

THESE MINUTES ARE TENTATIVE AND WILL NOT BECOME OFFICIAL UNTIL APPROVED BY THE BOARD AT A SUBSEQUENT MEETING

BROWARD COLLEGE
Minutes of the Special Meeting of the Board of Trustees
April 28, 2009

I. MEETING CALLED TO ORDER

The special meeting of the Board of Trustees of Broward College was called to order at 12:00 p.m. on Tuesday, April 28, 2009 by Chair Tanner at the Willis Holcombe Center, Boardroom #1208, 111 East Las Olas Boulevard, Fort Lauderdale, Florida. In attendance were Chair Paul Tanner, Vice-Chair Guerin, Trustee Douglass, Trustee Williams and President Armstrong.

II. APPROVAL OF AGENDA AND ACKNOWLEDGMENT OF PUBLIC NOTICE

A motion was made and seconded by Ms. Douglass/Mr. Guerin to approve the Agenda and Public Notice of the Special Meeting of the Board of Trustees held on April 28, 2009 and it passed unanimously.

III. CONSIDERATION OF RESPONSES TO RFP#409-003-GENERAL COUNSEL LEGAL SERVICES

President Armstrong stated that this meeting will specifically address the proposals for legal services and called upon Alex Denis to provide some background information. The RFQ was released on March 18, 2009 to 296 firms; 16 firms downloaded the RFP and 5 proposals were received. The proposals were delivered to the Board and this meeting was to determine if the Board desired to entertain interviews or proceed directly to selection. A motion was made and seconded by Mr. Williams/Ms. Douglass to accept the five proposals for consideration by the Board and it passed unanimously. Chair Tanner asked how the Board would like to winnow down the process. A motion was made and seconded by Ms. Douglass/Mr. Williams to winnow the selection. Each Board member previously completed an evaluation score sheet to rank the five law firms. Mr. Guerin stated he read through each proposal to make sure they answered everything according to the RFQ, comparing pricing and comparing experience based upon their proposals, and then ranked them accordingly. Mr. Guerin stated he considered the actual presentation, the time expended in preparing the proposal, the experience and qualifications of the attorney listed, client references and the similarity to Broward College. Mr. Denis stated that pursuant to statute, legal services are exempt from the competitive bidding process. Mr. Tanner asked the Board how they wished to proceed. Mr. Guerin asked Mr. Denis why only five firms responded. Mr. Denis stated he thought there would be more response based on the economy.

Mr. Williams asked President Armstrong what services he envisioned for the College. President Armstrong indicated that a majority of the attorney's time was spent on contracts and this was an area of strength and expertise for Mr. Fernander. The other areas are labor law, grievances, working with Human Resources and real estate, and although Mr. Fernander has capability in these areas, we may need to utilize other attorneys with more specialization. President Armstrong indicated that Mr. Fernander has been working with Alex Denis and Bill Pennell to streamline the

AGENDA ITEM III
MAY 28 2009
B
1

process to move contracts forward. Discussion ensued regarding the former attorney Jack Latona. Mr. Guerin questioned if the College should consider in-house counsel. Ms. Douglass asked President Armstrong if he was satisfied. President Armstrong indicated he was very pleased and stated that Mr. Fernander does quality work along with being very particular on contracts and knows what the Board wants. Mr. Fernander has also streamlined many of the College's forms. Ms. Douglass stated that she had asked Mr. Fernander for his legal advice and asked whether the present contract with Tripp Scott in any way limited the Board's ability to select another law firm to represent the College in any action. Mr. Fernander responded that the College would be able to select additional counsel for other matters. Ms. Douglass stated that she is extremely satisfied with Mr. Fernander's work and that he has been very responsive to her as a Board member and would give Mr. Fernander 100 out of 100 based on the issues upon which she has personal knowledge. Mr. Tanner stated that when Mr. Fernander started at the College three years ago, he had to start from the beginning and implement his own procedures. Mr. Williams agreed and stated this was not a review of Mr. Fernander. Mr. Williams stated that management of legal services is critical and he would like to have more of an idea of legal services and costs on a monthly basis. Ms. Douglass indicated that the President and Mr. Fernander are currently working on a procedure of how that will be accomplished. Ms. Douglass asked that this information be provided to the Board at the next board meeting.

Discussion ensued regarding the fees charged by each firm. Mr. Tanner stated that we have distributed work on a selected basis and there is value in having consistency at the Board level. Ms. Douglass stated that on page 8 of the Tripp Scott letter of transmittal, there was a list of every attorney and the fees for public entities which would be billed at \$165 an hour. Mr. Williams asked if the RFQ included any language for litigation. Ms. Douglass stated that she had discussions with Mr. Fernander about the contract that was in place with his firm. Ms. Douglass indicated she had some major changes to propose for inclusion into the contract without violating the Sunshine Laws. Mr. Williams indicated he would like to interview all five firms. Mr. Guerin indicated that he would like to interview the top three firms. Ms. Douglass indicated she would like to interview the top three firms. Mr. Tanner indicated he would like to interview the top two firms. Ms. Garrido, who was not present, indicated she would like to interview the top three firms. Ms. Douglass indicated that she believed that Board members at a community college cannot vote by proxy if they are absent. Alex Denis consulted with Mr. Fernander and confirmed that a Board member must be present to vote. Ms. Garrido's rating selection was deemed invalid.

Alex Denis presented the results of the evaluation rating process as follows:

Shutts & Bowen and Tripp Scott both received a score of 7 (Tied for 1st place)

Weiss Serota received a score of 11 (3rd place)

Stearns Weaver received a score of 14 (4th place)

Stiles Taylor received a score of 19 (5th place)

Mr. Guerin stated he would like to interview four out of the five firms. Ms. Douglass had no thoughts on this. Mr. Williams stated he would like to interview four out of the five firms. Alex Denis stated there was a big gap between 1st and 3rd and 4th and 5th places. His suggestion would be to interview 1st and 2nd place or 1st, 2nd, 3rd and 4th place. Mr. Tanner suggested conducting interviews at the next board meeting and suggested a time limit of 25-30 minutes per interview including a question and answer segment. An amended motion was made and seconded by Ms. Douglass/Mr. Williams to interview top four firms and it passed unanimously.

Mr. Tanner suggested that the interview should consist of a presentation by the law firms and questions and answers from the Board with a total time limitation not to exceed fifteen minutes. Discussion ensued regarding providing some direction to the applicants as to what materials to

TH
B 2

present. Ms. Douglass inquired whether she can ask questions and stated her questions would not require more than a five minute answer. Mr. Tanner suggested allowing thirty minutes per interview for a total of two hours and requested that the President limit the agenda for the next Board meeting. Alex Denis stated for the record that we would be interviewing Shutts & Bowen, Stearns Weaver, Tripp Scott and Weiss Serota and the presentations, including questions and answers period, should not exceed 25-30 minutes. At Mr. Guerin's suggestion, the scope would be how these firms can best serve the needs of the College.

IV. ADJOURNMENT

With no further business to discuss, a motion was made and seconded by Mr. Williams/Mr. Guerin to adjourn the meeting and the meeting was adjourned at 1:10 p.m.

/SStember

J. David Armstrong, Jr.
President, Broward College

Paul Tanner
Chair, Board of Trustees

AGENDA ITEM III
MAY 13 2009
ENCLOSURE B