

**Cincinnati Preschool Promise**

**Board of Managers**

Minutes of Regular Business Meeting, June 14, 2018

4:00PM – 6:00PM

United Way of Greater Cincinnati, Fifth Third Convening Center

**Board Members Present:**

Fr. Michael Graham, \*Pastor Ennis Tait (left at 5:16 PM), Deborah Mariner Allsop, John Pepper, Dr. Kimya Moyo, Cheryl Rose, Laura Sanregret, Sallie Westheimer, Steve Shifman, Terri England and Christine Fisher

**Board Members Absent:**

Gary Lindgren, Micah Kamrass, Toilynn O'Neal and O'dell Owens, M.D.

**Observers Present:**

Greg Landsman, Cincinnati Preschool Alliance  
Leshia Lyman, Success by 6

**Observers Absent:**

Cheryl Broadnax, Cincinnati Public Schools

**Cincinnati Preschool Promise Staff Present:**

Shiloh Turner, Executive Director  
Mary Tighe, Marketing and Community Engagement Manager  
Brittnii Pina, Quality Improvement Manager  
Lesley Nunn, Administrative Assistant

**Members of the Public:**

Vanessa Freytag, 4C for Children  
Emily Lewis, MetrixIQ  
Ellen Vera, CUCI  
Kelsey Kraft, CUCI  
Christina Brown, CUCI  
Anna Kelma, CFT  
Hayley Ross, UC Early Learning Center  
Patti Gleason, CELC  
M. Oldfield, Green Umbrella  
Melena Campbell, Daddy's Daycare  
Jill Smith, The Children's Home  
Angela Farwig, CLCI  
Eric Rademacher, UC Institute for Policy Research

## **1. Welcome, Call to Order**

Father Graham opened the meeting at 4:01 pm. He welcomed Board members and members of the public to the Board meeting.

He mentioned agenda item five, nomination and approval of Christine Fisher's nomination to the Finance and Audit Committee, will be tabled for the Annual Retreat in September. He asked Board members for further comments on the agenda. None were forthcoming.

**ACTION:** A motion to approve the agenda with the requested amendment was made by Pastor Ennis Tait and seconded by Laura Sanregret. The motion was unanimously approved.

## **2. Review and Approval of Minutes of May 24, 2018**

The Board minutes of May 24, 2018 were reviewed and Father Graham requested comments on the minutes. Deborah Allsop requested the following revisions:

- On page 2, item 2 heading "Review and Approval of Minutes of March 20, 2018" should read "Review and Approval of Minutes of April 17, 2018".
- Under page 3 under MetrixIQ presentation, the following sentence was not captured "Deborah Allsop also requested that 618 be noted as 2017-2018 recipients from community providers".
- Page 4, second paragraph, second sentence, Step Up To Quality should be capitalized.
- Page 5, under the fifth paragraph, third sentence, the word "where" should be "were".

Father Graham requested a motion to approve the minutes of May 24, 2018 with the noted revisions.

**ACTION:** A motion to approve the minutes of May 24, 2018, with noted revisions, was made by Steve Shifman and seconded by Pastor Ennis Tait.

## **3. Opportunity for Public Comments**

The following public comments were made:

- Monica Giles spoke about making childcare accessible and more affordable for everybody.
- Tracey Summers spoke about the increase in wages and the difficulty in finding quality preschool for her children.
- Michaela Oldfield spoke about fair pay for early childcare providers.
- Ellen Vera spoke about wage.
- Bianca Edwards spoke about equity around wages and the role CPP has to play in ensuring equitable wages for all.
- Tysia Gilmore reminded the Board about the promise made to educators during Issue 44 passage to the levy and requested CPP work with community providers in ensuring childcare educators are paid an equitable wage.

Father Graham thanked the speakers for coming out today and for their feedback which CPP will take note of.

## **4. Mission Moment**

Malena Campbell of Daddy's Daycare, presented the mission moment. She described the process of obtaining five star rating in the Step Up to Quality (SUTQ) program and the support and assistance received from CPP Quality Improvement coaches. She thanked CPP Quality Improvement Program for their support and assistance in helping her center obtain a five star rating.

## **5. Committee Reports**

### **5.1 Governance:**

Deborah Allsop introduced Jacob Purcell of Teller Katz who presented highlights of the CPP Conflict of Interest Guidance Sheet to the Board members.

#### **5.1.1 Conflict of Interest Guidance Sheet:**

- Jacob Purcell started off the discussion by explaining Board members are often confused with the law's understanding of conflict of interest. When a Board member has a conflict of interest, they should not vote on certain actions/transactions with the presumption that the Board member cannot act in the best interest of CPP if they have an interest, personal or financial that is in conflict. He mentioned what the law does not define clearly is what is a conflict of interest. The following steps were suggested to be used when a Board member is unclear on what is a conflict of interest:
  - The first rule to apply with the conflict of interest is when the Board member feels/thinks that they have a conflict of interest, they should err on the side of caution and disclose that interest. Then it will be up to the Board to decide whether there is a conflict of interest or not.
  - Step two is for the Board member to ask themselves is "what is a conflict of interest?" The law says a conflict of interest can be personal or financial but this a broad definition that is open to many different definitions and encompasses many different definitions. Feeling/thinking that there might be a conflict of interest is the first guidance step to see if there is a conflict of interest followed by being candid about the potential conflict of interest.
  - There is also a semi watchdog feature in the guidance sheet that each Board member should also apply, in that if you feel/think there is a conflict of interest with a Board member, it is in the best interest of CPP to point out to the Board that potential conflict of interest of that Board member. Conflict of Interests should be disclosed and the Board of Managers vote on the conflict.
- Jacob Purcell asked for questions around the sheet.
- Sallie Westheimer asked if the Governance Committee had reviewed the completed conflict of interest disclosure sheets and identified who and where there might be a potential conflict of interest and whether the Board members were informed if there might be a potential conflict of interest.
- Deborah Allsop responded that the Governance Committee, with Jacob Purcell legal counsel, reviewed the completed conflict of interest disclosure forms and that three to five Board members were identified as having potential conflict of interests. The next step is to talk to these individual managers on what the Governance Committee has identified as a potential conflict of interest.
- Deborah Allsop also mentioned that the present CPP conflict of interest form needs to be revised as the present conflict of interest form does not function as well as it should.
- Jacob Purcell also mentioned that the conflict of interest disclosure statements which is discussed in CPP Governance principles, will be tweaked and as the organization

matures, different components in the Governance principles will be revised and honed. He recommended Board members apply the judges standard in that for a lawyer, they cannot take representation if they are conflicted and the judges have a similar code in not only can they not be hired if there is a conflict of interest but also they cannot have the appearance of impropriety. At any time, CPP has a question, the judges standard should be applied as the public spotlight is on CPP as a public funded entity and the public trust is an important component of CPP well-being.

- Pastor Tait asked how deep did the Governance Committee dig to identify and determine the three to five Board members with potential conflict of interests or was it based upon information provided within the document.
- Deborah Allsop responded the information was based upon what information the Board member put in the conflict of interest disclosure form that led to further questions from the Governance Committee. She further clarified that the Governance Committee will not recommend any Board member leave the Board but rather requests that Board members be clear on certain circumstances where the Board member might not be able to vote and when they might have to recuse themselves from certain votes.
- Deborah Allsop also mentioned that conversations are being had with the Board members who might have an indirect or direct conflict of interest.
- Father Graham asked for a motion to approve the conflict of interest guidance sheet.

**ACTION:** A motion to approve the CPP Conflict of Interest Guidance Sheet was made by Cheryl Rose and seconded by Pastor Ennis Tait. The motion was unanimously approved.

- Pastor Tait asked, with the potential revisions to the conflict of interest disclosure forms and the governance principles, the Governance Committee should look at not only the five members who have potential conflict of interests but the whole Board of Managers.
- Laura Sanregret asked whether the Governance Committee/the Board will make an individual effort to talk directly with Board members if they see a potential conflict of interest.
- Father Graham responded that this is what the Board is hoping to do going forward. If there is a conflict of interest, the individual Board member or the Board itself will disclose the potential conflict of interest, the individual will recuse themselves from a vote and this will be noted in the minutes. This will promote transparency with the public.
- Terri England asked if the conflict of interest disclosure form will be completed annually as individual circumstances changes.
- Deborah Allsop responded that this is correct but CPP turnaround around the completion of the conflict of interest disclosure forms will be quicker and the conflict of interest disclosure forms will be completed at the September 18 Annual Meeting.

#### **5.1.2 Other Governance updates:**

- Governance Committee have asked the nominating organizations whose Board members terms are up in 2018 for their nominations as the nominations have to go first to United Way of Greater Cincinnati in July for ratification.

#### **5.2 Cost of Quality:**

- Shiloh Turner gave a brief update on the Cost of Quality with the following highlights:
  - The next Cost of Quality Committee meeting is June 25 at 10am. Gary Lindgren has replaced Tim Fogarty as the Chair of the Committee.

- CPP will be holding a provider forum on the wage survey results, Tuesday June 19 from 6pm to 7:30pm at United Way of Greater Cincinnati, Fifth Third Convening Center, community room A to C. 80 people have rsvp'd to the event.
- In addition to the provider forum, CPP will also hold a community forum on the wage survey results on Tuesday, June 26 from 4:30 to 6pm, Fifth Third Convening Center, community room C.
- CPP is also partnering with the Workforce Development Council and People for Early Childhood group on the wage work. The Workforce Development Council has hosted and will continue to host listening sessions.
- CPP met with the Women's Fund and Child Poverty Collaborative to determine the best way forward to partner on this issue which is a larger policy issue that goes beyond CPP.
- Shiloh Turner presented on CPP at the Major Projects Committee of City Council. At that meeting, Councilmember Greg Landsman introduced a motion to support community based providers through tax relief. The motion includes partnering with 4C, CPP and Community Action Agency.
- CPP is in the process of hiring a program and policy manager whose primary function is to lead this work.
- Father Graham suggested the wage work continues to be pushed forward as it is a critical part of CPP's 2019 agenda.

**FOLLOW UP ACTION ITEM:** Father Graham requested that Shiloh Turner draft a summary of key findings from wage related meetings taking place, unintended consequences/challenges, recommended next steps and a timeframe for these next steps. The summary update should be sent to the Board at the first week of July so as to ensure the issue is kept moving forward. Councilmember Greg Landsman's motion and report should be included in the summary update.

- Greg Landsman mentioned the motion that he introduced at the Major Projects Committee meeting had passed and the administration will provide a report within the next couple of weeks on what incentives can be provided, for center or home based providers, in terms of wages and quality. He also mentioned a report back will be given by the next CPP Board meeting.
- Steve Shifman asked if CPP was working with United Way of Greater Cincinnati (UWGC) on the public policy part of the wage piece.
- Shiloh Turner responded that CPP has been working with the necessary stakeholders at UWGC and other policy partners

### **5.3 Finance & Audit:**

- Pastor Tait mentioned that the Finance & Audit Committee had not met prior to today's Board meeting. He reminded everyone that 2019 fiscal budget adopted at the May 24 Board meeting will bring a new set of changes and challenges that the Board should be cognizant of. One of the noted items is the Board will need to decide, along with CPS, how we are going to handle the underspend of ~3.6 million (current as of 30 April 2018).
- Pastor Tait also mentioned that Cost of Quality and Quality Improvement will be the two areas where CPP needs to focus on and push resources towards to.

### **5.4 Community Engagement:**

- John Pepper and Mary Tighe presented the following highlights of the Community Engagement work:

- The Community Engagement Committee met on June 1.
- CPP is working with CPS on the Annual Report which will be launched in July.
- Mary Tighe and Florence Malone are working on getting a bilingual Promise Team Member onboard. It is requested if you know of any potential candidate, you get in touch with Mary Tighe.
- The Committee discussed refocusing the Committee expertise and efforts towards one of the barriers, namely summer coverage. It was agreed that a fundraising committee should be formed to look at a potential model for summer coverage, what would be the cost and where would the funding come from.
- Terri England volunteered to be part of the summer coverage fundraising committee.

**FOLLOW UP ITEM:** Pastor Tait to send Mary Tighe a contact at Santa Maria who might assist with potential bilingual candidates.

## **6. Executive Director Update:**

Shiloh Turner presented CPP Year Two priorities. The following was noted from the discussion:

- CPP staff have created an OGSM (Objective, Goals, Strategies, Measures) and identified five goals with corresponding strategies and measures. The OGSM gives CPP the ability to give a status update to the Board on where we are with our goals and track progress.
- John Pepper enquired whether the 900 stretch goal for Tuition Assistance includes the new income thresholds and whether CPP can go publically with the new income thresholds.
- In response, Father Graham cautioned against this as CPS has not approved their budget. CPP is waiting on CPS Board approval before making the new income thresholds public.
- Greg Landsman enquired if a decision was made to go up to 300% right away if CPS agreed. Father Graham responded that this is contingent on the trigger points that Héctor Polanco had set up.
- Father Graham enquired what increase would CPP see with Quality Improvement (QI) new seats.
- Brittnii Pina responded that CPP is projecting 180 new QI seats will be created in year two.
- Terri England enquired when would Year Two QI contracts be signed with the vendors.
- Brittnii Pina responded that current QI vendor contracts will be extended until September 1, 2018 and CPP is hoping to have Year two contracts signed by August.
- Sallie Westheimer raised the concern around the wording on wage goal "Increase the understanding of the Wage Dynamics". CPP staff should revise the wording. She also suggested that the language around the wage piece should stress CPP's intent and seriousness without putting models or dates that might undermine CPP's efforts.
- Steve Shifman suggested kindergarten readiness be inserted as part of CPP overall objective or as a sub section of the goals.
- Shiloh Turner responded that she would make kindergarten readiness more explicit in the objective statement.
- John Pepper asked when would the Board get an update on the evaluation report from Ohio State University (OSU).
- Shiloh Turner responded that a report back will be given at the annual board meeting in September.

**FOLLOW UP ACTION ITEM:** OSU to present at the September Board meeting on the evaluation results.

## **7. Frequency of Board and Committee meetings**

**FOLLOW UP ACTION ITEM:** The frequency of the Board meeting and Committee meetings will be discussed and decided upon at the August 23 Board retreat.

## **8. Observer Comments**

- Leshia Lyman suggested CPP look to what was done in Denver and Dayton around the summer coverage models.
- Greg Landsman commented that it was understood that in Year two CPP would have ramped up their efforts to get centers to the \$15 per hour wage. He suggested over the next two months a small group focus on the issue to come up with a solution quickly.

**RECOMMENDATION:** Greg Landsman, CPP Staff including Héctor Polanco and various community providers and stakeholders to form a workgroup on the wage piece that will work over the next two months to get an idea on what can be done.

## **9. Adjourn**

**ACTION:** A motion to adjourn the meeting was made by Laura Sanregret and seconded by Deborah Allsop at 6:00 pm. The motion was unanimously approved.

### **Future Board Meetings:**

August 23, 2018 – **Board retreat at 2:00 pm to 4:00 pm followed by Board meeting at 4:00 to 6:00 pm, American Red Cross**

September 18, 2018 (Annual Meeting) – 6:30 to 8:30 pm, UWGC

October 30, 2018 – 4:00 to 6:00 pm, UWGC

November 27, 2018 – 4:00 to 6:00 pm, UWGC

December 18, 2018 – 4:00 to 6:00 pm, UWGC

Submitted by,  
Lesley Nunn, Administrative Assistant  
Cincinnati Preschool Promise