



BOARD OF DIRECTORS MEETING

May 28, 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. Carlos Assemany, Dr. Rosanna Malbran.

Members Absent: Ms. Eleanor Erdogan, Ms. Jean Bandish, Mr. Storm Doddy

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

Mr. Scarpelli reported Ms. Erdogan is not feeling well and will not be in attendance.

Ms. Loftus, opened the meeting, welcomed, and thanked everyone for attending the May 28, 2020 Board of Directors Meeting and a roll call was taken.

Motion: Mr. Eric Austin moved to approve the May 28, 2020 Agenda. This was seconded by Ms. Long 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: Mr. Rodgers moved to approve the April 23, 2020 Board Meeting Minutes. This was seconded by Mr. Assemany and the motion passed unanimously.

Staff Retention and Satisfaction Survey

The BFP, Brevard C.A.R.E.S. and Family Allies Staff Retention and Satisfaction Surveys and the Berkshire Associates Affirmative Action Audit Letter were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Ms. Hernandez reviewed the surveys as presented.

BFP

Discussions ensued regarding the DCF contract and whether salary increases are included in the annual contract performance provisions. Dr. Swain reported DCF's intent is to encourage CBC's to reduce Administrative overhead Cost to ensure the contract dollars are maximized for scope of services.

Ms. Hernandez reviewed the Berkshire Associates Audit letter and clarified the deficiency noted; BFP did not meet the utilization goal for Individuals with Disabilities or the hiring benchmark for Protected Veterans: During the onboarding process and on an annual basis voluntary disclosures are issued and to date no responses have been submitted by recipients reporting on the aforementioned.

Brevard C.A.R.E.S.

Discussions ensued regarding the high satisfaction rate; yet the turnover is high. Dr. Holmes reported turnover rates are reported monthly using DCF's reporting criteria that does not factor in staff promotions, reclassing of positions, or movement within the family of agencies.

Family Allies

It was noted on page three the columns for 2019 and 2018 were in reverse.

The board found the survey results favorable across the family of agencies.

Board Announcements

- Ms. Loftus reminded board members the importance of each member pledging a personal amount according to their ability and in accordance with the Board Donation Policy as it opens opportunities to apply for state and federal grants. The agency is looking for 100% participation to show the boards commitment to the vision and mission of the agency.
- The Board Governance Action items will be addressed under agenda item New Business

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:

- In collaboration with the Department of Children and Families Brevard Family Partnership was awarded \$294,000 to contract with Ounce of Prevention Fund of Florida and the United Way of Brevard for Healthy Families Brevard. Mr. Scarpelli commended Tracy Pellegrino for taking the lead in representing BFP and the family of agencies.
- Covid-19 – The workplan to transition back to the workplace is scheduled for early June. Staff will be staggered in to ensure the safety and well-being of the workforce.

- All four facilities have been sanitized and equipped with Personal Protective Equipment. The family of agencies will continue operate within the guidelines of social distancing along with the mandatory use of PPEs by all staff meeting with children and families.
- Mr. Scarpelli thanked members for contributing handmade masks and sanitizers for staff.

Board Members commended Mr. Scarpelli and the family of agencies for their exemplary efforts maintaining service delivery, contract performance, while keeping moral high across the continuum of care.

- Mr. Scarpelli then recapped the 35% ruling that was passed during 2020 legislative session. He assured members, in the appropriate time, the agency will partner with the community organization; Together in Partnership (TIP) to engage community involvement and work collaboratively to offer superior services across the continuum of care, in alignment with the legislative ruling and DCF approval.

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 reported as presented.

Discussions ensued regarding the increased activity on the NCFIE website attributed to visits from existing clients, Wraparound students, prospects, and viewers seeking evidence-based programs to prepare for the FFPSA implementation.

Board Data Report

The Board Data Report was posted to the BFP portal for members to review in advance of the meeting. No comments were expressed during the review period. Dr. Holmes reported the following:

- Four DCF measures 2, 3, 5, 12 are slightly under requirements; data is in lag time over a 15-month period. The two in red are attributed to COVID-19;
 - Measure 7: court proceedings terminating parental rights have been delayed
 - Measure 10: Dental Offices are not accepting routine visits; appointments are made for emergencies only.
- Real time data shows deficiencies are trending downward. The service delivery plans continue to be reviewed to remediate the deficiencies and staff are committed to working through the challenges.

Financials

The Financial Statements and Supplemental Narrative explaining the variances were posted to the BFP portal for members to review in advance of the meeting. No comments were expressed during the review period. Mr. Johnson reported on the variances as presented.

Board Committee Reports

Board Governance Committee: Ms. Loftus, committee chair reported that the committee met on May 13 to review the charter and the three policies GOV 206 Bank Accounts, GOV 207 Budget GOV 208 Accounting Practices

all in alignment with GOV 201 Signature Authority approved at the April 23 board meeting. Request for motions will be addressed under new business.

Board Risk Management Committee: Ms. Loftus, committee chair reported the committee did not meet in May.

Board Marketing and Philanthropy Committee: Mr. Rob Cramp, committee chair welcomed Mr. Assemany to committee and was pleased to share the following:

- Web traffic has increased and associated with inquiries regarding COVID-19.
- The committee continues to work on the family of agencies website redesign and integration. Rebranding efforts were retired from the agenda.
- In an effort to increase foster home capacity in Titusville, the committee is looking to identify and target a specific audience through community outreach efforts. Public Relations is working on the logistics and acquiring distribution lists for marking materials.
- The public relations department is looking into conducting the annual Gala through professional studio videos to avoid losing the initial investment required to retain a live performance site. Mr. Carlson is looking to prepare a cost analysis to be reviewed and approved by the CEO. The return on investment offers opportunities to use the videos as a marketing tool.

Discussions ensued regarding a virtual conferencing platform to display the videos, available options to make contributions, and community outreach to advertise for the specific date and time of the event.

- Mr. Cramp then shared Mr. Assemany suggested a telethon through a local TV station. Public Relations in looking into the logistics and cost associated with the event and will present to the CEO for review and approval.
- Mr. Assemany then spoke about a foundation he developed while in California. He shared the importance of setting up a foundation to separate contributions from state and federal dollars. He recommends establishing a foundation to connect the gaps within the community for support of the agencies mission to provide other services to care for children, foster families, emancipated youth, and independent living youth that may not allow the use of state and federal funds.

Board Finance Committee: Mr. Austin, committee chair shared the committee had a productive meeting; Mr. Johnson reviewed the financial supplemental narrative in great detail, reviewed the charter and discussions ensued regarding C-level executive salaries. Mr. Austin then spoke about the IRS salary guidelines for 501 (c) 3 C-level officers; CEO, CFO, CIO and recommended a policy be in place to guide the review process through the Board Finance Committee. Mr. Austin will pull data from other CBC's 990's to ensure economy of scale.

Members then reviewed the charter and discussions ensued regarding the meeting schedules; the committee will provide a monthly overview with a quarterly deep dive into the financials; quarterly review allows for a true picture of Revenues and Expenses.

New Business

GOV 206, GOV 207 and GOV 208 and the Board Risk Committee Charter, Board Marketing and Philanthropy Committee Charter, and the Board Finance Committee Charter were posted to the BFP Board Portal to review in advance of the meeting. No comments were expressed during the review period.

Ms. Loftus asked, if there are no further discussions necessary, for one motion to approve the three governance policies and one motion to approve the three board committee charters.

Motion: Mr. Cramp moved to approve GOV 206 Bank Accounts, GOV 207 Budget, and GOV 208 Accounting Practices as they were presented. This was seconded by Mr. Rodgers and the motion passed unanimously.

Mr. Cramp asked to change the Board Marketing and Philanthropic Committee name to Board Marketing and Philanthropy Committee.

Motion: Ms. Ruth long moved to approve the Board Marketing and Philanthropic Committee name change to Board Marketing and Philanthropy Committee. This was seconded by Mr. Assemany and the motion passed unanimously.

Motion: Ms. Ruth long moved to approve the Board Risk Committee Charter, Board Marketing and Philanthropy Committee Charter, and the Board Finance Committee Charter as presented. This was seconded by Mr. Assemany and the motion passed unanimously.

Ms. Loftus reminded members about the formation of the Board Governance Committee and its charge to Review the CEO Performance Evaluation, Goals and Objectives and annual review of governance polices to comply with COA requirements. By consensus, the committee agreed to move the objectives to the Board Executive Committee: Members of the committee are the BFP Board Chair, BFP Board Vice Chair, BFP Board Treasurer CEO as the Ex Officio and the Board Liaison as needed. The committee is seeking a motion to move the objectives to the Board Executive Committee and disband the Board Governance Committee.

Motion: Mr. Rodgers moved to approve to assign the CEO Performance Evaluation, Goals and Objectives and annual review of governance polices to the Board Executive Committee and disband the Board Governance Committee. This was seconded by Mr. Cramp and the motion passed unanimously.

Ms. Loftus then recapped the formation of Family Allies. She reminded members of the consultation with outside council on whether Family Allies was required to have a separate board; in their legal opinion it is not a requirement. She then shared BFP members can serve as board members for Family Allies without any additional liability or responsibility and Family Allies will be listed separately on the agenda. This would alleviate the need for dual reporting, meeting attendance, and governance, thereby lessening the administrative burden on BFP and Family Allies staff. She then shared the Board Governance Committee recommended adding Ms. Sky Beard, who currently serves on the Family Allies board to serve on the BFP Board; she holds a prominent role in the community serving as the Executive Director of No Child Hungry Florida.

Motion: Mr. Cramp moved to approve the BFP Board to assume the functions of the Family Allies Board and disband the Family Allies Board of Directors. This was seconded by Mr. Austin and the motion passed unanimously.

Motion: Mr. Cramp moved to approve adding Ms. Sky Beard, Family Allies Board member to the BFP Board of Directors. This was seconded by Mr. Rodgers and the motion passed unanimously.

ACTION ITEM: Ms. Loftus serves as the Family Allies Interim Board Chair and will contact board members to explain the BFP board's decision to disband Family Allies Board of Directors.

ACTION ITEM: Ms. Loftus will speak to Ms. Sky Beard about her interest in serving as a community member on the BFP Board of Directors.

Dr. Holmes and Ms. Guemple respectively reported Strategic Plan Goal 2.1 a Serve families and youth in the most appropriate and least restrictive setting.

- Stabilize and maintain children in relative and non-relative placements
- Continue caregiver support efforts
- Monthly caregiver information sessions
- Outreach by Caregiver Support Specialist
- Stabilization efforts by Clinical Services Specialist
- Monthly OOHC staffing's by Family Allies
- At least 66% of total OOHC population will be placed in relative and fictive kin settings

Unfinished Business

The CEO Goals and Objectives were posted to the BFP Board portal to review in advance of the meeting. No comments were expressed during the review period. Ms. Loftus dismissed the Family of Agencies staff members to include the BFP Board Liaison in order to continue with the CEO review process.

Ms. Loftus provided a brief overview of how the CEO Objectives were formulated, resulting in the draft that was presented to the board for approval. The board members recommended a few modifications, which were captured by Ms. Loftus and read back to the board prior to request for a motion to approve.

Ms. Loftus requested a motion to approve the CEO objectives with the revisions read.

The motion was made by Dr. Malbran and seconded by Mr. Eric Austin. The motion passed by consensus.

Ms. Loftus thanked the board for their time and participation and requested a motion to adjourn.

Mr. Dan Rogers motioned to adjourn, seconded by Rob Camp. The motion passed by consensus.

The meeting adjourned.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison