



SPECIAL BOARD MEETING MINUTES

November 1, 2017
Via teleconference

Board of Directors:

Melida Akiti, Board Chairman; Armando Fana, Vice Chairman; Michael Lepera, Treasurer; Joe Rogers, Secretary, Christopher Cade, Jeff Dwyer, Kalintha Dillard, Ken Nolan, Lisa McDermott, Nichole Anderson, Sarah Marmion, Sarah Thomas, Elizabeth Wynter

Unable to Attend:

Jeff Dwyer, Nichole Anderson, Lisa McDermott

Other Attendees:

ChildNet Staff: Emilio Benitez, Lourdes Pons, Donna Skees, Dawn Liberta, Deena Ponto, Sheryl Williams, Lawrence Plaza, Christine Butler, Julie Janello, *DCF:* Raul Ocampo

CALL TO ORDER

- Melida Akiti, Board Chair, called the meeting to order at 5:05 p.m.

NEW BUSINESS

- Retention of Counsel – Melida Akiti noted that as ChildNet does not have legal counsel, Ms. Akiti had asked the Board for authority to explore retaining legal counsel to be able to work with Mr. Benitez's attorney in which he has retained. Discussion was held on the following two law firms:
 - 1) Tripp Scott
 - 2) Gray-Robinson

After lengthy discussion on the above two law firms, it was asked what the Scope of Legal Services was for Tripp Scott:

Tripp Scott - Scope of Legal Services – For purposes of this agreement, Tripp Scott, P.A. agrees to represent ChildNet, the client, for the purpose of serving as outside general counsel in three specific areas: labor and employment, including employment termination and severance; coordination and lobbying services at the State level, specifically with the State Legislature, Governor's office and the Department of Children and Families and Board Governance which may include, at the Board's option attendance at ChildNet Board Meetings. Although we may be dealing directly with the officers, agents, employees, directors or other personnel employed by or associated with the Client, we represent the Client and not any of these individuals in their individual capacity.

A motion was *moved* to approve the Tripp Scott agreement with an Amendment to remove "coordination and lobbying services at the State level, specifically with the State Legislature, Governor's office and the Department of Children and Families", to accept \$2,750/month, and to ask the Board Chair to ask Tripp Scott for a reduction of monthly retainer in the second month,



due to removing of the “lobbying services”. A vote was taken. The motion was passed unopposed.

- Explanation of 09-29-17 CEO Decision and Governance Support to Procure an Independent Human Relation Consultant – Melida Akiti reported that when we initially received the anonymous letter, Emilio Benitez had already reached out to both herself and Joe Rogers. Mr. Benitez has authority to decide on who would be engaged in training and on any employee issues that would warrant him to hire a consultant to do team-building. She noted that having the Governance Committee echo and make this a vote in Governance would strengthen the position of the Board involvement regarding the letter. Even though we, as a Board, have been aggressive about the letters, there were still comments at the level of the State and other community providers that this Board was a ‘non-involved’ Board.

Ms. Akiti clarified her communication with DCF. Ms. Akiti had called an emergency Executive Committee meeting as she had received a call from the DCF Secretary stating that they were not happy with ChildNet leadership and the direction that ChildNet was going. If no changes were made to leadership, then DCF would withdraw ChildNet’s contract. The emergency Executive Meeting was called to discuss and bring to the Committee’s attention the call with DCF. The Department has clearly stated that if by November 15, 2017 ChildNet does not make favorable changes to ChildNet’s leadership, DCF will withdraw ChildNet’s contract. The Contract termination clause, which was revised June 2017, states that it may be terminated by either party, without cause, with 180 days’ notice.

Ms. Akiti also stated that she received a letter from Mr. Benitez’s attorney inquiring who was going to negotiate Mr. Benitez’s position.

Board Volunteer to work with outside Legal Counsel - Melida Akiti requested a volunteer to be the Board designee to work with the Board’s legal counsel, Tripp, Scott. Ken Nolan volunteered.

Ms. Akiti provided the following timeline in regard to receiving the anonymous letter:

- 1) September 2017 – received the anonymous letter of complaint about leadership. At that time, we, the Board, decided we needed to bring in an independent person to meet confidentially with the staff.
- 2) September-October 2017 – the anonymous letter went viral, i.e. to judges, county commission and other community-based agencies.
- 3) October 13, 2017 – (Morning) - Mr. Benitez received a call from DCF Deputy Secretary stating they were going to send a group of people to audit ChildNet and look into the problems with ChildNet.
- 4) October 13, 2017 – (Late afternoon) - Ms. Akiti received a call from the DCF Secretary stating they were not going to send anyone to audit ChildNet, but that we needed to make changes to ChildNet’s leadership.
- 5) October 16, 2017 – Ms. Akiti set up a phone conference with DCF who stated that they were giving ChildNet two (2) weeks to release Mr. Benitez or they would take away our contract. Ms. Akiti stated to DCF that whatever would happen would not happen within a two-week timeframe. At that point, DCF gave us a deadline of November 15, 2017.
- 6) Mr. Benitez has secured an attorney to protect himself and his role at ChildNet.



Ms. Akiti noted that we need to put together a full-fledged communication plan. Sigrid McCawley suggested that on a rotating basis, Board members can volunteer to meet with staff to increase open communication.

Joe Roger noted that he, Ms. Akiti and Mr. Lepera met with ChildNet staff at a Town Hall meeting on October 30, 2017 to address any rumors and to answer any questions raised by staff.

Human Resource Consultant – Discussion held that we should receive proposals from two companies by the end of this week.

OLD BUSINESS

- N/A

PUBLIC COMMENT

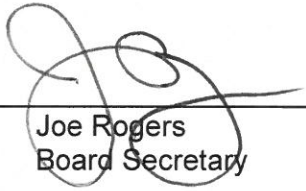
- N/A

NEXT MEETING DATE


- Special Board Meeting is called for Monday, November 6, 2017 @ 5:00 p.m. via teleconference to vote on outside consultant.
- Friday, November 17, 2017 (in person)

CONCLUSION

- Having no further business, a motion was *moved* to adjourn the meeting. *A vote was taken. The motion was passed unopposed.* The meeting was adjourned at 6:14 p.m.



Joe Rogers
Board Secretary



Date

(Corporate Seal)