



BOARD OF DIRECTORS MEETING

December 10, 2020

Minutes

Meeting held by Teleconference Due to COVID-19 Restrictions

Attendees: Ms. Barb Loftus, Board Chair, Ms. Ruth Long, Board Vice Chair, Mr. Rob Cramp, Mr. Dan Rodgers, Mr. Carlos Assemany, Ms. Jean Bandish, Mr. Storm Doddy, and Ms. Sky Beard

Members Absent: Mr. Eric Austin, Board Treasurer and Dr. Rosanna Malbran

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

Ms. Loftus, opened the meeting, welcomed, and thanked everyone for attending the December 10, 2020 Board of Directors Meeting and a roll call was taken.

Ms. Jean Bandish arrived at 8:37, Mr. Carlos Assemany arrived at 8:40

Motion: Mr. Cramp moved to approve the December 10, 2020 Agenda. This was seconded by Mr. Doddy 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: Public Attendees: Ms. Anna Kesic CEO of IMPOWER, Mr. Ernest Jones of IMPOWER, Mr. Adam Maul, DCF, Ms. Melinda Bozeman. No public comments were expressed.

Motion: Mr. Cramp moved to approve the October 22, 2020 Board Meeting Minutes. This was seconded by Mr. Rodgers and the motion passed unanimously.

BOARD PRESENTATIONS

2020 Executive Summary Contract was posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Ms. Swartz provided an overview of the summary as presented.

2020-2021 Strategic Work Plan was posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Dr. Holmes provided an overview of the SWP as presented. Dr. Holmes noted the SWP has moved from a five-year goal plan to an annual plan.

Motion: Ms. Bandish moved to approve the 2020-2021 Strategic Work Plan as presented. This was seconded by Mr. Doddy and the motion passed unanimously.

New Location Presentation and the lease were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Mr. Scarpelli provided an overview of the PowerPoint Presentation illustrating the interior, exterior and square footage. Members then reviewed the lease and asked for clarification on the square footage rate; is it yearly or over the five-year term. The Board Executive Committee will conduct an in-depth review of the lease to make that determination.

ACTION ITEM: The Executive Committee will review the terms of the lease to ensure compliance with five-day review period for The CEO's signature authority for all contracts over \$250K.

Motion: Mr. Doddy moved to approve the location and the lease as presented. This was seconded by Mr. Cramp and the motion passed unanimously.

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. Cramp moved to approve the BFP and C.A.R.E.S. Board Reports under the consent agenda. This was seconded by Ms. Long 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 an overview of his report as presented and noted the following:

- The United Way fundraising campaign ran from November 6th through November 20th. The family of Agencies collectively raised over \$6,000.
- Don Gaus, the community relations representative with Telarus, the largest privately held technology services distributor in the United States, approached BFP and has offered to assist with fundraising efforts for children and families in Brevard. Mr. Scarpelli will be meeting with him and his leadership this month to begin building a long-term relationship with this organization.

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.

BOARD COMMITTEE REPORTS

Board Executive Committee:

Ms. Loftus, Committee Chair reported the committee met to the review the four governance policies to be reviewed later in agenda. Ms. Loftus then shared the CEO review process was defined last in April 2019 with the help of Insperity. Not knowing the process, HR inadvertently sent out the standard appraisal review to the Board of Directors based on the annual hire date. Ms. Loftus asked members to disregard the request. She then noted that the committee recommends moving the review period from the annual anniversary date to a FYE date with a September due date to adequately measure the CEO's goals and objectives. Ms. Loftus then noted the Board Executive Committee will be conducting Interim quarterly reviews along with the CEO's compensation package.

MOTION: Ms. Long approved moving the CEO's review period from the annual anniversary date to a FYE date with a September due date. This was seconded by Mr. Cramp and the motion passed unanimously.

Board Finance Committee:

The Financial Statement 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. Austin, Committee chair was not present. Mr. Johnson provided an overview of the supplemental narrative as presented.

Board Risk Committee:

Ms. Loftus, Committee Chair reported the committee met to review the risk assessment process and the risk mitigation plan. She then shared the pending lawsuit related to a child death was retired from the agenda as the claim has been dropped.

Board Marketing and Philanthropy Committee

Mr. Cramp, Committee Chair reported as follows:

The marketing committee is pleased to report that the number of foster homes in Titusville has increased from 9 to 34. He commended the team for their marketing efforts.

The Adoption Ceremony was held on November 20th at Space Coast Stadium. 14 youth in foster care were united with their forever families.

On December 17 Telarus Corp will be hosting a private fundraiser for BFP. The results will be reported at the next board meeting.

The Marketing Team is currently in the middle of the annual Christmas Drive, and to date have more than 300 donors.

Members recommended reaching out to storage facilities for an in-kind donation.

Foundation Board of Directors

The First Amended Foundation Bylaws was posted to the BFP Board portal for members to review in advance of the meeting. No comments were expressed during the review period.

Mr. Assemany explained that the Foundation Board of Directors met to review its bylaws to ensure that the Foundation board is governing the foundation activities. Throughout the document, the word member was replaced with board. There were no other material changes.

MOTION: Mr. Rodgers approved the first amended bylaws as presented with the recommended changes. This was seconded by Ms. Long and the motion passed unanimously.

NEW BUSINESS

GOV001 Ethics, GOV003 Auxiliary Boards, GOV004 Succession Plan, GOV005 Board Donations were posted to the BFP Board Portal. No comments were expressed during the review period. Ms. Loftus reported the Governance Policies were reviewed by the Board Executive Committee and the recommendations are as presented.

MOTION: Mr. Cramp moved to approve GOV001 Ethics, GOV003 Auxiliary Boards, GOV004 Succession Plan, GOV005 Board Donations with the recommended changes as presented. This was seconded by Mr. Rodgers and the motion passed unanimously.

Ms. Loftus reminded members to get their pledge forms in before year end. Ms. DeGennaro will send a reminder.

MOTION: Mr. Doddy moved to adjourn the BFP Board Meeting. This was seconded by Mr. Cramp and the motion passed unanimously.

Approved by the Brevard Family Partnership Board of Directors on January 28, 2021.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison