



**GOVERNANCE COMMITTEE  
MEETING  
AGENDA**

**Monday, June 3, 2019  
1:00 PM - 2:30 PM**

**TAB**

- |   |                   |   |
|---|-------------------|---|
| 1. CALL TO ORDER  | Dr. Barbara Darby |   |
| 2. APPROVAL OF THE MINUTES  | Dr. Barbara Darby | 1 |
| 3. REPORT OF THE CHAIR & WORKPLAN   | Dr. Barbara Darby | 2 |
| 4. NEW BUSINESS:  |                   |   |
| • <b>Action Items:</b><br><i>(Open for public comments prior to voting each item)</i> |                   |   |
| ○ Board Officers' Election & Candidates   | Adam Miller       | 3 |
| ○ Youth Travel Trust Fund Application   | Ruth Waters       | 4 |
| 5. DISCUSSION:  |                   |   |
| ○ Kids Hope Alliance Board Policies   | Adam Miller       | 5 |
| ○ Contract Amendment  |                   |   |
| ○ Contract Compliance, Corrective Action Plan, & Contract Termination                 |                   |   |
| ○ Youth Travel Trust Fund Process   |                   |   |
| ○ Authority to File Legislation   |                   |   |
| ○ Annual Report Requirements  |                   |   |
| ○ Small Provider Program  |                   |   |
| ○ Updating Essential Services Plan  |                   |   |

- **YES Grant Update**
- **Kids Hope Alliance Accreditation**

6. **PUBLIC COMMENTS**

7. **NEXT STEPS & MEETING SCHEDULE**

**Dr. Barbara Darby**

8. **ADJOURN**



**GOVERNANCE COMMITTEE MEETING SUMMARY**  
**May 6, 2019**  
**1:00 PM – 2:30 PM**

**Voting Board Attendees:**

Dr. Barbara Darby, Committee Chair  
Rebekah Davis

Non-Voting: Kevin Gay

**Staff:**

Mary Tobin, Adam Miller, Cynthia Nixon, Dae Lynn Helm, Delores Williams, Jennifer Blalock, John Everett, Ruth Waters, Kenneth Darity, Chardae Chaney, Tyrica Young, Najera Johnson and Mary Nash

**COJ Staff:**

Julia Davis, Office of General Counsel

**Guest(s):**

None

**Call to Order**

The Governance Committee meeting was called to order at 1:00 p.m. by Dr. Darby. Dr. Darby thanked everyone for coming today and gave instructions for evacuation in the event of an emergency. Dr. Darby asked for a motion to approve the Governance Summary. Ms. Davis made the motion and Dr. Darby seconded it. Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion passed.

**Governance Report and Work plan**

Dr. Darby stated that the work plan has been updated to reflect items that have been completed and asked if anyone had any question.

**Action Items**

**Julia Davis introduced the Signature Authority action item.**

The Committee is asked to approve the signature authority during such time as the Chief Executive Office of the Kids Hope Alliance is on leave from work or out of town for Kids Hope Alliance business. Authorize the Chief Operating Officer and Acting CEO to execute on behalf of the Board, and contracts and other documents which the Board has authorized the CEO to execute. Ratifies and approves all action taken by, and all contracts and documents executed by, the Chief Operating Officer as Acting CEO from April 15, 2019 through May 15, 2019, to the



extent such as actions are consistent with all applicable laws, ordinances and City of Jacksonville and Kids Hope Alliance

Business. Ms. R. Davis made the motion and Dr. Darby seconded it. Dr. Darby opened the floor for discussion and public comments. Dr. Darby asked why there was a date range of April 15, 2019 to May 15, 2019. Ms. J. Davis explained this was to include any contracts that have been signed prior to the Board approving this request. With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion was passed.

**Kenneth Darity introduced the Youth Sports & Character Development.**

The Committee is asked to approve the Request for Proposal with the minimum qualifications, scope of services, evaluation criteria and performance metrics. Mr. Darity stated other requirements are that they partner with a community base program and have at least three years of experience in sports and character development. The program will run 5 to 6 week and hopes to serve about 800 students. Mr. Gay made the motion and Ms. R. Davis seconded it. Dr. Darby opened the floor for further discussion and public comments. Dr. Darby asked about the matrix and trauma informed training. There was further discussion on the definitions listed on the scoring matrix and the submissions of invoices. The Committee decided that the receipts should be turned in monthly and to leave the definition off the scoring matrix. With no comments being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor of the amendment and the motion as amended.

**Kenneth Darity introduced Youth STEAM Initiative.**

The Committee is asked to approve the Request for Proposal with the minimum qualifications, scope of services, evaluation criteria and performance metrics. The camps will address all five STEAM topics, Science, Technology, Engineering, Art and Mathematics. The 1-week camp will target ages 8 to 14 years old. Ms. R. Davis made the motion and Mr. Gay seconded it. Dr. Darby opened the floor for discussion and public comments. Dr. Darby inquired about a cut off score for applications. Ms. J. Davis stated that this language could be included in the RFP. It was also mentioned to remove the definitions on the scoring matrix. There was conversation on what outcomes we expect to see for a short period of time. Dr. Darby stated that the “s” was missing from the Services throughout the document and asked staff to correct it on their documents as well. With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion was passed.

**Kenneth Darity introduced Summer Learning Funding Amendment.**

Mr. Darity stated this is to amend a request brought to the Board on March 20<sup>th</sup> to fund programs for summer learning. Due to those providers not being able to offer camps for one or more reason, the Committee is asked to approve awarding additional seats to existing providers listed on the action item. Mr. Darity said any additional dollars will be transferred to next years afterschool programs. Ms. R. Davis made the motion and Dr. Darby seconded it. Dr. Darby opened the floor for discussion and public comments. The Committee discussed moving funds from summer camp to afterschool and how it was determined who to fund. Ms. Nixon stated that



funds can not be used for next year's budget but will have to be used within the same year FY18-19. Mr. Darity is to correct this action item before the Board meeting. Mr. Darity also explained that all programs are operating at maximum capacity. The programs selected for additional seats have the capacity to serve more kids. With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of "aye". All were in favor and the motion passed.

**Chardae Chaney introduced Evening Reporting Center RFP.**

The Committee is asked to approve the issuance of a Request for Proposal for the Evening Reporting Center with the minimum qualifications, scope of services, evaluation criteria and performance metrics. The programs will include 32207 zip codes and provide services to 13 to 18 years old male youth. Ms. J. Davis made the motion and Mr. Gay seconded it. Dr. Darby opened the floor for discussion and public comments. There was discussion around the need for more funding to provide transportation to reach more areas, remove giving 5 points for completing an application from Attachment A, adding an "s" to Services and possibly adding more zip codes to reach more youth. Dr. Darby asked about a list that prioritizes the zip codes and to include this information on the Board action item.

With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of "aye". All were in favor and the motion passed.

**John Everett introduced College Success & Access Program.**

The Committee is asked to approve the issuance of a Request for Proposal for College Success and Access Academy Program with the minimum qualifications, scope of services, and evaluation metrics. The program is looking to serve about 50 students at each of the seven potential high schools. There was discussion on the length of the program, the services being offered to middle school youth, and how was the schools selected to provide the services. Dr. Blalock stated that she would include that information on the action item. Dr. Darby asked if the participants will receive any type of certificates of completion. Dr. Blalock said yes.

With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of "aye". All were in favor and the motion was passed.

**John Everett introduced PreTeen & Teen Success RFP.**

The Committee is asked to approve the issuance of a Request for Proposal for PreTeen & Teen Success Afterschool and Summer Programs with the minimum qualification, scope of services, evaluation criteria and performance metrics. This program will offer mentoring, job training, career counseling, and youth employment. Dr. Darby asked will these services be opened to middle school youth. Discussion followed on the definition of PreTeen and services that include middle school ages. The Committee decided that the ages range needed to be changed to include them, if we are talking about PreTeen. Dr. Darby asked for a motion to amend the request to include middle school age youth as part of the request for proposal. Ms. R. Davis made the motion and Mr. Gay seconded it. With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of "aye". All were in favor and the motion was passed.

**Ruth Waters introduced Youth Travel Trust Fund Request**

The Committee is asked to approval the travel request from Boys & Girls Clubs of NE Florida to assist a participant who was invited to the state competition, Youth of the Year.



Ms. Waters informed the Committee that this travel has already taken place and that the request is to reimburse the expenditures in the amount of \$457.00. Ms. R. Davis made the motion and Dr. Darby seconded it. With no other comments being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion was passed.

**Dae Lynn Helm introduced Youth Engagement in Sports Grant.**

The Committee is asked to approve Kids Hope Alliance to apply for a grant through the Department of Health and Human Services for Youth Engagement in Sports. Ms. Helms stated this was brought before the Committee in February, but the application had not been released at that time. The grant will be for two years and will serve 130 youth in the areas of improving physical activities and nutrition via increased sports participation. There are no required match dollars. Mr. Gay made the motion to approve and Ms. R. Davis seconded it. Dr. Darby opened the floor for discussion and public comments. With none being heard, Dr. Darby asked all in favor to signify by the sign of “aye”. All were in favor and the motion was passed.

Dr. Darby asked to table the discussion topics on the agenda until the next Governance meeting.

With no other business the meeting was adjourned at 2:45 pm.



**Public Comments**

No public comments

**Adjourn**

The meeting was adjourned at 2:49 p.m.

Draft

## Governance Committee Work Plan:

- Youth Travel Trust:

- **Completed**

- **Approved Ordinance Code in March**
- **Review Policies & Procedures**
- **Review Ordinance & Eligibility**
- **Marketing & Communications Strategy**
- **Create Recommendations for Changes**

- Memorandum of Understanding: Parents Who Lead:

- **Completed**

- **Review Ordinance on Entering into MOUs**
- **Essential Services Category**
- **Metrics & Evaluation**
- **Draft Policy & Strategy for MOUs**

- CEO Performance Evaluation Framework & Process:

- **Completed**

- **Review JCC Evaluation Process**
- **Dr. Darby to consult with COJ Employee Services**
- **Review City's Evaluation Process**
- **Recommend Kids Hope Alliance Framework & Process**

- Board By-Laws:

- **Completed**

- **Update with recommendations from Committee**
- **Review with Office of General Counsel**

- Board Ethics Workshop:

- **Completed**

- **Research City & State Policies**
- **Create Annual Review Process with City Ethics & OGC**



- **Grants Framework & Policy:**
  - **Completed**
    - Obtain Board Member Input on Board's Grant Policy
    - Draft Framework for Grants Strategy
- **Legislative Review of Kids Hope Alliance Ordinance:**

**Due: May Committee Meeting**

  - Review Kids Hope Alliance Ordinance, Ch. 77
  - Create recommendation of legislative changes, including Youth Travel Trust Fund
- **Interactions with City Agencies & Community Organizations:**
  - **Completed**
    - Research Ordinance Requirements
    - Create Board Policy & Procedure for Interacting & Partnering with City Departments and Organizations
- **Review of old Jacksonville Children's Commission Board Policies:**

**Due: July Committee Meeting**

  - Review Jacksonville Children's Commission Board Policies
  - Recommendation of New Kids Hope Alliance Board Policies & Procedures
- **Outline: Chief Executive Officer Authority:**

**Due: August Committee Meeting**

  - Review Chief Executive Officer's Authority in Ordinance
  - Create Outline of Board Authority and CEO Authority
- **Board Self-Evaluation:**

**Due: August Committee Meeting**

  - Create Template & Process for Board Self-Evaluation
  - Assist Board Members in Conducting Evaluations
  - Board Teambuilding Exercise & Personal Reflection

**Kids Hope Alliance Governance Committee Work Plan Progress:**

<b><u>Action Item:</u></b>	<b><u>Review &amp; Approval of OGC(when applicable):</u></b>	<b><u>Kids Hope Alliance Administration:</u></b>	<b><u>Governance Committee:</u></b>	<b><u>Kids Hope Alliance Board of Directors:</u></b>
Youth Travel Trust Fund	October 1, 2018	October 1, 2018	March 4, 2019	March 20, 2019
MOU Review Framework	October 1, 2018	October 1, 2018	October 1, 2018	November 28, 2018
Program Evaluation Framework:				
CEO Performance Review Process	December 2018	December 2018	March 4 <sup>th</sup> , 2019	
Kids Hope Alliance By-Laws	December 2018	December 2018	January 7, 2019	January 16, 2019
Board Ethics Review	November 5, 2018	November 5, 2018	November 5, 2018	February 2019
Grants Framework	November 5, 2018	November 5, 2018	November 5, 2018	November 28, 2018
Intra-Agency Liaisons	October 2018	October 2018	November 5, 2018	November 28, 2018
Review of JCC Policies	February	February		
KHA Ordinance Review				

<b>Outline of CEO Authority</b>				
<b>Board Self- Evaluation</b>				

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**BOARD ACTION ITEM:**

**GOVERNANCE COMMITTEE: JUNE 3, 2019**

**BOARD MEETING DATE: JUNE 19, 2019**

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**TO: KIDS HOPE ALLIANCE BOARD OF DIRECTORS**

**FROM: MARY TOBIN, ACTING CHIEF EXECUTIVE OFFICER**

**RE: KIDS HOPE ALLIANCE BOARD OFFICERS' ELECTION PROCESS & SLATE OF CANDIDATES**

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**REQUESTED ACTION:**

The Committee is asked to:

- 1) Approve the outlined process for nominating and electing the 2019-2020 Kids Hope Alliance Board Officers (Chair, Vice Chair, Treasurer, and Secretary).
- 2) Approve a slate of candidates for the 2019-2020 Kids Hope Alliance Board Officers

**NARRATIVE:**

As outlined in the Kids Hope Alliance Board of Directors Bylaws, the Kids Hope Alliance Board of Directors will elect Board Officers (Chair, Vice Chair, Treasurer, and Secretary) annually at the June Board meeting. At the May Board meeting, Board Chair Kevin Gay requested Governance Committee Chair Dr. Barbara Darby and the Governance Committee create an election process and slate of candidates to bring to the June Board meeting to elect new officers for the 2019-2020 term.

Attached to this action item is a recommended process for the Governance Committee, acting as a Nominating Committee, to nominate candidates and create a slate of candidates for consideration at the June Board of Directors meeting. Also attached is a recommended process the Board will use to elect the 2019-2020 Kids Hope Alliance Board Officers.

The Governance Committee, acting as a Nominating Committee, is asked to approve a recommended nomination & election process, as well as a slate of candidates to present to the Board at the June 19, 2019 Board of Directors meeting.

**FISCAL IMPACT:**

There is no fiscal impact to this request.

**GOVERNANCE/PROGRAM IMPACT:**

This action will create a nomination & election process, as well as a slate of candidates to be used for electing the 2019-2020 Kids Hope Alliance Board Officers. Approval of this Board Action Item is inclusive of any necessary waivers and other administrative actions as determined by the Office of General Counsel.

**OPTIONS:**

1. Vote to approve.
2. Decline to approve.

**STAFF RECOMMENDATION: Staff recommends approval.**



## **Kids Hope Alliance Board of Directors' Officer Nomination & Election Process:**

The Kids Hope Alliance Governance Committee, acting as the Nominating Committee, will be presented with an action item that requests approval of the recommended nomination process, election process, and slate of candidates for Kids Hope Alliance Board Officers (Chair, Vice Chair, Treasurer, and Secretary) for the 2019-2020 term. Upon approval by the Governance Committee, the action item with the nomination process, election process, and slate of candidates will be presented to the Kids Hope Alliance Board of Directors at the June 19, 2019 Board meeting as the Governance Committee's recommendation.

### **Nomination Process:**

Prior to the June 3, 2019 meeting, the Kids Hope Alliance staff will contact each Kids Hope Alliance Board Member to inquire if they would like to be considered for one of the four Kids Hope Alliance Board Officer positions. The Kids Hope Alliance staff will present to the Governance Committee the list of Board Members interested in each of the Board Officer positions. The Governance Committee, acting as the Nominating Committee, will review the names presented by staff and add any additional names at their discretion. The Governance Committee will then discuss and debate the names and create a slate of candidates for the Board Officer positions. The slate will contain one Board Member per Officer Position. Upon approval, the slate of candidates will serve as the Governance Committee's, recommendation to the full Board of Directors.

There will be an opportunity for public comment before the Committee votes on the recommendation.

## **Election Process:**

At the June 19, 2019 Board meeting, the Kids Hope Alliance Board will be presented with an action item outlining the Governance Committee's recommended nomination process, election process, and slate of recommended candidates for the four Board Officer positions. The Board will discuss and debate the action item and have the opportunity to offer amendments to the election process or the slate of candidates. If there are no amendments to the slate of candidates, the Board will vote on the recommendation as a whole and approve all four candidates for the Board Officer positions. If an amendment is introduced and approved to add an additional name/names to the slate of candidates, then that position will be voted on separately from the Governance Committee's recommended slate of candidates. This separate vote will be conducted using paper ballots, which will require the voting Board Member's name and the name of the candidate they are voting for the specific position. The ballots will be collected by the Kids Hope Alliance staff and read aloud immediately after the vote. In the event of a tie, the process will be repeated.

There will be an opportunity for public comment before any vote is taken.

After the Board Officers are approved, the current Kids Hope Alliance Board Chair will complete the meeting.

As outlined in the Kids Hope Alliance Board Bylaws, the term for current Board Officers expires on June 30, 2019. The term for new Board Officers is July 1, 2019- June 3, 2020.`



**2019-2020 Kids Hope Alliance Board Officers' Nomination Form:**

Board Officer Position:	List of Nominees:
<b>Board Chair:</b>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> <li>•</li> <li>•</li> </ul>
<b>Vice Chair:</b>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> <li>•</li> <li>•</li> </ul>
<b>Treasurer:</b>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> <li>•</li> <li>•</li> </ul>
<b>Secretary:</b>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> <li>•</li> <li>•</li> </ul>

**Governance Committee Recommended Slate of Candidates:**

**Board Chair:** \_\_\_\_\_

**Vice Chair:** \_\_\_\_\_

**Treasurer:** \_\_\_\_\_

**Secretary:** \_\_\_\_\_

## **Kids Hope Alliance Board Bylaws**

### **Article I.**

#### ***Name; Official Tagline***

Section 1.1 Name; Official Tagline. The Kids Hope Alliance (“KHA” or “Board”) is a public body existing as a board within the Executive Branch of the Consolidated Government of the City of Jacksonville. The official tagline for the Kids Hope Alliance is the "Kids Hope Alliance: The Jacksonville Partnership for Children, Youth and Families.”

### **Article II.**

#### ***Creation; Purpose; Jurisdiction***

Section 2.1 Creation. The KHA was created pursuant to City of Jacksonville Ordinance 2017-563-E, effective October 18, 2017 and codified in Chapter 77, *City of Jacksonville Ordinance Code*.

Section 2.2 Purpose. The KHA is responsible for comprehensively developing, overseeing, managing and implementing the Essential Services Plan for Kids (the “Plan”), adopted by the Board on October 30, 2018.

Section 2.3 Jurisdiction. The Kids Hope Alliance may implement the programs, services and activities under the Essential Services Plan for Kids throughout the General Services District (Duval County, Florida).

### **Article III.**

#### ***Board Powers; Policies; Hiring, Evaluating and Dismissing Chief Executive Officer***

Section 3.1 Powers of the Board. The Board’s powers and duties are set forth in Chapter 77, *City of Jacksonville Ordinance Code*, as may be amended (the “Ordinance”).

Section 3.2 Board Policies. The Board will be responsible for reviewing, developing and approving policies, consistent with the Ordinance and the Plan, to drive the direction, scope, and priorities of the Kids Hope Alliance.

Section 3.3 Hiring, Evaluating and Dismissing of Chief Executive Officer. The Board shall hire the Chief Executive Officer for the Kids Hope Alliance in accordance with the Ordinance. The Board shall create and an annual process for evaluating and assessing the Chief Executive



Officer. The Board may dismiss the Chief Executive Officer by formal action with assistance from the City's Employee Services Department and consistent with the City's human resource policies and requirements.

**Article IV.**  
***Fiscal Authority***

Section 4.1 Fiscal Year. The KHA's fiscal year shall commence on October 1 and end on September 30. Consistent with the Ordinance and as authorized by the City's approved annual budget or other appropriation ordinance, the Kids Hope Alliance shall direct the expenditures of all funds annually budgeted and appropriated to KHA to fund children's services, activities and programs related thereto.

Section 4.2 Budget. The KHA proposed budget shall be prepared and submitted in accordance with the Ordinance.

**Article V.**  
***Membership; Attendance; Organization***

Section 5.1 Member. The Kids Hope Alliance shall consist of seven (7) voting members appointed by the Mayor and confirmed by the City Council.

Section 5.2 Board Liaisons. There shall be four (4) non-voting permanent liaisons present at Board meetings which shall include the:

- a. State Attorney or Chief Assistant State Attorney
- b. Sheriff of the Under Sheriff
- c. Public Defender or Chief Assistant Public Defender
- d. Superintendent or Schools of Assistant Superintendent

Additionally, the Council President may annually assign a Council Member as a liaison. Liaisons shall not be considered members of the Board for Florida's Open Meetings Laws purposes.

Section 5.3 Terms. Voting members shall serve staggered four year terms or until their qualified successors have been appointed and confirmed. No member may serve more than two consecutive terms. Two members shall serve initial terms of two years and two members shall serve initial terms of three years.

Section 5.4 Attendance. Board members are expected to attend board meetings. Board members that are excessively absent from board meetings may be required to explain such absences to the City Council Rules Committee during a member's reappointment.

Section 5.5 Conducting Business. The Board will conduct its affairs consistent with the Organization of Boards and Commissions as codified in Chapter 50, *City of Jacksonville Ordinance Code*. The meetings of the KHA shall be conducted in accordance with *Robert's Rules of Order Newly Revised*.

Section 5.6 Removal. Members may be removed or replaced by the Mayor at any time with a two thirds vote of the City Council.

Section 5.7 Vacancy. If a member shall cease to be qualified for membership under the provisions of this Chapter while in office, then the member's term shall automatically expire and the office shall be vacant for purpose of appointing a new member. Each member vacancy shall be filled for the remainder of the respective member's unexpired term.

Section 5.8 Compensation. Members shall serve without compensation, pension or retirement benefits but may be reimbursed for travel and other expenses consistent with Chapter 106, Part 7, *Ordinance Code*.

**Article VI.**  
***Officers; Term; Elections; Duties and Responsibilities***

Section 6.1 Officers. The officers of the KHA are Chair, Vice-Chair, Treasurer and Secretary.

Section 6.2 Term. Officers shall be elected each June for a term of one year. The Mayor shall appoint the initial Board chair from among KHA members to serve for a term commencing on the day of appointment and ending on June 30, 2019. A board member may serve as chair for no more than two consecutive terms.

Section 6.3 Election of Officers. The election of Board Officers shall take place at each June meeting of the Board, which may be preceded by a meeting of the Board's nominating committee. A nominating committee may be composed of the Board acting as a whole or such other Board membership as designated by the Chair. A Chair, Vice-Chair, Treasurer, and a Secretary shall be elected by the Board for a one-year term. The election of Board Officers must be consistent with *Robert's Rules of Order* and include the opportunity for public comment before a vote of the Board. Officers will be elected by a majority vote of the Board.

Section 6.4 Duties and Responsibilities:

- a) Chair. The Chair shall preside at all meetings of the KHA. The Chair shall designate from time to time such special committees as the Chair deems appropriate and shall designate the subject matter assigned to each committee for consideration. In the event of the Chair's absence, the Vice-Chair shall exercise all functions of the Chair for a period of up to sixty (60) days, at the expiration of which a special election shall be conducted by the KHA and a permanent Chair elected. The Chair will also serve as the Board's representative to the City Council, the media, and any other public and/or private organizations.
- b) Vice Chair. The Vice- Chair shall perform such duties as are assigned by the Chair in addition to the functions for which the Vice-Chair is responsible for. In the event the Chair's absence, the Vice-Chair shall exercise all functions of the Chair for a period of up to sixty (60) days, at the expiration of which a special election shall be

conducted and a permanent Chair elected.

c) Treasurer. Treasurer will Chair the Finance Committee and bring recommendations to the full board regarding all fiscal matters.

d) Secretary. KHA staff shall be responsible for keeping reasonable minutes for each Board meeting in accordance with Florida law, including committee, sub-committee meetings and task force meetings. The Secretary shall sign and certify the minutes of the previous meeting upon board approval at the current meeting. In the event of the Secretary's absence or disability, the Chair shall designate another member to be responsible for signing and certifying those minutes during the Secretary's absence and for their inclusion in the Board's records. The Secretary shall perform such other duties as from time to time may be assigned by the Chair. The Board may appoint Assistant Secretaries to perform any of these functions.

## **Article VII.** ***Meetings and Quorum***

Section 7.1 Regular Meetings. Consistent with Chapter 50, *City of Jacksonville Ordinance Code*, the KHA shall meet at least quarterly or at times at the call of the Chair.

Section 7.2 Code of Ethics. The KHA shall conduct all business according to law including Chapter 112 (Ethics in Government) and Chapter 602, *City of Jacksonville Ordinance Code* (The City of Jacksonville Ethics Code).

Section 7.3 Quorum. Four members physically present shall constitute a quorum of the Board.

Section 7.4 Open meetings/Sunshine laws. All Board meetings, including, but not limited to, committee meetings and any meetings between two or more Board members, shall be open to the public and compliant with Florida Open Meetings Laws, codified in Sections 286.011 and 286.0115, Florida Statutes. Meetings must be held in places in accordance with section 602.1208, *City of Jacksonville Ordinance Code*.

Section 7.5 Telephone Participation by Member. Consistent with Florida laws governing local governmental entities, if a physical quorum of the Board has been met at a meeting, members may participate by telephone, including voting on matters, provided the reason for the member's physical absence is due to an extraordinary circumstance such as illness, out-of-town trips, an emergency situation or other comparable circumstances.

## **Article VIII.** ***Committees***

Section 8.1 Standing Committees. The Board shall have three standing committees: 1) governance committee; 2) Program Committee; and 3) Finance Committee. A quorum of the standing committee shall consist of a majority of the committee members. Standing committees shall meet as needed and make recommendations to the Board on Board matters within the jurisdiction of the respective standing committee. The Board has the sole authority to suspend a

standing committee, until it is deemed appropriate that the committee return to regular operation.

Section 8.2 Governance Committee. The Governance Committee consists of a minimum of three members. The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. The Governance Committee shall also review and make recommendations regarding:

- Board assessments;
- CEO evaluations;
- Review of policies related to governance matters (i.e., CEO delegation authority, organization structure);
- Hiring of CEO and other staffing matters.

Section 8.3 Program Committee. The Program Committee consists of a minimum of three members. The Program Committee is responsible for reviewing current and future funded programs and services are operating at the highest possible quality and efficiency. The Committee will also review any requested changes to program structure, location, and metrics. The Program Committee will ensure that all proposals/third party contracts are consistent with the Essential Services Plan for Kids.

Section 8.4 Finance Committee. The Finance Committee consists of a minimum of three members. The Finance Committee is responsible for developing an annual budget to present to the Board of Directors for approval; reviewing all financial statements; reviewing all grant proposals/third party contracts having a fiscal impact or in-kind impact and making recommendations to the Board.

Section 8.5 Ad Hoc Committees. The Chair may establish from time to time ad hoc committees that he/she deems necessary to properly conduct the affairs of the Kids Hope Alliance.

#### **Article IX.**

##### ***Conflict of Interests; Voting Conflicts; Annual Sunshine, Public Record and Ethics Training***

Section 9.1 Conflict of Interests; Voting Conflicts. Board conflicts of interests and voting conflicts will be governed by Chapter 112, Part 3(Code of Ethics for Public Officers and Employees), *Florida Statutes*, and Chapter 602 (Jacksonville Ethics Code), *City of Jacksonville Ordinance Code*. All potential Board conflicts of interests and voting conflicts should be reviewed by the Office of General Counsel or the City's Ethics Office.

Section 9.2 Annual Sunshine, Public Records and Ethics Training. In addition to the required training under Section 50.109, *City of Jacksonville Ordinance code*, the Office of General Counsel in consultation with the City's Ethics Office shall provide annual training to the Board regarding Florida's sunshine, public records and ethics laws.

#### **Article X.**

##### ***Amendment***

Section 10.1 Amendment; Waiver. These Bylaws shall be amended only by a majority vote of the KHA in any manner not inconsistent with the provisions of Chapter 50 and 77 of the *City of*

*Jacksonville Ordinance Code* at any regular meeting, provided that all members have received notification of the proposed change, a minimum of ten (10) days in advance of the meeting in which the vote is to be taken. In the event of extraordinary circumstances, this provision may be waived by a majority vote of the Board, prior to the introduction of the bylaws amendment, but at the same publically noticed meeting.

**Article XI.**  
***Applicable Laws***

Section 11.1 Applicable Laws. KHA and its staff and employees shall be governed by the Florida's Open Meetings Laws, Public Records Law, and Ethics Laws as codified in Chapters 286, 119, and 112, Part 3, *Florida Statutes*, as applicable, and the ethics laws codified in Chapter 602, *City of Jacksonville Ordinance Code*.

*\*Adopted by the Board on January 16, 2019.*

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**BOARD ACTION ITEM**

**GOVERNANCE COMMITTEE: JUNE 3, 2019**

**FINANCE MEETING: JUNE 12, 2019**

**BOARD MEETING DATE: JUNE 19, 2019**

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**TO: KIDS HOPE ALLIANCE BOARD OF DIRECTORS**

**FROM: MARY TOBIN, ACTING CHIEF EXECUTIVE OFFICER**

**RE: REQUEST FOR FUNDING: YOUTH TRAVEL TRUST FUND**

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**REQUESTED ACTION:**

The Board is asked to:

- 1) Approve a request for funding, from the Kids Hope Alliance, Youth Travel Trust Fund, to the River City Science Academy for fifteen of its Science Olympiad Team members to compete in the Science Olympiad National Competition.
- 2) Authorize the CEO to execute any contract or legal document necessary.

**NARRATIVE:**

- The River City Science Olympiad Team has competed with 3800 teams to be ranked 1 of 60 teams invited, from across the country, to compete in a national competition.
- Fifteen (15) youth will participate in this once in a lifetime opportunity.
- Travel will occur May 30 – June 2, 2019. The travel destination is Cornell University, Ithaca, New York.
- A community service project to occur in September or October 2019, will involve: a beach clean-up or tutoring elementary science Olympiad students.

**FISCAL IMPACT:**

The amount requested is \$3,375.00, 25% of the total estimated cost of \$13,500.00

**GOVERNANCE/PROGRAM IMPACT:**

This request requires KHA Board Approval. Approval of this Board Action Item is inclusive of any necessary waivers and other administrative actions as determined by the Office of General Counsel.

**OPTIONS:**

1. Vote to approve
2. Decline to approve

**STAFF RECOMMENDATION: Staff recommends approval.**