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Brevard County Administrative Support Center  
389 Commerce Parkway, Suite 120  
Rockledge, FL 32955  
321-752-4650  
[www.brevardfp.org](http://www.brevardfp.org)

GOVERNANCE BOARD MEETING  
October 23, 2025  
Minutes

**Board members in person:** Mr. Eric Austin Board Chair, Mr. Dan Rodgers Emeritus Board Chair, Ms. Jennifer Muntz, Secretary, Mr. David Hill, Treasurer

**Board Members Online:** Bishop Merton Clark, Director and Ms. Stephanie Larkin, Director

**Others Attendance in Person:** Ms. Laurie-Anna DeGennaro, Board Liaison

**Others not in attendance:** Mr. Phil Scarpelli, President and Chief Executive Officer

**Board Guests Present:** Dr. Valerie Holmes VP and COO, Mr. Don Johnson Chief Financial Officer

**Board Guests online:** Ms. Tracy Klinkbeil, DCF, Ms. Verricka Lamb, DCF Contract Manager

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

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

**Motion:** Mr. Hill moved to approve the October 23, 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:** Ms. Muntz moved to approve the September 25, 2025, Board Meeting minutes. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Unfinished Business

Community Advisory Boards (CAB) Discussions only

- Handouts

- Charter
- Policy and Procedures
- Revised Community Advisory Boards Org Chart

Ms. Muntz presented materials for board directors to review and noted the materials are to be reviewed and discussed only. She added she would like to give board members time to review the handouts and submit any recommendations to Ms. DeGennaro before the next board meeting.

Ms. Muntz then proceeded to review the handouts in detail and noted the following:

The materials presented are meant to clarify the confusion regarding the September meeting minutes and the bylaws stating that the directors of the corporation will serve as the chair of each CAB.

Discussion ensued confirming it is the intent that each CAB will have a chair from within their county who sits on the governance board, CABs have a voice through their chair's board participation; but with no direct voting rights.

**ACTION ITEM:** Ms. DeGennaro noted that Section 9.03 of the bylaws will need to be ratified to reflect that Each Community Advisory Board will have a Chair, Vice-Chair, and a Secretary. The Chair will be appointed by the Board of Directors of the Corporation. The Vice Chair and Secretary will be elected or appointed by the Directors of the Community Advisory Board.

### **Policies and Procedures for review (not voting)**

Ms. Muntz then presented draft CAB policies for discussion (not voting) and noted the following:

- At least Quarterly meetings are required with agendas distributed seven days in advance and public notice per Florida Sunshine Law
- In-person quorum required before virtual attendance permitted
- Business discussions outside public meetings prohibited; gatherings of two-plus members require public notice
- CAB members request staff support through CEO only
- Governance board and CEO retain full control and decision-making authority

Discussions ensued regarding the implementation and who will lead the initiative. Mr. Austin indicated that Mr. Scarpelli will lead the initiative and proposed the following:

- Proposed Documents to be approved at the December 2025 Governance Board meeting
- CAB seats will be filled by January 2026, four per CAB; per county
- February for Orientation
- CABS will begin meeting in March and will manage all meetings independently under Florida Sunshine
  - Agenda
  - Minutes
  - Compile Meeting Materials
  - Public Notice
- Chairs of the CABS will be nominated at the August Governance Board Meeting

- During probationary period, all CAB members to attend governance board meetings (in-person or online) to learn processes
- Change frequency of Governance Board Meetings: Quarterly Governance Board meetings in different locations with executive board meetings in between

Ms. DeGennaro noted that Mr. Scarpelli has contracted with Mr. Robbie Vogan and his lobbying firm to recruit for board members within the tri-county. Mr. Rodgers reported that Mr. Scarpelli noted in his October report seven to ten candidates have been identified.

## Fundraising Structure

Discussions ensued and directors agreed that CABs will remain under the Governance Board for Policy, but all fundraising initiatives will be run through the foundation as follows:

- Foundation handles event planning and execution with CAB members volunteering
- Staff coordinate budgets and handle receipts
- Staff present at fundraisers for money handling; volunteers excluded from collection
- Draft policies will be revised to remove CAB financial tracking sections as all flows through foundation
- Dr. Holmes reported a new staff member has been hired which makes three staff available to work with the Foundation to implement fundraising initiatives established by the CABS.

Using the September Governance Board Meeting Minutes, Ms. DeGennaro reminded Board Members of Mr. Scarpelli's mission and vision:

*Mr. Scarpelli shared the Foundation is a 501(c)3 and is community driven that aligns with the philanthropy mission and vision of the agency and likewise the CABS are community driven with a primary philanthropic role. He shared his vision is to have the four CABS be structured under the Foundation. This will allow them to interact fluidly and operate within the community free from restrictions under the Sunshine Laws. Mr. Scarpelli recapped he would prefer not to have the Governance Board oversee philanthropic and fundraising initiatives. He further explained that the Foundation Board Directors are the ambassadors and interface to the governance board about what they are doing, but at the same time, they are responding to the need of the community. Mr. Scarpelli would like to see the Governance Board hand off the CAB's to the Foundation Board. There is a bilateral relationship with what the community needs and what we need them to do. Mr. Scarpelli then added, like NCFIE, the Foundation and CAB's primary functions are to generate community awareness and network resources to support the mission philanthropically and to fundraise for non-discretionary funds in support of programs not funded by the state contract. Mr. Hubbard added that the Subsidiaries and CAB's do not fall in alignment with Governance oversight.*

*Mr. Scarpelli noted the bylaws are "living breathing" documents subject to modification and are meant to reflect the boards guiding principles. The Foundation and CAB directors should interact and operate within the community effortlessly and free from restrictions under the Sunshine Laws. Mr. Scarpelli added, like all agency meetings, NCFIE, the Foundation and CAB meetings are agenda driven and minutes must be taken, regardless of their positioning under the Governance Board or the Foundation Board.*

Mr. Austin reported CAB's have been discussed by the Governance Board for two years and in his opinion, the vote was taken as noted in the Bylaws to move forward with the CBS's operating under the Governance Board. Ms. Muntz noted that it is important for other Board Members to understand the due process and the structuring of the CABS under Sunshine and not subject to Sunshine. Board members commended Ms. Muntz for all her efforts to put together a presentation illustrating the same and preparing the Org Chart, charter, job descriptions, and policy and procedure recommendations.

**ACTION ITEM:** Once input is received back from the board directors, Ms. Muntz will put together the final documents to be presented to the Governance Board for review and subject to approval at the December 2025 Board meeting.

#### 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 Mr. Hill and without further discussion the motion passed.

#### Financials

The FPOCF – Q1 (July, Aug, Sept) Deep Dive Review 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, noted the Board Finance Committee met for the quarterly deep dive review. Using the Supplemental Narrative, Mr. Hill presented an overview of the financials.

Discussions ensued regarding placements in Level 1 non-relative Foster Homes. Mr. Johnson clarified placements are running 30% lower; any funds not used will be returned to DCF. He added Ocala County will not continue funding. FPOCF will need to update the Fiscal Year 2025-2026 Spending Plan to reflect that change in revenue and incorporate any adjustments deemed necessary. Ms. Lamb noted the DCF financial unit is recalculating the spending plan, and it should be distributed by the end of November.

**Motion:** Ms. Muntz moved to approve the FPOCF – Q1 (July, Aug, Sept) Financials and Supplemental Narrative as presented. This was seconded by Mr. Rodgers and without further discussion the motion passed.

#### Board Committee Roster

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

Discussions ensued regarding the following appointments:

- Removing Ms. Muntz from the Board Risk Committee and adding her to the Board Recruitment Committee. Nominate Ms. Larkin to serve as Board Risk Committee Chair and Bishop Clark to serve as the Board Risk Committee Vice Chair.

**Motion:** Mr. Hill moved to approve removing Ms. Muntz from the Board Risk Committee and adding her to the Board Recruitment Committee, appointing Ms. Larkin to serve as the Board Risk Committee Chair and

appoint Bishop Clark to serve as the Board Risk Committee Vice Chair. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Strategic Workplan 2025-2026 Year 1 Q 1 (July, August, September)

The Q'1 Strategic Work Plan was posted to the Board Portal in advance of the meeting. No comments were expressed during the review period. Dr. Holmes provided an overview of the SWP plan as presented.

**Motion:** Mr. Rodgers moved to approve Year 1 Q'1 2025-2026 Strategic Workplan as presented. This was seconded by Mr. Hill and without further discussion the motion passed.

Board Self-Evaluation to be delivered via Survey Monkey

Ms. Muntz reminded board members that the Board Self-Evaluation will be presented In Survey Monkey and distributed in November.

Mr. Austin reminded Board Directors that there are no Board or Board Committee meetings in November due to the Thanksgiving Holiday. Directors then discussed and agreed to rescheduling the December Board Meeting to Thursday, December 18, 2025 at the normal scheduled time.

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

Respectfully Submitted,

Laurie-Anna DeGennaro  
Board Liaison

Approved by the Family Partnerships of Central Florida Governance Board of Directors on December 18, 2025.