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ANNUAL BOARD MEETING
January 22, 2026
Minutes

Board Directors in person: Mr. Eric Austin Board Chair, Bishop Merton Clark, Director, Mr. Dan Rodgers Emeritus Board Chair, Ms. Jennifer (Muntz) Rothblatt, Secretary, Ms. Stephanie Larkin, Director, Kristin Johnson, Foundation Board Chair

Board Director online: Mr. David Hill, Treasurer,

Board Director absent: Tonny Harris, Foundation Director

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

Board Guests Present: Dr. Valerie Holmes VP and COO, Mr. Don Johnson CFO, Ms. Stacy Peacock, CAO, Mr. John Hubbard, CLO

Board Guests online: Ms. Verricka Lamb, DCF, Ms. Melinda Bozeman, DCF

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 directors in person and online to include the President and CEO, Board Liaison, then guests in person and online.

Motion: Ms. Larkin moved to approve the January 22, 2026 Agenda. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Mr. Austin reminded directors that if anyone had a real or perceived conflict of interest or a business relationship between two board directors 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 December 18, 2025 Board Meeting minutes. This was seconded by Mr. Hill and without further discussion the motion passed.

Unfinished Business

Community Advisory Boards (CAB)

The revised Reporting Structure, Job Description and SWOT, were posted to the Board Portal in advance of the meeting. No comments were expressed during the seven day review period.

Ms. Jennifer (Muntz) Rothblatt was running 20 minutes behind schedule. Using the revised organization chart, Ms. Larkin began to reiterate that at the December Board meeting, directors agreed that the CABs should be aligned under the Foundation to eliminate Florida Sunshine Compliance, and the imposed restrictions should they report to the Governance Board of Directors. Mr. Scarpelli noted that board director representation need only reside in areas where the Agency serves and it is not restricted to equity distribution throughout the four counties.

Bishop Merton Clark arrived at 9:15 am

Discussions ensued regarding the Family Partnerships Foundation Board and the Public Relations/Marketing Team. As outlined in GOV211 Legal Entity Policy, The Foundation Board Chair is to serve on the Governance Board for cross sharing of board activities. Having the CABS serve under the Foundation will enhance their ability to interact fluidly and operate within the community free from restrictions under the Sunshine Laws. The Foundation Board Directors and Public Relations/Marketing team are the ambassadors responding to the need of the community, 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. Bishop Clark added the board fully supports Mr. Scarpelli's vision and mission as he is the subject matter expert; this culture must be emphasized from the top down for it to be effective.

In the absence of Ms. Jennifer (Muntz), Rothblatt directors agreed to skip review of the Job Description, SWOT, motion to approve the documents as presented and move to Housing Discussions on the agenda.

Ms. Jennifer (Muntz) Rothblatt arrived at 9:45 am

Housing Discussions

Discussions ensued regarding a strategic initiative to develop mixed-use buildings (three to four stories) with retail on first floor and housing for aging-out youth on upper floors:

- Retail projected to generate \$30,000-\$35,000 monthly to support operations and service expansion
- Holiday Inn Express scale, planned for replication across all four counties
- Existing example: Capernaum complex has 24 units but only 6 filled, expanding by 56 units

Key requirements before proceeding:

- Formal needs assessment across all populations to determine housing types and volumes
- Risk assessment for property management, tenant issues, and compliance challenges
 - Youth Risk Assessment: Actual risks with youth
- Proforma with detailed financial projections and preliminary architectural renderings (estimated few thousand dollars cost)
- Revenue includes vouchers at \$1,400 per resident monthly from state

Critical success factors identified:

- Young people need intensive case management and mentoring, not just housing, as they are maturely younger than chronological age
 - Risk: Behavioral issues
 - Rental Agreements/Rules
 - Evictions: Out of Compliance with rules
- Capernaum's low occupancy partly attributed to insufficient readiness preparation
 - Operations must feed pipeline;
 - Strategic: Tie resources to readiness to sustainability
- Will require dedicated project manager to coordinate site acquisition, fundraising, construction, regulatory compliance, and tenant recruitment
- Multiple funding sources needed: federal/state contracts, local government grants and donated land, legislative support, private philanthropy, lending
- Timeline if properly managed: 2.5-3 years, potentially extending to 5 years if coordination breaks down

Action Items:

- Operations team to provide detailed population assessment and youth readiness requirements
- Board Directors to contact county commissioners about land donation or municipal funding during March-May capital improvement planning cycles

Community Advisory Board (CAB) Elimination

Board Discussions ensued about eliminating Community Advisory Boards (CABs) in favor of a unified foundation board to handle community engagement, fundraising, and community insight:

- All interested community members will join the foundation board rather than separate CAB structures
- Foundation board chair will serve on the governance board to represent community interests
- Bylaw requirements include minimum 51% Brevard County residency with no cap, and 49% from anywhere in service areas or state

Recruitment underway targeting influential professionals including attorneys, realtors, educators, healthcare providers, and economic development experts:

- Mr. Scarpelli has nine potential members identified from six months prior; he will handle the vetting process
- Board Directors will actively recruit from networks in Orange, Osceola, and Seminole counties

FPOCF Bylaws Revisions

Multiple changes approved to support the new governance structure

- Removed entire CAB section (Section 9)
- Simplified director removal from two-thirds vote to simple majority for any reason
- Eliminated automatic removal provisions that allowed board liaison to unilaterally remove Directors without vote (Section 4.11)
- Directors should be a minimum of three for each entity with no cap.
 - 51% Brevard and the remaining 49% represent the service areas and state
- Review and revise NCFIE and Family Partnerships Foundation bylaws for uniformity
 - NCFIE and Family Partnerships Foundation are legal separate entities
 - With a 501(c)3 tax status
 - Not subject to Florida Sunshine Laws
 - Board Recruitment for NCFIE and Foundation must have the following recorded officers:
 - Chair, Treasurer, Secretary
- The Bylaws for all three legal entities should mirror statutes

ACTION ITEM: Mr. Hubbard will finalize Bylaws with AI assistance and present at the special meeting for ratification.

Mr. Don Johnson reported as it stands now, the Governance Board of Directors are the Directors for NCFIE and the Family Partnerships Foundation.

Ms. Kristen Johnson, Foundation Board Chair, reported the Foundation meets monthly and currently has two board directors and three staff members who attend the meetings regularly to support fundraising initiatives. The Foundation Board needs at least three directors. She suggested reporting to the board on a quarterly basis to discuss fundraising initiatives and also serve as a vetting organization to select viable Foundation board directors with strong Governance skills for a seat on the Governance Board.

Board Self-Assessment

The Self-Assessment was posted to the board portal in advance of the meeting. No comments were expressed during the seven-day review period.

Ms. (Muntz) Rothblatt reviewed the survey results:

- Strongest performance in financial oversight and conflict of interest management
- Improvement areas: board diversity, external focus, strategic advocacy
- Non-compliance issues identified

- Conflicts between bylaws and Gov. 211 - Legal Entity Policy regarding foundation chair participation on the Governance Board
- GOV007 CEO Appraisal Process: CEO annual evaluation not completed in current year despite policy requiring completion at fiscal yearend (August/June 30)
- Risk register and emerging risks not sufficiently communicated to all board directors
- Community feedback is too small (8-9 responses from 3,000 surveyed) Board would like to see more engagement with the community providers.

Action Items

- Jennifer Rothblatt: GOV007 CEO Appraisal Process:
 - Rewrite CEO evaluation policy to simplify and align with fiscal year end
- Laurie-Anna DeGennaro Establish standing agenda item for Committee Reports
- Jennifer Rothblatt GOV005 Donation Policy
 - Increase transparency of board member contributions (move from confidential to transparent with optional confidentiality on request)
- Jennifer Rothblatt Consolidate duplicate survey questions using AI and bring updated version to next meeting
 - Combine Q9 and Q14

CEO and Board Leadership Alignment

Recent improved communication between CEO and Board Chair

- Met three weeks prior for three-hour strategic discussion with another meeting scheduled
- Board Director Ms. (Muntz) Rothblatt recommended strengthening collaboration to ensure unified leadership and board directors message

Officer Elections and Board Terms

The Officer and Board Terms were posted to the Board Portal in advance of the Board Meeting. No comments were expressed during the seven-day review period.

Mr. Rodgers reported the Board Recruitment Committee met to review Board Officer and Director terms, meeting attendance, Board Contributions and Board directors performance over the last year. The Committee is presenting the following terms for the board's approval:

Officers

Motion: Ms. Larkin moved to approve Mr. Eric Austin Board, Chair for a second one-year term effective January 26, 2026. This was seconded by Ms. (Muntz) Rothblatt and without further discussion the motion passed.

Motion: Ms. (Muntz) Rothblatt moved to approve Mr. Dan Rogers, Emeritus Board Chair for a second one-year term effective January 26, 2026. This was seconded by Ms. Larkin and without further discussion the motion passed.

Motion: Ms. Larkin moved to approve Mr. David Hill, Board Treasurer, for a second one-year term effective January 26, 2026. This was seconded by Ms. (Muntz) Rothblatt and without further discussion the motion passed.

Motion: Mr. Austin moved to approve Ms. Jennifer Muntz) Rothblatt, Board Secretary for a two year term effective January 26, 2026. This was seconded by Ms. Larkin.

Discussions: Ms. Larkin questioned Ms. Rothblatt's two year term and all other board directors were renewed with a one year term. Term structure clarified: all board directors serve two-year terms with annual performance evaluations. Ms. DeGennaro added the Governance Board had changed the terms for all board directors from a staggered approach to a two year term at the January 2025 Board meeting. And, on an annual basis, the Board Recruitment Committee (Mr. Rogers, Ms. Johnson, and Ms. (Muntz) Rothblatt) meet to evaluate directors performance, individual contribution records (GOV005 Donations Policy), along with review of meeting attendance and volunteer hours to determine if a director

should advance to their next term year. As new directors are recruited, it will create a staggered approach. Directors can also have their terms extended at the end of their initial two-year term with board approval.

Vote: The motion passed.

Directors

Motion: Mr. Austin moved to approve Bishop Merton Clark, Board Director, for a second one-year term effective January 26, 2026. This was seconded by Ms. (Muntz) Rothblatt and without further discussion the motion passed.

Motion: Mr. Austin moved to approve Ms. Stephanie Larkin, Board Director, for a second one-year term effective January 26, 2026. This was seconded by Ms. (Muntz) Rothblatt and without further discussion the motion passed.

Board Expansion Strategy

Each board director is assigned to identify candidates from Brevard, Orange, Osceola, and Seminole counties

- Professional diversity targets: attorney, realtor, educator, healthcare provider, economic development/banker
- Each county likely has leadership development program providing candidate rosters

Strength, Weaknesses, Opportunities, Threats (SWOT)

The SWOT Analysis and SWOT activity was posted to the board portal in advance of the meeting. No comments were expressed during the seven day review period. Using the SWOT presentation, Ms. (Muntz) Rothblatt initiated board discussions with the outcomes as follows:

Organizational Strengths (SWOT)

- Leadership team stability with Dr. Holmes at longest tenure, Mr. Scarpelli at eight years
- Strong staff retention despite high industry turnover
- Diversified service network across multiple counties with extensive provider partnerships
- Mission-driven culture committed to protecting children and strengthening families
- Community-owned model with board and staff living in communities served
- Strong DCF relationships evidenced by selection for pilot programs and adoption specialist shadowing opportunity
 - Deputy secretary calls directly requesting partnership on emerging initiatives

Organizational Weaknesses (SWOT)

- Over-reliance on key individuals, particularly CEO and Board Liaison
- Board diversity not yet reflecting all communities served
- Single revenue stream dependency primarily on DCF contract funding
 - Opportunity to develop grants, foundation support, local government partnerships
- Internal focus potentially limiting external stakeholder engagement
 - Hybrid Carver model being developed for flexibility while maintaining governance integrity

Opportunities (SWOT)

- Board to establish public-private partnerships to engage businesses, donors, foundations, municipal governments with capital funds and land
- Youth and kinship focus initiatives
 - 28% permanency increase achieved last month through Home for the Holidays campaign
 - Post-Adoption Advisory Group launching
 - Independent Living grant funding (~\$50,000) for job readiness and youth advisory board expansion

Threats (SWOT)

- Sunshine Law compliance risk with \$3,000 per occurrence penalty for public records violations
 - Cities and counties have paid six figures from improper handling
 - All staff should be trained on public records requests
- Workforce shortfalls from high turnover and burnout
 - Younger workers seeking flexibility, shorter work weeks, rapid advancement
 - Organization implementing retirement recruitment model with part-time positions (10-15 hours weekly)
- Key person dependencies: Mr. Scarpelli's inevitable retirement and Ms. DeGennaro's planned retirement when her house is sold.
 - No immediate successors identified

GOV005 Donation Policy - Board Engagement and Culture

- Policy requires minimum two event board attendance annually (language weak, says "expected" not "required")
 - Events include adoptions, fundraisers, community events within the four counties
 - Volunteer hours and drive time count toward give-or-get requirement
- Board/CEO communication rated as open, timely, and productive with Phil responding quickly
- Committee structure now includes standing agenda item for Committee Reports to increase visibility
 - Risk Committee moved to "as needed" reporting but still meets regularly

Board Director Contributions

The 2025 Board Directors contributions were posted to the board portal in advance of the meeting. No comments were expressed during the seven day review period. Using the presentation, Ms. DeGennaro reported the following:

- 2025 goal of \$50,000 not reached but achieved 100% board participation
 - Total cash: \$19,700
 - Total in-kind: \$8,275
 - Combined total: \$27,975

2026 Collective Goal:

2026 goal set at \$30,000 (3% increase from actual 2025 giving)

- Board Recruitment Committee recommends attainable goals rather than stretch goals

Motion: Mr. Rodgers moved to approve to set the 2026 Board Collective Goal at \$30,000. This was seconded by Ms. (Muntz) Rosenblatt and without further discussion the motion passed.

2026 Annual Board Meeting Calendar

The Annual Board Meeting Calendar was posted to the board portal in advance of the meeting. No comments were expressed during the seven-day review period. Board Directors reviewed the outlining monthly requirements including CEO self-evaluation process starting in May.

Motion: Ms. (Muntz) Rothblatt moved to approve the 2026 Board Annual Calendar as presented. This was seconded by Mr. Rodgers and without further discussion the motion passed.

Q2 (Oct. Nov. Dec) Financials and Supplemental Narrative

The financials and supplemental narratives were posted to the board portal. No comments were expressed during the seven-day review period. Using the supplemental narrative Mr. Johnson reported the following:

- Current fiscal year showing favorable variance of approximately \$5.4 million
 - Received supplemental funding from risk pool and back-of-bill payments from DCF
 - Returned approximately \$2.7 million in two installments with minimal operational impact
- Current six-month trends show strong momentum

- Group home daily rates paid below budget, creating significant efficiency gains
- COLA increases distributed and salary equalization completed across four counties
- No need to reduce out-of-home care spending as previously required
- 18-month period under current contract (GG-514, started July) described as possibly strongest financial performance in organization history
 - Bridge contract covered April, May, June prior to July start
- Budget development underway with opportunity to reinvest in core-funded services rather than group home line items
- Need Board approval for President and CEO to receive a 3% COLA increase retroactive to January 3, 2026.

Motion: Ms. (Muntz) Rothblatt moved to approve 2026 Q2 Financials and Supplemental Narrative as presented. This was seconded by Ms. Larkin and without further discussion the motion passed.

Motion: Ms. Larkin moved to approve a 3% COLA increase for the President and Chief Executive Officer effective January 3, 2026. This was seconded by Ms. (Muntz) Rothblatt and without further discussion the motion passed.

SWP Year 1 Q2 (Oct, Nov, Dec)

The Strategic Work Plan Year 1 Q2 was posted to the board portal in advance of the meeting. No comments were expressed during the seven day review period. Using the plan as presented, Dr. Holmes reported the following:

- Prevention services expansion in Orange, Osceola, and Seminole counties
 - Substance Exposed Newborn (SEN) unit launching at approximately \$400,000 cost through managed entity partnership
- Foster parent recruitment campaigns: Why I Said Yes and 100 Hearts 100 Foster Homes with early social media traction
- Accreditation preparations
 - COA site visit scheduled for May
 - Second CARES evaluation complete with University of South Florida
 - Working toward Title IV-E Prevention Services Clearinghouse credentials
- Provider fair scheduled January 28 at Eastern Florida State with 60+ providers and 100+ case management RSVPs
- Staff satisfaction survey completed with 65% response rate (286 of 440 staff)
- Technology initiatives 85% complete getting all staff on same network, preparing for CCWIS implementation
- RFP for PEO services released with February 20 deadline

Consent Agenda

The CEO Board Report and DCF Contract Measures were posted to the board portal in advance of the meeting. No comments were expressed during the seven-day review period.

Motion: Ms. (Muntz) Rothblatt moved to approve the consent agenda as presented. This was seconded by Mr. Rodgers and without further discussion, the motion passed.

ACTION: Mr. Austin reminded Board Directors that a Special Board Meeting will be planned to approve the finalized bylaws with board recommendations completed by Mr. Hubbard.

Motion: Ms. Larkin 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 February 26, 2026.