



## BOARD OF DIRECTORS MEETING

August 27, 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, Mr. Storm Doddy, and Ms. Sky Beard.

**Members Absent:** Ms. Jean Bandish

**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, Ms. Tracy Klinkbeil, DCF, Mr. Adam Maul, DCF, Ms. Anna Kesic, CEO IMPOWER, Mr. Ernest Jones, IMPOWER, Ms. Katie Guemple, Family Allies, Kathryn Parker, Brevard C.A.R.E.S., Ms. Tracy Pellegrino, NCFIE

Ms. Loftus, opened the meeting, welcomed, and thanked everyone for attending the August 27, 2020 Board of Directors Meeting and a roll call was taken.

Ms. Loftus requested to adjust the Agenda under Financial Board Reporting from Mr. Don Johnson to Mr. Eric Austin. The FYE June 30, 2020 were presented in draft and have been deferred to the September 2020 Board meeting. She reminded members that the board agreed to review financials on a quarterly basis and that all Financials presented to the board are final. She then asked for a motion to approve the agenda with the recommended change.

**Motion:** Mr. Cramp moved to approve the August 27, 2020 Agenda with the requested change. This was seconded by Mr. Rodgers 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.

- Ms. Loftus thanked Ms. Beard for presenting her disclosure and noted the disclosure is not affirmation of a conflict.

Public Comments: No public comments were expressed.

**Motion:** Dr. Malbran moved to approve the June 25, 2020 Board Meeting Minutes. This was seconded by Mr. Rodgers and the motion passed unanimously.

### Brevard Family Partnership Foundation Presentation

The BFP Foundation Presentation was posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Mr. Scarpelli delivered the Presentation as outline in his PowerPoint.

Ms. Loftus shared although there should be more discussions around the details, she generally agrees with Mr. Scarpelli's proposal; the Foundation aligns with the agency's plan to be more innovative and creative with philanthropy initiatives, it is the responsibility of members to invest in its communities and in the future of its children. She opened the floor for discussions.

Discussions ensued regarding the formation of a foundation or a 501(c)3. The following concerns were expressed:

- Ms. Beard generally agrees with moving forward. She shared through her experiences there are significant legal and tax obligations to forming a foundation; and offered to connect Mr. Scarpelli with other Non-Profit CEO's for positive outcomes along with the challenges and barriers associated with the startup of a foundation.

- Dr. Malbran supported the initiative; she believes the key is community engagement and getting the community to learn about who we are and what we do.
- Mr. Assemany thanked the committee who helped to prepare the proposal for Mr. Scarpelli to present to the board. He spoke about the known difficulties and obstacles and assured the board that the formation of the 501(c)3 is innovative and different from other programs. The key is to reinvest in youth through the collected resources provided by the community, find like-minded mentors who share the same passion for the success of our children. Establish connections through certificate programs and other community resources that will provide them with the skills to become productive citizens, i.e. plumbers, electricians, etc. He noted the formation of the subsidiary is going to be the hardest part and will require a lot of work during the implementation phases and will also offer many opportunities for board members to help and support. Mr. Assemany asked the board to approve the initiative.
- Ms. Swartz spoke about the legalities; Articles of Organization and Bylaws are in draft and she is preparing to complete the IRS 1023. Ms. Swartz added she conducted research on naming the foundation and a 501(c)3 may call itself a foundation in name only. She noted that if Mr. Assemany is selected as the Chair of the Board; other board members may not serve to be compliant with Florida Sunshine Laws; members may want to consider recruitment efforts within their circle of influence.
- Mr. Cramp recommended speaking with the Chair of the Brevard's Foundation Board; Theresa Grimison. He also recommended the Board Marketing and Philanthropy Committee initiatives should be driven by Mr. Scarpelli and his staff with information shared to the full board.
- Mr. Austin shared Foundations are complicated and heavily regulated. He supports the formation of the 501(c)3 for fundraising initiatives. He noted the foundation board may consist of two or more board members so long as the members do not discuss BFP Business matters. Ms. Swartz, CLO agreed.

Ms. Loftus then asked if members like to move forward with the formation of the foundation or move into a fact finding through the committee. Discussions ensued regarding forming a Foundation or a 501(c)3 and the following actions items were requested:

**ACTION ITEMS:** Ms. Swartz will provide the supporting research performed regarding the formation of a Foundation versus a 501(c)3 subsidiary in accordance with 509A IRS Code. Note: a 501(c)3 can call itself a foundation if it is formed for fundraising purposes.

**ACTION ITEM:** Mr. Doddy would like to understand the legalities behind the formation of the 501(c)3 and its model, then agrees to expedite once the data is provided to the board.

**ACTION ITEM:** Ms. Beard would like to know what the financial ramifications are to setting up a 501(c)3 foundation, the viability of sustaining the non-profit; i.e. the human capital of the lead agency to set up and support operations, along with the shared resources required; i.e. financials, marketing, etc.

**ACTION ITEM:** Ms. Loftus would like to review the questions and work with Mr. Scarpelli and Ms. Degennaro to determine the committee review process to expedite the decision to form the 501(c)3

### Board Announcements

Action Items satisfied. Ms. Loftus reminded members to send philanthropy suggestion to Ms. DeGennaro.

Ms. Loftus announced Mr. Austin has been selected to serve as the county appointee replacing Ms. Andrea Betting. She reminded members the county selects three members to serve on the BFP Board.

### Consent Agenda

The BFP and C.A.R.E.S. Board reports were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period.

**Motion:** Mr. Rodgers moved to approve BFP and C.A.R.E.S. 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 introduced Ms. Elena Scruggs, his new Executive Assistant who will be managing his schedule and calendar. He then shared Ms. DeGennaro now serves 50% of her time as the BFP Board Liaison and 50% of her time as the Community Liaison. Together, he and Ms. DeGennaro will continue to build relationships with our faith-based community and our community at large. He then provided the following overview:

- COVID-19 –The number of incidents of positive COVID remains low. Our “Return to the Office” work date continues to be suspended until further guidance from the Governor DCF Secretary and CDC.
- DCF is providing COVID-19 testing kits to CBCs around the state.
- BFP submitted the Agency’s 3% - 6% Reduction Plan to the DCF’s Secretary for 2020 – 2021 and 2021 – 2022. The reduction will not affect families, provider agencies, and staff positions.
- Mr. Carlson and Mr. Scarpelli met with Senator Debbie Mayfield to update her on the on-going challenges with COVID-19. Senator Mayfield recommended she and Mr. Scarpelli meet with incoming President of the Senate Wilton Simpson, an adopted child himself, to gain his support and awareness of the work we do to promote adoptions of the children within our system of care.
- Mr. Scarpelli and Ms. DeGennaro will continue to build community relationships using the “Open Table” model to work with at-risk children and families and further linking our efforts to collaborate with our faith community.
- Our Brevard Virtual Summit was a huge success. Participants included Representatives Spencer Roach and Patricia Williams, Attorney Candace Brower, Alan Abramowitz, the State Director of the GAL Program, Zachary Gibson, Chief Child Advocate with our Governor’s office and Kelly Swartz moderated the event.

Ms. Loftus commended Mr. Scarpelli and his staff for engaging the community to promote the mission and vision of the family of agencies.

### Board 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 of the 12 contract measures 5 are under target.

- Performance has increased for measures 2 and 7: running about 2% under target.
- Permanency Measures 5 and 6 are running about 1% under target. New service delivery enhancements and counter measures have been implemented to help remediate the deficiencies.
- Measure 10: Due to COVID-19 it will take some time to clear up the dental appointment backlog.

Ms. Loftus noted although the measurements may not be green; the results are trending in the right direction.

## Financials

The Draft June 30, 2020 Financial Statements and the 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. Austin then reported as follows:

- The financial are in draft form and are pending application of revenues
- The FYE June financials will be reviewed at the September meeting and July, August and September will be reviewed in October and quarterly thereafter.

## 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 provided an overview of her report as presented.

Ms. Loftus shared her excitement for the advancement of NCFIE and commended Ms. Pellegrino and Dr. Malbran for their efforts.

## BOARD COMMITTEE REPORTS

Board Executive Committee: Ms. Loftus shared the Executive Committee did not meet; nothing new to report.

Board Finance Committee: Mr. Austin, committee chair, reiterated the FYE financials will be available to review in September.

Mr. Austin presented the C-Suite Salary Spreadsheet and explained the methodology behind the data, and the high to low salary variances of the CEO, CFO, and COO positions retrieved from CBC websites across the state. He then shared the IRS requirements for C-Suite executives.

Mr. Austin spoke about the following:

- Annual Total Compensation package inclusive of all benefits, i.e. annual salary increases and Paid Time Off for C-Suite Executives to include CLO.
- Governance Policy for C-Suite Executive to be created to clearly define the Salary and Benefits determination process
- Board's responsibility to monitor the CEO's compensation and benefits
- Traditionally the CEO is under contract through an employment agreement.

Mr. Austin asked that the Board Finance Committee manage the process as presented.

Ms. Loftus reported the Board Executive Committee has oversight over the CEO and recommends the CEO agreement be deferred to the Executive Committee. The salary compensation and survey data will be reviewed by the Board Finance Committee and any decisions or recommendations will be presented to the full board before any action is taken.

**Motion:** Mr. Cramp moved to approve the CEO Employment Agreement be deferred to the Board Executive Committee and the Board Finance Committee will collect and analyze the salary compensation and survey data. Any decisions or recommendations will be presented to the full board. This was seconded by Dr. Malbran and the motion passed unanimously.

Board Risk Management Committee: Ms. Loftus, committee chair shared there are no major risks to report. The legislative 35% rule update is an ongoing activity; the next step is to meet with the community for their support. Due to COVID-19 there have not been regular meetings.

Board Marketing and Philanthropy Committee: Mr. Rob Cramp, committee chair provided the following updates:

- The PR team, in partnership with Foster Parent Licensing and Recruiting, will be launching a new monthly live broadcast featuring foster parents, staff, and other stakeholders to answer audience questions about fostering.
- The PR team requests that Board Members sit for a short video about why they are part of BFP and its Family of Agencies to use on social media.
- CrossFit Gym held a fundraiser for BFP and issued a check for \$3,200. Mr. Scarpelli added that BFP is looking forward to partnering with CrossFit on future activities and initiatives.
- The PR team requests that Board Members sit for a short video about why they are part of BFP and its Family of Agencies to use on social media.
- BFP needs a 4,000-5,000 SF facility between Eau Gallie Blvd., Eyster Blvd., Route 95 and U.S. 1 for our Christmas Toy Drive between Thanksgiving to Christmas to house, sort and distribute the toys given to the children in our care. The space needs to be a secure, climate-controlled location with restrooms. If Board Members know of anyone in their network that may have open, usable space, please contact Mr. Jim Carlson.

Mr. Cramp then asked members to consider appointing Mr. Carlos Assemany to Vice Chair of the Board Marketing and Philanthropy Committee and approve to appoint C.A.R.E.S Board Member Lori Huertas to serve on the committee.

9:55 Mr. Cramp left the meeting

9:55 Ms. Beard let the meeting

#### New Business

The Salary Administration Plan and companion HR2501 Total Compensation and Benefits Policy were posted to the BFP Board portal for members to review in advance of the meeting.

**Motion:** Mr. Doddy moved to approve the Salary Administration Plan and HR2501 Total Compensation and Benefits Policy as presented. This was seconded by Ms. Long and the motion passed unanimously.

#### Board Committee Roster

##### Board Recruitment Committee

**Motion:** Ms. Long moved to approve Mr. Storm Doddy to serve as the Board Recruitment Committee Chair. This was seconded by Mr. Rodgers and the motion passed unanimously.

**Motion:** By consensus, the Board moved to approve Mr. Dan Rogers to serve as the Board Recruitment Committee Vice Chair.

##### Board Marketing and Philanthropy Committee

**Motion:** Ms. Long moved to approve Mr. Carlos Assemany to serve as the Board Marketing and Philanthropy Committee Vice Chair. This was seconded by Dr. Malbran and the motion passed unanimously.

**Motion:** Mr. Rodgers moved to approve Ms. Lori Huertas, Brevard C.A.R.E.S. Board member to serve on the Board Marketing and Philanthropy Committee. This was seconded by Mr. Assemany and the motion passed unanimously.

NCFIE Prospective Advisory Board Member

Recruitment documents for Ms. Debra Cady were posted to the BFP Board Portal for members to review in advance of the meeting. No comments were made during the review period.

**Motion:** Ms. Long moved to approve Ms. Debra Cady as presented to serve on the NCFIE Advisory Board. This was seconded by Mr. Rodgers and the motion passed unanimously.

Brevard C.A.R.E.S. Prospective Board Member

Recruitment documents for Ms. Tracy Newman were posted to the BFP Board Portal for members to review in advance of the meeting. No comments were made during the review period.

**Motion:** Dr. Malbran moved to approve Ms. Tracy Newman as presented to serve on the Brevard C.A.R.E.S. Board of Directors. This was seconded by Ms. Long and the motion passed unanimously.

Ms. Loftus Adjourned the Brevard Family Partnership Board of Directors Meeting

FAMILY ALLIES BOARD OF DIRECTORS MEETING  
August 27, 2020  
Minutes

Family Allies Board Report

The Family Allies 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. Guemple reviewed her board report as presented.

Mr. Scarpelli commended Ms. Guemple for her exemplary leadership during COVID-19. Ms. Loftus commended her for addressing the sensitive issues surrounding racism.

New Business

Consent Agenda

Dr. Holmes shared she and Ms. Guemple discussed moving the Family Allies Board Report as a consent agenda item like the BFP and C.A.R.E.S. Board reports. Should the need arise to discuss Family Allies board business; it can then be added to the agenda.

Ms. Loftus reminded members that based on consultations with outside legal counsel Family Allies does not require a separate board, but it does require a governing board. The BFP Board decided to assume the functions of the Family Allies Board and since Family Allies is a separate entity it is prudent to demonstrate a separate section on the agenda to conduct Family Allies board business.



Mr. Austin agreed with Ms. Loftus, BFP is the Governing Board and is responsible for the oversight of Family Allies. He agrees with a brief Board and Financial report out under a separate Agenda; the reporting does not have to be monthly, but it does need to be substantial.

Ms. Swartz shared under the BFP Agenda the board did review Family Allies Financials and the Board Data Report which extensively pertains to Family Allies and their performance. She recommended reporting the Family Allies Financials and the Data Report under Family Allies section of the agenda.

Ms. Loftus would like to see the legal parameters showing the BFP board is functioning as the Family Allies Board.

**ACTION ITEM:** Mr. Scarpelli and his team will prepare a comprehensive proposal supporting the legal parameters of the BFP Board functioning as the Family Allies Board, in addition to reducing duplication of efforts and staff workload.

**Motion:** Mr. Austin moved to adjourn. This was seconded by Mr. Rodgers Long and the motion passed unanimously

Respectfully Submitted,

Laurie-Anna DeGennaro  
Board Liaison

Approved by the Brevard Family Partnership Board of Directors on October 22, 2020.