

GOVERNANCE BOARD MEETING
August 28, 2025
Minutes

Board members in person: Mr. Eric Austin Board Chair, Mr. David Hill Treasurer, Mr. Dan Rodgers Emeritus Board Chair, Ms. Jennifer Muntz, Secretary, Bishop Merton Clark, Ms. Stephanie Larkin, Director

Board Members Online: All present in person

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

Board Guests Present: Dr. Valerie Holmes Vice President and COO, Mr. Don Johnson Chief Financial Officer, Ms. Stacy Peacock Chief Administrative Officer, Mr. John Hubbard, Chief Legal Officer, Ms. Cyndi Hernandez, HR Director, Mr. Bryon Culbert, Director of Public Relations and Mr. Tonny Harriss Communications

Board Guests online: Ms. Lamb, DCF, Mr. Taylor Richey, Florida Insurance LLC

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

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

Motion: Ms. Larken moved to approve the August 28, 2025 Agenda. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Mr. Austin 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. Austin 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: Mr. Rodgers moved to approve the June 26, 2025, Board Meeting minutes. This was seconded by Ms. Muntz and without further discussion the motion passed.

2025-2026 Florida Insurance Renewal

The 2025-2026 Florida Insurance Renewal Policy was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Mr. Richey presented the renewal policy and noted the following:

Property and Liability Coverage

- The policy is similar to the previous year with a slight decrease in premium.
- Property coverage:
 - Deductible: 5% for hurricane-related damages, \$1,000 for other damages
 - Covers properties, computers, and other locations
- General Liability:
 - Standard \$5 million, \$3 million coverage
- Professional Liability:
 - \$1 million per event, \$3 million per policy period
 - Covers advice given on behalf of the organization
- Abuse and Molestation coverage: \$1 million

Additional Coverage Areas

- Hired Auto: Covers employees' personal auto insurance for work-related incidents
- Employee Benefits: Covers errors in enrollment or paperwork

- Directors & Officers: \$2,500 deductible
- Employment Practices Liability: \$25,000 deductible, covers wrongful termination claims
- Cyber: Covers defense costs for data breaches
- Crime: Covers employee theft, with various deductibles around \$2,000-\$2,500
- Umbrella: \$5 million coverage sitting on top of other policies

Discussions ensued regarding a scenario about an employee's car that was damaged by a client and inquiring about coverage. Mr. Richey clarified that such incidents would fall under the employee's personal auto policy first, then covered under the Umbrella: General Automobile liability.

Discussion ensued regarding the facility coverage and how it interacts with the building owners' policies. Mr. Richey advised that building owners' policies should typically be primary for structural issues. Mr. Johnson noted the importance of reviewing lease agreements for coverage responsibilities.

Motion: Mr. Rodgers moved to approve the Florida Insurance Renewal Policy as presented. This was seconded by Mr. Hill and without further discussion the motion passed.

Annual HR Satisfaction Survey and Berkshire Affirmative Action Plan Letter

The annual HR Satisfaction Survey and Berkshire letter were posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Ms. Hernandez presented the four-county survey and Berkshire letter.

Discussions ensued regarding the tools and materials and what that entails. Ms. Hernandez clarified that this category refers the tools staff need to complete their work. She noted some employees commented about the uncertainty regarding their job responsibilities and are looking for clearer direction on where to go and who to ask. Ms. Hernandez shared with the merger of the four counties and the closing of the Seminole County Service Center; there have been some supervision changes; the monthly supervision meetings will improve communication. The agency is also undergoing a four-county migration and once the migration is complete, tools and materials will be assessable in one location.

Motion: Mr. Hill moved to approve the annual HR Satisfaction Survey and Berkshire Affirmative Action Plan letter as presented. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Consent Agenda

The CEO Board Report, the DCF Contract Measures, 2024-2025 Q'4 (Apr, May, June) Financials and Supplemental Narrative, were posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period.

Motion: Mr. Hill moved to approve the CEO Board Report, the DCF Contract Measures, 2024-2025 Q'4 (Apr, May, June) Financials a Supplemental Narrative as presented under the Consent Agenda. This was seconded by Ms. Larkin and without further discussion the motion passed.

New Business

Board Governance Policies

G0V001 Ethics, G0V014 Sunshine Compliance, G0V015 Moral Character & Background Screening, G0V212 Public Health Emergencies were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Mr. Austin noted to the board since the Governance Policies were posted to the Board Portal in advance of the Governance Board meeting for the directors to review, he would like to ask the Board to entertain a motion to approve them without further review.

Motion: Ms. Munz moved to approve G0V001 Ethics, G0V014 Sunshine Compliance, G0V015 Moral Character & Background Screening, G0V212 Public Health Emergencies with the recommended changes as presented on the Board Portal. This was seconded by Mr. Hill and without further discussion the motion passed.

Board Resolution to adopt the 457(b) Eligible Deferred Compensation Plan

The 457(b) Plan was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Mr. Johnson reviewed the plan as presented and with Board Approval, he requested the Board Chair sign the Board Resolution.

Motion: Mr. Hill moved to approve to adopt the 457(b) Eligible Deferred Compensation Plan with the Board Chair signing the Board Resolution on behalf of the Board of Directors. This was seconded by Mr. Rodgers and without further discussion the motion passed.

DCF Schedule of Funds

Mr. Johnson provided the Board Directors with a hard copy of Revised Fiscal Year 2025-2026 Operating Budget. He reported the Fiscal Year 2025-2026 Budget was presented and approved by the Governance Board at the June Meeting, along with the DCF Affirmation letter signed by the Board Chair. He noted, at that time the Lead Agency had not received the Schedule of Funds for FY26, but the budget was built using the most recent projection of DCF Revenue as communicated through Amendment #6 of our contract GJ514, along with having 11 months of operations to strategically manage limited resources while balancing competing needs.

Mr. Johnson then explained recent budget adjustments and noted the following:

- The budget is balanced but shows a reserve of \$794,000.
- He clarified that advanced payments received may not align with expenses, potentially requiring repayment at the end of the fiscal year.

Discussions ensued regarding the budget process, DCF's spending plan process and its impact on funding disbursements. Mr. Johnson highlighted challenges with current budget approval timing:

- Approving budget in June without complete DCF information leads to necessary adjustments later
- Suggested potentially waiting to approve budget until accurate information is available

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- Approving budget in June without complete DCF information leads to necessary adjustments later
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- Noted that the schedule of funds was received on July 14th, with no set date for its delivery
 - Increase in funding in areas that cannot be fully utilized.
 - Advanced payments must be returned,

Directors discussed the importance of having some form of approved budget to authorize spending into the next Fiscal Year.

Discussions ensued regarding the actuarial funding model. Mr. Scarpelli explained CBC's are meeting with DCF and KPMG to develop an adequate funding model; CBC's are looking to develop an actuarial funding model that will counter passthrough funds.

Motion: Mr. Hill motioned to approve the 2025-2026 budget adjustments as presented to match the revised Budget as presented, along with the Board Chair signing the DCF Affirmation letter. This was seconded by Ms. Muntz and without further discussion the motion passed.

Governance and Organizational Structure

Mr. Scarpelli provided an overview of the organization's legal structure:

- The absorption of Family Allies and Brevard CARES entities into the lead agency two years ago
- Explained that the consolidation was driven by considerations of board oversight, auditing, expenses, financial audits, and insurance costs
- The expansion of three additional counties beyond Brevard emphasizing the importance of expanding best practices across all served geographic areas

Board and Advisory Structure

Mr. Scarpelli presented a visual representation of the organizational structure showing the relationship between FPOCF Board, NCFIE and the Foundation Board with the proposed alignment of the Community Advisory Boards:

- The role of the Foundation Board: awareness, promotion, and philanthropic efforts
 - Not subject to Florida Sunshine Laws
 - Discussed the creation of advisory councils for each county:
 - Councils to focus on community engagement, not policy or systems issues
 - Emphasis on supporting children in care, those aging out, and fundraising for specific needs

Board members suggested refining the proposed structure:

- Proposed having chairs from each community advisory board serve on the governance board
- Discussed the relationship between the Foundation Board and the community advisory boards
- Mr. Austin emphasized the importance of having clear governance and decision-making structures to avoid conflicts
- Mr. Scarpelli suggested he could serve as an intermediary between the governance board and the NCFIE, Foundation and community advisory boards.
- Revise the board organization chart to reflect the Advisory Boards report to Governance Board.

Extensive discussion ensued on potentially adding a new board member, specifically Kristen Johnson, The Foundation Board Chair, noting that the current FPOCF bylaws limit the number of board members from each county and concerns were expressed about maintaining balanced representation across counties. Ms. DeGennaro noted, historically, 501(c)3 legal entities board chairs served on the governance board for cross-sharing of information back to their boards. Mr. Hubbard proposed creating an exemption statement to allow for additional board members until December 2026.

ACTION ITEM: Mr. Hubbard will draft an exemption statement for Board membership, propose the changes to the FPOCF, Foundation, and NCFIE bylaws, and adjust the organizational chart reflecting the Boards proposed reporting relationships: The Advisory Boards report to the Governance Board.

Expedite Board Officer Signature Requests

Mr. Scarpelli asked the board to consider a backup authorized signer for expedited signature requests when the Board Chair is unavailable.

The board agreed to have Mr. Hill as the backup signer as Mr. Hill has been board approved as a signatory for financial matters.

2025-2029 Strategic Work Plan – Year 1

The 2025-2029 Strategic Work Plan was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Dr. Holmes presented a high-level overview of the new strategic plan, effective July 1. Key focus areas of the plan include:

- Strengthening internal and external partnerships
- Effective recruitment and retention of staff and foster parents
- Employee growth and development
- Team building
- Standardization and consistency across all four counties
- Integration of ancillary systems and IT migration
- Operational goals related to contract measures and scorecard measures
- Financial solvency and forecasting
- Quarterly reporting will begin in October, with team leaders assessing progress using a green, yellow, or red system

Motion: Mr. Rodgers moved to approve the 2025-2029 Strategic Work Plan – Year 1 as presented. This was seconded by Mr. Hill and without further discussion the motion passed.

2024-2025 Annual Report Overview

The Annual Report was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Mr. Culbert presented an overview of the draft annual report and noted the following:

- Requested feedback from board members within the next two weeks
- Noted that in-kind donations still need to be included
- Aiming to keep the report within an 8-page range
- Distribution plans for the annual report:
 - Share with all employees for engagement purposes
 - Distribute to key donors
 - Send to Tallahassee and other important stakeholders
 - Use for media outreach about results

Mr. Scarpelli commended Mr. Culbert for the report's visual appeal, concise presentation of information, and he highlighted the importance of having easily digestible information for presentations to legislators.

Motion: Mr. Rodgers motioned to adjourn. This was seconded by Mr. Hill.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Family Partnerships of Central Florida Governance Board of Directors on September 25, 2025.