



POLICY

Series: Board Governance **COA: GOV 5, GOV 6**
CFOP: N/A

Policy Name: Governance Model
Policy Number: GOV011
Reviewed Date: 3/19/2026
Revision Date: 4/23/2026
Effective Date: 11/1/2008

Applicable to: Family Partnerships of Central Florida (FPOCF), The National Center for Innovation and Excellence (NCFIE) Board of Directors, the Family Partnerships Foundation Board of Directors, and the President and Chief Executive Officer (CEO)

PURPOSE: Each separate legal entity maintains its own Board of Directors as an independent governing body.

The organization utilizes a Carver-informed hybrid governance model, ensuring:

- Boards define organizational outcomes (“Ends”)
- The President and Chief Executive Officer determines operational methods (“Means”)
- Executive Limitations define boundaries of authority

Boards may coordinate for strategic alignment; however, no Board exercises governance authority over another separate legal entity.

Reference: GOV004-A President and Chief Executive Officer Succession Plan
GOV004-B President and Chief Executive Officer Succession Plan Check List

Inter-Entity Relationship and Accountability

The FPOCF parent board of directors and the subsidiary boards are in alignment in support of a shared mission and system of care.

The FPOCF Board of Directors retains ultimate accountability for system performance and compliance under primary contracts, including those with the Florida Department of Children and Families. Subsidiary legal entities operate with delegated authority and do not hold independent accountability for system-level outcomes.

Subsidiary Boards shall maintain appropriate transparency and provide information necessary to support system-wide oversight, coordination, and alignment, while respecting the distinct governance responsibilities of each legal entity.



Order of Precedence

Governance decisions follow this order of precedence:

1. Applicable law
2. Articles of Incorporation
3. Bylaws
4. Contracts and regulatory requirements
5. Board policies

Board Responsibilities

Board Directors serve as fiduciaries and shall act in good faith and in the best interests of the organization. In carrying out their responsibilities, Board Directors shall adhere to the Duty of Care, Duty of Loyalty and Duty of Obedience.

Each Board of Directors is responsible for:

- Setting strategic direction and outcomes
- Establishing Executive Limitations
- Monitoring financial and operational performance
- Ensuring legal and fiduciary compliance
- Supporting the President and Chief Executive Officer through governance, not operations
- Governing through policy and oversight, not operational involvement

CEO Oversight

The FPOCF Board of Directors serves as the sole governing body responsible for the appointment, evaluation, compensation, and oversight of the CEO.

Subsidiary Boards provide entity specific oversight and may offer input into the CEO's performance but do not independently evaluate or direct the CEO.

The FPOCF Board may incorporate this input into the CEO's formal evaluation process.

Board Meetings

Each Board meets at least quarterly and operates independently. Joint meetings may occur for alignment but do not constitute shared governance authority. Each Board shall maintain its own meeting records and decisions.

Role of the Chair

The Board Chair ensures the Board operates in accordance with governing documents and facilitates effective governance. The Chair may represent the Board consistent with Board approved positions.



Board Director's Code of Conduct

Board Directors shall act ethically, lawfully, and in the best interest of their respective organization, fulfilling fiduciary duties of care, loyalty, and obedience.

Committees

Each Board may establish committees as appropriate within its own governance structure. Committees operate under the authority of their respective Board and do not direct operations.

Board and CEO Relationship

The FPOCF Board delegates authority to the CEO through:

- Ends policies (what must be achieved)
- Executive Limitations (what must not occur)

The CEO determines all operational decisions within these boundaries.

The CEO is accountable to the FPOCF Board of Directors and provides reporting and transparency to each subsidiary Board for its respective entity. Individual Board Directors and committees may not direct the CEO or staff.

Monitoring the President and Chief Executive Officer Performance

The FPOCF Board is responsible for evaluating the performance of the CEO.

Monitoring is determined by the FPOCF Board and may include internal reports, external assessments, and input from subsidiary Boards.

Executive Limitations

The President and Chief Executive Officer shall not permit practices, activities, decisions, or organizational conditions that are unlawful, imprudent, or inconsistent with generally accepted business and professional ethics.

Any violation of criminal law, actions resulting in improper personal benefit, or conduct demonstrating recklessness, bad faith, or malicious intent shall constitute grounds for immediate dismissal.

Executive Hiring Notification

The CEO shall inform the FPOCF Board of Directors in advance of the creation or hiring of executive level roles, including but not limited to: Chief Operations Officer, Chief Financial Officer, Chief Legal Officer, Chief Communications Officer, Chief Administrative Officer, and Board Liaison.



Financial Planning and Budgeting

Financial planning shall align with Board approved priorities and long-term sustainability and shall not expose the organization to undue financial risk.

Accordingly, the CEO shall not:

- Present budgets lacking sufficient detail to support credible financial projections.
- Approve expenditures exceeding conservatively projected revenues.
- Allow cash reserves to fall below a prudent operating threshold.
- Allocate insufficient resources to governance-related obligations as defined by Board policy.

Succession Planning

To ensure continuity of leadership, the CEO shall maintain a succession plan that includes at least two qualified FPOCF executives capable of assuming interim leadership responsibilities.

In the event of a vacancy, the Board may designate an interim CEO until a formal transition process is completed as outlined in GOV004-A President and Chief Executive Officer Succession Plan and GOV004-B Chief Executive Officer Succession Plan Checklist.

Approved by the Family Partnerships of Central Florida Board of Directors on April 23, 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: 4/30/2026

Signature Date: 4/30/2026