



BOARD OF DIRECTORS
ANNUAL BUSINESS MEETING
January 23, 2020
Minutes

Attendees: Ms. Barb Loftus, Board Chair, Ms. Ruth Long, Board Vice Chair, Ms. Andrea Betting, Ms. Jean Bandish, Mr. Rob Cramp, Mr. Dan Rodgers, Ms. Eleanor Erdogan and Mr. Storm Doddy.

Members Absent: Mr. Eric Austin, Board Treasurer, Ms. Catherine Wright

Others in Attendance: Mr. Phil Scarpelli, CEO, Ms. Valerie Holmes, Vice President of Operations, Ms. Laurie-Anna DeGennaro, Board Liaison, Ms. Swartz, Chief Legal Officer, Dr. Lisa Rosh, Insperity, Ms. Mandy Allen, Insperity and Mr. Bob Farrell, Insperity.

Ms. Loftus, opened the meeting, welcomed and thanked everyone for attending the Annual Board Business Meeting held offsite at the Hilton Ocean Front Hotel. She then asked all to state their names for the record.

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 complete the Conflict of Interest form (available at the meeting). None were expressed.

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

Public Comments: There were no public attendees present

Motion: Ms. Long moved to approve the December 19, 2019 Board Meeting Minutes. This was seconded by Mr. Rodgers and the motion passed unanimously.

Board Member Recognitions

Ms. Loftus and Mr. Scarpelli recognized Mr. Cramp for his dedication and commitment to the BFP Board of Directors and Board Marketing Committee. He was then awarded a 2019 perfect attendance plaque.

Board Announcements

Ms. Loftus provided an update to the CEO Performance Evaluation:

- The CEO PE was disseminated to board members for their input
- Ms. Loftus will consolidate board member input
- The preliminary PE with aggregated responses will be returned to board members for a 10-day review period.
- A separate board meeting will be arranged for the Board Chair to deliver the evaluation to the CEO.

Unfinished Business

Ms. Loftus presented the draft fourth amended bylaws with amendments recommended by the Board Governance Review Committee.

Discussions ensued regarding whether the CEO should be a voting member or Ex Officio member of the BFP Board of Directors and Board Committees.

ACTION ITEM: Ms. DeGennaro will accept all track changes, remove all comments excluding those in sections 5.01 and section 5.07 (d) addressing whether the CEO should be a voting member or Ex Officio of the BFP Board of Directors and Board Committees. Ms. Swartz will provide feedback to the questions and the Bylaws will be presented under the February Agenda Item: Unfinished Business.

Motion: Ms. Betting moved to approve the Bylaws as amended with additional questions added to sections 5.01 and section 5.07 (d) and then to be presented at the February Board of Directors meeting with further clarification. This was seconded by Mr. Cramp and the motion passed unanimously.

New Business

Ms. Erdogan, Board Recruitment Chair, requested the following motions for the Board Slate of Officers:

Motion: Ms. Erdogan moved to approve Ms. Barbara Loftus to serve as Board Chair for a 3-year term beginning January 23, 2020. This was seconded by Ms. Long and the motion passed unanimously.

Motion: Ms. Erdogan moved to approve Ms. Ruth Long to serve as Board Vice Chair for a 1-year term beginning January 23, 2020. This was seconded by Ms. Betting and the motion passed unanimously.

Motion: Ms. Erdogan moved to approve Mr. Eric Austin to serve as Board Treasurer for a 2-year term beginning January 23, 2020. This was seconded by Mr. Rogers.

Discussions: Ms. Loftus, Board Chair raised concerns regarding Mr. Austin's commitment to serves as Board Treasurer.

ACTION ITEM: Mr. Scarpelli will contact Mr. Austin to confirm his commitment as Board Treasurer.

Amended Motion: Ms. Ruth Long moved to defer the motion to approve Mr. Austin's Board Treasurer appointment to the February Board Meeting. This was seconded by Mr. Cramp and the motion passed unanimously.

Ms. Loftus asked for a motion for new board member terms:

Motion: Ms. Betting moved to approve Mr. Storm Doddy for a 2-year term beginning January 23, 2020. This was seconded by Mr. Rogers and the motion passed unanimously.

Motion: Mr. Rodgers moved to approve Ms. Eleanor Erdogan for a 3-year term beginning January 23, 2020. This was seconded by Ms. Betting and the motion passed unanimously.



Board Self-Assessment

Using a PowerPoint Presentation Dr. Holmes shared the Boards aggregated responses to their Annual Board Self-Assessment.

Motion: Ms. Betting 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 February 27, 2020