

POLICY

Series:	Board Governance	COA: GOV 5.02, 7.02 CFOP: N/A
Policy Name:	Separate Legal Entities	
Policy Number:	GOV211	
Review Date:	2/19/2026	
Revision Date:	2/26/2026	
Effective Date:	3/23/2017	
Applicable to:	Family Partnerships of Central Florida (FPOCF) Governance Board of Directors and Family Partnerships of Central Florida Staff	

SUBJECT: Separate Legal Entities

PURPOSE: The purpose of this procedure is to address the preparation for a new legal entity as well as the relationship between the FPOCF Governance Board of Directors and any subsidiaries of Family Partnerships of Central Florida (FPOCF).

Forming a subsidiary:

The FPOCF Governance Board of Directors properly plans for, oversees, and monitors the activities of separate legal entities established on their behalf in accordance with applicable law and regulation.

Prior to forming a for-profit or a not-for-profit subsidiary, the FPOCF Governance Board of Directors:

- a. conducts a feasibility study which includes, but is not limited to, a cost-benefit analysis and an assessment of the legal implications involved;
- b. creates a business plan and, as appropriate, revises its strategic plan highlighting the purpose of the subsidiary and how the relationship fits into FPOCF's goals;
- c. determines whether the proposed venture has sufficient capital, resources, and marketability to ensure success;
- d. and adopts a policy regarding the acquisition, use, and distribution of subsidiary revenue consistent with all applicable legal, regulatory, contractual, and funding obligations.

FPOCF; the parent organization:

- a. exercises legally permissible oversight of any entity that raises or holds funds or assets on its behalf;
- b. has a written agreement that clearly describes the relationship between the organization's governing body and the separate legal entity;
- c. clearly articulates the corporate structure, the roles, relationships, and responsibilities of all parties; and
- d. ensures completion of the above through consultations with attorneys, analyzing whether sufficient capital and resources exist, and determining marketability. The FPOCF Governance Board of Directors also reviews how the subsidiary connects to the overall goal and strategic plan of FPOCF. Some of the factors may include determining the purpose of the new entity, the target population to be served and the benefit to the clients served by FPOCF.



Leadership of the parent organization has regular and ongoing communication with the leadership of its subsidiary or subsidiaries. At least annually, the governing body of the parent organization reviews its relationship to its subsidiary or subsidiaries to determine whether the relationship(s) continue to serve the best interests of both the parent organization and its external stakeholders, including persons and families served.

Once the FPOCF Governance Board of Directors approves the creation of a new subsidiary, the Board reviews and approves Articles of Incorporation and Bylaws for the new entity and appoints a FPOCF Governance Board director or designee to serve as the new entity Subsidiary Board Chair. The Subsidiary Board Chair will serve on the FPOCF Governance Board of Directors as a director. The FPOCF Governance Board of Directors also approves the founding board directors required to submit the Bylaws and Articles.

All agreements between FPOCF and any subsidiaries of FPOCF are conducted through formal contracts for services and service agreements, when appropriate.

Interface of subsidiaries with the Family Partnerships of Central Florida Governance Board of Directors:

The Directors of each subsidiary will nominate any prospective candidate for the subsidiary’s Board of Directors. The Board Chair of the subsidiary will then present any approved nominated candidate to the FPOCF Governance Board of Directors for approval. Once approved, the Board Chair of the subsidiary board will (by way of letter) inform successful candidates of their election and thank other applicants who were not selected for their interest.

Additionally, a representative from each subsidiary provides at least twice a year reports regarding the activities of the subsidiary to the FPOCF Governance Board of Directors. The FPOCF Governance Board of Directors will review the activities of each subsidiary at least annually to ensure the activities are consistent with the established purpose of the subsidiary and distribution of subsidiary revenue is consistent with all applicable regulatory and contractual obligations.

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

AS APPROVED BY THE BOARD OF DIRECTORS:

ERIC AUSTIN
Board Chair

BY DIRECTION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER:

PHILIP J. SCARPELLI
President and Chief Executive Officer
Family Partnerships of Central Florida

Signature Date: 3/3/2026

Signature Date: 3/3/2026