



BOARD OF DIRECTORS  
SPECIAL BOARD MEETING

April 5, 2023  
Minutes

**Attendees:** Storm Doddy, Board Vice Chair, Mr. Eric Austin, Board Treasurer, Mr. Dan Rodgers Brevard C.A.R.E.S. Board Advisory Chair, Bishop Clark, Ms. Felicia Prince, Sean Kostelnik, BFP Foundation Advisory Board Chair

**Absent Members:** Ms. Stephanie Larkin

**Others in Attendance:** Mr. Phil Scarpelli, President and Chief Executive Officer BFP Family of Agencies, Ms. Laurie-Anna DeGennaro, Board Liaison, Mr. Don Johnson, CFO BFP Family of Agencies

Mr. Doddy opened the April 5, 2023 Special Board Meeting and thanked everyone for attending the meeting on such short notice.

Mr. Doddy shared the purpose of this special meeting is to discuss the repositioning of BFP Governance Board of Directors Officer position.

Mr. Scarpelli reported that Ms. Long, BFP Governance Board Chair resigned effective March 28, 2023. Mr. Scarpelli noted that he called each board member to discuss in advance of this meeting.

Discussions ensued regarding the succession plan and Mr. Doddy indicated that he is unable to advance into the Board Chair role at this time due to his pressing commitment to his family. He noted under these circumstances he would prefer to remain as the Board Vice Chair and revisit the succession plan at the end of the vacancy term January 2025.

Mr. Doddy opened the floor discussion regarding the Board Chair vacancy. He then nominated Mr. Dan Rodgers to serve as Chair due to his tenor on the board and for his experience currently serving as the Chair on the Brevard C.A.R.E.S. Advisory Board. He then recommended Mr. Austin to remain in the Treasurer position; which is a vital role for the organization.

Mr. Scarpelli proposed in lieu of the Chair position Mr. Rodgers may also serve as the Board Treasurer since the Officer position serves on both the BFP Board Executive Committee and the Board Finance Committee.

Mr. Rodgers shared he would like to do what is in the best interest of the company. He is fine with either the Chair or Treasurer position.

Mr. Austin noted he is willing accommodate the board's desire and remain in the Treasurer or serve as the Chair.

Ms. Prince reported she attended a Board Governance workshop and learned the Treasurer is a vital part of the organizations financial position and would like to keep Mr. Austin in that role.

Bishop Clark reported that he would like to remain with the existing succession plan and advance Mr. Doddy into the Chair role. He noted Mr. Doddy has proven he is more than capable of serving as the Chair.

Mr. Kostelnik reported he agrees with Bishop Clark and would like to see Mr. Doddy move into the Board Chair Role.

Mr. Doddy clarified that at this time, due to family commitments, he cannot take on the Chair position, however he is more than willing to support the board in any capacity and to assist with presiding over meetings in the absence of the Chair.

Mr. Rodgers clarified that he would like the position to remain with the existing two-year term ending January 2025.

Discussions ensued regarding Mr. Austins experience with overseeing the financials and members would like to see him remain as the Treasurer position and whether there were any other suitable prospects. Mr. Scarpelli clarified that discussion centered on the succession plan with advancing Mr. Doddy and Mr. Austin, and there are no other candidates other than Mr. Rodgers who can step into either role at this time.

Mr. Doddy asked for the board to entertain a motion to appoint Mr. Rodgers to serve as the BFP Governance Board Chair through the existing term ending January 2025, to serve on the Board Executive Committee and the Board Finance Committee, and Mr. Austin will remain as the Treasurer through his term ending January 2026 and to remain on the Board Executive Committee and Board Finance Committee.

Motion: Ms. Prince moved to appoint Mr. Rodgers as Chair of the BFP Governance Board through the existing term ending January 2025, to serve on the Board Executive Committee and the Board Finance Committee, and Mr. Austin will remain as the Treasurer through his term ending 2026 and to remain on the Board Executive Committee and Board Finance Committee. This was seconded by Mr. Kostelnik and the motion passed.

Mr. Doddy asked if there were any other board business to discuss.

Mr. Austin reported the Board Finance Committee met to review the CEO's compensation and benefits, then explained the CEO employment agreement. He noted that the CEO evaluation for 2021 was inadvertently overlooked. Mr. Austin asked members to consider the following:

- An 8.5% compensation increase retroactive to July 1 2022.
- Disburse a \$15,000 Retirement Contribution.

Mr. Austin asked the board to entertain a motion to approve the aforementioned CEO compensation and benefit.

Motion: Mr. Doddy moved to implement an 8.5% salary increase retroactive to July 1, 2022, disburse a \$15,000 Retirement Contribution as recommended by the Board Finance Committee. This was seconded by Mr. Rodgers and the motion passed.

Motion: Ms. Prince Motioned 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.