a recap  
23     of all the -- because when Laurie opened up the meeting,  
24     she was -- because I think you all were still working on  
25     a couple of items.

1 MR. HAJ: Lily made comments at the Board.  
2 Remember Lily said --

3 MR. TROWBRIDGE: She brought it up. And I  
4 was going to answer it, and I kind of got the look from  
5 Laurie, like, I'm not ready to give that because you  
6 were still having conversations.

7 But if we could do with this at the next  
8 meeting and button it up with just an HR report that the  
9 committee's met twice, the process has been completed,  
10 and not only have we made some by-laws recommendations,  
11 which she'll get at a later date, but that the process  
12 is completed.

13 I think, you know, the people in the room  
14 should know what your rating was, that it was excellent,  
15 and that we've now assigned you to an extension. I  
16 think that's a very public item that people want to hear  
17 about.

18 They have feelings about that, consistency  
19 of leadership. Because we've had some turnover here.  
20 So if you want to mention that to Madam Chair, that  
21 we'll be glad defer that to her. I'd be glad to give  
22 that report.

23 But now we can also speak, you know, to a  
24 couple of other items. You answered my question. I was  
25 going to ask you about the timeline. Imran, you're

1 always a step ahead. I love it.

2 MR. ALI: So, as you can see, it goes from  
3 this committee to Finance, and then it goes to the  
4 Executive, then it goes back to the By-Laws Committee  
5 for final review. And then at our August retreat, we  
6 will get an approval vote.

7 MR. TROWBRIDGE: Okay. So it's on the 23rd?

8 MR. ALI: Yes. Will we handle the business  
9 of the Trust at the beginning of that meeting? I know  
10 in past years, we've had an adjournment. So we'll do  
11 the business and then do the retreat?

12 MR. HAJ: What did we talk about?

13 MR. TROWBRIDGE: Because what we did last  
14 year, we did the retreat and then we had a Finance  
15 meeting because we had a timing issue. We needed to get  
16 something --

17 MR. HAJ: Yes, we had talked to Laurie about  
18 it. Yeah, we're going to open up the business the first  
19 hour, the first 45 minutes, and then close it and then  
20 do the retreat.

21 MR. TROWBRIDGE: Great. So you think it's  
22 appropriate for us to wrap up the HR work and just  
23 mention where we were with you?

24 MR. HAJ: Yes, I'll talk to Laurie.

25 MR. TROWBRIDGE: That's good. Any other

1 by-laws questions? We've got the timeline. We've got  
2 the language we're going to recommend, a couple of minor  
3 changes.

4 MR. ALI: I'll make the edits.

5 MR. TROWBRIDGE: Thank you, Imran. Would  
6 you like us to make a motion on that, to approve the  
7 changes, or does that --

8 MR. ALI: I don't think --

9 MR. TROWBRIDGE: You're okay with that,  
10 then, okay.

11 MR. ALI: Instead of a motion, I think you  
12 need to go back and approve the minutes.

13 MR. TROWBRIDGE: My apologies about that.  
14 Has everyone had a chance to look over the minutes? I  
15 have a copy of all of the minutes and also our action  
16 items which I think we've already discussed.

17 Can I have a motion to approve those,  
18 please?

19 MR. HOPE: Motion.

20 MR. TROWBRIDGE: Is there a second?

21 MS. FERRADAZ: Second.

22 MR. TROWBRIDGE: Any corrections or  
23 discussion?

24 (NO VERBAL RESPONSE.)

25 MR. TROWBRIDGE: All in favor, say "aye."



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

3 MR. TROWBRIDGE: Any opposed?

4 (NO VERBAL RESPONSE.)

5 MR. TROWBRIDGE: Minutes are approved.

6 Thank you. Thank you, Imran. Our second order of  
7 business, discussion item, we talked about the proposed  
8 goals from our CEO.

9 And so, Jim, I don't know if you want to  
10 walk us through that. I assume that you've also had a  
11 chance to discuss with our Board chair --

12 MR. HAJ: Yeah, Laurie and I went back and  
13 forth. Unfortunately, we were not able to finish.  
14 That's why there's -- I think, we had three goals and  
15 Laurie had said she wanted to talk about a third goal  
16 that she had in mind. She left to Japan a couple of  
17 days ago, so --

18 MR. TROWBRIDGE: Now is the time.

19 MR. HAJ: But we wanted to bring -- if we  
20 were meeting, we wanted to at least talk about the first  
21 two. We have a couple members that are part of the  
22 Finance Committee.

23 You know, we're trying to look at goals that  
24 are overarching for the Trust. I think one of our  
25 biggest liabilities in the Trust right now is the fund

1 balance and that we need to drop that down. And I think  
2 that should have been one of my goals, and this is  
3 something that Laurie had mentioned that she wanted to  
4 put as a priority.

5           So, that's listed here and I think we do  
6 have a very clear path with the leadership of the  
7 Finance Committee to go back to the rollback rate and  
8 increase the budget by 28 million dollars a year for  
9 services, so I think we should see the drive down, as  
10 well as us working with the providers to utilize their  
11 funds on a yearly basis and look at our department  
12 budgets and everything else to make sure that we don't  
13 have money -- that we budget appropriately.

14           The second, I believe, is our main mission,  
15 is how do we fund programs in the solicitation process.  
16 And this is a critical year for us. This is -- the  
17 Board approved a five-year solicitation.

18           So we have to go through the entire process  
19 of building a system, putting it out there, evaluating  
20 it, bringing it to the Board with recommendations.

21           And now at the big Board meeting in May,  
22 June -- and now a big part is on-boarding everybody.  
23 And, you know, now that we did -- we had a very  
24 successful -- and I think the community recognizes --  
25 you know, we did a lot of community outreach -- I think

1 the Board meeting went very well -- is how do we -- now  
2 we're in contracting with all our providers with an  
3 additional 83 contracts, with pretty much the same  
4 staff. We hired two more contract managers to help  
5 manage, so to do that well, as well as start elevating  
6 our provider community so that we serve children and  
7 families.

8 So I did think that we need to put something  
9 about the solicitation process, knowing that we just  
10 went into our five-year cycle and put out 160 million  
11 dollars, so that should be measured and evaluated.

12 MR. HOPE: How many contracts per staff?

13 MR. HAJ: It depends. What we did is a  
14 weighting, because some contracts -- they're different.  
15 Some are much easier than others. Some of them are much  
16 more involved. So, there was a waiting criteria, maybe  
17 on average is 17. Some people have 15, 16. Some people  
18 have 24, 25. It really depends on the load. So, we  
19 developed certain criteria of weighting the workload and  
20 putting it out there.

21 MR. TROWBRIDGE: With regard to our  
22 strategic plan, do you use that -- obviously it gets  
23 used throughout the organization. Do you use that when  
24 you look at goals? Because sometimes, some lag versus  
25 some in need, because maybe that's, you know, a way to

1 help you frame that. Because it's hard to look at, you  
2 know, goals because you're looking at a very macro  
3 level.

4 MR. HAJ: Yes. Well, the nice thing about  
5 the strategic plan, because, you know, we get asked  
6 every day, about 20, you know, every week, everybody  
7 wants -- you walk around with a 200-million-dollar  
8 amount on your chest and they ask.

9 But the strategic plan has the initiatives  
10 delineated. That is everything we do is competitive  
11 solicitation. So that makes life much easier and it is  
12 supporting initiatives.

13 But I do think one thing that we're doing  
14 differently -- well, I think we've done a lot of things  
15 differently. I think we saw some success at the Board  
16 meeting where the community came, much different than  
17 three years ago.

18 And yeah, I think it's the on-boarding. Two  
19 days later, we met with all the providers at the  
20 University of Miami, with 500 -- no, 300 providers. And  
21 now we're going to do on-boarding for the new providers  
22 as well as elevate our current providers.

23 And we have new systems. Everything is  
24 automated. We've got to work with our providers and get  
25 them up-to-speed. We've been having open labs and

1 bringing in providers to get them up and running as soon  
2 as possible, so when contracts get executed on October  
3 1st, that we're up and running full speed.

4 MR. TROWBRIDGE: Okay.

5 MR. HAJ: And we'll have a breakdown of all  
6 this, very detailed, when we get to the middle of the  
7 year evaluation and the final evaluation of all the  
8 steps that we have.

9 But I think there should -- my feeling and  
10 Laurie's is that there should be something about  
11 solicitation. That is what we do. That is our bread  
12 and butter and that's what -- this was a big year for us  
13 and is a big year for us.

14 MR. TROWBRIDGE: So once Laurie returns,  
15 you'll continue to hone in on that third one?

16 MR. HAJ: Yeah. I think she had something  
17 in mind. She just didn't have a chance. She told me  
18 that she had one that she wanted -- there may be more  
19 than one.

20 MR. TROWBRIDGE: Are they things that are of  
21 interest to you, that you would like to propose or you  
22 would like to --

23 MR. HAJ: No. I mean, these two are  
24 overarching. You start trying to get into -- you know,  
25 we do so much. We want to try to keep it a very macro

1 level instead of starting to get into the weeds.

2 But I think these -- I think as simple as  
3 "fund balance" sounds, it really is something --

4 MR. TROWBRIDGE: No, it's not. I sit on the  
5 Finance Committee and we have what, I think, a three to  
6 five-year plan of how to really drive that down, as you  
7 said.

8 MS. FERRADAZ: What's the goal for the fund  
9 balance?

10 MR. HAJ: The goal is that we have a  
11 five-year draw-down, so in five years, the general  
12 recommendation is about 15 percent or two months, which  
13 is about -- and that changes, about 23, 24, 25, 26  
14 million, so that's where we want to be.

15 So, we've been creating, for the last seven  
16 or eight years, the fund balance has been going up. And  
17 we're at the point that it just can't, for many  
18 different reasons, one is, it takes us a year to  
19 solicit -- if we get additional revenue, it takes us a  
20 year to get out the door.

21 So, we've changed the way we've done it.  
22 That's why we went back to the Board last year and  
23 asked, let's just award to existing contracts --

24 MR. TROWBRIDGE: It was, like, a  
25 five-million-dollar --

1                   MR. HAJ: Yes. And we also added five more  
2 million dollars since the last Board meeting to go from  
3 23 to 28 million to support the needs of the community  
4 and help drive down the fund balance.

5                   MR. TROWBRIDGE: But that has the benefit of  
6 doing that, which is very much an internal matter. The  
7 other is that it also looks like an organization that  
8 has a very good finger on the pulse.

9                   I mean, that's what we did two and-a-half  
10 years ago with, you know, the internships when we were  
11 dealing with some of the Together for Children, the  
12 violence issues.

13                   But I think, again, you know, you have to do  
14 it strategically or everybody would be at the front  
15 door.

16                   MR. HAJ: Yes. And the other thing that  
17 we're going to be discussing, too, as we get down to  
18 year four and five is, it is much easier to go to the  
19 next large solicitation with an uptick in our funds  
20 because it's hard to cut people off when you want to  
21 sustain services.

22                   You can't sustain services on an amount that  
23 you drop 30 million dollars then drop people out of the  
24 portfolio. One, it doesn't serve kids and two, the  
25 Board would be blown up by the community.

1                   So, we want to make sure that we do this at  
2 a very -- that's why this draw-down, we've been working  
3 with the Finance Committee at a reasonable rate that  
4 will sustain.

5                   MR. TROWBRIDGE: So, do you think, when  
6 you're ready to, you know, sort of opine on some of the  
7 goals to the greater Board, does it make sense having a  
8 presentation on the fund balance?

9                   Because I think it's a great exercise, when  
10 we talk about it internally, we're still doing some  
11 tweaking to it, but I think it would be really  
12 interesting, like we did with Dr. Ladner and the team at  
13 the last meeting, to see what that plan is.

14                   Because that's just -- for any non-profit,  
15 that's an unbelievable amount of resources that need to  
16 go out in the community.

17                   MR. HAJ: Well, the nice thing about the  
18 plan that the Finance Committee approved was that you  
19 just hit the green light, so it's going to -- I mean,  
20 the extra 28 million dollars went out the door. So now  
21 it's going to start. This year, you're going to see a  
22 steep draw-down of about seven million to forty five --

23                   MR. TROWBRIDGE: Forty nine, forty five?

24                   MR. HAJ: It's forty nine. It's been going  
25 up. And it's going to go up and then -- it's going to



1 go up a little more and then it's going to start drawing  
2 down pretty quickly.

3 MR. TROWBRIDGE: Well, I know that the banks  
4 are happy that the money is there. I think we're still  
5 working with two different banks so they're very happy.  
6 But I think it's a good plan.

7 And listen, even on a much smaller scale,  
8 our Board looks at sort of our balances, you know, where  
9 are we re-investing or could that money be in a  
10 different, you know, fund.

11 You know, most non-profits, when they have  
12 operating capital, like you said, two months, I think  
13 some even look as much as three and six, but you're  
14 dealing on a much larger, you know, basis point.

15 MR. HAJ: Yeah. And even if we go under  
16 slightly, we're an organization -- we're not like a  
17 regular government. I mean, we don't have -- we don't  
18 have the massive payroll and everything else they do.  
19 And all our contracts --

20 MR. TROWBRIDGE: You cut that, which I think  
21 is a huge accomplishment.

22 MR. HAJ: And everything out in our  
23 contracts, we have the ability to scale back programs.  
24 So if the economy does go south, we can scale back  
25 providers as well. We never want to do that, but we do

1 have -- we don't need what the County does in their  
2 reserves for us. We're not comparing apples to oranges.

3 MR. TROWBRIDGE: So, both of those goals are  
4 very inward directed. Maybe one of the goals, when  
5 you're talking to Laurie, could be more outward  
6 directed.

7 So, I'm thinking about, like, what we're  
8 bidding on right now with the group out of Chicago and  
9 the 300 Million Words Project, you know, something on  
10 that level that was putting us on a national stage.

11 And again, I don't know exactly how to frame  
12 that, but I think that's very outward facing. It's also  
13 telling the community that, you know, we're not just  
14 collecting dollars and then putting them out and  
15 deploying them, that we're also considered a national  
16 leader, you know.

17 We've been a good, I think, peer leader and  
18 partner to other CSC's in the State. But are we  
19 benchmarking with that in a national figure? Because  
20 folks are now looking at us. I mean, they're coming to  
21 the Trust and, you know, saying, we think you'd be a  
22 good partner.

23 I think your last comments at the meeting on  
24 Monday, just a little update on that was, you know, they  
25 had a great site visit and, you know, they might fund

1 more than one.

2 MR. HAJ: Yes.

3 MR. TROWBRIDGE: Because now, that makes me  
4 think that, you know, things that maybe are very  
5 different that will get them the data that they want.  
6 But I think that is an opportunity as a national thought  
7 leader. I mean, even if you start statewide and sort of  
8 move in that level.

9 MR. HAJ: Correct, and that is the goal and  
10 we've been actually doing it. One of the things I did  
11 not mention is that even with the Trust Central, what  
12 we're building out with our systems, it's pretty forward  
13 on the non-profit stage in the funder stage.

14 We also -- Marty, who runs our IP, who is in  
15 charge of the Trust Central part, has been called at the  
16 national level to go present on what we've done, how  
17 we've built up the model and how we're evaluating  
18 programs and everything.

19 MR. TROWBRIDGE: I think those things are  
20 wonderful goals, especially -- we can get very bogged  
21 down on the day-to-day things, especially, you know,  
22 with a relatively new CEO, two years, and, you know,  
23 fixing -- maybe that's not the right word -- or  
24 addressing -- just something to think about.

25 I'm sure Laurie has some ideas, too, that I

1 think -- but I feel very focused around, you know, kind  
2 of the business community aspect. But I'm also  
3 fascinated about folks that come in and, you know, how  
4 decisions are made.

5 I asked the question, and I think it was  
6 Emily, you know, how does that team come together, like,  
7 a collaborative approach, but that could be happening on  
8 an even more macro level.

9 But thank you for sharing those with us and  
10 we'd be glad to let the Board know that, you know, you  
11 guys are laser-focused, because that's layered on top of  
12 the work you're doing every day, a future plan, which  
13 takes, you know, a lot of work as well.

14 Steve, any thoughts on goals or --

15 MR. HOPE: I think we've covered it.

16 MR. TROWBRIDGE: Gilda?

17 MS. FERRADAZ: None for me.

18 MR. TROWBRIDGE: Imran, do we have any other  
19 business that you would like us to address?

20 MR. ALI: I would just recommend that you  
21 should probably take a look at the by-laws document.

22 You may see something that makes sense --

23 MR. TROWBRIDGE: So look at everything,  
24 okay. Great idea. Some of you sit on other committees  
25 as well, so I think already, you know, I think Finance

1 has had a chance at it.

2 Are all the committees that are currently  
3 noted in the by-laws meeting? Are they active?

4 MR. ALI: Yeah, they are all active.

5 MR. TROWBRIDGE: Because some are ad-hoc.

6 MR. HAJ: Correct.

7 MR. TROWBRIDGE: We're not missing anything  
8 there? I mean, you talked a little bit about, like,  
9 on-boarding, but you're talking, I think, more about our  
10 fund partners.

11 But is there a plan -- how do we do that  
12 with Board members? Does that happen through  
13 nominating? Do they handle that or is that --

14 MR. HAJ: No, we do it with staff. We  
15 meet -- I meet with our new Board members. And the only  
16 one -- we have the young lady, the one that I have to do  
17 now, our new Student Council.

18 MR. TROWBRIDGE: Do you have any vacancies  
19 now?

20 MR. HAJ: Rita, our new Student Council.

21 MR. TROWBRIDGE: Okay. She took Andrew --

22 MS. JEANTY: David.

23 MR. HAJ: David, yeah.

24 MR. TROWBRIDGE: She took his spot?

25 MR. HAJ: Yeah. We have -- there are six

1 gubernatorial seats.

2 MR. TROWBRIDGE: I was going to ask you how  
3 they're doing, because I know that there's fluctuations,  
4 and that's going to be a big turn.

5 MR. HAJ: Well, they should be heard by the  
6 Commission in two weeks. So hopefully -- they have to  
7 select 18 out of the 30-something that applied for the  
8 six seats and send it to the governor. Out of 18, the  
9 governor picks six.

10 MR. TROWBRIDGE: Must he pick all six from  
11 that group? Is he required by statute?

12 MR. HAJ: Yes. Well, two of them are  
13 incumbents. You have Marissa and Tiombe are incumbents,  
14 and then four other seats. And then Lily did not  
15 request -- she chose not to be renewed. So those three  
16 seats, you have to fill them and three seats have been  
17 pending for three years that he hasn't signed off on.

18 But it's not just the Trust. Throughout the  
19 state, he hasn't signed off on all seats.

20 MR. TROWBRIDGE: But that's an issue that  
21 not having a full complement, does that affect sort of  
22 the demographics of our group, the diversity of our  
23 group, when seats are sitting empty?

24 MR. HAJ: Yeah, and we're in much, much  
25 better straits than all the other CSC's. All the other

1 CSC's have 11-member Boards, so they have some  
2 appointments that are sitting with the governor and  
3 they're having a hard time meeting quorum, so they're  
4 really trying to push the governor to put some seats on.

5 MR. HOPE: But that's -- when you have a  
6 governor appointee, when the governor changes, does that  
7 affect the appointee?

8 MR. HAJ: Possibly. We had a conversation  
9 yesterday. You know, if it's a democratic governor, he  
10 may wipe out everybody. But, you know, with the Trust  
11 and the CSC's kind of low on the totem pole, so I'm not  
12 sure exactly --

13 MR. TROWBRIDGE: PSC, they're going after  
14 those big dogs and universities, also.

15 MR. HAJ: Yeah, and those -- I don't  
16 definitely know. I mean, there's a possibility. So we  
17 even had the discussion, do we want the Commission to  
18 send it up before the governor is elected --

19 MR. TROWBRIDGE: I guess, err on the side,  
20 because like you said, it may be a year before they ever  
21 get to that, and somebody comes in and says, hey, look,  
22 we get this --

23 MR. HAJ: We have to renew the slate because  
24 it's been sitting out there three and-a-half years.

25 MR. TROWBRIDGE: Does that affect quorum

1 even if they left it empty?

2 MR. HAJ: When you're at 11, I don't know  
3 what they -- I think those 11 members have five  
4 government seats, and so they find themselves in, you  
5 know, when somebody can't make it --

6 MR. TROWBRIDGE: And we have 30-something?

7 MR. HAJ: We have 33 and we have 28 -- 27  
8 are sitting.

9 MR. TROWBRIDGE: Yeah. Are all the other  
10 seats filled?

11 MR. HAJ: Yes.

12 MR. TROWBRIDGE: So we were able to --  
13 because of them are very local.

14 MR. HAJ: The other seats -- the only other  
15 seats that will be open is -- now that Laurie is terming  
16 out, the at-large will be open. So the Nominating  
17 Committee, we're advertising the next couple of weeks,  
18 and they want to wait until school starts and people are  
19 back from summer before they interview for the next  
20 at-large. So, we should have an at-large member in  
21 October, at our October Board meeting.

22 MR. TROWBRIDGE: Got you. And is someone  
23 that currently elevates the chair, they go with their  
24 seat, doesn't create a vacancy?

25 MR. HAJ: No, it doesn't create a vacancy.



1 MR. TROWBRIDGE: Got you. All right. Well,  
2 that was a good lesson in mechanics there. Other  
3 questions? Anything from the team?

4 MR. HAJ: I just want to thank Imran and the  
5 staff. Imran has been the lead on the by-laws --

6 MR. TROWBRIDGE: Yeah, he's been great.

7 MR. HAJ: -- and I know his ulcers have been  
8 growing.

9 MR. ALI: Jim has treated me kindly.

10 MR. HAJ: Isn't chief of staff supposed --  
11 you used to have to fall on the sword for the CEO.

12 MR. TROWBRIDGE: I still have puncture  
13 wounds from the City of Miami.

14 (Off the record.)

15 MR. TROWBRIDGE: Well, seeing no other  
16 business, I will certainly take a motion to adjourn.

17 MS. FERRADAZ: So moved.

18 MR. HOPE: Second.

19 MR. TROWBRIDGE: All in favor?

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

22 MR. TROWBRIDGE: Seeing none opposed, we  
23 stand adjourned. Thank you very much, everybody. Thank  
24 you for your input and your thoughts.

25 (At 3:08 p.m., the meeting was adjourned.)

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REPORTER'S CERTIFICATE

STATE OF FLORIDA:

COUNTY OF MIAMI-DADE:

I, Fernando Subirats, Court Reporter and Notary Public in and for the State of Florida at Large, do hereby certify that I was authorized to and did report the proceedings in the above-styled cause; that the foregoing pages, numbered from 1 to 34, inclusive, constitute a true and complete record of my notes.

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

Dated this 5th day of August, 2018.



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Fernando Subirats  
Court Reporter

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