

**SPECIAL BOARD MEETING
February 17, 2026
Minutes**

Board members in person: Mr. Eric Austin Board Chair, Ms. Jennifer Rothblatt, Secretary, Ms. Stephanie Larkin, Ms. Kristen Johnson, Foundation Board Chair

Board members online: Bishop Merton Clark, Director

Board members absent: Mr. David Hill, Treasurer, Mr. Dan Rodgers Emeritus Board Chair,

Others Attendance in Person: Mr. Phil Scarpelli, President and Chief Executive Officer, Ms. Laurie-Anna DeGennaro, Board Liaison, Mr. John Hubbard, CLO

Mr. Austin opened the Special Board meeting and asked all to state their names for the record.

Mr. Austin then noted this was a special board meeting and discussions will pertain to the FPOCF, Foundation and the NCFIE bylaws presented by Mr. John Hubbard and three Governance Policies will be presented by Ms. Jennifer Rothblatt. He then asked if any board director had real or perceived conflict of interest or a business relationship between two board members regarding the items to be discussed, please reach out to Ms. DeGennaro for a Conflict-of-Interest form. None were disclosed.

Board Composition and Structural Revisions

The board conducted a comprehensive review of the bylaws for the Family Partnerships of Central Florida, focusing on director qualifications and regional representation.

- Mr. Hubbard presented revisions to Article 4 that eliminate the previous CAB requirements on the number of directors while maintaining a minimum requirement of three members.
 - The board adjusted the composition requirements to prioritize local governance within the service area.
 - At least 51% of the board members must be residents of Brevard County.
 - The remaining 49% of the board must reside within the organization's designated service areas.
- The board chair of the Family Partnerships Foundation is now officially designated as a director on the governance board.
 - This inclusion is an automatic appointment tied to the chair's position within the Family Partnerships Foundation in compliance with GOV211 Separate Legal Entity policy.
 - Mr. Rothblatt and Ms. Johnson noted the necessity of correcting clerical errors, such as missing punctuation, within these specific revised sections.

Subsidiary Oversight and NCFIE Management

Considerable discussion was dedicated to the oversight of the National Center for Innovation and Excellence (NCFIE) and its relationship to the primary governance board.

- Mr. Scarpelli, Ms. Rothblatt and Ms. Johnson advocated for treating NCFIE with the same level of fiduciary oversight as the Foundation to ensure its growth and sustainability.
 - NCFIE is a 501(c)(3) nonprofit entity that serves as the revenue-generating arm for the agency, focusing on proprietary models like high-fidelity wraparound services.
 - The entity currently manages three to four staff members and oversees behavioral health expansion grants.
 - Financial and progress reports for NCFIE and the Foundation are presented to the governance board twice a year, specifically in March and October; these reports are in compliance with GOV211 Legal Separate Entities Policy.
 - The sole Member of the NCFIE Corporation is Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Family Partnerships of Central Florida.
 - The affairs of the Community Based Care of Brevard, Inc., d/b/a Family Partnerships of Central Florida Corporation are managed under the direction of the Corporation's Board of Directors
- Discussions ensued regarding the FPOCF Governance board assigned as the Board for NCFIE.
 - Ms. Rothblatt addressed confusion regarding the reporting structure for NCFIE, which has not held regular independent board meetings for several years.
 - A separate board would hold them responsible and accountable for generating alternative revenue streams for the NCFIE.
 - Question surfaced; Should the Governance Board Directors be accountable for pursuing alternative revenue streams
 - The Governance Board would have the same Fiduciary oversight as they do for the Foundation.
 - A Chair should be appointed by the Governance Board, and a Treasurer and Secretary needs to be appointed as well.
 - The Executive Director and designee will coordinate board meetings, agenda, minutes and maintain files for meeting materials.
 - NCFIE will continue to report activities twice annually; March and October and financials in accordance with set schedule

FPOCF Amendment Procedures and Voting Thresholds

The board debated the necessary voting margins required to protect the organization from destabilizing policy shifts.

- Mr. Austin and Bishop Clark emphasized the importance of safeguarding the board structure by requiring a supermajority for foundational changes.
 - The board reached a consensus that any amendments to Article 4, which covers directors, will require a three-fourths (75%) vote of the full board of directors.
 - General amendments to other sections of the bylaws will only require a simple majority vote to maintain operational efficiency.
- The board decided to maintain a high threshold for changes to donation policies to prevent a small quorum from "moving the goalposts" on membership requirements.
 - Currently, five out of seven members (71%) were present for the discussion, which fell short of the 75% threshold required for certain major changes. Bishop Clark provided a vote via telephone to ensure a four-out-of-six majority for the immediate adoption of the revised bylaws

Motion: Ms. Rothblatt motioned to approve the FPOCF bylaws as amended. This was seconded by Ms. Larkin and without further discussion, the motion passed.

Administrative Transitions and Operational Updates

The meeting concluded with updates regarding executive staffing and upcoming administrative tasks.

- Mr. Scarpelli announced that the current Executive Assistant will be transitioning to the Human Resources department within the next month.
 - A new Executive Assistant has been selected following a series of interviews and will begin supporting the board after completing approximately 50 days of training.
 - The new assistant will receive training on parliamentary procedures and board coordination from the outgoing liaison and the Board Secretary.

Unfinished Business

Due to time constraints, the Governance Board will address the following revisions at the January 26, 2026 Governance Board meeting:

- Three specific governance policies GOV005, GOV007, and GOV211
- NCFIE Bylaws
 - Review for uniformity
 - Election of Officers: From Governance Board Directors
 - Chair, Treasurer, Secretary
- Family Partnerships Foundation Bylaws
 - Review for uniformity
 - The Foundation has two directors
 - Election of Officers: From Governance Board Directors
 - Treasurer
 - Secretary

Administrative tasks such as updating the board member directory on the website and physical wall photos are assigned to the Public Relations Department. Ms. DeGennaro will work with PR to update Board Room wall photos.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Family Partnerships of Central Florida Governance Board of Directors on February 26, 2026.