



BOARD OF DIRECTORS
GOVERNANCE BOARD MEETING
March 23, 2023
Minutes

Attendees: Ms. Ruth Long, Board Chair, Storm Doddy, Board Vice Chair, Mr. Dan Rodgers Brevard C.A.R.E.S. Board Advisory Board Chair, Ms. Stephanie Larkin, Mr. Sean Kostelnik, Brevard Family Partnership Foundation Advisory Board Chair

Absent Members: Mr. Eric Austin, Board Treasurer, Bishop Clark, Ms. Felicia Prince

Others in Attendance: Mr. Phil Scarpelli, CEO, Ms. Laurie-Anna DeGennaro, Board Liaison, Dr. Valerie Holmes, VP and COO, Ms. Rebecca Melick, ED Brevard C.A.R.E.S, Ms. Kathryn Parker, ED NCFIE

Attendees via video Conference: Mr. Don Johnson, CFO BFP, Ms. Kelly Swartz, CLO BFP, Ms. Brittany Revels, BFP, Ms. Jessica Walker, DCF Central Regional Contract Manager, Tracy Klinkbeil, DCF, Mr. Justin Cabral, Ed Moss and Associates, Ms. Michelle Garth, Ed Moss and Associates

Ms. Long opened the meeting and thanked everyone for attending the March 23, 2023 Board meeting. She then asked for all in attendance to state their name for the record.

Motion: Mr. Rodgers moved to approve the March 23, 2023 Agenda. This was seconded by Ms. Larkin and without further discussion the motion passed.

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: None were expressed.

Motion: Mr. Doddy moved to approve the January 26, 2023 Board Retreat minutes as presented. This was seconded by Mr. Rodgers and without further discussion the motion is passed.

Motion: Ms. Larkin moved to approve the January 26, 2023 Annual Board Business Meeting minutes as presented. This was seconded by Mr. Doddy and without further discussion the motion passed.

Board Reports

FYE June 30, 2022 Audit: BFP and Affiliates

The FYE June 30, 2022 Audit was posted to the BFP Board portal in advance of the meeting. No comments were expressed during the review period. Ms. Garth provided an overview of the audit as presented and noted the following:

- The Independent Auditor's Report reflects the best rating that can be achieved.
- Accounting Pronouncements Implemented
 - 13: In-kind standards adopted this year.
- Recent Accounting Pronouncements
 - 14: New Lease standards will be implemented next year.

- Cash and Cash Equivalence
 - Note B: The Organization has aggregated demand deposits that exceed the FDIC \$250k insurance limits. The organization has a repurchase agreement with the institution that allows the bank to invest in its national securities accounts.
- Internal Controls: Independent Auditors Report
 - There were no findings. This is the best report that can be achieved.
 - Compliance and other matters reflect the best rating that can be achieved
- Schedule of findings:
 - The agency has been without findings for two years and has been deemed a low-risk auditee. The best that can be achieved.

The FYE June 30, 2022 Family Allies Audit

The FYE June 30, 2022 Family Allies Audit was posted to the BFP Board portal in advance of the meeting. No comments were expressed during the review period. Ms. Garth provided an overview of the audit as presented and noted the following:

- The Independent Auditors report reflects the best rating that can be achieved
- Accounting Pronouncements Implemented
 - 11: In-kind standards adopted this year.
- Recent Accounting Pronouncements
 - 12: New Lease standards will be implemented next year.
- Cash and Cash Equivalence
 - Note B: The Organization maintains cash balances that are beyond the FDIC \$250k insurance limits.
- Internal Controls: Independent Auditors Report
 - There were no findings. This is the best report that can be achieved.
 - Compliance and other matters reflect the best rating that can be achieved
- Schedule of findings:
 - In 2020 the agency was cited for a deficiency in reporting In-Kind donations. The Auditee is not classified a low risk-auditee. The Auditee must be in a low-risk category for two years in a row. This is the last year and if there are no findings; next year the agency will be classified a low-risk auditee.

Ms. Long asked if board members had any questions. None were expressed. Ms. Long then thanked Ms. Garth for the presentation. Ms. Garth and Mr. Cabral left the meeting.

Motion: Mr. Doddy moved to approve the FYE June 30, 2022 Audits for BFP and Family Allies as presented. This was seconded by Mr. Rodgers:

Discussions ensued regarding maintaining accounts in one financial institutions and the cash balances exceed the FDIC \$250K insurance limits. Mr. Johnson clarified the agency does use one banking institution for the family of agencies operating accounts, and that the money is being spent down for operating expenses. The balances reflected are for that moment in time.

Final Motion: The motion passed.

Board Announcements

Ms. Long then reviewed the following meeting time:

- 9:00 – 10:30 am BFP Governance Board of Directors
- 10:30 – 10:45 am Family Allies Board Meeting
- 10:45 – 11:00 am Brevard C.A.R.E.S. Board Meeting
- 15-minute recess

Closed to the public

- 11:15-11:30 am NCFIE Board Meeting
- 11:30 – 11:45 am BFP Foundation Board Meeting

A word from the Board Chair

- Reviewed the Mission Statement
- Reviewed and explained the importance of adhering to the Carver's Policy Governance Model
- Reviewed Robert's Rules of Order
 - Boards by John Carver
 - Robert's Rule of Order Reference Guide
- Reviewed the process for a motion

Mr. Scarpelli thanked Ms. Long for her insight and he added the Carver Policy Governance Model is crucial in support of the Community Based Care core values and in alignment with the family of agencies mission to serve the child welfare system of care and the community at large.

Action Items

No Action Items to review

Recurring Business

Consent Agenda

The BFP board report was posted to the BFP Board portal in advance of the meeting. No comments were expressed during the review period.

Motion: Mr. Doddy moved to approve the BFP Board Report as presented under the consent agenda. This was seconded by Ms. Larkin and without further discussion the motion passed.

New Business

CEO Board Report

The CEO Board report was posted to the BFP Board portal in advance of the meeting. No comments were expressed during the review period. Mr. Scarpelli provided an overview of the report as presented and noted the following:

- Mr. Scarpelli was pleased to report the Family of Agencies meet and greet event was very successful, and noted several prospective board candidates were in attendance. He received many calls commenting on the success and he would like to make this an annual event.
- Mr. Scarpelli shared an opportunity to receive a grant, working collaboratively with our Managing Entity (behavioral health consortium), the Department of Children and Families and Aetna on a pilot program to address the acute needs of youth involved in human trafficking. A proposal is in development.

Discussions ensued regarding the high-risk factors, and the types of lures used to prey on this vulnerable population. Dr. Holmes reported the pilot program is a formal comprehensive model with an array of services to include a survivor

empowerment program where adult survivors of human trafficking become mentors to youth in high-risk group homes and for youth aged out of the system and living in hotels. A human trafficking task force has been formed, working in partnership with law enforcement, to increase community awareness and implement counter measures to mitigate these risk factors.

Current Events

Ms. Parker was pleased to report there are 210 participants for the Gala with \$42K in sponsorships. The event is expected to show a return on investment.

Board Committee Reports

Board Executive Committee: Ms. Long, Committee Chair reported the committee met twice since the last board meeting to discuss the CEO PE and annual goals. The Executive Committee has partnered with the Board Finance Committee regarding compensation and benefits. Additional information has been requested from the finance department and an ad hoc meeting will be scheduled with the board to review. The committee discussed the schedule of board meetings to be held face to face at the BFP Administrative Office bi-monthly.

Board Finance Committee: Ms. Long Committee Vice Chair reported the audit was presented to the committee and the financials were reviewed via e-mail this month.

FOA Financial and supplemental narrative

The FOA Financials and supplemental narrative were posted to the BFP Board portal in advance of the meeting. No comments were expressed during the review period.

Ms. Long asked members of the board to entertain a motion to approve the financials and supplemental narrative as presented via e-mail.

Motion: Ms. Larkin moved to approve the FOA financials and supplemental narrative as presented via e-mail. This was seconded by Mr. Doddy and without further discussions, the motion passed.

Board Risk Management Committee: Mr. Doddy, Committee Chair reported the committee did not meet. There are no urgent matters to discuss. The next committee meeting is scheduled for May 24th.

Board Recruitment Committee: Mr. Rodgers, Committee Chair reported the committee met on March 8 to review three board member candidates. The committee reviewed the resume and applications for each. He noted, the Board Committee appointments are reviewed based on the candidates preference, then appointed by need.

Governance Board candidate Application and Resume

The application and resume for Ms. Jennifer Muntz, Mr. David Hill and Mr. Rick Ely were posted to the BFP Board portal in advance of the meeting. No comments were expressed during the review period.

Mr. Rodgers asked the board to entertain a motion to approve the Governance Board Member candidates and appointments to their recommended board committees.

Ms. Jennifer Muntz

Mr. Rodgers reported Ms. Jennifer Muntz is a Guardian Ad Litem and her review process has taken a bit longer to vet through. Mr. Scarpelli explained the initial conflict that has since been resolved.

Motion: Ms. Long moved to approve Ms. Jennifer Muntz for a seat on the BFP Governance Board of Directors as a community member subject to a level II background check. This was seconded by Ms. Larkin and without further discussion, the motion passed.

Motion: Mr. Doddy moved to appoint Ms. Jennifer Muntz to serve on the Board Risk Management Committee. This was seconded by Ms. Long and without further discussion, the motion passed.

Mr. David Hill

Motion: Ms. Long moved to approve Mr. David Hill for a seat on the BFP Governance Board of Directors as a community member subject to a level II background check. This was seconded by Ms. Larkin and without further discussion, the motion passed.

Motion: Ms. Long moved to appoint Mr. David Hill to serve on the Board Finance Committee. This was seconded by Ms. Larkin and without further discussion, the motion passed.

Mr. Rick Ely

Motion: Ms. Long moved to approve Mr. Rick Ely for a seat on the BFP Governance Board of Directors as a community member subject to a level II background check. This was seconded by Ms. Larkin and without further discussion, the motion passed.

Motion: Ms. Long moved to appoint Mr. Rick Ely to serve on the Board Recruitment Committee. This was seconded by Mr. Doddy and without further discussion, the motion passed.

Board Committee Roster

The Board Committee Roster was posted to the BFP Board Portal in advance of the meeting. No Comments were expressed during the review period.

Members reviewed the Board Committee Roster and approved the changes as presented.

Motion: Mr. Rodgers moved to approve the Board Committee Roster with the recommended changes as presented. This was seconded by Mr. Doddy, and without further discussion, the motion passed.

Board Marketing Committee: Ms. Larkin, Committee Chair reported the committee met on March 20 and discussed the Action Plan and Outreach efforts to include video's and marketing efforts for the Gala, LGBTQ initiatives and reviewed the social media analytics for each platform.

Discussions ensued regarding the average media campaigns on the social media platforms and low followers. Committee members would like to see more involvement through community engagement; who we are, what we do, and sharing stories.

Motion: Mr. Doddy moved to adjourn. This was seconded by Mr. Rodgers.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Brevard Family Partnership Board of Directors on May 25, 2023.