



## ANNUAL BOARD BUSINESS MEETING

January 28, 2021

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, Ms. Jean Bandish, Mr. Storm Doddy, Dr. Rosanna Malbran

**Members Absent:** Ms. Sky Beard

**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, ED NCFIE, Ms. Katie Guemple, Family Allies, Kathryn Parker, ED Brevard C.A.R.E.S., Mr. Adam Maul, DCF, Ms. Melinda Bozeman, DCF, Ms. Jessica Walker, DCF, Ms. Anna Kesic, CEO IMPOWER, Mr. Ernest Jones, IMPOWER, Mr. Ed Moss, Mr. Justin and Ms. Michelle of Moss, Krusick and Associates

Ms. Loftus, opened the meeting, welcomed, and thanked everyone for attending the January 28, 2021 Annual Board Business Meeting. She then shared the Agency's mission and vision located at the top of the agenda as a reminder to board members.

**Motion:** Dr. Malbran moved to approve the January 28, 2021 Agenda. 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. None were expressed.

Public Comments: No public comments were expressed.

**Motion:** Mr. Rodgers moved to approve the December 10, 2020 Board Meeting Minutes. This was seconded by Dr. Malbran and the motion passed unanimously.

### BOARD MEMBER ACKNOWLEDGMENTS

Mr. Scarpelli commended board members Mr. Cramp, Mr. Rodgers, and Ms. Loftus for their 2020 perfect attendance. He extended his appreciation and gratitude to them for serving on the BFP Board and multiple Board Committees.

He then recognized Ms. Loftus and Ms. Long for their five years of service and expressed his appreciation for their leadership and commitment to the agency's vision and mission. Members will receive a BFP jacket, recognizing their five-years of service.

### SLATE OF OFFICERS

Ms. Loftus disclosed she and Ms. Long will be working together during 2021 with the intent to transition Ms. Long from the Vice Chair position to Board Chair in 2022.

Mr. Doddy shared the current BFP Board Officers have agreed to remain in their position for a term of one-year effective January 28, 2021.

**Motion:** Mr. Doddy motioned to approve Ms. Barb Loftus to remain as Board Chair for the year 2021. This was seconded by Ms. Bandish and the motion passed unanimously.

**Motion:** Mr. Doddy motioned to approve Ms. Ruth Long to remain as Board Vice Chair for the year 2021. This was seconded by Mr. Cramp and the motion passed unanimously.

**Motion:** Mr. Doddy motioned to approve Mr. Eric Austin to remain as Board Treasurer for the year 2021. This was seconded by Ms. Bandish and the motion passed unanimously.

#### NEW BOARD MEMBER TERMS

Mr. Doddy reported the Board Recruitment Committee met to review the existing and new board member terms. The new board members terms were selected on a staggered basis to avoid members rolling off at the same time.

**Motion:** Mr. Doddy motioned to approve Mr. Carlos Assemany to serve on the BFP Board of Directors as a Community Member for a three-year term effective January 28, 2021. This was seconded by Mr. Rodgers and the motion passed unanimously.

**Motion:** Mr. Doddy motioned to approve Dr. Rosanna Malbran to serve on the BFP Board of Directors as a Community Member for a three-year term effective January 28, 2021. This was seconded by Mr. Rodgers and the motion passed unanimously.

**Motion:** Mr. Doddy motioned to approve Ms. Sky Beard to serve on the BFP Board of Directors as a Community Member for a two-year term effective January 28, 2021. This was seconded by Mr. Rodgers and the motion passed unanimously.

#### 2021 BOARD FUND RAISING GOAL

Board members reviewed the 2020 contribution thermometer. Discussions ensued regarding the board's inability to meet the 2020 Board Goal of \$22,500, attributing the shortfall to COVID-19 and the cancellation of the Gala: BFP's annual signature event. Members agreed to reset the 2021 goal to \$22,500. She noted the 2021 personal pledge forms are on the BFP Board Portal.

Ms. Loftus then reminded members the 2021 board member fundraising goal includes personal board member pledges, community contributions and in-kind donations. She reiterated the importance of board members contributing on an annual basis in an amount that is deemed reasonable by the individual member and that the importance is not the amount, but the rate of participation, in support of grant and Federal funding opportunities. Members agreed, on a quarterly basis to add Board Member Pledges to the Agenda as a reminder.

**Motion:** Dr. Malbran moved to set the 2021 Annual Board Member Goal to \$22,500. This was seconded by Mr. Assemany and the motion passed unanimously.

#### BOARD MEMBER SELF-EVALUATION

Ms. Degennaro provided an overview of the board's aggregated responses to the annual Board self-evaluation. The presentation provided a comparison of responses from 2018, 2019, and 2020 for each of the categories illustrating a favorable increase in board member satisfaction over the three-year period.

Ms. DeGennaro noted due to COVID-19, New Board Member Orientations were paused. Mr. Doddy, Board Recruitment Chair, expects to resume the orientations to include facility tours and introductions to key personnel once the CDC mandates are lifted. In addition, Mr. Doddy is looking to increase board membership recruitment efforts to target foster youth or a consumer of services.

BFP CONSOLIDATED FINANCIAL STATEMENTS June 30, 2020 – AUDIT

Mr. Ed Moss reviewed the Audit as presented.

- The Independent Auditor’s Report reflects the best rating that can be achieved.
- **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**
  - Cash balance is good
  - Assets are within the normal range
- **CONSOLIDATED STATEMENT OF ACTIVITIES**
  - Revenues and Support w/wo donor restrictions are consistent with the prior year.
  - General and Administrative Expenses landed in a positive position; just below 10%
  - Net Assets are within the range.
- **CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES**
  - Reviewed the detailed allocation of programs expenses associated with General and Administrative Expenses
- **CONSOLIDATED STATEMENT OF CASH FLOWS**
  - Reviewed change in net assets to net cash provided by operations
  - Cash and Cash equivalent balance is in a good position
- **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
  - **NOTE A – NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**
    - Reviewed the Consolidated Notes, with and without donor restrictions.
    - Provided an overview of Notes 11: Contributions, 14: Recent Accounting Pronouncement, 15: Income Taxes and 17: Risk and Uncertainty; COVID Risk disclosure.
  - **NOTE D – FAIR VALUE MEASUREMENT**
    - Reviewed the table summarizing the assets of the Organization for which fair values are determined on a recurring basis as of June 30, 2020.
  - **NOTE E – LINES OF CREDIT**
    - The line of credit has been renewed and matures on February 28, 2021.
    - These types of lines of credit contain a requirement for financials to be submitted within 120 days of year end. The Organization and an Affiliate received a waiver from the bank regarding this requirement.
  - **NOTE F – PAYCHECK PROTECTION PROGRAM LOAN**
    - The PPE loan program’s expenditures and results are subject to review and acceptance by the SBA and, as a result. The Organization and its affiliate met substantially all the conditions of the PPP
  - **NOTE H – NET ASSETS RELEASED FROM RESTRICTIONS**
    - Net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of the passage of time or other events specified by donors.
  - **NOTE L – COMMITMENTS**
    - Reviewed the Organization leases
  - **Reviewed New Disclosure reviewed NOTE O – LIQUIDITY AND AVAILABILITY OF RESOURCES**

- **The Independent Auditors report addressed to the BFP Board of Directors reports:**

- Internal control over financial reporting reflects the best rating that can be achieved
- Compliance and other matters reflect the best rating that can be achieved
- Schedule of Findings and questioned costs have the best responses that can be achieved.

Note: Auditee is not classified a low-risk due to the findings in the prior year. Organizations must be in a low-risk category for two years in a row with no findings to be classified as low-risk. No findings were reported for 2020.

- 990 and Statements will be filed January 29, 2021

#### FAMILY ALLIES FINANCIAL STATEMENTS June 30, 2020 - AUDIT

Mr. Ed Moss reported the financials for Family Allies are similar, but due to Board Member Disclosures; an independent audit must be performed for Family Allies. He then reviewed the same categories reviewed for BFP and noted the following:

- The Statement of Financial Position shows a significant amount for PPP payable back to BFP. The cash build up will be resolved by the end of June.
- Reviewed the Functional expense detail for General Administration cost; percentage is good.
- Reviewed Foot notes and Disclosures, i.e., Accounting Standards, Accounting Pronouncements, Tax Disclosures, Disclosures on Page 10.
- **NOTE D CONCENTRATION OF SUPPORT:** Brevard Family Partnership provides all in-kind labor, rent, and in-kind of use assets for the Organization and 100% of the contributions. Should Brevard Family Partnership no longer provide these in-kind and cash contributions, the Organization would require significant additional financial resources to operate. As all the Organization's funding comes from Brevard Family Partnership, they have the power to direct the Organization's activities.

- **The Independent Auditors report addressed to the BFP Board of Directors reports:**

- Internal control over financial reporting reflects the best rating that can be achieved
- No exceptions reported: Compliance and other matters reflect the best rating that can be achieved.
- Prior years findings are resolved: Schedule of Findings and questioned costs have the best responses that can be achieved.

Note: Auditee is not classified a low-risk due to the findings in the prior year. Organization must be in a low-risk category for two years in a row with no findings to be classified as low-risk. No findings were reported for 2020.

- Mr. Moss then reviewed the Grant and Federal awards: Position is better than the prior year.
- 990 and Statements will be filed January 29, 2021

**Motion:** Mr. Cramp move to approve the June 30, 2020 Audit as presented. This was seconded by Ms. Long and the motion passed unanimously.

#### FIFTH AMENDED BFP BYLAWS

The Fifth Amended BFP Bylaws were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review period. Ms. Swartz reviewed the bylaws noting the two recommended amendments made by DCF.

**Motion:** Mr. Cramp move to approve the Fifth Amended BFP Bylaws as presented. This was seconded by Ms. Long and the motion passed unanimously.

#### CONSENT AGENDA

The BFP, C.A.R.E.S., Family Allies, DCF Data 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 the BFP, C.A.R.E.S., Family Allies, DCF Data 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 an overview of his report as presented and noted the following:

- A car was donated through the community to a 22-year-old mother who has overcome great adversities and met the Road to Autonomy criteria.
- This past week BFP and faith partner Truth Revealed International Ministries were interviewed by Brevard Business News. This new partnership incorporates an Open Table Model integrating child and family centered issues with our faith partnerships facilitating the “table” of discussions, support, and resource building.
- Mr. Scarpelli attended the 2021 Brevard Human Trafficking Symposium. He reported the information shared was alarming knowing that human trafficking is the second largest crime worldwide.

#### 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. She noted the following:

The NCFIE has established a National presence. Over the past several years, work has been focused on building relationships and seeking opportunities to replicate the C.A.R.E.S. Model. In 2019 the BFP Board approved to designate staff to focus on developing the Centers infrastructure and strategic planning to generate alternative revenue streams. Since then, NCFIE has been able to meet the requested training and consultation demands, along with applying and receiving grant funding to expand the system of care. Marketing to solicit contracts has been minimal. Although, NCFIE has been contacted by insurance companies, national organizations, universities, and grant seekers looking to expand high fidelity wraparound services and the replication of the C.A.R.E.S. Model.

Ms. Loftus commended the NCFIE team for their collaborative efforts in expanding NCFIE.

Ms. Loftus then reported the NCFIE Advisory Board will be submitting their recommendations to the CEO and Executive Officers to either function as a Governing Board or continue as an Advisory Board. Should NCFIE continue as an advisory board, the BFP Board will assume the Governance functions similarly to how the BFP Board oversees the Governance functions for Family Allies.

#### Q’2 FINANCIAL OVERVIEW WITH SUPPLEMENTAL NARRATIVE

Q’2 2020 Financials and 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. Johnson reported as presented.

Ms. Loftus asked if the financials are submitted to DCF within their requested timeframe. Mr. Johnson confirmed yes.

#### NCFIE BUDGET 2020-2021

The NCFIE and 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. Johnson reported as presented.

Discussions ensued regarding the proposed budget; it is a baseline to FYE 2021 and reflects the current expenditures and projected revenues; it does not include the grant or potential revenues that could be incurred over the fiscal year.

#### TREASURER RECOMMENDATIONS: CEO AND C-SUITE MARKET SURVEY

Mr. Austin, Board Finance Committee Chair reported a market analysis was conducted to review and compare salaries for the CEO and like C-Suite Executive positions with the 18 CBC's across the state. In addition, a review of the statutory requirements and IRS guidelines was performed to ensure regulatory compliance. Mr. Austin would like to present the recommended salary adjustments for board approval.

Ms. Loftus requested that the market survey analysis and data reports supporting the pay adjustments be posted to the BFP Portal for Board Members to review before deciding. Board members agreed.

**Motion:** Ms. Long moved to adjourn. This was seconded by Ms. Bandish the motion passed unanimously.

Approved by the Brevard Family Partnership Board of Directors on February 25, 2021.

Respectfully Submitted,

Laurie-Anna DeGennaro  
Board Liaison