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Brevard County Administrative Support Center
389 Commerce Parkway, Suite 120
Rockledge, FL 32955
321-752-4650
www.brevardfp.org

GOVERNANCE BOARD MEETING
April 24, 2025
Minutes

Board members in person: Mr. David Hill Treasurer, Mr. Dan Rodgers Emeritus Board Chair, Ms. Stephanie Larkin Director, Ms. Jennifer Muntz Director

Board Members Absent: Mr. Eric Austin Board Chair, Bishop Clark Director, Mr. Sean Kostelnik Director

Others Attendance in Person: Mr. Phil Scarpelli, President and CEO, Ms. Laurie-Anna DeGennaro, Board Liaison

Board Guests Present: Mr. John Hubbard Chief Legal Officer, Mr. Don Johnson Chief Financial Officer, Ms. Stacy Peacock Chief Administrative Officer

Board Guests online: Ms. Verricka (V) Lamb-DCF Contract Manager

Mr. Hill welcomed all in attendance and asked to stand for the Pledge of Allegiance.

Mr. Hill then asked for all to state their names for the record beginning with board members in person to include the President and CEO, Board Liaison, then guests in person, then online.

Motion: Ms. Larken moved to approve the April 24, 2025 Agenda. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Mr. Hill 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: Mr. Hill reported public comments are limited to one minute per attendee for a combined total of three minutes and comments must be specific to agenda items. No public comments were expressed.

Motion: Ms. Muntz moved to approve the March 27, 2025 Board Meeting minutes. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Consent Agenda

The CEO Board Report and the DCF Contract measures were posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period

Motion: Mr. Rodgers moved to approve the CEO Board Report and the DCF Contract measures as presented under the Consent Agenda. This was seconded by Ms. Muntz and the motion passed.

New Business

FPOCF, NCFIE and Family Partnerships Foundation By-laws

The FPOCF, NCFIE and Family Partnerships Foundation By-laws were posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period.

Ms. Muntz reviewed the changes made to the FPOCF By-laws:

- 2-year initial board term
- Updates made to the officer roles and responsibilities taken from the revised job description for consistency purposes:
 - Chair of the board
 - Vice chair of the board
 - Treasurer of the board
 - Secretary of the board (new addition)
- President and Chief Executive Officer
 - Removed language about ex-officio status to allow for more open communication with board members
- Organization name changed to d/b/a Family Partnerships of Central Florida

Ms. Muntz reviewed the changes made to the NCFIE By-laws:

- 2-year initial board term
- Updates made to the officer roles and responsibilities taken from the revised job description for consistency purposes:
 - Chair of the board
 - Vice chair of the board
 - Treasurer of the board
 - Added: Executive Director Job description provided by Dr. Holmes
- Organization name changed to d/b/a Family Partnerships of Central Florida

Ms. Muntz reviewed the changes made to the Brevard Family Partnership Foundation, Inc. d/b/a Family Partnerships Foundation By-laws:

- Added the Fictitious name: d/b/a Family Partnerships Foundation filed August 2024.
- 2-year initial board term
- Updates made to the officer roles and responsibilities taken from the new Job Description for consistency purposes:
 - Chair of the board
 - Vice chair of the board
 - Treasurer of the board

Ms. Verricka Lamb-DCF Contract Manager noted the 990 shows Brevard Family Partnership Foundation, Inc without the fictitious d/b/a Family Partnerships Foundation

Motion: Mr. Rodgers motioned to approve FPOCF, NCFIE and the Family Partnerships Foundation By-laws with the recommended changes as presented. This was seconded by Ms. Muntz and without further discussions the motion passed.

Review Governance Policies

GOV006 Board Recruitment, GOV007 CEO Appraisal Process, GOV011 Governance Model, GOV019 Election of Officers, and GOV201 Signatory Authority Policies were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period. Ms. Muntz clarified language regarding governance policies vs. operational procedures and specified that operational procedures do not require board approval. She then reviewed each policy noting the word “member” was changed to “Director” along with the all of the recommended changes as presented:

GOV006 Board Recruitment

- Added: criminal background checks will be paid by the organization

GOV007 CEO Appraisal Process

- Removed reference to HR Performance Evaluation procedure; as the reference is not applicable; The President and CEO has an Employment Agreement in place.
- Removed Board Liaison and added HR Director will aggregate Board Directors Evaluation responses and coordinate special meetings of the Governance Board for dissemination and delivery of the evaluation to the President and CEO

GOV011 Governance Model

- Added Chief Administrative Officer to the Hiring of Executive Officers section

GOV019 Election of Officers

- Added Secretary Role
- Added training language: To maintain Board stability, directors' performance will be reviewed and if needed; learning opportunities will be provided to advance their knowledge and achievements within their respective roles

GOV201 Signatory Authority

- Wording added:
Governance Board Treasurer in the event of the complete unavailability of the President and Chief Executive Officer and Chief Financial Officer for an extended period of time beyond two weeks..
Unlimited amount per payment format.
Dual signature if a payment format is \$250,000.00 or more.
- Mr. Scarpelli clarified that in the event the President and Chief Executive Officer is completely unavailable; the succession plan calls for the Vice President and COO to step in as the interim President and CEO.

Motion: Ms. Larkin moved to approve GOV006 Board Recruitment, GOV007 CEO Appraisal Process, GOV011 Governance Model, GOV019 Election of Officers, and GOV201 Signatory Authority with the recommended changes as presented. This was seconded by Ms. Muntz and without further discussions the motion passed.

Board Director Job Description

The Board Director Job Description was posted to the Board Portal for review in advance of the meeting. No comments were expressed during the review period.

Miss Muntz noted that the Board Restructure Committee developed a new job description to set the terms, remove redundancies, add the Secretary Position, add the give or get policy and develop the officers roles and responsibilities for consistency within the family of agencies by-laws.

Motion: Mr. Rodgers motioned to approve the job description with the recommended changes as presented. This was seconded by Ms. Larkin and without further discussions the motion passed.

Sunset the Board Marketing Committee

Discussions ensued with regard to sunseting the Board marketing committee.

- Rationale:
 - Committee is deemed not necessary given the size and state of the organization
 - Marketing department already exists within the organization
 - Foundation board can institute their own marketing committee if desired

Action: Members requested to continue to receive public relations, marketing and community development updates by posting reports to the board portal:

- PR/Marketing Social Media Data Analytics for all platforms
 - Track campaign Links and QR codes through landing page to determine response rate
- Community Development initiatives
 - To include human interest stories

Action: Discussions ensued about tracking the response rate using QR Codes and landing page Links, and measuring performance outcomes across all platforms to determine viability:

- Implement Marketing, Social Media, and Community Development goals and performance measures
 - Yield return on investment
 - Provide President and CEO with outcomes
- Tracking all Capital Campaigns for response rates:
 - Golf Event
 - Foster Parent initiatives
 - Combine efforts with the two teams (Central and Brevard) to implement mechanisms to track combined efforts

Motion: Ms. Muntz motioned to approve the sunseting of the board Marketing Committee. This was seconded by Ms. Larkin and without further discussions the motion passed.

Committee Charters

The Board Executive, Board Restructure and Board Finance Committee Charters were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Board Executive Committee Charter

Ms. Muntz reported since the Board Executive Committee now has the authority to approve as the full Board of Directors on matters requiring a vote during off-meeting cycles, the Board Restructure Committee recommends the following:

- Add review of Governance policies back into the charter
- Remove quarterly review of the CEO goals and objective performance measures
- Add Emeritus Board Chair as an officer of the committee
- Modify: Management will ensure that any changes to the governance policies are reflected in operational procedures not requiring board approval.
- Add Board Secretary to the Charter
- Change “member” to “director”

Motion: Mr. Rodgers motioned to approve the Board Executive Committee Charter with the recommended changes as presented. This was seconded by Ms. Larkin and without further discussions the motion passed.

Board Restructure Committee Charter

Ms. Muntz reported since the Board Executive Committee now has the authority to approve as the full Board of Directors on matters requiring a vote during off-meeting cycles, the Board Restructure Committee recommends the following:

- Remove Governance Policies Review
- Remove Make recommendations for amendments to the full board
- Ensures Policies are reviewed in a timely manner
- Added two year term

Motion: Ms. Muntz motioned to approve the Board Restructure Committee Charter with the recommended changes as presented. This was seconded by Mr. Rodgers and without further discussions the motion passed.

Board Finance Committee Charter

Ms. Muntz reported the Board Finance Committee Charter has been modified to include the following:

- Add: annual review of Insurance; with an August review date for a September renewal.
- Remove: review of high level salary review for high level executives: VP& COO, CFO, CLO, CAO as they are the directs reports to the CEO
- Added two year term
- Change “member” to “Director”
- Modify: Management will ensure that any changes to the governance policies are reflected in operational procedures not requiring board approval.

Motion: Ms. Larkin motioned to approve the Board Finance Committee Charter with the recommended changes as presented. This was seconded by Mr. Rodgers and without further discussions the motion passed.

Board Committee Roster

The Board Committee Roster was posted to the Board Portal for review in advance of the meeting. No comments were expressed during the review period.

Ms. Stephanie Larkin was nominated by the Board Restructure Committee and agreed to serve on the Board Risk Committee.

Mr. David Hill requested to be removed from the Board Risk Committee.

Motion: Ms. Muntz motioned to approve Ms. Larkin to serve on the Board Risk Committee, to remove Mr. David Hill from the Board Risk Committee, and approve the Board Committee Roster as presented. This was seconded by Mr. Rodgers and without further discussions the motion passed.

Board Finance Committee Review

The Q'3 (Jan, Feb, March) Financial Statements and Supplemental Narrative were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Mr. Hill, Board Treasurer reported the Board Finance Committee met for a quarterly deep dive review of the financials and Supplemental Narrative and they were provided to the full board for review. He then asked the board to entertain a motion to approve.

Motion: Ms. Muntz motioned to approve the Q'3 (Jan, Feb, March) Financial Statements and Supplemental Narrative as presented. This was seconded by Ms. Larkin without further discussions the motion passed.

Meeting adjourned the meeting at 10:30.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Family Partnerships of Central Florida Governance Board of Directors on May 22, 2025.