

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
OFFICE OF THE SUPERINTENDENT

January 27, 2015
Tuesday, 9:00 a.m.

MINUTES OF SPECIAL MEETING

The School Board of Broward County, Florida, met in special session at 9:14 a.m., Tuesday, January 27, 2015, in the Board Room of the Kathleen C. Wright Administrative Center, 600 Southeast Third Avenue, Fort Lauderdale, Florida. Present were: Donna P. Korn, Chair (via telephone conference), Dr. Rosalind Osgood, Vice Chair; Members Robin Bartleman, Heather P. Brinkworth, Abby M. Freedman, Patricia Good, Laurie Rich Levinson, Ann Murray, Nora Rupert; Robert W. Runcie, Superintendent; and J. Paul Carland, II., Esq.

Call to Order The call to order was followed by the Pledge of Allegiance to the Flag of the United States of America.

Close Agenda Upon motion by Mrs. Rupert, seconded by Mrs. Good and carried, the agenda was approved and declared closed. Mrs. Bartleman, Mrs. Freedman, Ms. Korn, and Mrs. Rich Levinson were absent for the vote. (6-0 vote)

1. Resolution No. 15-105 - Bond Oversight Committee (Not Approved)

Motion was made by Mrs. Good, seconded by Mrs. Rupert, to adopt Resolution No. 15-105 which will establish the District's Bond Oversight Committee. Mrs. Freedman, Ms. Korn, and Mrs. Rich Levinson were absent for the vote. (6-0 vote)

The School Board of Broward County, Florida, recognizes the importance of establishing a mechanism to encourage greater accountability, transparency, public support, and confidence in the use of general obligation bond funds.

Resolution No. 15-105 will create a Bond Oversight Committee to act as an independent citizens advisory committee to the School Board.

There is no financial impact to the district.

No discussion was held on this item.

2. Resolution 15-106 - Bond Oversight Committee (Adopted as Amended)

Motion was made by Mrs. Good, seconded by Mrs. Rupert and carried, to adopt Resolution 15-106 which will establish the District's Bond Oversight Committee. This motion was superseded by Motions to Amend (pages 4, 6, 8, 10 & 11). (9-0 vote)

Broward County School Board recognizes the importance of establishing a mechanism to encourage greater accountability, transparency, public support, and confidence in the use of general obligation bond funds. Resolution 15-106 will create a Bond Oversight Committee (hereinafter referred to as Committee) to act as an independent citizens advisory committee to the School Board.

There is no financial impact.

Mrs. Rupert thanked staff for adding to page one that the Committee will have the opportunity to be part of the Regular School Board Meeting agenda if they so choose. Also, on page 7 of 11, Section 7. Support. 2) Mrs. Good said she was glad staff included the 15 business days to respond to any written report from the Committee with findings or suggestions for improvement.

Mrs. Good stated that issues of concern was brought up regarding the membership composition and the possibility of members being part of a Political Action Committee (PAC). She felt the Board has taken every step to ensure there was no perception issue, but if it was a problem or perception issue, she would be willing to amend it. There are other entities listed that have a construction background, however, it is important to have a multitude of experiences on this Committee so when they review the matter before them, they can do so in the best way possible to ensure the necessary follow-up is conducted.

Mrs. Good indicated she would personally commit to not accepting any contributions from either one of the PACs if it will assist this group and the public perception issue. It was up to the Board to ensure that was not a problem and she would like to see the Board as a group and as a body support the Committee. The Board will never have 100% of what it wants in the Committee, but it was important they all had a comfort level to support the Committee.

Mrs. Brinkworth voiced her concerns to staff because she had received funds from the PAC. Mrs. Brinkworth also indicated she would be willing to make the same commitment going forward. Mrs. Brinkworth inquired whether receiving endorsements was the same as receiving contribution funds.

Mr. Carland responded by saying the purpose of this resolution was to establish membership requirements for people who want to serve on the Committee. The Resolution does not affect a Board Member's obligation as a Board Member or if engaged in a campaign. It would be more of an issue for the Board Member on a personal level as to whether they would seek someone's endorsement as a candidate for office. This resolution would not establish guidelines for the Board Members, but rather establish membership for persons wanting to be on the Committee. Mrs. Brinkworth stated she was willing to make whatever personal commitments were necessary.

Agreeing with her colleagues, Mrs. Rupert acknowledged she had made that personal decision at her last campaign to not accept any money from a particular group in the event business was conducted with the School Board of Broward County (SBBC). She indicated she would continue to do that if it was the will of the Board to keep the particular group on. She would also be okay if this particular group was deleted since there was another one with building and contracting background.

Dr. Osgood asked Mrs. Rupert to clarify which group she was referring to as there was more than one.

Mrs. Rupert replied she was referring to Associated Builders and Contractors, Inc. (ABC).

Mrs. Good stated the Broward County Police Benevolent Association (PBA) was the other PAC to which she was referring.

Remarking her issue was perception, Mrs. Bartleman said it is important to her as a candidate that she is supported by the PBA and other groups. Mrs. Bartleman stated the Board would be putting those organizations in control of the individuals that are going to be on the Committee. She was very uncomfortable with the way it was set up and would rather find different organizations.

Mrs. Good reiterated that it was a perception issue. She never mentioned her lack of respect for these entities and greatly supports the PBA and their efforts. Mrs. Good stated her intent was to try to move the discussion forward and to have something proposed that the Board could discuss and consider in order to have a unified support. She further stated there are other committees, but she did not want it to be an issue of discussion for this Committee. Mrs. Good said she would like this Committee to work independently and she would be willing to make whatever commitment was necessary and would do that on a personal level. If the will of the Board would be to leave the Committee as is, she did not have a problem with that, however, she wanted to make an amendment to remove the two entities due to the fact that they are PACs and there was a perception issue.

Motion to Amend (Carried)

Motion was made by Mrs. Good, seconded by Mrs. Rupert and carried, to eliminate Broward County Police Benevolent Association (PBA) and Associated Builders and Contractors (ABC) from the Bond Oversight Committee. Ms. Korn was absent for the vote. (8-0 vote)

Mrs. Brinkworth asked for clarification if the motion was to eliminate the two entities and not replace them.

Mr. Runcie stated there were originally nine (9) members and two (2) were added, so this would take it back to the original number of nine (9) members.

Dr. Osgood said the Board can decide to personally not accept any contributions from the PACs, but she did not want to feel because a group is participating in this Committee, and some members live in her district, that she could not ask for their vote or want their vote. Dr. Osgood did not see it as having anything to do with how she would make decisions from the dais. She added, if someone supported her as a candidate, it would not suggest that she would do anything differently than she would normally do in her decision-making. Dr. Osgood stated the Board has operated with integrity and the decisions made from the dais have been based on the information provided.

Concurring, Mrs. Bartleman stated she would support the motion. Although the Board knows its core values, that does not stop the public from having misperceptions. She stated the amendment would take care of that.

A vote was taken on the Motion to Amend (page four (4)).

Mrs. Freedman stated there was too much focus on groups as opposed to individuals coming forward from those groups. She suggested if someone may not be part of that group but could somehow qualify through another group of a similar background, then they could apply.

Mr. Runcie referred to page 1 of 11, Section 2. Guidelines for Committee Member Participation, and stated through discussions at workshops with this Board, language was added on the preferred qualifications of the candidates that could contribute.

Mrs. Freedman indicated she was speaking to page 2 of 11, Section 3. Membership. If it states one member from the Florida Bar Association, it would be a lawyer. If someone was not practicing law, they may not be part of the Florida Bar but could be from another state where they were practicing law. If they were retired, they would still have the background or similar resume to be more inclusive. It would allow somebody the ability to participate if they had the qualifications but were not part of that group.

Mr. Runcie responded, the way it is structured and the guidance provided to these organizations, the individuals selected do not necessarily have to be members of the organization. They could be individuals that may have backgrounds representing those individuals, or they could be retired or former members of the organization.

Mrs. Freedman referred to 1): "The Committee will consist of professional and community organization members..." which implies they have to be a member of that particular group. She still wanted individuals who qualify to have the ability to apply if they were from another organization.

Mrs. Rich Levinson stated there would be a problem if someone from staff would have to decide who that person would be. If groups are identified, those groups would have to make that decision and would leave the total independence, staff, and the Board out of the decision-making.

Leslie Brown, Chief Portfolio Services Officer, indicated staff had already been lobbied, trying to determine how to get on the Committee, which puts the Board and staff in a difficult position.

Mrs. Freedman replied that she does not want people calling her or staff. The organization list was created so they can contact the organizations directly. If they are not part of that particular organization but belong to another related organization, it should not preclude them from serving on the Committee without having to join that particular organization, such as the Fraternal Order of Police and the Police Benevolence Association. They are two different organizations but are similar in that they represent law enforcement.

Mr. Runcie said those organizations have enough members that they would be able to find someone within their membership.

Mrs. Rupert stated that everyone has done their research to be the most transparent and effective. Referring to page 3 of 11, Mrs. Rupert asked whether there was a timeframe. She suggested a three-year period where they cannot seek a contract with the district. She stated the three-year period would be for spending the bond money.

Mr. Runcie responded that the money would be spent over seven (7) years.

Mrs. Rupert offered the following Amendment:

Second Motion to Amend (Withdrawn)

Motion was made by Mrs. Rupert, seconded by Mrs. Good, to amend page 3 of 11, 7., to add a time frame, members cannot seek a contract with the district within three (3) years.

Mrs. Bartleman was concerned that it would might be a problem for someone serving on the Committee who was asked to do work for a private individual that was not related to The School Board of Broward County in any way.

Mr. Runcie responded there are many companies that do not do business with Broward County Schools. Everyone is required to sign ethics statements and that is the best the district can do.

Mrs. Bartleman explained that it would be hard to find people in the categories listed. The person may not do work with the district, but they could subcontract with someone who may work for the district.

Mr. Runcie responded that they would not sit on the Oversight Committee.

Mrs. Bartleman believed it would be difficult for three (3) years and she would not want the Board to be pigeon-holed with a problem in the future. The Board does not want to be in charge of selecting the people on the Committees. She suggested the Board consider having an independent group like TaxWatch make decisions as to individuals.

Mr. Runcie stated if an issue was identified with identifying candidates, the Board could come back and amend the issue appropriately.

Dr. Osgood reminded the Board that the discussion was on adding a time period of seven (7) years.

Mrs. Rupert clarified that the three-year (3) time would be while the member was seeking a contract.

Mr. Carland advised that it would be helpful to state the three (3) years would begin from a certain point.

Mrs. Rupert clarified it would be three (3) years from the resolution because the Committee had not started.

Mr. Runcie indicated that the work would go on for a seven-year (7) period and over that period of time, there would be a turnover of Board Members and Committee members. They would not be in a position to do any work on a bond program for its entire lifetime versus the term they are actually on the Board, because they could serve for three (3) years, come off, and then do work. It would have to be for the term of the Bond.

Mrs. Good stated as long as the person is a member and they conduct themselves in the most transparent way, they would agree not to associate or do business with the district. Once they moved on and did other things, she had no issue with it.

Mrs. Rich Levinson stated the bond was meant for the duration of the bond program and it was clear without a timeframe. It may take longer for something to close out or it could go on for years and years. Until it is executed, it was clear as written with just the bond program.

Mrs. Rupert withdrew her amendment and seconded by Mrs. Good.

Mrs. Bartleman had voiced concern that a plumber or landscaper would not be able to do business with a private/residential customer if they were contracted to work on a school project. She felt it needed to be made very clear to those serving on the Committee that it may impact their livelihood financially by being a member or being contracted by a member on the Committee.

Mr. Runcie emphasized it pertained only to the "member;" otherwise, the person would be fine.

Mrs. Bartleman said the language needs to be clear if someone could not do business for the life of the bond with another contractor.

Mrs. Good reiterated she was supportive the way it was written, however, it should include language when the person is no longer a member of the Committee, the restrictions would not apply.

Mr. Carland confirmed that restrictions would only apply as long as the person was a member and if the person was no longer a member of the Committee, the restrictions would not apply. He stated the Board could add expressive language to clarify if they chose to do so.

Mrs. Good replied she would like to have language added.

Mrs. Brown responded that she could add number 17 at the end of Section 3. Membership to include the requested language that once the person was no longer a member, restrictions would apply.

Mrs. Good offered the following Amendment:

Third Motion to Amend (Withdrawn)

Motion was made by Mrs. Good, seconded by Mrs. Rupert, to amend Section 3. Membership, add line 17 with clarifying language: Once no longer a member, restrictions no longer apply.

Mrs. Freedman was happy with the language as it stood. There should never be any question as to how one conducts themselves. She did not want someone to have the ability to become a member of the Committee and then decide they want to do other business and leave the Committee. They need to know what they are agreeing to from the beginning.

Mrs. Bartleman stated she understood how the perception could be seen the opposite way. If the Board agrees, language should be added to clearly state the rules are in effect for the duration of the bond program. Currently, it is not written that way. She would rather let people know what they are agreeing to upfront and have language added to include the time of duration.

Mrs. Good reiterated she was clarifying that the restrictions were only for members and when the person is not a member, it does not apply. She did not think it was necessary to determine an amount of time the restrictions would apply.

Mrs. Rich Levinson said the Board should leave 7. the way it was originally. By changing the language, it would create a very big loophole.

Mrs. Good withdrew her motion and seconded by Mrs. Rupert.

Mrs. Good further stated that the language was not clear the way it was written, speaking only to members, and needed to be clarified.

Mrs. Bartleman pointed out that there was nothing in 7. that spoke to the duration of the bond program. It only stated that business cannot be conducted with the member.

Fourth Motion to Amend (Carried)

Motion was made by Mrs. Rich Levinson, seconded by Mrs. Rupert and carried, to amend Section 3. Membership, 7., ... or sub-contractor associated with the ~~Bond Programs~~ Capital and/or Bond Programs for the duration of the Bond and once no longer a member, restrictions will apply for a two (2) year period. (9-0 vote)

Mrs. Good questioned whether this addresses when a person was no longer a member and asked if another sentence should be added to clarify, since it only spoke to members.

Mrs. Brown stated this addressed the point of someone being on the Committee for a short time and wanting to leave. She suggested the following language: ...once no longer a member, restrictions will apply for a three-year (3) period.

Mrs. Rich Levinson agreed with language presented by Mrs. Brown and amended her amendment to include it.

Mrs. Rupert seconded the friendly amendment.

Mrs. Freedman voiced concern when a member was seeking a contract with the district for a project funded through capital after they had worked on the bond program. She suggested revising the language to make it all inclusive, encompassed with any project associated with the district, so the member will not receive any benefits by working on the bond program.

Ms. Murray commented on the three-year (3) period that a member would not be allowed to do business with the district and stated it should be a two-year (2) period to align with a Board Member's term of office. She did not feel the limitation for someone serving on the Committee should exceed the amount of time required for a Board Member, especially since the members are not involved in the decision-making. Ms. Murray asked for a friendly amendment to limit the term to two (2) years.

Mrs. Brown was asked to repeat the amendment being discussed. She stated: ...and once no longer a member, restrictions will apply for a two-year (2) period to align with the two-year (2) period that Board Members have to follow after leaving office.

Mrs. Bartleman stated it would be a contradiction if the member could no longer do business for the duration of the bond and once no longer a member, restrictions would apply for two (2) years, when the bond program is going to last 5-7 years. It is not the duration of the bond but the time served on the Committee. Mrs. Bartleman suggested a friendly amendment to read, ...or sub-contractor associated with the Bond Programs for the duration the duration of their time on the Committee and once no longer a member, restrictions will apply for a two-year (2) period.

Mrs. Levinson did not accept the friendly amendment and felt the language conveyed what it was suppose to by saying members may not... for the duration of the bond. While they are on the Committee as a member, they cannot seek a contract for the duration of the bond. If the person is not a member, other rules to follow.

Mrs. Bartleman reiterated she saw it as a contradiction and asked legal counsel to clarify.

Mr. Carland replied that the first part of the rule is defined by membership. The very first word is "Members" and as he read that, if it is defined by membership and it says for the duration, the duration is modified for as long as the person is a member. In his opinion, he stated the phraseology "for the duration" is actually extra and not needed when talking about membership; however, it did not change anything and for the duration a person is a member on the Committee, this rule would apply. Mr. Carland stated the second half defines what happens for non-membership and would prevail as it is more specific that, if the person is no longer a member, the restrictions, with regards to this section, is only for two (2) years.

Mrs. Bartleman responded in agreement. She also concurred with prior discussion of a member possibly obtaining a contract through capital after the bond program and offered a friendly amendment that language would include the word 'capital' with the bond program.

Mrs. Brown clarified the amendment ...or sub-contractor associated with the Capital and Bond Programs for the duration of the Bond and, once no longer a member, restrictions will apply for a two-year (2) period.

Mrs. Freedman suggested adding the word "or" to say Capital and/or....

A vote was taken on the Fourth Motion to Amend (page 8).

Mrs. Levinson suggested combining the last two sentences together on page 6, item 6) to read, ...will share Bond Oversight Committee meeting deliberations.....

Fifth Motion to Amend (No vote taken)

Motion was made by Mrs. Rich Levinson, seconded by Mrs. Rupert, to amend page 6 of 11, 6., combine last two (2) sentences to state: ...or his/her designee, will share bond Oversight Committee meeting deliberations and work products.

Mrs. Brown stated the language was specifically added to ensure they would be part of the committees reporting at Regular School Board meetings.

Mrs. Rich Levinson felt it was very confusing as written.

Mrs. Bartleman wanted to voice her support on the record of having a third party, such as TaxWatch, involved with the appointments for the Board. She also emphasized that someone from the Inspector General's office should be on the Committee because it is the watchdog for every municipality in the district and Broward County.

Mrs. Good replied that by having TaxWatch making the decisions to appoint individuals on this Committee would change everything that had been taking place with the Board. The purpose was for the Committee to be independent and needed to stay that way. Anyone would have the opportunity to attend the meetings to share their comments and concerns. She will be supporting the item as amended.

Dr. Osgood asked if there were any further comments.

Mrs. Brinkworth referred to page 5 of 11, 5), third line, and requested "from the public" to be removed.

Sixth Motion to Amend (Carried)

Motion was made by Mrs. Brinkworth, seconded by Mrs. Rupert and carried, to amend page 5 of 11, 5., delete .. ~~from the public~~ ; and (9-0 vote)

A vote was taken on the Sixth Motion to Amend.

Mrs. Bartleman offered the following motion:

Seventh Motion to Amend (Failed)

Motion was made by Mrs. Bartleman to add the Broward County Inspector General as a member of the Bond Oversight Committee. (Motion failed for lack of a second).

Ms. Korn asked the Board whether they would be comfortable having someone from the district attend the meetings only as a non-voting participant.

Mr. Runcie replied that Derek Messier, Chief Facilities & Construction Officer, and I. Benjamin Leong, Chief Financial Officer, will be attending the meetings.

A vote was taken on the item as amended.

Adjournment This meeting was adjourned at 10:31 a.m. by way of motion by Mrs. Rupert and seconded by Mrs. Good.

DVN