



## BOARD OF DIRECTORS MEETING

August 26, 2021

Minutes

Meeting held by Teleconference

**Attendees:** Ms. Barb Loftus, Board Chair, Ms. Ruth Long, Board Vice Chair, Mr. Eric Austin, Board Treasurer, Mr. Dan Rodgers, Mr. Carlos Assemany, Mr. Storm Doddy, Dr. Rosanna Malbran, and Ms. Sky Beard

### **Members Absent:**

**Others in Attendance:** Mr. Phil Scarpelli, CEO, Ms. Laurie-Anna DeGennaro, Board Liaison, Ms. Kelly Swartz, Chief Legal Officer, Mr. Don Johnson, Chief Financial Officer, Dr. Valerie Holmes, VP of Operations, Ms. Tracy Pellegrino, ED NCFIE, Ms. Katie Guemple, ED Family Allies, Kathryn Parker, ED Brevard C.A.R.E.S., Ms. Jessica Walker, DCF, Mr. Adam Maul, DCF, Anna Kesic, CEO IMPOWER, Ms. Jessica Hixon, IMPOWER

Ms. Loftus opened the meeting, welcomed, and thanked everyone for attending the August 26, 2021 Board of Directors Meeting. She then read the BFP Mission Statement.

Mr. Scarpelli provided an update on the incident report regarding a child death previously e-mailed to board members. Mr. Scarpelli then asked members to direct all inquiries to him.

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 disclosed.

Public Comments: Ms. Anna Kesic, CEO of IMPOWER introduced Jessica Hixon who will be overseeing adoptions.

**Motion:** Mr. Rodgers moved to approve the June 24, 2021 Strategic Planning Minutes and the June 24, 2021 Board Meeting Minutes. This was seconded by Mr. Doddy and the motion passed unanimously.

**Motion:** Ms. Long moved to approve the August 26, 2021 Agenda. This was seconded by Ms. Beard and the motion passed unanimously.

### Board Announcements:

Ms. Loftus reviewed the Board Events Calendar and reminded members that it is part of a board members responsibility to attend legislative and community events.

- Ms. Long and Mr. Doddy have committed to attending the legislative events in October.
- Ms. Loftus and Mr. Doddy committed to attending the adoption ceremony in November.

Ms. Loftus then spoke about the September 25 golfing event and asked members to reach out to family and friends to participate in the event or secure a sponsorship.

**ACTION ITEM:** Mr. Carlson will be requested to send board members the golf flyer for the event.

Ms. Loftus then spoke about grant and federal funding opportunities that look for 100 percent board member participation in donations to support the FOA mission and vision.

Ms. Loftus asked members to submit their CEO evaluation to Ms. Cyndi Hernandez by August 31, 2021

### CONSENT AGENDA

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

**Motion:** Dr. Malbran moved to approve the BFP and C.A.R.E.S Board Report and the DCF Contract measure under the consent agenda. This was seconded by Mr. Rodgers and the motion passed unanimously.

### ACTION ITEMS

Ms. Loftus shared the NCFIE and the BFP Foundation are not subject to the Florida Sunshine Law. The Board Executive Committee would like to propose that the BFP Governance Board conduct the board meetings on the Third Thursday of the month after the BFP Board meeting and regroup after a 15-minute Break.

**Motion:** Mr. Doddy moved to approve the BFP Governance Board conduct the board meetings on the Third Thursday of the month after the BFP Board meeting and regroup after a 15-minute Break.

Mr. Austin suggested that the respective boards disclose their meeting dates and times.

Ms. Loftus shared the BFP Governance Board has oversight over the NCFIE and BFP Foundation. The NCFIE Advisory Council and the BFP Foundation Board may continue to meet at their scheduled times. Mr. Austin agreed.

**Motion:** Ms. Long seconded the motion 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 reviewed his report as presented and noted the following:

- Looking to engage providers to include AACAA, DJJ, Managing Entity and APD to leverage resources to present a single message to the community and legislators.

### BOARD COMMITTEE REPORTS

Board Executive Committee: Ms. Loftus, Chair reported the committee met for general governance oversight and CEO Performance evaluation tracking.

Board Finance Committee: Mr. Austin reported all reports were submitted to DCF on time. The FOA subsidiaries are in the black and BFP will be in arrears until the adoption subsidy is funded.

#### Q'4 Financials

Q'4 Financials and Supplemental Narratives were posted to the BFP Board Portal for members to review in advance of the meeting. No comments were made during the review period. Mr. Johnson reviewed the FOA supplemental narratives as presented and noted the following:

- BFP completed the FOA fiscal year-end close, with reporting submitted to DCF on August 20, 2021. The information reported today is not final. Adjustments may be necessary through the reconciliation process with DCF and the audit scheduled in October.

Board Risk Management Committee: Mr. Doddy, Chair reported the committee will track the incident reported. The committee is scheduled to meet in September and he will update the board at the September board meeting

Board Marketing and Philanthropy Committee: In the absence of a committee chair Mr. Scarpelli reported a fourth vehicle was given to a youth engaged in the Road to Autonomy Program with another candidate is in progress. Rock Paper continues to work on the NCFIE and BFP Web redesign.

ACTION ITEM: Mr. Scarpelli asked members to visit the websites and provide feedback.

Ms. Loftus noted the Board Marketing and Philanthropy Committee needs a committee chair.

ACTION ITEM: Ms. Loftus asked board members with interest in serving as the committee chair to reach out to Ms. DeGennaro by September 10. Nominations will be reviewed and presented at the September Board Meeting.

#### BFP Foundation Board

Mr. Assemany, Chair reported the board continues to work with the attorney to file the tax exemption application. Bylaws with the suggested modifications will be presented to the board for approval. A new board member has been approved. All board members will be submitted to the BFP full board at the quarterly Board Governance Meeting.

ACTION ITEM: Ms. Loftus requested the BFP Foundation Board will be stricken from the BFP Board Meeting Agenda and Mr. Assemany, Chair will report out at the quarterly BFP Governance Board Foundation meetings. The Foundation Board will continue to meet on their normal schedule.

#### UNFINISHED BUSINESS

Discussions ensued regarding the affordable housing initiative discussed at the June Strategic Planning Session and agreed the initiative should be launched under the Foundation. Members agreed the Board should assist with the housing expansion and consider partnering with existing agencies and community partners who are subject matter experts for input on funding, logistics and scope of work.

Ms. Loftus requested putting an ad hoc board committee together to construct a charter that defines the requirements and boundaries around the initiative.

The following agreed to serve on the Board Affordable Housing Committee

- Barb Loftus, Chair
- Phil Scarpelli, Vice Chair
- Sky Beard
- Storm Doddy
- Dr. Malbran
- Kathryn Parker

#### NEW BUSINESS

GOV001 Ethics, GOV003 Auxiliary Board, GOV004 Succession Plan, GOV005 Board Donations, and BFP Foundation Bylaws were posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review Period.

Ms. Loftus stated the Executive Committee is beginning the annual review process. She presented the policies and noted there were no material changes made.

**Motion:** Mr. Rodgers moved to approve GOV001 Ethics, GOV003 Auxiliary Board, GOV004 Succession Plan, GOV005 Board Donations as presented with the modifications. Ms. Beard seconded the motion and the motion passed unanimously.

Ms. Loftus shared the Board Executive Committee reviewed the BFP Foundation Bylaws to ensure uniformity. The Board Executive Committee recommends removing the Secretary Position and adding the Board Liaison as a non-board member, edit the Treasurer Position to oversee the financial function, along with some minor wording adjustments.

Mr. Assemany reported the Bylaws presented are not the most recent. Ms. DeGennaro reported the Bylaws reviewed by the Board Executive Committee and presented today is the last version approved by the BFP Board of Directors.

**ACTION ITEM:** Ms. DeGennaro will review and combine the two versions and submit them to Mr. Assemany for his review and approval.

**ACTION ITEM:** Members agreed, once approved by Mr. Assemany, Ms. DeGennaro with e-mail board members with the final version for their review and approval.

**Motion:** Mr. Rodgers moved to approve once the BFP Foundation Bylaws have been approved by Mr. Assemany, Ms. DeGennaro with e-mail board members with the final version for their review and approval. This was seconded by Mr. Assemany and the motion passed unanimously.

#### Q'4 2020-2021 Strategic Workplan update

The Q'4 2020-2021 Strategic Workplan was posted to the BFP Board Portal for review in advance of the meeting. No comments were expressed during the review Period. Dr. Holmes reported as presented and noted due to the COA reaccreditation, the FFPSA, and ITN the plan has been extended for one year and the new five-year plan will be formulated to include the FFPSA requirements.

### Capital Campaigns

As requested at the June Strategic Planning session, Mr. Scarpelli reached out to his FOA executive team for requests for capital campaigns through the Foundation. He received the following suggestions:

- Transportation Cards
- Behavior Health Vouchers
- Volunteer Table Fees for Open Table
- Gift cards/food cards for youth transitioning out of foster care and IL youth
- Vehicles for the Road to Autonomy Program

Discussions ensued regarding how to package capital campaigns to include housing costs to help children and families. Mr. Scarpelli will present the needs to the Foundation Board.

**Motion:** Mr. Doddy moved to adjourn. This was seconded by Dr. Malbran and the motion passed unanimously.

Respectfully Submitted,

Laurie-Anna DeGennaro  
Board Liaison

Approved by the Brevard Family Partnership Board of Director on September 23, 2021