



BOARD OF DIRECTORS MEETING

March 24, 2022

Minutes

Attendees: Ms. Ruth Long, Board Chair, Mr. Eric Austin, Board Treasurer, Ms. Barb Loftus, Board Chair, Mr. Dan Rodgers, Dr. Rosanna Malbran

Absent Members: Mr. Storm Doddy, Board Vice Chair and Mr. Carlos Assemany

Others in Attendance: Mr. Phil Scarpelli, CEO, Ms. Laurie-Anna DeGennaro, Board Liaison, Dr. Valerie Holmes, VP and Chief Operations Officer Mr. Don Johnson, Chief Financial Officer, Ms. Kelly Swartz, CLO, Kathryn Parker, ED Brevard C.A.R.E.S., Ms. Katie Guemple, ED Family Allies, Ms. Tracy Pellegrino, ED NCFIE, Ms. Anna Kesic, CEO, IMPOWER, Ms. Jessica Hixson, IMPOWER, Kristen Perozzi, IMPOWER, ONCHANTHO Am, IMPOWER, Monique Thomas, IMPOWER, Traci Klinkbeil, DCF, Jessica Walker, DCF, Mr. Christopher Goncalo, BFP.

Ms. Long opened the meeting and thanked everyone for attending March 24, 2022 Board of Directors Meeting.

Motion: Ms. Loftus moved to approve the March 24, 2022 Agenda. This was seconded by Mr. Rodgers, and the motion passed unanimously.

Ms. Long reminded members that if anyone had a real or perceived conflict of interest or a business relationship between two board members to please reach out to Ms. DeGennaro for a Conflict-of-Interest form. None were disclosed.

Public Comments: Ms. Anna Kesic, President, and CEO of IMPOWER, informed the board that the IMPOWER adoption team was in attendance. She proceeded to provide some background and history on the agency and noted IMPOWER has exceeded all adoption goals annually. She then advised the board that Camelot Community Care has been awarded the adoption contract over IMPOWER. She went on to explain the Adoption Review Committee (ARC) process and noted the adoption review committee has five members and three are BFP staff. Over the year IMPOWER has expressed their concerns to BFP with regard to the 33 cases approved for adoption; one of which was brought to the CEO's attention at the adoption ceremony. Ms. Kesic felt it was important to go on record expressing her concerns to the board.

Motion: Ms. Loftus moved to approve the February 24, 2022 board meeting minutes as presented. This was seconded by Mr. Rodgers, and the motion passed unanimously.

GAP ANALYSIS

The GAP Analysis presentation was posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Mr. Goncalo reviewed analysis as presented.

Discussions ensued regarding the process for requesting services from the Clinical Services Team. Dr. Holmes reported the team consists of two in depth mental health specialist who help to identify the services. Dr. Holmes noted the appropriate training should be provided to guide case managers through the clinical service process. Dr. Malbran suggested establishing the process with the case managers during their orientation.

Members asked for clarification on the two types of services shown on the analysis: Brevard C.A.R.E.S and Wraparound. Dr. Holmes clarified Brevard C.A.R.E.S. offers Prevention and Diversion Programs and Wraparounds is a behavioral health service.

Board Announcements

Ms. Long asked members to submit their 2022 pledge form. She then requested members complete the annual required forms: Conflict of Interest Form, Affidavit of Good Moral Character, the Ethics acknowledgment and submit them to Ms. DeGennaro.

Consent Agenda

The BFP and C.A.R.E.S., Board Reports were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period.

Motion: Dr. Malbran moved to approve the BFP and C.A.R.E.S. Board Reports as presented under the Consent Agenda. This was seconded by Ms. Loftus, and the motion passed unanimously.

Action Items

Mr. Scarpelli is working with Rock Paper to develop a chronological calendar of events that will be updated expeditiously on the Board Portal. The calendar will have events for the tail end of the current month and future events for the next month.

Mr. Scarpelli addressed the action item to bring a team together to work on the rewording of the mission statement and noted that this is a work in progress. Board members will be asked to sit on the committee.

Ms. Long noted the in-house chief legal officer has been consulted with and it was confirmed there is not a statutory requirement for a subsidiary to have a separate governance board. Mr. Rodgers will speak on the C.A.R.S.E.S infrastructure later on the agenda.

CEO BOARD REPORT

The CEO Board report was posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Mr. Scarpelli reviewed his report as presented and noted the following:

- Florida Legislature has approved an \$150 million budget for Community Based Care statewide with a focus on workforce stability. BFP has not received their portion of the allocation of funds. The Leadership Team will be engaged in a series of planning sessions to ensure these funds are equitably and efficiently shared to staff working directly with children and families across the system of care to include network providers. Board members will be kept apprised of the allocations.
- Mr. Scarpelli met with Path and Victory Churches to discuss potential partnerships and they are very interested in becoming a partnering site for clinical meetings and therapy.

Board Committee Reports

Board Executive Committee: Ms. Long, Committee Chair reported the committee reviewed Governance policies to be reviewed later on the agenda and spent a large amount of time discussing the \$150 million budget for work force stability. She noted the CEO contract was finalized and members should have received a copy for review and approval via e-mail from Ms. Cyndi Hernandez, HR. The committee also discussed the frequency, time, and location of Board meetings. Mr. Scarpelli and Ms. DeGennaro will work together to develop a survey to submit to board members for their feedback.

ACTION ITEM: Mr. Scarpelli and Ms. DeGennaro will work on developing a survey concerning the frequency, time, and location of Board meetings with a distribution prior to the April board meeting.

Board Affordable Housing Committee: Ms. Loftus, Committee Chair reported the full committee was not present for the meeting due to scheduling conflicts. She shared the proceeds from the Golf event has been earmarked to supplement the funding differences between the HUD vouchers and the market rental rates; there is an opportunity to cover the gap for 19 homes totaling between \$25K-30K. She then noted the committee is looking to move from monthly to bi-monthly and continue to discuss recruiting efforts to increase committee member capacity.

Finance Committee:

The BFP Family of Agencies February Financials and Supplemental Narrative were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Mr. Austin shared the committee reviewed the financials via email this month and is scheduled to do their quarterly deep dive review next month. He then noted there has been no official release for funding allocations for the \$150 million awarded to the state. Mr. Austin lost connection and Mr. Johnson provided an overview of the supplemental narrative as presented. He then reiterated the BFP funding strategies previously reported by Mr. Scarpelli during his CEO report to the board.

Board Recruitment Committee: Ms. Loftus, Committee, Chair reported the committee has vetted three board candidates and one is being presented later on the agenda. Members are reviewing the next steps to orient new board members.

Ms. Loftus then presented Bishop Merton L. Clark providing background leading to the decision to present him to the BFP Governance Board. Members then reviewed Bishop Clark's application. Mr. Scarpelli added Bishop Clark was the first to partner with BFP for the Open Table model. He is a strong leader within his congregation prompting a large response to serve on Open Tables. He also has a strong partnership with his local political leaders, with 17 years of community service experience. Bishop accompanied BFP to Rally in Talley speaking articulately to legislators advocating his shared support of BFP's vision and mission to serve children and families.

Motion: Ms. Loftus moved to approve Bishop Merton L. Clark for a seat on the BFP Governance Board of Directors. This was seconded by Dr. Malbran, and the motion passed unanimously.

Board Risk Committee: In the absence of Mr. Doddy, Committee Chair, Ms. Long reported the committee met and reviewed the new Governance Policy: GOV212 Public Health Emergencies which was approved by the BFP Governance Board. The committee reviewed the recurring agenda items and there is nothing substantial to report from the prior committee meeting at this time.

Board Marketing Committee: Mr. Scarpelli reviewed the BFP Foundation Board report as submitted by Mr. Assemany. Ms. Loftus added she has a candidate who has experience with identifying grant and funding resources who she will be referring to the NCFIE and the BFP Foundation councils for their review.

Old Business

Unfinished Business: Brevard C.A.R.E.S. BOARD RESTRUCTURE:

Mr. Rodgers, C.A.R.E.S. Board Chair reported he met with Ms. Kathryn Parker to discuss restructuring the board to an advisory council and how that may impact operations. Mr. Rodgers and Ms. Parker concluded, restructuring the Board Governance has no impact on operations and both agree to the restructure to an advisory council with a request that C.A.R.E.S. may select their council members without seeking the BFP Governance Board's approval. Discussions ensued regarding the vetting process and background screenings. Mr. Rodgers confirmed that there will be no change to the vetting process and background check requirements. Members then discussed reviewing the C.A.R.E.S. bylaws along with the FOA of agencies bylaws for uniformity. Members then clarified that C.A.R.E.S. council members will also serve on at least one BFP Board Committee.

ACTION ITEM: BFP Board Members are to review the Brevard C.A.R.E.S Bylaws. Ms. DeGennaro will forward the bylaws to board members.

Motion: Mr. Rodgers moved to approve to convert the C.A.R.E.S Board to an advisory council with the ability to select council members without the BFP Governance Board approval, while maintaining the vetting process and background screenings requirements. This was seconded by Dr. Malbran, and the motion passed unanimously.

Board Governance Policy Review

GOV007 CEO Appraisal Process, GOV008 External Communication, GOV011 Governance Model, GOV018 Crisis and Media Communication, GOV012 Human Subject Research, GOV012A Human Subject Research Procedure, GOV013 Nepotism, GOV016 Long-Term and Short-Term Strategic Planning Process, GOV017 Governmental Conservation were posted to the BFP Board Portal for review in advance of the meeting. No comments were made during the review period.

Ms. Long reported, there were no material changes to the policies. Mr. Rodgers noted he reviewed the policies and saw no need for changes other than those presented to include changing the signature line from the former Board Chair to Ms. Long, the current Board Chair.

Motion: Mr. Rodgers moved to approve GOV007 CEO Appraisal Process, GOV008 External Communication, GOV011 Governance Model, GOV018 Crisis and Media Communication, GOV012 Human Subject Research, GOV012A Human Subject Research Procedure, GOV013 Nepotism, GOV016 Long-Term and Short-Term Strategic Planning Process, GOV017 Governmental Conservation as presented. This was seconded by Ms. Loftus, and the motion passed unanimously.

Q'1 Q'2 2021-2022 Strategic Work Plan update

Q'1 Q'2 2021-2022 Strategic Work Plan update were posted to the BFP Board Portal for review in advance of the meeting. No comments were made during the review period. Dr. Holmes provided a Q'2 update as presented.

Motion: Mr. Rodgers moved to adjourn. This was seconded by Dr. Malbran, and the motion passed unanimously.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Brevard Family Partnership Board of Directors on April 21, 2022.