



BOARD OF DIRECTORS MEETING

April 23, 2020

Minutes

Meeting Held By Teleconference Due to COVID-19 Restrictions

Attendees: Ms. Barb Loftus, Board Chair, Ms. Ruth Long, Board Vice Chair, Mr. Eric Austin, Board Treasurer, Mr. Rob Cramp, Mr. Dan Rodgers, Mr. Storm Doddy, Ms. Jean Bandish, Ms. Eleanor Erdogan, Mr. Carlos Assemany, Dr. Rosanna Malbran.

Members Absent: 100% participation

Others in Attendance: Mr. Phil Scarpelli, CEO, Ms. Laurie-Anna DeGennaro, BFP Liaison, Dr. Valerie Holmes, Vice President of Operations, Ms. Kelly Swartz, Chief Legal Officer, Mr. Don Johnson, Chief Financial Officer, Dr. Britt Swain, DCF, Mr. Ernest Jones, IMPOWER, Ms. Katie Guemple, Family Allies, Ms. Kathryn Parker, Brevard C.A.R.E.S., Ms. Tracy Pellegrino, NCFIE

Ms. Loftus, opened the meeting, welcomed, and thanked everyone for attending the April 23, 2020 Board of Directors Meeting and a roll call was taken.

Motion: Mr. Doddy moved to approve the April 23, 2020 Agenda. This was seconded by Mr. Cramp and the motion passed unanimously.

Ms. Loftus 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 expressed.

Public Comments: No public comments were made.

Motion: Ms. Long moved to approve the February 27, 2020 Board Meeting Minutes. This was seconded by Ms. Erdogan and the motion passed unanimously.

Motion: Mr. Rodgers moved to approve the March 11, 2020 Special Board Meeting Minutes. This was seconded by Mr. Cramp and the motion passed unanimously.

Board Announcements

- Ms. Loftus introduced new Board Member Mr. Carlos Assemany. Mr. Assemany provided his background in Wealth Management for Bank of America, background while in California and shared his passion to help children.
- Ms. Loftus introduced Dr. Rosanna Malbran, Board Chair for NCFIE. Dr. Malbrán a physician-scientist in Pulmonary Diseases provided her background in community health, shared her passion for community outreach and is looking forward to working with NCFIE

Auditors Presentation

Mr. Ed Moss shared his firm is out of Orlando and they provide Auditing services for several CBC's and Non-Profits in Central Florida. He reported he met the Finance Committee on March 13, 2020 to provide an overview of the Audit. He then directed members to the audit and reported as follows:

- The Independent Auditor's Report reflects the best rating that can be achieved.
- Cash balance was within the normal range.

- Reviewed the Consolidated Notes, with and without donor restrictions.
- The accounting pronouncements listing all the changes were reviewed. Effective June 30, 2020, a change will be made on how Deferred Revenue will be recorded as noted on page 11.
- Reviewed Assets (Grants) with Donor Restrictions and Assets released from donor restrictions as expenses were incurred.
- Lease Commitments for FY ending 2020, 2021, 2022 and 2023 were reviewed.
- Reviewed Liquidity and Availability of Resources showing that the organization's financial assets available within one year of the statements of financial position date for general expenditures noted on page 19.
- The Internal control report summary was reviewed and reported the following:
 - All state and federal programs are compliant with the state and federal statutes; best report that can be achieved.
 - Financial Statement Audit reported a material weakness with month end closing procedures and bank reconciliations.
 - The organization is following its accounting policy to properly close its books and prepare bank reconciliations monthly and expects to be fully caught up by year end.
 - The finding associated with timeliness of closing procedures and bank reconciliations will be removed after two years with no subsequent findings.
- Auditors Letter to the board of directors reports no written disagreements working with the agency along with a brief explanation of the findings.

Family Allies Audit

- The Independent Auditor's Report reflects the best rating that can be achieved.
- All state and federal programs are compliant with the state and federal statutes; best report that can be achieved
- Financial Statement Audit found a material weakness with In-kind revenues and expenses accrual and they have been corrected:
 - Financial Statement Audit reported a material weakness with month end closing procedures and bank reconciliations.
 - Administrative Overhead: revenue allocation between programs and general administration has increased from the prior year.
- The organization is following its accounting policy to properly close its books and prepare bank reconciliations monthly and expects to be fully caught up by year end.

Discussions ensued regarding the critical state of the Finance Departments due to staffing issues, and the great efforts made by Mr. Johnson and his staff; working long hours to recover deficiencies.

Discussions ensued regarding Mr. Johnsons report on carry forward monies and the allocation of funds.

Consent Agenda

Board Reports were posted to the BFP Board Portal for board members to review in advance. No comments were expressed during the review period.

Motion: Mr. Rodgers moved to approve BFP, Brevard CARES, and Family Allies Board Reports under the Consent Agenda. This was seconded by Mr. Cramp and the motion passed unanimously.

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 provided the following brief:

- COVID-19 Impact: The Family of Agencies has been in full teleconferencing, Zoom and team conferencing since the Governor's mandate.
- The agency continues to work with DCF, FCC and distributors to provide protective equipment to staff. Mr. Scarpelli thanked Dr. Malbran for making masks and sanitizers for the Family of Agencies frontline staff.
- BFP developed a dashboard containing daily data sheets regarding COVID-19's impact on our workforce and foster community and its shared weekly with DCF.
- Extensive communication and information sharing are made with our funder, providers, foster and adoptive families and staff through weekly video conferences and real time Q and A posted to BFP's website within 24 hours.
- Mr. Scarpelli shared the number of reported exposures and was pleased to report no staff, no children and their caregivers were tested positive.
- Family Allies continues to monitor cases and were able to reunify 15 children with their families, close 79 cases, and 33 adoptions since March.

NCFIE BOARD REPORT

The NCFIE Board report was posted to the BFP Board portal for members to review in advance of the meeting. No comments were expressed during the review period. Ms. Pellegrino provide the following:

Current Contracts

Project/location	Start Date	End Date	Revenue amount	Notes
Embrace Families/Sunshine	7/1/19	12/31/20	\$73,751	Non-renewing
Eckerd Connects- CARES model	9/1/2019	8/31/2020	\$146,212	May potentially be renewed or extended due to delay as a result of COVID-19
Heritage Behavioral Health Decatur, IL	April 27, 2020	May 1, 2020	\$22,500 + travel	Training only- postponed until travel ban is lifted. <i>Certification costs not included</i>

I. Pending Projects

Project/location	Start Date	End Date	Revenue amount	Notes
Children's Mental Health SAMHSA grant (<i>Brevard County grantee</i>)	September 2020	September 2024	\$900,000/year	\$4mil for 4 years, funds for NCFIE and System of Care.
Lutheran Services of America- Ohio Expansion	? 2021		To be negotiated (\$241,000/year)?	10 counties, (\$15,000 licensing fee ongoing)
Lutheran Services of America- 3 other states potential	? 2021		To be negotiated	
Puerto Rico Training			\$26,100	Training + travel. <i>Certification costs not included</i>
Jewish Family Services – San Diego County- Family Support Liaison Program Application			To be negotiated	Adopting the CARES model for their application submitted 3/19/20
GRANT- DCF Substance affected Infants and their families	7/1/2020	6/30/2021	\$294,000	\$28,400 for FOA; remainder contracted with Ounce of Prevention Fund of Florida and United Way of Brevard for Healthy Families Brevard. <i>Submitted 4/16/20</i>

NCFIE has 50 students in the certification process. Ms. Pellegrino is working with Mr. Johnson to develop a budget to include hiring a Full Time Employee to assist with student certifications and projects.

Dr. Malbran reported she is looking forward to collecting National Data and working with Mr. Johnson on the anticipated revenues generated from pending grants and contracts. The center will continue efforts to expand funding resources.

Data Report

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

Dr. Holmes reported scorecard measures 2, 3, 10 are slightly under target. Workplans are in place to ensure up to date and real time practices are in place to remedy the slight deficiencies. Measure 10 is attributed to COVID-19; Restricted to emergency medical appointments only. Red Measure 7 is data collected and reported over a 12-month period. Real time data shows 220 reunifications and of that 15 re-entered care. The service delivery gaps are under review to identify resources to remediate the deficiencies and target areas needing supports.

Financials

The March Financials along with the Supplemental Narrative were posted to the BFP Board Portal for members to review in advance of the meeting. No comments were expressed during the review period.

- Mr. Johnson reviewed the Supplemental Narrative that addressed the statement variances. He was pleased to report March closed on April 3 and efficiencies have improved.
- Mr. Johnson has applied for the Stimulus Package for the Family of Agencies and is waiting on a response.

Board discussions ensued regarding the level of detail reported on documents submitted by Mr. Johnson in response to his follow-up Action Items and commended him the long hours he and his staff committed to bring the bank reconciliations current and for implementing efficient practices for closing out the month promptly.

Governance Review Committee

Ms. Loftus, Committee Chair reported the committee convened on April 21 and was formed to review the Bylaws and Governance Policies as a COA annual requirement. A charter was developed to identify the committee objectives which will be reviewed later on the Agenda, along with GOV 211 Legal Entity, GOV201 Signatory Authority, and GOV 006 Board Recruitment Policies. She noted this year the committee has taken on a special project to review the CEO Goals and Objectives and suggests beginning with the 2021 Evaluation the CEO PE and Goals and Objectives be assigned to the Board Executive Committee whose members consist of the Board Chair, Board Vice Chair, Board Treasurer.

Board Risk Management Committee

Ms. Loftus, Committee Chair reported the committee met on April 27 and decided to retire the FFPSA standing agenda item; the Agency has a good handle on the implementation and unless any major changes occur there is no need monitor the activity.

Discussions ensued concerning COVID-19 and the impact on children who go unreported for child abuse or neglect. Suggestions were made to seek input from GAL's as an additional resource to strengthen communication with children and families. BFP and case management are in close contact with clients as well as emancipated and IL youth to ensure they feel supported and are aware of the available programs and community resources.

Marketing and Philanthropic Committee

Mr. Cramp, Committee Chair reported the committee has not met since February and is scheduled to meet in May.

New Business

Ms. Loftus asked if the agenda items under new business can be re-arranged. Ms. DeGennaro indicated the items may be reorganized as they are not publicly posted.

Ms. Loftus requested to move the last five new business Items to the top of the order.

Ms. Loftus reported COA requires that the existing policies be updated with the current Board Chair and CEO signatures. She recommended they be converted as they currently stand with or without non-material changes and the Governance Committee will review them at the monthly Governance Committee meetings.

Motion: Dr. Malbran moved to approve to convert the existing Board Governance Policies to the current Board Chairs and CEO signatures with the understanding they will be reviewed at the Board Governance Committee as part of COA requirements. This was seconded by Ms. Long and the motion passed unanimously.

Mr. Cramp asked to rename the Marketing and Donor Relations Committee to the Marketing and Philanthropic Committee to be more in alignment with the committee's initiatives.

Motion: Mr. Rodgers moved to rename the Marketing and Donor Relations Committee to the Marketing and Philanthropic Committee. This was seconded by Ms. Bandish and the motion passed unanimously.

Motion: Dr. Malbran moved to approve Mr. Storm Doddy to serve on the Board Finance Committee. This was seconded by Mr. Cramp and the motion passed unanimously.

Motion: Mr. Rodgers moved to approve the Board Committee Roster as presented. This was seconded by Mr. Doddy and the motion passed unanimously.

Board Members reviewed the 2020-2021 Board Annual Calendar updated with BFP community activities.

Motion: Mr. Cramp moved to approve the 2020-2021 Board Annual Calendar as presented. This was seconded by Ms. Bandish and the motion passed unanimously

Ms. Loftus asked to move the CEO objectives to the May 28, 2020 Agenda under Unfinished Business.

Motion: Ms. Long moved to approve the CEO goals objectives be moved to the May 28, 2020 Agenda under Unfinished Business. This was seconded by Mr. Cramp and the motion passed unanimously

Ms. Loftus, Board Governance Review Committee Chair reviewed the GOV 211 Legal Entities with the recommended track changes to include COA requirements.

Motion: Dr. Malbran moved to approve GOV 211 as presented. This was seconded by Mr. Rodgers and the motion passed unanimously.

Ms. Loftus, then reviewed the GOV 201 Signature Authority with the recommended track changes to remove Board Members signature authority and increasing signatory thresholds for the CEO and CFO as presented.

Discussions ensued regarding the dual control conflict with the board having approval authority over the budget and signatory authority to disburse funds. The members agreed to separation of duties; remove board member signatory authority with the requirement that the CEO seek board approval for contracts and disbursement at \$250,000 or above before committing to the transaction and requiring CEO and CFO dual signatures on any disbursements of funds at \$500,000 and over.

Motion: Mr. Cramp moved to approve GOV 201 Signatory Authority as presented. This was seconded by Mr. Rodgers and the motion passed unanimously.

Ms. Loftus presented GOV 006 Board Recruitment and noted the material change in COA requirements.

Motion: Dr. Malbran moved to approve GOV 006 Board Recruitment as presented. This was seconded by Mr. Cramp and the motion passed unanimously.

Ms. Loftus then reviewed the Board Governance Committee Charter and noted she would like to shift the CEO Performance and Goals and Objectives to the Board Executive Team beginning with the 2021 evaluation.

Motion: Mr. Rodgers moved to approve the Board Governance Review Committee Charter as presented. This was seconded by Mr. Cramp and the motion passed unanimously.

Mr. Scarpelli provided an overview of the Strategic Plan Goal 1.2 Increase resources from alternative sources

- Improve service continuum by enhancing external resources Increase
- Develop Annual Donor Relations and Philanthropy Plan that includes identifying new fundraising plans
- Re-establish external funding expectations (new targets based on changes to fund raising approach / events)
- Monitor local, state, and federal grant opportunities
- Identify opportunities for funding to support innovative practice and organizational development Improve service continuum by enhancing external resources
- Amount of revenue and contributions to diversity funding and identify other funding sources than DCF contract
- Generate at least \$50,000 annually that will contribute towards green money/non-gov funding

Board discussions ensued regarding revenue regeneration through engaging the community to develop relationships and sharing stories to promote legacy giving to advance the lives of children. Mr. Scarpelli shared, there is an opportunity to revisit how business is conducted; using virtual conferencing platforms to stay united and connected with internal and external communications.

The next meeting is scheduled for May 28, 2020 and will be remote until the CDC and Governor lifts social distancing and the Stay at Home Order.

Board members received Kudo's for having 100% participation.

Motion: Mr. Cramp moved to adjourn. This was seconded by Mr. Doddy and the motion passed unanimously.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Brevard Family Partnership Board of Directors on May 28, 2020.