



BOARD OF DIRECTORS MEETING
February 27, 2020
Minutes

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

Members Absent: Mr. Eric Austin, Board Treasurer, Ms. Jean Bandish, Mr. Dan Rodgers

Others in Attendance: Mr. Phil Scarpelli, CEO, Dr. Valerie Holmes, Vice President of Operations, Ms. Laurie- Anna DeGennaro, Board Liaison, 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. Loftus, opened the meeting, welcomed and thanked everyone for attending the February 27, 2020 Board of Directors Meeting and asked all to state their names for the record.

Ms. Loftus asked Ms. DeGennaro to suspend recording the BFP Board Meetings. Ms. DeGennaro agreed, excluding Special and Emergency Meetings and Executive Sessions which will be scheduled by the Attorney; recording and minutes will be conducted by the appointed Court Stenographer.

Motion: Mr. Cramp moved to approve the February 27, 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 complete the Conflict of Interest form (available at the meeting). None were expressed.

Public Comments: No public comments made.

Motion: Mr. Rob Cramp moved to approve the January 23, Board Meeting Minutes. This was seconded by Ms. Long and the motion passed unanimously.

Board Announcements

Ms. Loftus reported the following:

- Board Member Catherine Wright resigned effective February 28, 2020 due to work related scheduling conflicts. She will remain on the Marketing and Philanthropic Board Committee as a consultant to Marketing.
- Action Items were reviewed, satisfied and closed.
- Mr. Scarpelli was among a select few of CEO's requested to attend an offsite event hosted by Insperity in Augusta, Georgia. Mr. Scarpelli noted he was looking forward to networking with other CEO's across the country.
- BFP CEO and Family Allies Board Members decided to postpone the Family Allies restructure until Legislatures have decided on the 35% rule.

Discussions ensued regarding the Family Allies restructure, exceeding the 35% rule and the Board converting to an Auxiliary/Advisory Board with community members.

For the record, Ms. Swartz disagreed with BFP being out of compliance with the 35% rule.

ACTION ITEM: Once a ruling is made, considerations and options for the structure of Family Allies will be presented to the BFP Full Board. Mr. Scarpelli noted he will consult with Inesperity through their Optimization program for additional board resources and opportunities.

Ms. Loftus then discussed the 2020 Collective goal, personal pledges and the importance of 100% board participation for future grant opportunities. The board agree to a collective Goal of \$22,500.

Motion: Mr. Doddy moved to approve the 2020 collective goal of \$22,500 to include personal pledges. This was seconded by Ms. Erdogan and the motion passed unanimously.

Ms. Loftus asked for a motion to approve the family of agencies board reports under the Consent Agenda.

Motion: Ms. Betting moved to approve the Consent Agenda. This was seconded by Ms. Long and the motion passed unanimously.

CEO Board Report

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

Mr. Scarpelli provided a high-level overview as follows:

- Mr. Scarpelli, staff and a foster/adoptive family with their seven children attended the annual trip to the State Capitol for the Rally in Tally event during Children’s Week. They met with several legislators to include Senators, Representative, along with representatives from our Brevard Youth Thrive Council.
- The National Center for Innovation and Excellence membership council and prospective board members met for an open “think-tank” forum to discuss board memberships, re-evaluating its mission, scope of activities and options for its entity status. The group will be meeting every two weeks for the duration of its planning period.
- He and Licensing Director Ms. LaChrista Jones co-presented at the local Northrop Grumman for an audience of thirty engineers on the prospect of fostering and adopting children. Several individuals responded favorably with an interest in taking the next steps toward becoming a potential licensed foster home.
- FCC has partnered with BFP to support the statewide Youth Thrive initiatives and facilitate replication of the Brevard Youth Thrive program model.

ACTION ITEM: Ms. Loftus asked Mr. Scarpelli to provide a data report that supports pending projects and initiatives under NCFIE. The BFP Board fully supports the strategic intent for knowledge-based innovations to support the advancement of the center.

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 reviewed scorecard measures 2, 3, 7; all relating to recidivism and reported extensive correction plans have been implemented to insure up to date and real time practices are in place. Under contractual obligations, corrective action letters were sent to the subsidiaries to address deficiencies.

Financials

The BFP Q2 Budget projections 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 reported the BFP Q2 budget includes all department projections ending June 30, 2020.
- Back of the Bill funding for adoptions will potentially be fully funded and the budget is projected to end with an upward balance.

Dr. Swain, DCF Central Region Contract Manager extended kudos to BFP's for continual efforts to successfully move children from high end and group home placements into a family setting when possible.

Discussions ensued regarding carry forward thresholds and DCF's back of the bill funding.

ACTION ITEM: Mr. Johnson will provide the board with the carry forward thresholds.

Board Committee Reports

Governance Review Committee: Ms. Loftus reported the Governance Committee has reviewed the Bylaws and GOV011 Governance Model and will propose recommendations later in the Agenda.

Risk Management Committee: Ms. Loftus reported the committee reviewed the Audit. The final audit will be submitted to the Auditors on February 28 and results will be shared with the full board at the April Board Meeting.

Marketing and Donor Relations Committee: Mr. Cramp pulled up the PowerPoint Presentation illustrating the new logo/rebranding options.

Board members questioned why the new logo and rebranding. Discussions then ensued on the benefit over the cost to rebrand, was a cost analysis performed before the design and what prompted the decision to rebrand before seeking BFP Board approval? Mr. Cramp and Ms. Betting both agreed that they were presenting to collaborate with the Board on a decision to move forward and that the intent of the new logo and rebrand is to trigger an emotional response from the donor community.

ACTION ITEM: Mr. Cramp shared for clarity purposes; he would like Ms. Julie Boynton to review the PowerPoint Presentation with the Board at the May meeting.

ACTION ITEM: Mr. Scarpelli will work with the Marketing staff and the committee for a cost analysis on the new logo and determine when the decision was made to rebrand.

ACTION ITEM: Mr. Cramp then asked to change the Marketing Committee to Marketing and Philanthropic Committee with a focus on philanthropic initiatives. He suggested that Mr. Carlson, Senior Executive of Public affairs take the lead on community initiatives.

ACTION ITEM: Mr. Cramp suggested that a year-long plan be developed by Mr. Carlson to promote the following two initiatives:

- 2020 Fostering Hope
- 2021 Stories of Strength

ACTION ITEM: Mr. Cramp asked to have Mr. Carlson trim down the BFP Annual Report to use as a Philanthropic tool; it is currently too large of a report.

Unfinished Business

Mr. Scarpelli reported he spoke with Mr. Eric Austin and confirmed his commitment to serving as the BFP Board Treasurer for a two-year term.

Motion: Ms. Erdogan moved to approve Mr. Eric Austin as the BFP Board Treasurer for a two-year term beginning February 27, 2020. This was seconded by Mr. Cramp and the motion passed unanimously.

The Bylaws and GOV011 Governance Model Policy were posted on the BFP Board Portal for members to review in advance of the meeting. No comments were expressed during the review period.

Ms. Loftus Chair of the Governance Review Committee presented the recommended changes to the BFP Fourth Amended Bylaws.

Motion: Mr. Rob Cramp moved to approve the BFP Fourth Amended Bylaws as presented with the recommended changes. This was seconded by Ms. Betting and the motion passed unanimously.

Ms. Loftus Chair of the Governance Review Committee presented the recommended changes to the GOV011 Board Governance Model Policy.

Motion: Ms. Betting moved to approve the GOV011 Governance Model Policy as presented with the recommended changes. This was seconded by Mr. Doddy and the motion passed unanimously.

Discussions ensued regarding the decision to remove the CEO from serving on the BFP Board as a non-voting and non-member to mitigate the risk of violating the Florida Sunshine Laws.

Dr. Swain confirmed that the CEO of the CBC in Central Region Circuit 18 is not a member of the Board.

New Business

Ms. Loftus presented HR2502 Total Compensation and Benefit Policy indicating it is part of the Salary Administration Plan and requires Board approval.

Motion: Ms. Long moved to approve the HR2501 Total Compensation and Benefit Policy as presented. This was seconded by Mr. Cramp and the motion passed unanimously.

Mr. Scarpelli reviewed the Community Foundations Board Endowment Fund Statement and reported a 17% increase on return on investment.

Prospective Board Members

BFP: Mr. Carlos Assemany, Vice President of Wealth Management at the Bank of America.

Mr. Scarpelli shared Mr. Assemany's background and experience in the financial industry; along with his philanthropic efforts while in California. Mr. Scarpelli asked for the board to entertain a motion for Mr. Assemany to serve on the BFP Board of Directors.

Board members discussed Mr. Assemany's interest in philanthropic initiatives. In addition to serving on the BFP board they would like to appoint him to the Marketing and Philanthropic Committee with his approval.

Motion: Ms. Erdogan moved to approve Mr. Carlos Assemany to serve on the BFP Board of Directors and on the Marketing and Philanthropic Committee with his approval. This was seconded by Mr. Cramp and the motion passed unanimously.

NCFIE: Mr. William Hubbenhorst, Consultant

Ms. Loftus presented Mr. Hubbenhorst and strongly supports his seat as he has an extensive background in Social Work and Faith Based initiatives.

Motion: Mr. Cramp moved to approve Mr. William Hubbenhorst to serve on the NCFIE Board of Directors. This was seconded by Ms. Long and the motion passed unanimously.

NCFIE: Dr. Rosanna Malbran, CARES Board Member

Ms. Loftus shared Dr. Malbran is data driven and has an extensive background in the medical and Mental Health industry and fully supports her transfer from the CARES board to the NCFIE Board.

Motion: Mr. Cramp moved to approve Dr. Rosanna Malbran to transfer from the CARES Board to the NCFIE Board of Directors. This was seconded by Ms. Long and the motion passed unanimously.

Ms. Loftus then asked members to consider changing the Board Committee name from the Audit Committee to the Finance Committee and the Board Treasurer will begin reporting the financial status to the board after consulting with Mr. Don Johnson, CFO. Mr. Austin will work with the Finance Committee and Mr. Johnson to determine the frequency of the meetings.

Motion: Ms. Erdogan moved to approve changing the Board Committee Name from the Audit Committee to the Finance Committee and the Board Treasurer will begin reporting to the Board. This was seconded by Mr. Doddy and the motion passed unanimously.

Members then discussed whether the March Meeting should be cancelled since Mr. Scarpelli and Dr. Holmes will be at a conference in Washington DC. Members decided to keep the appointment for a limited agenda in the event the Marketing and Philanthropic Committee meets and may need to present the Brand/Logo to the full board.

Motion: Ms. Betting moved to approve keeping the March meeting in the event the Marketing and Philanthropic Committee needs to present to the full board. This was seconded by Ms. Long and the motion passed unanimously.

Ms. Parker reported on Strategic Plan 1.1 Excel in financial stewardship

(a) Maximize utilization of available funding sources

- Increase Medicaid billing
 - Monitoring
 - Management and outcome reporting
 - UM & CQI
- Number of Medicaid Clients and Medicaid Billable Hours Current baseline is 2 children per week (8 hours per month at \$48.00 per hour for 6 months authorization) Average of \$4608 every six months or \$9216 annualized
- FY 2020 target: Increase Medicaid billable hours by 10% by expanding client served
- Add Community Wraparound Billable Substitution Codes by June 30, 2020

Motion: Mr. Rob 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 April 23, 2020.