

**CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION
MEETING MINUTES**

April 23, 2020

CCCCF Mission Statement: The CCCCCF, Inc., is a non-profit 501 (c) (3) entity, whose purpose is to award grants to groups and organizations that establish programs, research, or initiatives that promote the health or satisfy the medical needs of the residents of Citrus County, FL.

Call to Order: Teleconference virtual meeting via Zoom per Executive Order (all votes taken by roll call) at 6:01 p.m.

Moment of Silence: Observed

Pledge of Allegiance: Led by SDiaz-Fonseca

Welcome: by SDiaz-Fonseca

Attendance/Quorum:

- a. Directors present roll call: SDiaz-Fonseca (SDF), AMohammadbhoj (AM), KDemaio (KD), WDixon (WD), DRyan (DR), JTSmith (JTS), PFitzpatrick (PF), MMendizabal (MM). DRessler attempted to join several times but could not keep a steady signal.
- b. Legal Counsel: JRey
- c. Independent Consultant: No
- d. Public: 3
- e. Media: No
- f. Quorum: Yes-8

Legal Notice: Published on March 31, 2020

Approval of Meeting Agenda:

SDiaz-Fonseca presented the following change to the agenda: (1) a correction under “Unfinished Old Business,” Item “a,” to read “FDOH- 6-month report. Motion to approve by KDemaio, 2nd by AMohammadbhoj, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

Public Comment: (3 minutes for an individual or for an organization/group)

No comment

Minutes Approval:

SDFonseca presented the following change to the minutes: (1) a correction of her initials from “SFD” to “SDF” throughout the document. Motion to approve the April 8, 2020 Special Meeting Minutes with changes by KDemaio, 2nd by MMendizabal, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

New Business:

- a. SDFonseca presented the need to ratify the \$250,000 Regions check that was deposited to open the Cadence checking account on July 2019. The deposit was previously motioned, voted and passed, but was not recorded in the minutes. A motion to approve the deposit of \$250,000 into a new Cadence checking account and close the Regions checking account was made by JTSmith, 2nd by DRyan, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.
- b. SDFonseca presented an invoice and receipt for Fox-It software for the Executive Director in the amount of \$198.99 for reimbursement. A motion to approve made by WDixon, 2nd by AMohammadbhoj, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

c. Discussed a change in the signatories' procedure that would utilize the software DocHub for resolutions, administrative documents, and checks. Motion approve, in addition to Item "e", made by AMohammadbhoy, 2nd by DRyan, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

d. Discussion to approve a change in the Expenditure Policy to allow the Executive Director to charge up to \$1000 per month for unexpected bills and office supplies. Motion to approve made by WDixon, 2nd by JTSmith. During discussion SDFonseca stated that an amendment to the motion was needed to also include a change in the Expenditure Policy language to read "President" in place of "Treasurer" per the requirements of Cadence Bank provisions for the credit card. The amended motioned for approval was made by AMohammadbhoy, 2nd by KDemaio. vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

1. SDFonseca reported a need to change the current Policy of Fulfilling Financial Obligations language to include the provision for allowing the Executive Director to utilize the credit card and software needed to obtain electronic signatures from Board members in an emergency situation. KDemaio asked for clarification as to the policy as it was not provided in the packet. SDFonseca indicated the Fulfilling Obligations Policy exists currently, and the before mentioned language needs added to the policy. Motion to approve the addition of policy language for payment of invoices during an emergency made by WDixon, 2nd by JSmith. Vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

e. Purchase of the Software DocHub presented for approval by SDF in the amount of \$59.88 annually. (approved with item "c.")

f. SDFonseca reported on the application for a Corporate Credit Card through Cadence for the Executive Director to replace the debit card currently issued.

g. CMcClure reported that the Florida Wellcare Alliance Lease ends on the 30th of April. SDFonseca stated that in the February Board Meeting CMcClure presented the two options for obtaining a new annual lease but has since been on hold amidst the CoVid-19. CMcClure commented that she is currently working from home, and that the furniture in the FWA office belongs to FWA. The only change that would need to take place is the change of port for the Spectrum business line for CCCCCF, Inc. JTSmith commented that there is a widespread movement of many individuals having to operate business from home and would CMcClure be comfortable with an extension working from home. CMcClure commented she is on board and feels comfortable and confident that she could operate the business matters and records from home at this time. Furthermore, CMcClure commented in the future she anticipates getting a lease in an office to accommodate her and CCCCCF, Inc. presence in the community and grant applicants/recipients. PFitzpatrick commented that he just had a business line transferred to his house and the process is simple. JRey commented there should be no complications for this, but recommended CMcClure to adhere to Policy, utilizing the CCCCCF, Inc. equipment for business use only. A motion for CMcClure to work from home until further notice and have the CCCCCF, Inc. telephone line port installed at her home made by KDemaio, 2nd by JTSmith, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

h. SDFonseca reported that our vendor Tabitha Wells of Wells Biz Solutions chose to contact the Clerk's office, our bank and the Attorney on her idea for payment methods outside of Board direction, and then emailed this information directly to some of the CCCC, Inc. Board members, bypassing the agenda process. SDFonseca commented that this action goes against the chain of command for the CCCC, Inc. and that the email should have been channeled through the Executive Director or the Treasurer first. SDFonseca further commented that this is an item that could have been added to a Board meeting agenda by the Treasurer, Executive Director or other Board member with the back-up materials and the vendor could attend in order to address the idea with the whole Board. SDFonseca expressed concerns that this was done without Board direction, that fees could be generated for time used by the vendor with our Attorney, and that the vendor could become a conduit for Board conversation. WDixon voiced his support of the necessity of following the chain of command by all vendors in these regards. And JTSmith commented that he felt that SDFonseca could have handled the concerns in a different manner other than shaming the vendor publicly in front of the entire Board. JTSmith suggested handling the concern one on one. SDFonseca stated that she had contacted Wells Biz Solutions by email and stated she would discuss his issue with the Board since they had already been involved. KDemaio agreed with JTSmith that there should be a direct communication with the vendor by SDFonseca, not a public shaming. DRyan supported SDFonseca allowing the issue to be presented to the Board either way as the email had been sent to the entire Board.

Treasurer's Report:

- a. Invoices: Bright House/Spectrum \$29.99; CNA Surety/ SDFonseca Bond \$100.00, DRyan Bond \$100.00, FL Dept. of Revenue Quarterly \$189.00; Chronicle \$107.10(\$19.30+\$64.90+\$22.90); SDFonseca Foxit Software Reimbursement \$198.99; Nature Coast Web Design \$100.00; Wells Biz Solutions \$1075.00. Motion to approve checks by AMohammadbhoy, 2nd by MMendizabal, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.
- b. Financial Report: none
- c. Banking Services: none
- d. Other: none

Unfinished Old Business:

- a. FDOH emergency funding 6-month report. Motion to approve by WDixon, 2nd by DRyan, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.
- b. Motion approve the 3-month invoice forecast prepared by AMohammadbhoy, 2nd KDemaio, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.
- c. CMcClure presented the carrier quote from RSUI Group, Inc. for a total estimated premium of \$11,924.31 for Directors and Officers Limit of Liability coverage of \$1,000,000. CMcClure reported that the current coverage through Philadelphia is \$2019.00. SDFonseca commented that the cancellation is due to the findings reported in the 2017-2018 audit with the Citrus County Clerk's office. She further commented that out of all the carriers, we were denied a quote except for the RSUI Group. Although the findings were documented with resolution and emailed Philadelphia, they chose to cancel as of the extension on April 30, 2020. A dated spreadsheet and documents proving resolution of the findings were emailed to the broker for carrier quotes. CMcClure commented that Hagar emailed there was increase in premiums since the CoVid-19

emergency. SDFonseca stated that she and C McClure would continue to work on finding a better and more affordable policy, but that we should pay for this one. JTSmith inquired about a self-insured mechanism, but JRey responded it would not make financial sense. WDixon asked if he could deny coverage since he is not an officer. JRey responded that the carrier quotes on the fully functioning body of the Board of Directors and that opting out is not an option. JTSmith inquired about who is covered under sovereign unity at the \$250,000. JRey responded that since all are not elected official's coverage of certain ones would depend on the type of suit. WDixon suggested lowering the coverage from \$1,000,000. WDixon inquired what type of lawsuits would be an example that could be file. JRey responded with the example of the board approving an expense or contract that could be deemed as operating against taxpayer funding. C McClure suggested enrolling in the policy and cancelling more affordable coverage is found. KDemaio asked if the premium had to paid upfront in full? DRyan inquired about the cancellation of the policy as an option and read pg. 5 under Applicable Law relating to cancellation of insurance in the Florida Statutes. JRey replied that contemplating insurance cancellation involves either the lump sum or payments with intent to cancel. KDemaio requested C McClure call for a 6-month premium quote. AMohammadbhoy suggested requesting a quote for coverage that is only \$250,000. WDixon favored the idea and further suggested the Board assumes risk if there is a lapse in coverage. A motion to deny the current quote for \$1,000,000 in coverage at a premium of \$11, 924.31, request a quote for \$250,000 in coverage at a premium \$4,000 or less annually, and the Board assumes risk during any lapses in insurance by AMohammadbhoy, 2nd by KDemaio, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

Ad Hoc Committee Reports: None

Standing Committee Reports:

a. Investment Committee: WDixon reported that the CCCCCF, Inc. is up \$350,000 in stock investments. He further reported that he intends to open a checking account through TD Ameritrade account for when transfer orders are needed. SDFonseca inquired if the Investment Committee has met to discuss matters. WDixon replied that they have not met since January. SDFonseca reminded him that the Standing Committees need to meet at least quarterly to discuss investments before they are made. JRey inquired if the TD Ameritrade account information as well as the Investment Account Resolution from the February 2020 Board Meeting has been forwarded to the CCHB. C McClure replied that she did email the resolution and the account information for TD Ameritrade to the Citrus County Hospital Board.

b. Grants Committee:

1. SDFonseca asked JRey to describe the intended purpose and process for the Notice of Default letter that will be drafted (not yet prepared by Attorney) and used for distribution to grant recipients submitting late reports. JRey reported that the letter is not an item that needs be approved as it is simply the act of executing on the existing terms that are within the grant agreement. JRey stated the letter would consist of two parts- the first stating the deadline date for submission of the late report; the second would be a formal notice of default referring to no further funding or the possible repayment of the grant funds per the application agreement. JTSmith inquired if there is a need for this letter. JRey reaffirmed it is not a "new" process but merely the use of stronger language to execute the existing terms of the grant agreement.

2. SDFonseca presented a revision of the Grant Agreement to postpone the 25% grant funding until after the 6-month reports are received. Motion approve by

AMohammadbhoy, 2nd KDemaio, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

3. Cycle 6, 6-month reports were presented for approval. Motion to approve Items “3 and 4” by WDixon, 2nd AMohammadbhoy, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

4. Cycle 5, 1st year reports were presented for approval. Motion to approve Items “3 and 4” by WDixon, 2nd AMohammadbhoy, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

c. Personnel Committee:

1. PFitzpatrick reported that SDFonseca conducted a 6-month employee review per the contract and hiring terms of the Executive Director. PFitzpatrick commented that he had not worked with CMcClure as closely as WDixon had, but he commended her on her performance and accomplishments. PFitzpatrick turned over the review reporting to WDixon who commended SDFonseca on the execution of the review, stating it was incredibly positive and thorough. WDixon further commented that CMcClure is failing in no means as staff. WDixon stated he that the Personnel Committee would like to meet and prepare a proposal for a salary increase for CMcClure. JRey affirmed the contract states that at 6-months the salary would be renegotiated. SDiaz-Fonseca commented that CMcClure has done very well for 6 months of directorship. SDiaz-Fonseca indicated she did address with CMcClure about being more detail-oriented, the need for an employee handbook, and a timeline of skills to acquire. KDemaio commended CMcClure for her assistance, especially during challenging times over the past few months, and supports a salary increase for CMcClure. SDFonseca inquired about the provisions around the accrual of time-off. JRey clarified that there is no accrual, but the position is vested with 5 days of PTO per request and approval. WDixon proposed an \$8,000 to \$10,000 raise. DRyan suggested that this salary increase be determined at this meeting if possible, instead of postponing for a later meeting. A motion to make a one-time increase in the salary of the Executive Director position by \$10,000, effective the next occurring pay cycle made by WDixon, 2nd by PFitzpatrick, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

Legal Update:

a. JRey reminded the Board that per the executive order issued in March by Florida Governor DeSantis the suspension of physical meetings of governmental boards will expire on May 8, 2020. JRey commented that if the order does in fact expire, the Board could potentially return to meeting physically in May. JRey will notify CMcClure and the Board of the Governor’s orders as the updates are released.

Public Comment: (3 minutes for an individual or for an organization/group)

Tabitha Wells from Wells Biz Solutions offered a public apology to the Board of Directors for sending an email directly to the Board suggesting a financial process to utilize during the emergency orders due to CoVid-19. She acknowledged the email went outside of the process by which the vendors should communicate business-related material that could need approval by the Board of Directors. Reference Item “h” under “New Business.”

Next Meeting/s:

a. Anticipated # of Attendees (5 Yes: SDF, PF, DR, MM, WD); (2 Maybe: KD, SW); (1 No if a physical presence is needed: AM)

b. May 28, 2020 at 6pm teleconference Board meeting unless otherwise notified

Investment Committee Meeting: none

Grants Committee Meeting: May 25th via Zoom Teleconference at 6 pm

Personnel Committee: none

Audit Committee: none

Meeting Adjournment:

Motion to adjourn at 8:01 p.m. approved by KDemaio, 2nd by PFitzpatrick, vote 8-0 for (SDF, AM, KD, WD, DR, JTS, PF, MM). Motion passed.

Respectfully submitted by: Crystal McClure, Executive Director on June 4, 2020