



BOARD OF DIRECTORS  
Offsite Strategic Planning Session  
April 25, 2019  
Minutes

**Attendees:** Mr. Eric Smith, Board Chair, Ms. Barb Loftus, Board Vice Chair, Ms. Ruth Long, Treasurer, Mr. Mark Peterson, Ms. Andrea Betting, Mr. Rob Cramp, Mr. Storm Doddy

**Members Absent:** Ms. Jean Bandish and Ms. Catherine Wright

**Others in Attendance:** Mr. Phil Scarpelli, CEO, Ms. Valerie Holmes, ED BFP, Ms. Laurie Anna DeGennaro, Board Liaison

Mr. Smith opened the meeting, welcomed and thanked everyone for attending the April 25, 2019 off site Strategic Planning Session. He then asked all to state their names for the record.

Mr. Smith reminded members that if anyone had a real or perceived conflict of interest to please complete the Conflict of Interest form (available at the meeting). None were submitted.

Carver's Governance Model for Nonprofit Organizations

Mr. Smith indicated the session is more of a workshop with the intent to return to the fidelity of the Carver's Governance Model and any input, observations and governance policy clarification is welcome by all.

He then proceeded to provide historical background on the formation of Brevard Family Partnership byway of the legislative decision to privatize the child welfare system of care through a lead community based care agency. He then spoke about the founding board, three of which were county appointees, and their decision to adopt the Carver Governance Model to execute the vision and mission of the agency through policy setting and strategic planning, affording staff to focus on implementing a comprehensive, integrated community-based system of care.

Mr. Smith stated, looking at the Governance Policies, the board has strayed away from the guiding governance principles and noted the board must agree to no "hybrids" and return to the fidelity of the Carver's Governance Model.

Mr. Smith shared members may keep the binders provided which contain documents referencing the Carver's Governance Model and Governance Policies. He then reviewed the Carver Governance Overview/ History and shared the following important components of the model:

- Board Speaks with One Voice
- Board Governs itself, NOT Operations
- Board Governs Relationship with CEO
- Board Sets, Reviews Ends (goals)

- Board Sets, Reviews Means Limitations
- CGO – Chief Governance Officer (Board Chair) converses Regularly with CEO
- CEO Established Metrics to Demonstrate Completion of Ends
- CEO is evaluated on Accomplishing Ends within Means Limitations

Ends: Brevard Family Partnership will protect children, strengthen families and change lives through the prevention of child abuse and the operation and management of a comprehensive, integrated community-based system of care for abused abandoned and neglected children and families.

Discussions then ensued regarding the county appointments for three members to serve on the BFP Board and the board may elect up to 12 members not to exceed 15 board members at any given time. Mr. Smith noted the appointees are not limited to board officers.

Mr. Smith then reviewed questions and answers he pulled from the Carver Website:

- Should Board Meetings exclude staff including the CEO?  
No, there is rarely a reason to meet without the CEO or some staff present relevant to the information presented, however staff are not an integral part of board meetings.
- What board member behavior be considered sabotage?  
The Board speaks as one voice; when a vote is taken and collectively approved and a member who does not agree with the vote proceeds to reach out to members to support their opinion. Mr. Smith stated it is imperative that the board operate in a trust worthy manner.
- How can the board speak with one voice when members disagree?  
Carver's Governance Model supports; should a member not agree with a vote, while they disagree they disclose input was considered, the process was fair and transparent. Further, its important that the CEO has clear guidance on the decision that the board has made.
- How is the agenda developed?  
The Board agenda is developed by the board through the Board Chair and Liaison; members may add items with Board Chair and CEO input and review.

Ms. Loftus asked for discussions on the Florida Sunshine Law.

- Why give a lot of authority to the CEO?  
It's to the board's advantage that the CEO have as much authority as the board can prudently grant him or her. Mr. Smith indicated historically, the success of BFP was because of the power of authority granted to the CEO. The authority granted to the CEO is granted by the board collectively; not by the Board Chair. It is to the board's advantage that the CEO be successful. The amount of authority given to the CEO is only limited by the board's own need to be accountable to the ownership and before the law. But since it is the board deciding how much authority to give, setting the limits, and defining success, the CEO is always less powerful than the board.

- Doesn't Policy Governance require a great deal of trust in the CEO?  
Policy Governance does not require more trust than board practices; it actually requires less. The more substantial trust issue in organizations is for the CEO to be able to trust the board. Policy Governance not only addresses CEO trust issues, but requires board behavior that is trustworthy.

Mr. Smith then spoke about the CEO and Board Members selecting certain staff to attend board meetings and indicated that staff should not attend board meetings unless their specific opinion is needed. Board meetings belong to the board and not to the CEO or Staff and nothing should cloud that distinction.

- Is it true that board members cannot talk to staff?  
Board members cannot provide direction but may speak to staff.
- Staff are the most critical ingredient in success, why shouldn't the board have a hand in their selection?  
Accountability is maximized when as many of the factors of production as possible are in direct control of the CEO, i.e. Hiring and Firing of Staff.

Mr. Smith concluded by saying that board meetings are not meant to provide historical achievements, accolades, reports with facts and figures that do not require board guidance; but rather to seek the wisdom and guidance from the board to address agenda items that enforce the strategic direction of the mission and vision of the agency.

Discussions ensued regarding whether staff may approach board members on Whistleblowing matters; HR 2805 Employee Grievance Policy refers to BFP GOV 011 Governance Model Policy and accounts for staff approaching board members when (a) the HR internal grievance procedure has been exhausted and (b) the employee alleges that either a Board Policy has been violated to his or her detriment or a Board Policy does not adequately protect his or her human rights.

Board members agreed it would be helpful if they were made more aware of pertinent issues that surface especially if they are in alignment with the Governance Policies and within the Florida Sunshine. Mr. Smith then suggested when conducting meetings where staff are not present, record the session, provide the recording to the Board Liaison to transcribe after the outcome for the subject has been determined.

Action Item: Ms. Grier will present Board Members with an overview of the Sunshine Law in the near future.

Action Item: Ms. DeGennaro will put together a quick summary sheet of the do's and don'ts under Sunshine.

Mr. Smith concluded discussions on the Carver's Governance Model and extended a 10 minute break.

Mr. Smith began the second part of the session with reviewing GOV 011 Governance Model and GOV 004 Succession planning. Members reviewed the policies and agreed that the CFO will report to the BFP Executive Director and the following motion was made:

**Motion:** Ms. Long moved to approve GOV 004 as presented where the BFP Executive Director will be the successor to the CEO in the event of a planned or unplanned departure. This was seconded by Mr. Cramp and the motion passed unanimously.

Members then discussed the 35% rule and how that may affect the future intent of subsidiaries and their role as supporting or independent entities and whether the GOV 011 for the subsidiaries should be modified to reflect that the ED's report to the CEO. Members collectively agreed to keep the subsidiary bylaws as they currently stand until legislatures make a decision on the 35% rule. At which time, the BFP Board will clarify the expectations of each subsidiary.

The board then discussed the BFP ED role reporting to the BFP Board and to the CEO. The board decided that the BFP ED would officially report to the CEO and GOV 011 will be edited to remove the BFP ED from reporting to the BFP Board of Directors

**ACTION ITEM:** The policy will be presented with track changes for board members to review at the May meeting.

Members then discussed Article V- Officers Section 5.07 of the BFP bylaws and agreed to strike (c) Secretary from the bylaws as this position has never been filled. Mr. Smith noted that the duties have been charged by the board and CEO to the Board Liaison.

**Motion:** Ms. Loftus moved to strike Section 5.07 (c) Secretary from the family of agencies bylaws and present the bylaws with track changes for the board to review at the May Board meeting. This was seconded by Mr. Cramp and the motion passed unanimously.

Mr. Smith asked if there were any other Governance Policies that need to be discussed. Ms. DeGennaro reported the family of agencies are currently reviewing all policies and procedures to include Governance Policies.

**ACTION ITEM:** Mr. Smith requested Governance Policies be reviewed for inconsistencies across the family of agencies and present them to the BFP Board with track changes for review, in increments of four or five at a time. The first four will be presented at the BFP May Board meeting.

### Personal and Collective Goal Setting

Mr. Smith then spoke about goal setting and reminded board members the collective annual goal of \$30,000 was set at the January Annual Board Business meeting and will run on a calendar year from January to December. Mr. Smith also noted it's important for board members to personally pledge at least \$1.00 to show 100% board participation for grant applications; personal pledges will also role into the collective annual goal.

**ACTOPM ITEM:** Quarterly, beginning with the May Board Meeting, members will receive a private report of personal donations made towards their personal goal along with tracking the monies received against the collective goal with personal contributions applied anonymously.

### Board Recruitment

Board discussions ensued regarding thoughtful board recruitment to meet demographics and skillset needs. Mr. Smith then explained the governance board recruitment process exercised through the Board Recruitment Subcommittee. He then stated all must be mindful not to communicate acceptance until the full board has approved the candidate and subject to clearing a background screening.



Mr. Cramp suggested adding the recruitment process as part of the marketing strategy. Discussions then ensued regarding communications out in the community and what the agency does and pursue the business community, i.e. Banker, County representative.

**ACTION ITEM:** Members requested a one-time joint meeting in June with the Marketing & Donor Relations and Board Recruitment Subcommittees to review current Board Member Skills Worksheet to determine the demographic need on the board.

Mr. Scarpelli reported he has two candidates he would like to submit to the Board Recruitment Subcommittee.

Mr. Smith suggested staff members serving on community boards may recruit for the BFP and Subsidiary Boards based on demographic need determined at the joint meeting.

### Public Comments

No one was present

**Motion:** Ms. Betting motioned to adjourn. This was seconded by Mr. Cramp and the motion passed unanimously.

Respectfully Submitted,

Laurie Anna DeGennaro  
Board Liaison

Approved by the Brevard Family Partnership Board of Directors at the May 23, 2019 Board Meeting.