



Collaborating for Excellence

**Executive Committee Meeting Agenda  
March 29, 2019 <> 9:00am – 10:00am  
8920 Brittany Way, Tampa FL 33619  
1-877-273-4202 - ID: 3459300#**

**Page No.**

**1. Call to Order/Introductions/Announcements**

**2. Consent Items (Routine Business/Committee Recommendations)**

*a. Approval of the February 22, 2018 Executive Committee Meeting Minutes* 2 – 3

**3. Action Items (Items Requiring Presentation & Discussion Prior to Action)**

- *Board Membership Application – Patrick Heidemann* 4

**4. Information/Discussion Items**

- *By-law revision staff recommendations* 5 – 14
- *DCF/ME Contract Renewal Request Letter* 15

**5. Open Agenda**

*a. New Business*

**Adjournment**

**NEXT MEETING: Friday, April 26, 2019**



Central Florida Behavioral Health Network  
Executive Committee Meeting Minutes  
February 22, 2019

Attendees: Ray Gadd, Chair  
Clara Reynolds, Vice-Chair  
Craig Latimer, Treasurer  
Brena Slater, Secretary  
Paula O'Neil, Ph.D., Past Chair  
Kevin Lewis

Board Attorney: John Bakas

CFBHN Staff: Linda McKinnon  
Julie Patel  
Marcia Monroe  
Stephanie Johns  
Carrie Hartes  
Laura Gross  
Mary Wynhoff

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1. TOPIC: Call to Order/Introductions/Announcements

The meeting was called to order by the Chair at 9:02am.

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2. TOPIC: Consent Items

Discussion

& Decisions: The committee approved:

- The November 16, 2018 Executive Committee Meeting Minutes.
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3. TOPIC: Action Items

Discussion

& Decisions:

Board Membership Application:

The committee reviewed and approved the application of Dr. Ayesha Johnson to join the Board of Directors.

Form 990:

The committee reviewed and approved the annual Form 990 for CFBHN.

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4. TOPIC: Information/Discussion Items

Discussion

& Decisions:

Executive and Board Meeting Schedules:

The committee has recommended the governance committee review the by-laws in order to determine if a minimum of six meetings to be held every other month is feasible. The governance chairperson accepted the recommendation and will begin working with the board attorney to review the by-laws as well as any applicable legislative requirements.

5. TOPIC: Open Agenda:

Discussion

& Decisions:

Staff Separation:

A new letter was received from the attorney for Steve Jorgenson. The allegations were previously addressed by the external firm Ford Harrison. Ford Harrison will follow up with the insurance company as well as the attorney for Mr. Jorgenson.

JWB Contract Update:

The committee was advised of the decision not to renew the JWB contract as of June 30, 2019. The decision is based on the reduction of the contract over the years, the agency no longer willing to honor the 7% admin fee and substantial changes needed to the vouchering system. CFBHN & JWB staff will work the two staff members impacted to help gain employment at another provider or JWB. The one .5 FTE position will be absorbed into the DCF budget.

6. TOPIC: Meeting Adjournment

Discussion

& Decisions:

The meeting was adjourned by the Chair at 9:29a.m.

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Respectfully submitted by \_\_\_\_\_ - Brena Slater, Secretary

**Central Florida Behavioral Health Network, Inc.**  
Application for Nomination to the Board of Directors

You have been nominated for or have expressed interest in nomination for election to the CFBHN Board of Directors. CFBHN is a not-for-profit organization of mental health, substance abuse and prevention agencies, throughout the Suncoast Region and Circuit 10, incorporated to ensure and enhance an array of behavioral health and other human service needs for the citizens of the communities we serve. Each Member is committed to providing the highest quality behavioral health services possible and we appreciate that you want to lend your time and experience to this endeavor.

Name: Patrick S Heidemann	Occupation/Title: Advocate - Investigator
Business Address: Disability Rights Florida 1000 N Ashley Dr. Suite 640	
City: Tampa	County: Hillsborough      Zip Code: 33602
Business Phone: 850-617-9757	Email Address: PatrickH@DRFlorida.org
Professional Affiliations – List current associations with community, professional or faith-based organizations that provide mental health and/or substance abuse service delivery.	
<i>Name of Organization</i>	<i>Position Held</i>
NAMI: Nat'l Alliance on Mental Illness	Advocate
CR: Celebrate Recovery (AA- NA)	Group Leader
CFBHN Hillsborough Regional Council	Voting Member
Hillsborough County Acute Care Team	Member
List the number of years, if any, you have been involved with service development activities for mental health and substance abuse services.	
Civic/Volunteer Activities - List active or past associations with civic/volunteer organizations in the community.	
<i>Name of Organization</i>	<i>Position Held</i>
Ruskin Feeding the Hungry	Volunteer
Crossing Church	Outreach Member
PAIMI: Protection & Advocacy for Individuals with Mental Illness	Board of Directors president elect
What other specific experience, skills or special interests do you have that would be of value to the CFBHN Board of Directors?	
Certified Recovery Peer Specialist (CRPS-F) Former DACCO associate Legislative interests	
Which of the following CFBHN committees would you be interested in participating on?	
<input checked="" type="checkbox"/> Finance <input type="checkbox"/> Quality <input type="checkbox"/> Information System <input checked="" type="checkbox"/> Governance <input type="checkbox"/> Coalition Building	
Does your time allow and are you willing to attend Board of Directors' meetings the fourth Friday of each month from 10:30am – 12:00pm, generally 6 – 8 times a year.	
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Signed: Patrick S Heidemann  Date: March 12, 2019

**BYLAWS**  
**OF**  
**CENTRAL FLORIDA BEHAVIORAL HEALTH NETWORK, INC**

The provisions of this document constitute the Bylaws of Central Florida Behavioral Health Network, Inc., (hereinafter referred to as “Corporation” or “Managing Entity”) a not-for-profit Florida Corporation and Managing Entity, as established in pertinent provisions in Chapter 394 F.S., and shall govern the management and operation of the Corporation, as the same may be amended from time to time.

Section 1.     **ARTICLES OF INCORPORATION, LOCATION, REGISTERED AGENT, CORPORATE SEAL, AND FISCAL YEAR**

1.1     Articles of Incorporation.

The name and purpose of this Corporation shall be as set forth in its’ Articles of Incorporation. The provisions of these Bylaws and corporate powers, including but not limited to the roles and responsibilities of its Officers and Directors and all matters concerning corporate governance and affairs of the Corporation, shall be subject to the Articles of Incorporation, which may be amended from time to time by action of two-thirds vote of the Board of Directors.

1.2     Location.

The principal office of the Corporation in the State of Florida is set forth with the Department of State. The Corporation may also have offices at such places as the Board of Directors may from time to time determine or the Corporation may require.

1.3     Registered Agent.

The name and address of the Registered Agent of the Corporation is the [President and](#) Chief Executive Officer, as set forth with the Department of State. The Board of Directors may, from time to time, designate a different person as its Registered Agent. Such designation shall become effective only upon the filing of a statement of change with the Department of State of the State of Florida, as required by law.

1.4     Corporate Seal.

The Board of Directors may alter the established seal of the Corporation, as required. The seal of the Corporation as of the date of the adoption of these Bylaws is affixed to the margin hereof.

1.5     Fiscal Year.

The fiscal year of the Corporation shall end on June 30.

## Section 2. DEFINITIONS & STRUCTURE

### 2.1 As used herein, the terms are defined as follows:

#### a. Directors.

Directors of the Corporation shall include natural persons over the age of 18 elected to the position in accordance with these Bylaws.

#### b. Network Providers.

Network Providers shall include direct service agencies, under contract with the Managing Entity, that agree to the goals and operating philosophies of the pertinent provisions in Chapter 394 F.S. and Chapter 397 F.S., in at least one geographic area served by the Managing Entity.

#### c. Regional Councils.

Regional Councils shall include affiliations within the organizational structure of the Managing Entity, comprised of stakeholders and at least three (3) Network Providers within a specified geographic area served by the Managing Entity, or within any other geographic area identified by the Board of Directors or in policy. [Regional Councils may operate as a sub-committee to a larger/ community behavioral health system of care committee if applicable.](#)

#### d. Stakeholders.

Stakeholders shall include individuals served, family members of individuals served, community agencies, the courts, law enforcement, health agencies, local government and others who have a demonstrated interest in the community's substance abuse and mental health services.

## Section 3. BOARD OF DIRECTORS

### 3.1 Composition.

a. The Corporation shall have no less than 15 Directors and no more than 25 Directors. Directors shall be elected so that the composition of the Board of Directors is representative of the stakeholders identified in the pertinent provisions in Chapter 394 F.S. or other relevant statute, and in compliance therewith from time to time.

b. The Board of Directors will strive to include a minimum of one representative from each of the geographic locations served by the Managing Entity.

### 3.2 Election and Tenure.

Directors shall be elected to the Board of Directors by a majority vote of a quorum of the Board of Directors, in accordance with established policy on tenure and rotation of membership.

3.3 Powers, Rights and Responsibilities.

- a. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.
- b. The Board of Directors shall hire the Chief Executive Officer and may delegate corporate powers and authority to the Chief Executive Officer, as deemed necessary or appropriate, for the day-to-day operations and management of the Corporation.
- c. Board Members shall serve on at least one Board Committee.

3.4 Removal.

The Board of Directors may remove a Director by two-thirds vote of the Board of Directors in accordance with Section 3.11.c, *Actions Requiring Two-Thirds Vote of the Board of Directors*.

3.5 Vacancies.

Vacancies on the Board of Directors [that reduce the number of Directors to less than 15](#) shall be filled no later than 120 days after the vacancy occurs.

3.6 Schedule of Meetings.

- a. Annual Meeting. The Annual Meeting of the Corporation shall be conducted in the fall of each year, or on such other date as determined by the Board of Directors.
- b. Regular Meetings. Regular meetings of the Board of Directors will be held no less than [eight six](#) times each calendar year. At least one of these meetings will be designated as the Annual Meeting of the Corporation.
- c. Special Meetings. Special meetings of the Board of Directors may be held at any time. Special meetings may be called by either the President or by three (3) Members of the Board of Directors. Notice shall be provided by the Secretary of the Board of Directors, or in the case of absence, incapacity or refusal of the Secretary, by any other Officer.

3.7 Place of Meetings.

Meetings of the Board of Directors will be held at the principal place of business of the Corporation, or such other place as determined by the Board of Directors. No meeting will be held outside the State of Florida unless approved by two-thirds vote of the Board of Directors.

3.8 Presence through Communication Equipment.

Unless otherwise prohibited by law, Directors may participate in a meeting of the Board of Directors by means of teleconference or similar means by which all attendees participating in the meeting can hear each other at the same time. Participation by such means shall constitute a presence at a meeting.

3.9 Notice of Meetings.

Notice of Board of Directors' meetings will be made in accordance with the Florida Sunshine Law and will be made at least seven (7) days prior to such meeting. In the case of special meetings, notice by telephone at least forty-eight (48) hours before the meeting shall be deemed sufficient. For purposes of notice of meetings, legal holidays and weekends are not included in the calculation of time.

3.10 Quorum.

Fifty-one percent (51%) of the elected Board of Directors shall constitute a quorum. There must be a quorum present to conduct business at any meeting of the Board of Directors. Only attendance by the elected Director shall constitute a presence at the meeting.

3.11 Voting.

a. Voting Rights. Each Director shall have one vote.

b. Majority Vote. All business conducted by the Board of Directors must be pursuant to a duly constituted meeting with a quorum present and require an affirmative vote of the majority of the Directors to decide any question, except as provided in (c) below or the law.

c. Actions Requiring Two-Thirds Vote by the Board of Directors. Two-thirds vote of the number in Section 3.1.a. is required for the employment or removal of the Chief Executive Officer of the Corporation, any revision to the Articles of Incorporation, any revision to the Bylaws, removal of an Officer and a decision to conduct meetings outside the State of Florida.

3.12 Compensation.

Except as otherwise determined by the Board of Directors, Directors may receive compensation only for direct expenses incurred, at the direction of the President, for activities on behalf of the Corporation.

Section 4. OFFICERS

4.1 Number.

The Officers of the Corporation shall be ~~Chair~~President, ~~President~~Elected Vice Chair, Treasurer and Secretary. The Officers will serve



concurrently on the Board of Directors and the Executive Committee.

- 4.2 Election and Tenure.  
Officers shall be elected by a majority vote of a quorum of the Board of Directors, in accordance with established policy on tenure and rotation of Officers.

Section 5. DUTIES OF OFFICERS, VACANCIES, RESIGNATION

- 5.1 ChairPresident.  
The ~~Chair~~ ~~President~~ shall preside at all Board of Directors' and Executive Committee meetings, shall enforce all Board related policies, shall enforce the provisions set forth in the Articles of Incorporation and the Bylaws, and shall have signing authority for the Corporation and have such other duties and responsibilities as may be assigned by the Board of Directors.

~~5.2~~ President Elect Vice Chair

The ~~President Elect~~ Vice Chair shall, in the absence of the ~~President~~ Chair, preside at all meetings of the Board of Directors and Executive Committee and shall perform such other duties as the President shall direct.

~~5.35.2~~ Treasurer.

The Treasurer shall serve as Chair of the Finance Committee and perform such duties as the President may direct. Subject to the direction of the President, the Treasurer of the Corporation will monitor:

- a. All funds and securities of the Corporation; and
- b. The receipt for monies due and payable to the Corporation from any source whatsoever, and the deposit of all such monies in the name the Corporation in such banks, trust companies or other depositories as will be selected in accordance with the provisions of these Bylaws.

~~5.45.3~~ Secretary.

- a. The Secretary shall have responsibility for authenticating records of the Corporation and for maintaining:
  - i. The original or an attested copy of the Articles of Incorporation;
  - ii. The original copy of the current Bylaws that include the Seal of the Corporation;
  - iii. A list of the names of the persons serving on the Board of Directors and the address on record of each;
  - iv. A list of Network Providers containing, in alphabetical order, the name and address of each Provider; and
  - v. The records of all proceedings of the Board of Directors meetings and all Board Committee meetings in a book, series of books or electronically, to either be stored at

the principal office of the Corporation, at the office of its Secretary, or at the office of its Registered Agent, and shall be open at all reasonable times for inspection.

- b. In the absence of the Secretary from any meeting of the Board of Directors or the Executive Committee, a temporary Secretary shall be designated by the Secretary (or in the absence of such designation, by the President) to record the proceedings thereof in the aforesaid book.
- c. In the absence of an attorney at any meeting of the Board of Directors, the Secretary shall serve as the Parliamentarian.

#### 5.55.4 Vacancies.

- a. PresidentChair. If the office of President becomes vacant, the President ElectChair shall serve the remainder of the vacant officer's term and shall serve for the subsequent year.
- b. President ElectVice Chair. If the office of the Vice Chair President Elect becomes vacant, a replacement shall be nominated for the office from within the Board of Directors and elected by a majority vote of a quorum of the Board of Directors no later than 60 days after the vacancy occurs.
- c. Treasurer. A vacancy in the office of the Treasurer shall be filled by nominations solicited by the President from within the Board of Directors. The Board of Directors shall elect the Treasurer by a majority vote of a quorum of the Board of Directors no later than 60 days after the vacancy occurs.
- d. Secretary. A vacancy in the office of Secretary shall be filled by nominations solicited by the President from within the Board of Directors. The Board of Directors shall elect the Secretary by majority vote of a quorum of the Board of Directors no later than 60 days after the vacancy occurs.

#### 5.65.5 Resignation.

An officer may resign by delivering written Notice of Resignation to the Board of Directors, through the PresidentChair. Such resignation shall be effective upon receipt (unless specified to be effective at some later time) and acceptance thereof shall not be necessary to make it effective.

## Section 6. PARLIAMENTARY AUTHORITY

### 6.1 Parliamentary Authority.

The rules contained in the current Robert's Rules of Order, except for the rules of disciplinary proceedings, shall govern the Board of Directors, Officers and Chairs of various committees in all cases to

which they are applicable, provided said rules do not conflict with the Bylaws of the Corporation or with any laws in effect in the State of Florida

## Section 7. CATASTROPHIC EVENTS

### 7.1 Emergency Determination.

The ~~Chair~~ President of the Board of Directors and/or the Chief Executive Officer, or designee, are authorized to take such actions as are deemed necessary to respond to the situation at hand, including the release of funds to continue operations for the Managing Entity and Network Providers. In the absence of the ~~Chair~~ President, the ~~Vice Chair~~ President Elect and/or the CEO are authorized to so act. The determination of seniority shall be set forth in the Corporation's Continuity of Operations Plan.

## Section 8. COMMITTEES

### 8.1 Establishment of Committees.

The Board of Directors, by a majority vote of a quorum of the Board of Directors may designate one or more committees. The provisions of these Bylaws regarding governing meetings, notice and quorum and voting requirements of the Board of Directors shall apply to committees and their members. Each committee shall maintain minutes of its meetings and such minutes shall be reported to the Board of Directors at the next meeting of the Board of Directors, after which a copy of the minutes will be maintained in accordance with the Secretary's responsibilities.

### 8.2 Executive Committee.

- a. The Executive Committee shall function under the direction of the Board of Directors and shall consider such matters assigned to it by the Board of Directors.
- b. The Executive Committee shall make recommendations to the Board of Directors related to the selection, evaluation, discipline, or termination of the CEO.
- c. In the event Board of Directors' actions are required prior to a scheduled Board of Directors' meeting, the Executive Committee may take action, subject to ratification by a majority vote of a quorum of the Board of Directors.
- d. Meetings of the Executive Committee shall be conducted as deemed necessary by the Board of Directors or the ~~President~~ Chair.

- e. The Executive Committee shall serve as the Nominating Committee for nominating Board Members and Officers, in accordance with policy.

#### 8.3 Finance Committee.

- a. The Finance Committee shall be convened at least quarterly by the Treasurer. The Committee shall be chaired by the Treasurer and include the President Elect, at least two (2) additional Member of the Board of Directors, and any other party appointed by the Chair.
- b. The Committee shall monitor and review all financial aspects of the Corporation and shall prepare and submit performance and financial reports to the Board of Directors at regularly scheduled meetings.
- c. The Committee will serve as the Audit Committee for the purposes of reviewing and recommending approval of the annual audit of the Corporation to the Board of Directors.
- d. Minutes of each Finance Committee meeting shall be recorded and maintained by a designated attendee and maintained in accordance with the duties of the Secretary in Section 5.4.a.

#### 8.4 Governance Committee

- a. The Governance Committee shall be convened by the Chair on an as needed basis. The Governance Committee shall include at least two (2) Members of the Board of Directors, in addition to the Chair.
- b. The Committee shall develop, maintain and monitor adherence to governance policies for the Corporation and affirm the adoption and adherence to internal operating policies.
- c. The Committee Chair or designee shall present newly developed or revised governance policies to the Board of Directors for approval and adoption as soon as feasibly possible after approval by the Committee.
- d. Minutes of each Governance Committee meeting shall be recorded and published by a designated meeting attendee and maintained in accordance with the duties of the Secretary in Section 5.4.a.

#### 8.5 Quality Improvement Committee.

- a. The Quality Improvement Committee shall be convened at least quarterly by the Chair of the Quality Improvement Committee. The Quality Improvement Committee shall

include at least two (2) Members of the Board of Directors, in addition to the Chair.

- b. The Quality Improvement Committee shall focus on direct services, assuring the system of care meets the needs of those served.
- c. The Quality Improvement Committee shall monitor and review all quality management aspects of corporate operations and shall prepare and submit performance and quality management reports to the Board of Directors at regularly scheduled meetings.
- d. Minutes of each Quality Improvement Committee meeting shall be recorded and published by the designated meeting attendee and maintained in accordance with the duties of the Secretary in Section 5.4.a.

## Section 9. REGIONAL COUNCILS

### 9.1 Rights, Responsibilities and Duties.

- a. The Corporation shall maintain Regional Councils, as defined in Section 2.1.c, in each geographic location served by the Managing Entity, or as identified by the Board of Directors. [Regional councils may operate as a sub committee to larger behavioral health system of care committee operating within a community if applicable.](#)
- b. A Network Provider shall have membership on any Regional Council where the Managing Entity provides services, pursuant to the Network Provider having a contract with the Managing Entity for that geographic location.
- c. The responsibilities of the Regional Councils shall be identified in policy.
- d. The Regional Councils shall serve in an advisory capacity to the Corporation.

## Section 10. AMENDMENT TO THESE BYLAWS.

### 10.1 Amendment to These Bylaws

The Bylaws of the Corporation may be amended by an affirmative vote of two-thirds of the number of the Board of Directors as defined in Section 3.1.a at any regular or special meeting thereof, provided that notice of such meeting containing the text of the proposed Bylaws amendment(s) is furnished to each Director at least fourteen (14) calendar days prior to such meeting.



March 15, 2019

Mr. William D' Aiuto  
Central Region Director  
Department of Children and Families  
400 W. Robinson St.  
Orlando, FL 32801

Dear Mr. D' Aiuto,

I am writing this letter on behalf of the CFCHS Board of Directors. With the end of the GHME1 contract period nearing its end on June 30, 2020, we, the CFCHS Board of Directors, formally request that you consider renewing the contract for another four years.

Chapter 394.9082 (4) (j), F.S. states: "By June 30, 2019, if all other contract requirements and performance standards are met and the department determines that a managing entity under contract as of July 1, 2016, has received network accreditation pursuant to subsection (6), the department may continue its contract with the managing entity for up to, but not exceeding, 5 years, including any and all renewals and extensions. Thereafter, the department must issue a competitive solicitation pursuant to paragraph (b)."

It is the Board's understanding that CFCHS meets all above mentioned legal criteria to be eligible for renewal.

- CFCHS was under contract with DCF as of July 1, 2016 as evidenced by contract GHME1.
- CFCHS received network accreditation for a period of three years beginning January 2019 as evidenced by the CARF certification posted in CFCHS' lobby.
- The Board believes that CFCHS has met all other contract requirements and performance standards as evidenced by the fact that there are no open corrective action plans or sanctions imposed on CFCHS at this time.

In addition, let me highlight just a few examples of the exceptional work that CFCHS has accomplished over the life of its contract with DCF.

- Discovered and recouped \$205,000 of fraudulent network expenditures.
- Was the first ME in the state to carve out general revenue funding to implement a care coordination program that resulted in a 65% reduction in utilization of crisis support services for the clients served.
- Successfully brought together all of the region's prevention coalitions which then implemented an award-winning joint media campaign "Talk They Hear You."
- Developed collaborative partnerships within the community which advanced the system of care.

It is also the Board's belief that a competitive procurement would not be in the best interest of the state at this time. A procurement would divert CFCHS' resources away from the business of managing a network, addressing the opioid crisis, and ensuring the success of the FASAMS implementation, to name a few key projects.

I look forward to further discussion and your response to our request for a four-year renewal.

Sincerely,

Charles Rogers  
CFCHS' Board President

Cc: Maria Bledsoe, CEO, CFCHS  
Chad Poppell, Department of Children and Families Secretary

407-985-3560 | 707 Mendham Blvd., Suite 201 | Orlando, FL 32825

[www.CentralFloridaCares.org](http://www.CentralFloridaCares.org)