

GOVERNANCE BOARD MEETING
September 25, 2025
Minutes

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

Board Members Absent: Mr. David Hill, Treasurer

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

Board Guests Present: Mr. Don Johnson Chief Financial Officer, Ms. Stacy Peacock Chief Administrative Officer, Mr. John Hubbard, Chief Legal Officer, Mr. Christopher Goncalo FPOCF Presenter, Ms. Wanda Arocho, FPOCF Presenter, Mr. Robbie Vogan, Public Affairs of Central Florida Presenter

Board Guests online: Ms. Tracy Klinkbeil, DCF

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: Mr. Rodgers moved to approve the September 25, 2025 Agenda. This was seconded by Ms. Larkin 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 August 28, 2025, Board Meeting minutes. This was seconded by Mr. Rodgers and without further discussion the motion passed.

2025 Service Gap Analysis

The Service Gap Analysis was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Mr. Goncalo provided an overview of analysis as presented and noted the following:

- The Service Gap Analysis was sent to 1,170 community service providers and stakeholders in all four counties to include: Adoptive Parents, Legal Services, Case Management, DCF, Guardian Ad Litem, and Judiciary. 36 responses were received.
- The survey will be revised to merge with the Provider Network Survey and create drop down fields with specific answers to get a better response rate.

Mr. Scarpelli noted the evolution of case managers now becoming foster and adoptive parents. He would like to see the survey instrument assessed to engage answers for a higher response rate.

2025 Provider Network Survey

The Provider Network Survey was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Ms. Arocho provided an overview of survey as presented and noted the following:

- Provider Survey and the Gap Analysis will be merged into one survey to streamline the responses.
- Guided responses to be part of the solution with a focus on acuity of services.
- Strengths identified through survey: Mental Health Service and Provider communication/collaboration.
- New Opportunities as a result of responses: explore opportunities for transportation support, continue working closely with APD, explore additional supports for youths and streamlining attainment process for provider services.

Mr. Scarpelli would like to see deeper communication with the provider network and case management through one on one conversations and take a deeper dive into provider services needed to mitigate gaps in services.

Discussions ensued about transportation and using Ubers as an option. Ms. Arocho confirmed young children cannot use Ubers, and those of age, there is too much liability and high level clearance required. When appropriate, gas cards are offered, buses are not an ideal method of transportation.

Motion: Ms. Muntz moved to approve the 2025 Service Gap Analysis and 2025 Provider Network Survey as presented by Mr. Goncalo and Ms. Arocho respectively. This was seconded by Ms. Larkin and without further discussion the motion passed.

Mr. Austin suggested moving Mr. Robbie Vogan's Legislative Report to the next presentation on the agenda.

2025 Year End Legislative Summary

The 2025 Year End Legislative Summary was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Using the Legislative Summary, Mr. Vogan provided an overview of 2025 Legislative Session to include: the budget, policies and CBC's priorities: Advocacy & Relationship Building, Child Welfare Funding, and Child Welfare Policy.

Action Item: Community Advisory Board Follow-up discussions

Community Advisory Boards (CAB's)

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.

Discussions addressed the FPOCF Bylaws and the CAB's reporting structure to serve under the Governance Board. 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.

Revised Board Organizational Chart

The revised Board Organizational Chart was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period.

Ms. Muntz passed out supplemental documents to board directors that enhanced the revised organization chart; removed NCFIE from the Org Chart, align the Foundation and CAB's under the Governance Board. She then provided an overview of Option 1 CAB's Report to the Governance Board, Option 2 CAB's Report to the Foundation, along with the draft CAB charters proposing their responsibilities.

Mr. Scarpelli reiterated that NCFIE, the Foundation and the four county CAB's primary functions are to generate community awareness, network resources to support the mission philanthropically and to fundraise for non-discretionary funds in support of programs not funded by the state contract. Under this structure, they would not align with Governance oversight, nor would

they need to comply with the Sunshine Laws, but rather interface with the Governance Board on what the community needs are and what we need them to do.

Mr. Austin suggest to keep the CAB's as they are aligned within the FPOCF Bylaws and recommended the following:

- The Foundation structured under the Governance Board
 - Foundation bylaws reference the "Sole Member" is FPOCF
 - move Foundation under Governance Board
 - to ensure control over fundraising initiatives
 - ratify the FOCF bylaws to reflect that a super majority is required for a quorum and vote to prevent a hostile take over
- Appoint one Governance board director to serve as a CAB chair
- CAB Chairs serve on the Governance Board to maintain continuity and control

Action Item: Mr. Hubbard will amend the FOCF bylaws to reflect that a super majority is required for a quorum and vote to ratify the FPOCF bylaws.

Action Item: Ms. Muntz asked board directors to review handouts; Options 1, 2, the draft charter and submit any recommendations to Ms. DeGennaro. In turn, Ms. Muntz will restructure the organizational chart to reflect the aforementioned recommendations, board director input and next steps for developing the recruitment process.

Consent Agenda

The CEO Board Report, the DCF Contract Measures, July and August Financials and Supplemental Narrative, NCFIE Financials, Foundation and NCFIE Board reports were posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period.

Motion: Muntz moved to approve the CEO Board Report, the DCF Contract Measures, July and August Financials and Supplemental Narrative, NCFIE Financials, Foundation and NCFIE Board Reports as presented under the Consent Agenda. This was seconded by Mr. Rodgers and without further discussion the motion passed.

New Business

Board Governance Policies

GOV003 Auxiliary Board, GOV207 Budget, GOV11 Legal Entity Policies 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: Mr. Rodgers moved to approve GOV003 Auxiliary Board, GOV207 Budget, GOV11 Legal Entity Policies with the recommended changes as presented on the Board Portal. This was seconded by Ms. Muntz and without further discussion the motion passed.

Board Executive Charter

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

Board Directors agreed that since sunseting the Board Restructure Committee, the following charge will return back to the Board Executive Committee:

- Review of board structure and model of governance;
- Make recommendations to the board for any changes to the board structure and model of governance.

Motion: Mr. Rodgers moved to approve to return the charge to review the board structure and model of governance and to Make recommendations to the board for any changes to the board structure and model of governance back to Board Executive Committee Charter. This was seconded by Ms. Muntz and without further discussion the motion passed.

Community Foundation of Brevard Statement

The July 2024-June 2025 Statement was posted to the Board Portal in advance of the meeting. No Comments were expressed during the review period. Mr. Johnson provided an overview of the statement as presented and noted the following:

- 11% annual realized increase
- No contributions or grants received during the statement period
- Stipulations allow
 - to spend realized gain of 25% for the previous four years
 - cannot go below \$100,000

Mr. Johnson recommended the following:

- Begin contributing through fundraising initiatives
- Consider re-investing in another tool

Discussions ensued regarding the Foundation and CAB directors to recruit for legacy donors.

Ms. Muntz reported she had applied for a \$10,000 grant with the Community Foundation of Brevard and FPOCF was awarded \$8,000 to support transportation-related needs for youth aging out of foster care, specifically Uber cards, car repairs and maintenance, and emergency needs.

Motion: Ms. Muntz moved to acknowledge the July 2024-June 2025 Community Foundation of Brevard Statement as presented. This was seconded by Ms. Larkin and without further discussion the motion passed.

Foundation Advisory Board Candidate

Recruitment documents for Mr. Tonny Harris were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Motion: Ms. Muntz moved to appoint Mr. Tonny Harris to the Foundation Board and to the Board Risk Committee. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Family Partnerships of Central Florida Governance Board of Directors on October 23, 2025.