Family Partnerships of Central Florida
BREVARD | ORANGE | OSCEOLA | SEMINOLE

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January 23, 2025
Board Annual Retreat
Notes

Board Attendees: Mr. Dan Rodgers, Board Chair, Mr. Eric Austin, Board Treasurer, Bishop Merton Clark, Ms. Stephanie Larkin, Ms. Jennifer Muntz, Mr. Rick Ely, Mr. Sean Kostelnik, Family Partnerships Foundation Advisory Board Chair, Ms. Kristen Johnson, Family Partnerships Foundation Advisory Board Chair, Ms. Christa Baily CARES Advisory Board Vice Chair.

Members Absent: Mr. David Hill

Others in attendance: Mr. Phil Scarpelli, President and CEO, Laurie-Anna DeGennaro, Dr. Valerie Holmes, Vice President and COO, Mr. Don Johnson, CFO, Ms. Stacy Peacock, CAO, Mr. John Hubbard, CLO, Ms. Kelly Swartz, Staff Attorney

Opening Remarks

Mr. Scarpelli opened the meeting thanking board members for their continued support of the Family of Agencies and the mission and vision of each.

Mr. Scarpelli provided board members with the background and history resulting in the implementation of the child welfare system of care and the formation of the statewide Child Welfare Lead Agencies 20 plus years ago. He noted FPOCF is now the third largest CBC in Florida with leaders who oversee a four county mission critical system of care. The Agency serves in upwards of 2,800 daily and over 8,000 in care per year.

Impact Pre and Post transition

Mr. Scarpelli shared the CBC's partnered with the Florida Coalition of Children to work with DCF to develop a funding model that will cover the costs of doing business. All parties during the first round of discussions could not come to an agreement. Legislators asked for a funding model that can be agreed upon representing calculated expenses paid, then present to the senate. The senate is beginning to hear and understand. CBC's will continue to inform legislators.

Mr. Scarpelli then shared the following accomplishments since the four county contract:

- Great job stabilizing the workforce and transitioning into one CBC.
    - Workforce are facing higher demands; the intent is to meet them where they are at with a strong expectation for the mission.
- Implemented and combined systems of care to ensure safety and wellbeing of children and families in all four counties. FPOCF has kept its promise to stabilize the system.
- Florida is leading in the nation in economic innovations in child welfare. Politicians are listening.
- Data Driven statistics: Clarifying the roles of DCF and the CBC's. DCF hasn't managed the system of care in over 20 years.

Members took a 15 minute break.

Board restructure for all four counties

Using his PowerPoint Presentation, Mr. Austin reviewed the following board restructure options with members.

1. Community Boards & Governance Board
2. Board of Directors
3. Board of Directors & Advisory Boards
4. Board of Directors & Executive Board
5. Bylaw Considerations

Mr. Austin noted the following:

- His selections would be options 1 Community Boards & Governance Board or Option 4 Board of Directors & Executive Board
- Members are encouraged to provide input on the proposed structures
- As part of the restructure, as Governance Board members leave, their positions are not replaced
- Meetings can be moved to other locations within the four counties or find one convenient location for all
- ¾ vote from each county is required adopt any decisions.
- Consider changing the Carver Policy Governance Model to a more legislative model
- The agency should be feeding the board with its expectations and needs:
    a. Fundraising initiatives
    b. Legislative support

Mr. Austion recommended forming a Board Restructuring Committee to review the following:

- Bylaws
- Crosswalk Governance Policies with procedures for redundancies and accuracy.
- Carver Policy Governance Model
- Board Job Descriptions

The following agreed to serve on the Board Restructure Committee:

- Eric Austin, Chair
- Jennifer Muntz, member
- Rick Ely, Member
- Phil Scarpelli, CEO
- Laurie-Anna DeGennaro Board Liaison
- Dr. Valerie Holmes, Vice President and COO
- Mr. John Hubbard, CLO
- Ms. Stacy Peacock, CAO
- Mr. Don Johnson, CFO

The First meeting should take place before February 20 to comply with the Boards seven day review requirements.

The meeting ended at 12:00 pm

ANNUAL GOVERNANCE BOARD BUSINESS MEETING
January 23, 2025
Minutes

Board members in person:, Mr. Dan Rodgers, Mr. Eric Austin, Board Treasurer, Chair, Ms. Stephanie Larkin, Community Member, Mr. Sean Kostelnik Community Member, Ms. Jennifer Muntz, Community Member, Mr. Rick Ely, Community Member

Board Members Absent: Mr. David Hill, Bishop Clark

Others Attendance in Person: Mr. Phil Scarpelli, President and CEO, Ms. Laurie-Anna DeGennaro, Board Liaison, Ms. Kristen Johnson, Foundation Advisory Board Chair.

Board Guests: Dr. Valerie Holmes, Vice President and COO, Ms. Stacy Peacock, CAO, Mr. John Hubbard, CLO, Mr. Don Johnson, CFO, Ms. Stacy Peacock, CAO, Ms. Phebe Whalen, DCF, and Ms. Traci Klinkbeil, DCF.

Mr. Rodgers welcomed all in attendance.

Mr. Rodgers then asked for all to state their names for the record beginning with board members to include the President and CEO and Board Liaison, then guests.

Motion: Ms. Larkin moved to approve the January 23, 2025 Agenda. This was seconded by Mr. Kostelnik and with no further discussion the motion passed.

Mr. Rodgers reminded members that if anyone had a real or perceived conflict of interest or a business relationship between two board members to please reach out to Ms. DeGennaro for a Conflict-of-Interest form. None were disclosed.

Public Comments: Mr. Rodgers 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. Austin moved to approve the December 5, 2024 Special Board Meeting minutes. This was seconded by Ms. Muntz and without further discussion the motion passed.

Motion: Ms. Larkin moved to approve the December 12, 2024 Governance Board Meeting minutes. This was seconded by Ms. Muntz and without further discussion the motion passed.

<u>New Business</u>

<u>Governance Policies</u>
GOV005 Board Donations, GOV006 Board Recruitment, GOV011 Governance Model, GOV019 Election of Officers, GOV206 Bank Accounts, and GOV208 Accounting Practices policies were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Motion: Mr. Ely motioned to approve GOV005 Board Donations**,** GOV006 Board Recruitment**,** GOV011 Governance Model**,** GOV019 Election of Officers**,** GOV206 Bank Accounts**,** and GOV208 Accounting Practices with the recommended changes as presented. This was seconded by Mr. Kostelnik and without further discussion the motion passed.

<u>2024 Total Board member contribution</u>
The 2024 Total Board member presentation was posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Members then discussed the importance of board member participation to qualify for grant and other funding opportunities. Members agreed to set the 2025 goal to $50,000.

Motion: Mr. Ely moved to approve the 2025 board collective goal at $50,000. This was seconded by Mr. Austin and without further discussion the motion passed.

<u>2024 Board Self-Evaluation</u>
The 2024 Board Self-Evaluation was posted to the Board Portal in advance of the meeting. No comments were expressed during the review period. Members reviewed the evaluation as presented and were pleased with the results. Discussions ensued regarding the importance of directors adding comments for ways to advance the board.

Motion: Mr. Ely moved to approve the 2024 Board Self-Evaluation as presented. This was seconded by Ms. Muntz and without further discussion the motion passed.

<u>2025 Annual Board Calendar</u>
The 2025 Annual Board Calendar was posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Motion: Mr. Ely moved to approve the 2025 Annual Board Calendar as presented. This was seconded by Ms. Larkin and without further discussion the motion passed.

<u>Board Reports</u>

<u>Board Executive:</u> Mr. Austrin reported he reviewed the Retreat and Board Meeting agenda along with Governance Policies presented earlier.

<u>Board Finance Committee:</u>

<u>2024-2025 Audit</u>
2024-2025 Audit was posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Mr. Austin reported the committee met with the Auditors to review the 2024-2025 Audit as presented. There were no material findings, the agency is classified as a low risk auditee and received the best possible rating that can be achieved.

Motion: Mr. Austin moved to approve the 2024-2025 Audit as presented. This was seconded by Ms. Muntz and without further discussion the motion passed.

<u>Board Recruitment Committee</u>

Mr. Rodgers reported the committee met to review the Slate of Officers and Board Member terms. He noted that he is stepping down as Board Chair and will remain on the board as a community member.

He then reported Mr. Storm Doddy has tendered his resignation effective January 22, 2025.

The Board Recruitment Committee has nominated the following board officers:

<u>Slate of Officers:</u>

Eric Austin Board Chair, Term: 1 year Beginning 1/24/2025 and ending 1/22/2026

Motion: Mr. Ely moved to appoint Mr. Eric Austin as the Board Chair for a one year term beginning January 24, 2025 and ending January 22, 2026. This was seconded by Ms. Larkin and without further discussion the motion passed.

Kristen Johnson Board Vice Chair, Term: 1 year Beginning 1/24/2025 Ending 1/22/2026

Motion: Mr. Ely moved to appoint Ms. Kristen Johnson as the board Vice Chair for a one year term beginning January 24, 2025 and ending January 22, 2026. No second presented.
Discussions: Mr. Austin reported the nomination is against policy. A member must serve on the Governance Board for six month before holding an officer position and Ms. Johnson is not a member of the Governance Board. Mr. Austin recommended an in depth review of the policy and bylaws before moving forward with the nomination for Vice Chair.
Vote: The motion did not pass.

David Hill to Board Treasurer Term: 1 year Beginning 1/24/2025 Ending 1/22/2026

Motion: Mr. Ely moved to appoint Mr. David Hill as the Board Treasurer for a one year term beginning January 24, 2025 and ending January 22, 2026. This was seconded by Mr. Austin and without further discussion the motion passed.

The Board Recruitment Committee has recommended the following Board Member Terms:

Dan Rodgers, Community Member Term: 1 year Beginning 1/24/2025 Ending 1/22/2026

Motion: Mr. Ely moved to approve Mr. Dan Rodgers, Community Member for a one year term beginning January 24, 2025 ending January 26, 202. This was seconded by Ms. Muntz and without further discussion the motion passed.

Bishop Merton Clark, Community Member: Term: 1 year Beginning 1/24/2025 Ending 1/22/2026

Motion: Ms. Muntz moved to approve Bishop Merton Clark, Community Member for a one year term beginning January 24, 2025 ending January 26, 202. This was seconded by Mr. Ely and without further discussion the motion passed.

Board Risk Committee Ms. Muntz, Vice Chair reported the committee met to review procedures RQ505 Risk Management Process and RQ506 Compliance Committee Review process and supported the recommended amendments. There is nothing further to report at this time.

Board Marketing Committee Ms. Larken, Committee Chair reported the date of the Golf Event has changed to Friday, April 18. The committee reviewed the Community Engagement report and the Foundation website reflecting the marketing updates.

Board Committee Roster
The Board Committee Roster was posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Discussions ensued regarding the existing committees and the need to assess their effectiveness. Mr. Austin agreed this function can be charged to the newly formed Board Restructure Committee.

Ms. Kristen Johnson requested to be removed from the Board Marketing Committee and she will remain on the Board Recruitment Committee.

Motion: Ms. Larkin moved to approve The Board Committee Roster as presented. This was seconded by Mr. Austin and without further discussion the motion passed.

Recurring Business

Consent Agenda
The CEO Board Report and DCF Contract Measures (Board Data Report), were posted to the Board Portal in advance of the meeting. No comments were expressed during the review period.

Motion: Ms. Muntz moved to approve the CEO Board Report and DCF Contract Measures (Board Data Report), as presented under the consent agenda. Mr. Austin seconded the motion and without further discussions the motion passed.

Motion: Mr. Austin motioned to adjourn. This was seconded by Mr. Ely.

Respectfully Submitted,

Laurie-Anna DeGennaro
Board Liaison

Approved by the Family Partnerships of Central Florida Governance Board of Directors on February 27, 2025.