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BOARD MEETING  
February 26, 2026  
Minutes

**Board Directors in person:** Mr. David Hill, Treasurer, Bishop Merton Clark, Director, Mr. Dan Rodgers Emeritus Board Chair, Ms. Jennifer (Muntz) Rothblatt, Secretary, Ms. Stephanie Larkin, Director, Kristen Johnson, Foundation Board Chair

**Board Director online:**

**Board Director absent:** Mr. Eric Austin, Board Chair

**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

**Board Guests online:** Tracy Klinkbeil, DCF

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

Mr. Hill 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.

**House Keeping:** Ms. Rothblatt reminded board members that the meeting is run under the Roberts Rules of Order, and that when a first and second motion is on the floor, the board members have an opportunity to debate the motion through discussions. Once a vote is taken, it stands as a decision made by the board and that all board directors are to adhere to and support the collective decision.

**Motion:** Mr. Rodgers moved to approve the February 26, 2026 Agenda. This was seconded by Ms. Larkin and without further discussion the motion passed.

Mr. Hill 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. Hill 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. Rothblatt moved to approve the January 26, 2026 Board Meeting minutes. This was seconded by Ms. Larkin and without further discussion the motion passed.

**Motion:** Ms. Larkin moved to approve the February 17, 2026 Special Board Meeting minutes. This was seconded by Ms. Rothblatt and without further discussion the motion passed.

Board Orientation COA GOV 4 Carver Policy Governance Model Board Training

The Carver Policy Governance FPOCF Board Governance Reference Sheet was posted to the board portal in advance of the meeting. No comments were expressed during the review period.

Ms. Rothblatt facilitated an interactive training session on the Carver Policy Governance Model using a Power Point Presentation to satisfy annual and COA board training requirements.

She noted there are four types of board policies:

- ENDS policies which define the mission, vision, and outcomes the board expects the organization to produce.
- Executive limitations are boundaries around how the CEO must not act
- CEO linkages
- Governance Processes

The session focused on the distinction between ENDS, which define the organizational mission and target outcomes, and MEANS, which represent operational methods.

Key governance principles were clarified through an interactive quiz and discussion.

1. C: Placing subsidiary reports under the consent agenda is a weak monitoring of reports that undermines the board's oversight responsibility. Performance monitoring requires active evaluation of data rather than simply receiving information through the consent agenda.
  - The board must determine ways to review the reports as the subsidiaries are legal entities not governed by the Florida Sunshine Law
2. C: Under Carver; Once a vote is taken, all board directors agree to adhere to and support the collective board's decision; the board speaks with one voice. The board must maintain a "one voice" policy where all directors support a decision publicly once a vote is finalized.
3. C: CEO evaluations must be based on performance against written policies with measurable smart goals rather than general impressions.
4. B: If the board has not clearly defined measurable Ends the CEO evaluation becomes subjective and personality based.
5. B: Each subsidiary should have its own dedicated board in order to increase performance and effectiveness.
6. A& B: Means: All subsidiary entities operate compliantly, transparently, and in alignment with the mission and fiduciary standards of Family Partnerships of Central Florida.
  - A. Board directors may communicate with staff at the CEO's discretion for informational purposes only.
  - B. Board must communicate through the CEO unless explicitly authorized by board policy.
    - Exception: Committee directors can engage with staff during the committee meetings.
7. Under the Carver Governance Model, individual board member opinions
  - A. Individual opinions carry no authority.
  - B. Opinions cannot direct staff.
  - C. Opinions cannot override board policy.
  - D. Once the board decides, directors must support it ("One Voice").

#### Carver Governance Hybrid

In the absence of Mr. Austin, Ms. Rothblatt opened the floor to discuss transitioning from a rigid Carver Policy Governance Model to a more flexible hybrid model.

Mr. Scarpelli noted he and Mr. Austin over the last couple of years have discussed pursuing a more contemporary governance model allowing for more flexibility and exhibiting less rigidity in its framework. Mr. Scarpelli shared he researched what the contemporary models were saying about the Carver Governance Model; in its day it was one of the leading models that organizations integrated for community based care. He would like to see a far more engaged board than a stoic board that feels uncomfortable and unable to share information. He noted he doesn't want people to be forced into an uncomfortable zone where they're not really contributing or sharing a difference of opinion; which is healthy; it allows directors to build trust, respect and have a better understanding of each other that drives strength to leverage those differences towards growth. He confirmed organizational leadership and governance have evolved since the inception of the governance model; and questioned does the board think it's necessary to make the change for adaptation or to make a change for the sake of a change.

Board directors discussed whether or not it is necessary to change the model; the policies define the mission, vision, and drive the outcomes that the board expects the organization to produce. Members observed that the board has already organically evolved into a hybrid model that encourages collaboration over "rubber stamping" decisions. The next step may be to just formalize that hybrid model, keep the framework for structure, to encourage continued board collaboration. Members expressed there are times where the board is too flexible and can be derailed from its oversight duties. Ms. Rothblatt noted in her research, she learned that the authors of the Carvel Policy Governance Model meant for the model to be flexible and adaptable. Bishop Clark stated in this type of a community service organization, much like his church, there are three essential elements for maintaining the framework to prevent derailment and ensuring mobility:

- Visionary leadership: The CEO should not be restricted
- Governance Policies and Procedures: Set the Direction
- Oversight: Ensure policies and procedures are carried out

Mr. Scarpelli stated excellent discussions on the framework and flexibility of the governance model. He is looking forward to continued conversations.

#### February 17, 2026 Special Board Meeting Unfinished Business

##### Governance Policy Review

GOV005 Board Donations, GOV007 CEO Appraisal, GOV211 Separate Legal Entity are policies that were not reviewed at the FPOCF February 17, 2026 Special Board Meeting due to time constraints. The board agreed to present them at the FPOCF February 26, 2026 Board Meeting as unfinished business on the agenda. They were posted to the board portal in advance of the meeting. No comments were expressed during the review period.

##### GOV005 Board Donations

Ms. Johnson reported the policy was modified to spell out the acronyms. She did some wordsmithing throughout the document: punctuation and adding modern terminology. She also added a substantive change that requires board directors to attend at least two agency-related events per year outside of board meetings to promote overall increased board engagement.

**Action Item:** Directors asked that an event section be added as a standing item to the monthly agenda listing organizational events directors can attend for awareness.

##### GOV007 CEO Evaluation

Ms. Rothblatt made some substantive procedural changes throughout the document to ensure that the board is accountable for CEO's performance evaluation and HR is responsible for the logistical support. The evaluation process is now led by the Executive Committee rather than being an administrative HR function and now linked to specific metrics for financial stewardship, strategic plan alignment, and system outcomes.

##### GOV211 Separate Legal Entities

Ms. DeGennaro reported in the subsidiary interface with FPOCF section of the policy, there was a typo referencing Executive and it should be Board Chair.

Mr. Hill asked for a motion to approve the policies with the recommended changes as presented.

**Motion:** Bishop Clark moved to approve GOV005 Board Donations, GOV007 CEO Appraisal, GOV211 Separate Legal Entity with the recommended changes as presented. This was seconded by Mr. Rodgers and without further discussion the motion passed.

##### The NCFIE and Family Partnerships Foundation Bylaws

The NCFIE and Family Partnerships Foundation Bylaws were posted to the board portal in advance of the meeting. No comments were expressed during the review period.

NCFIE

The board addressed the governance and financial challenges regarding the National Center for Innovation and Excellence (NCFIE).

Dr. Holmes reported NCFIE serves as the research and replication arm for the CARES model, with active sites in four states, including Alaska and North Dakota. Although NCFIE was historically profitable through licensing fees and training, it is not currently generating a profit. Mr. Scarpelli attributes this to a lack of a marketing drive as the staff are focused on academic replication and grant work versus profitability and sales.

**Action Item:** The board tabled the election of NCFIE officers until the March board meeting to allow for a presentation from NCFIE leadership to include the following:

- Introduction: Purpose of NCFIE
- Outline Strategic Marketing Plan to include
  - Existing Contracts
  - Pursuing new Contracts
  - Review Financials

Dr. Holmes then provided some background on the formation of the subsidiaries and their advisory boards which at the time included CARES, Family Allies and The NCFIE. She reported that the subsidiaries never had a separate governance board and the former BFP Board was also the governance board for the NCFIE. Historically, at one point in time, there were five boards, and it was just becoming redundant, hectic, and duplicative. The agency opted for one oversight governance board for efficiencies amongst subsidiaries; saving time and avoiding duplications. And, had the same thought process for the Foundation; the decision was intentional when it was first started. Mr. Scarpelli added, what organically happened is the evolution of functionality and the slow decline of consistency, communication and alignment. The subsidiary boards became less governance and more advisory because advisory is far more functional, especially if you don't understand the structure of governance. So, the advisory members really contributed more to content.

The board then discussed the legal aspects of the two subsidiaries. Ms. Rothblatt confirmed that they are their own legal entities, with a 501(c)3 status and the law requires that there be a Chair, Treasurer, and Secretary recorded with the state under the Articles of Incorporation. She noted technically that NCFIE has a governance board and it's the FPOCF Board. She noted that in the years she has been on the FPOCF Board, she hasn't been to a board meeting dedicated to NCFIE, which is a legal compliance concern. She then noted the Family Partnerships Foundation has a governance board, which has two board directors right now. She added FPOCF is in the cycle of recruiting, and this is a good time to have this conversation. Directors then discussed that both the NCFIE and Family Partnerships Foundation should have their own board of directors to focus on revenue generating initiatives, which is the premise of their existence. Ms. Rothblatt shared that the board already made the edits at prior board meetings; these were presented under unfinished business for approval.

**Action Item:** The board agreed to table The NCFIE bylaws until after the presentation from The NCFIE leadership.

Family Partnerships Foundation Bylaws

Ms. Johnson presented the Foundation Bylaws, referenced the changes, and noted they were made to align with the FPOCF Bylaws: amending the minimum requirement to three directors with no maximum limit, residency requirements specify that 51% of the Foundation board must reside in Brevard County, with the remainder coming from the broader service area, and there were some punctuation edits. The updates were made to ensure legal compliance and operational efficiencies and consistency.

The board then discussed the three required officers. Ms. Johnson shared she is the Chair and Mr. Tonny Harris is a director. The Foundation still needs a Treasurer and a Secretary. Mr. Hill offered to serve as the Treasurer temporarily until one is found to remain in compliance with legal structure. Ms. DeGennaro noted that the board can appoint Mr. Harris to serve as Secretary at this meeting without having to come back to the FPOCF Board if he accepts the position.

Mr. Hill asked for a motion to approve the appointments to the Treasurer and Secretary positions.

**Motion:** Ms. Johnson moved to appoint Mr. David Hill to serve as the Foundation Board Treasurer until such time a replacement is recruited. This was seconded by Ms. Rothblatt and without further discussion the motion passed.

**Motion:** Ms. Johnson moved to appoint Mr. Tonny Harris to serve as the Foundation Board Secretary pending his acceptance. This was seconded by Ms. Rothblatt and without further discussion the motion passed

**Action Item:** Mr. Scarpelli urged board directors to recruit new prospects, as the FPOCF board currently has vacancies and a target size of 15 members.

**Action Item:** The board directors have committed to include that each director is to attempt to recruit one board director from the Tri-County.

Mr. Hill asked for a motion to approve the Family Partnerships Foundation Bylaws.

**Motion:** Ms. Johnson moved to approve the Family Partnerships Foundation Bylaws with the amendments as presented. This was seconded by Ms. Rothblatt and without further discussion the motion passed.

#### Governance Policies to review

GOV006 Board Recruitment, GOV009 Board Director Role, GOV206 Bank Accounts, GOV208 Accounting Practices were posted to the board portal in advance of the meeting. No comments were addressed during the review period.

Ms. Rothblatt noted it is best practice to review each of the policies at the meeting for COA purposes. The majority of the changes were regarding inconsistencies with the organization and replacing outdated acronyms. DCF requested that the acronyms for the subsidiaries be spelled out versus using FOA or the acronym. Ms. Rothblatt noted removing FOA is best practice to identify FPOCF, NCFIE and Family Partnerships Foundation as the three separate legal entities. The board also accepted several updates to governance policies to modernize language and align with current best practices.

**Motion:** Ms. Rothblatt moved to approve GOV006 Board Recruitment, GOV009 Board Director Role, GOV206 Bank Accounts, GOV208 Accounting Practices with the amendments as presented. This was seconded by Mr. Rodgers and without further discussion the motion passed.

#### Committee Reports

##### Board Risk Committee

Ms. Larkin, Board Risk Committee Chair reported the committee met on February 3, 2026 and they were presented with a couple of low-risk incidents; nothing of material substance to be concerned about. Bishop Clark expressed his pleasure in which the way Mr. Hubbard presented FPOCF's level of involvement and the way he framed the sensitive topics with discretion.

##### Family Partnerships Foundation Updates

##### Fore Our Kids Golf Tournament

Ms. Johnson, Foundation Board Chair, announced planning is underway for the golf event scheduled for April 17 at Eagle Creek, in Lake Nona, Orlando. She was excited to report that the Foundation is ahead with sponsorships and has already secured the highest level of sponsorships as opposed to the status of confirmed sponsorship this time last year. In addition, the Foundation has received a multi-year contribution at the highest level sponsorship. Ms. Johnson mentioned they need at least 100 golfers to schedule fun activities at various holes throughout the course, so the focus this year is primarily achieving the 100 golfer attendance which will inevitably result in sponsorships and revenue.

Consent Agenda

The CEO Board Report, DCF Contract Measures for October, November, December and January Financials and Supplemental Narrative were posted to the board portal in advance of the meeting. No comments were expressed during the seven-day review period.

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

Announcements:March Board Annual Mandatory Trainings

Mr. Hill reminded directors of the DCF Annual Board Training/Presentation and Sunshine Health Training are scheduled for March.

Respectfully Submitted,

Laurie-Anna DeGennaro  
Board Liaison

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