

CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION

MEETING MINUTES

August 27, 2020

CCCCF Mission Statement: The CCCC, 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: 6:01 p.m. Teleconference virtual meeting via Zoom (all votes taken by roll call)

Moment of Silence: Observed

Pledge of Allegiance: Observed

Welcome: By President

Attendance/Quorum: Sophia Diaz-Fonseca (SDF), Jimmie T. Smith (JTS), Ernesto Rubio (ER), William Dixon (WD), Sonya Warden (SW), Mario Mendizabal (MM), David Ryan (DR)- Kelly DeMaio (KD) joined at 7:04p.m., Pat Fitzpatrick (PF)- left at 7:02,

- a. Directors roll call: By Crystal McClure (CMcClure)
- b. Legal Counsel: Y
- c. Independent Consultants: Christine Calianno, Shannon Crawford, Angela Vick, Robin Barclay (Clerk of Courts office), Brad Hess (AndCo).
- d. Public: Tabitha Wells, Jean Marie Dunk, Shannon, Dr. Wallis
- e. Media: 0
- f. Quorum: Y-9

Legal Notice: Published August 5, 2020

Approval of Meeting Agenda: Changes to the agenda requested by SDiaz-Fonseca with the following additions under the Grant Committee Reports: item #3 Special Category report form, #4 resignation of Grants Chairperson and appointment of Sonya Warden as Chair, and #5 Grant Cycle 9 schedule, Motion to approve by WDixon, 2nd by DRyan, vote 8-0 (SDF, MM, SW, DR, JTS, WD, PF, ER). Motion passed.

Public Comment: (3 minutes for an individual; 5 mins for an organization/group representative)

No comment

Minutes Approval: Motion made by DRyan to approve the July 23, 2020 meeting minutes, 2nd by WDixon, vote 8-0 (SDF, MM, SW, DR, JTS, WD, PF, ER). Motion passed.

New Business:

- a. The Citrus County Clerk of Courts, Angela Vick, and office members Robin Barclay, Shannon Crawford, and Christine Calianno presented the 20-05 Final Draft Audit. There was no evidence of fraud found. A reference was made to Observation #2 because the information under 12c relates to IRS 990, part 6 of the IRS section B item 12c. This was in regards to compliance enforcement with the Conflict of Interest Policy, the Foundation is required to answer in detail how monitoring is done. The answer that was given stated that the Clerk's Office monitors the Conflict of Interest Policy, but that was not correct. The organization has to explain in detail how they prove and monitor compliance and not the Clerk's office. The 2017 and 2018, 990's need to be amended so that the Clerk's Office is not included as the monitoring or enforcement agency of the Conflict of Interest for the Foundation. Discussion

ensued and then the Board asked the attorney to review the 990 from now on, and correct any language before the 990 is filed by the accountant.

The next reference to the Audit addressed Finding #5b wherein it was stated that the annual audit review of the Foundation's investment assets was not performed. Reference was made to the language in the IPS, Section VI.(d) Performance Review and the annual review. The Clerk's Office next referenced Finding #5b found in Section XI(d)viii pertaining to the duties of the Investment Committee to ensure an annual independent audit review is completed. The Clerk's office does not do an audit of the Foundations investments. The Clerk only ensures that the Investment Policy has been followed. Attorney Jennifer Rey stated that an annual review of the Board of Directors is required and not an independent audit.

JRey referred to the independent consultant, Brad Hess of AndCo., that one of the services AndCo provides is to give an annual performance review according to the performance of the assets as they are invested in accordance with the IPS and other institutional funds. JRey asked if this fulfilled the audit requirements. WDixon stated that AndCo. provides a Quarterly Review Report to the Foundation and at this meeting Brad Hess of AndCo is presenting the Annual Review and could provide them starting with 2017 until the present. CMcClure inquired of the Clerk's Office if this Annual Report would suffice both components of Finding #5b. Robin Barclay responded that they would require a written format of the Annual Report. Attorney Jennifer Rey stated she would reach out to the Clerk's office as to what needs to be included in the Annual Report, written format. Discussion ensued.

Mrs. Barclay stated that this was a very robust audit they do every year in order to assure the public that the money is being managed, protected and going where it needs to go. They're here to minimize our risk and to make sure that the three areas of focus in the audit are consistent documentation, policy and procedure, and transparency. A documentation problem still exists with making sure that the Conflict of Interest forms are all submitted and Ethics Training is completed. CMcClure has already begun to track and ensure that this documentation is completed. Lastly, that the Board try to adhere to its policies when dealing with organizations applying for grants and when granting the funds. More of the report ensued. The Clerk's office requested that the Management Response detailing the action items be submitted within 30 days. This response should include whether the Foundation concurs or does not concur with each finding and/or observation. If they concur with the item, then provide an action item with a completion date. If they do not concur, then provide a detailed summary and evidence of why not. The Clerk's Office concluded that there will be a 90-day follow-up after the Management Response is submitted to ensure corrective actions are taking place.

b. Brad Hess with AndCo. presented the Annual Investment Performance Review. Since the change the Foundation has made spearheaded by WDixon, index funds are mainly being used and the annual fee for a \$10.5 million investment portfolio is now only a little over \$5,000. We're doing a great job in controlling costs.

c. Cycle 6 Grantee, Aspire, submitted a letter of request to amend their Grant for 1 year due to the setbacks of the Covid Emergency. Motion to approve by ERubio, 2nd by KDemaio, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

d. Cycle 6 Grantee, Faith Haven, submitted a letter of request to amend their Grant for 1 year due to the setbacks of the Covid Emergency. Motion to approve by JTSmith, 2nd by KDemaio vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

e. SDiaz-Fonseca referred to the ADA compliancy issues on the website and the proposal made by Nature Coast Web Design for \$300 to correct these issues. Discussion ensued and no decision was made but was proposed to discuss in September.

Treasurer's Report:

CMcClure presented the Treasurer's Report.

a. Invoices: Wells Business Solutions: \$956.25; Nature Coast Business \$100.00; Spectrum \$44.99; Citrus Publishing \$19.92; Cadence credit card \$376.54; Hogan Law: none provided.

b. Financial Report: TD Ameritrade cash/equivalent as of June 30th \$156,766.63, stock market value \$10,872,505.15.

c. Banking Services: Cash Balance as of June 30th \$151,282.64, as of July 31st \$131,667.00

d. Other: CMcClure noted that the Special Category Grant checks are being dispersed next week, pending the wire transfer of funding between the accounts as the check requires two signatures per the Foundation, but is not allowed by TD Ameritrade.

A motion to approve the Financials made by WDixon, second by SWarden, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

Unfinished/Old Business:

a. FDOH submitted their 1-year final report. Motion to approve JTSmith, 2nd by SWarden, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

b. WDixon presented a motion to ratify item "b" and "c," that includes VGSH & VCSH bonds that were sold in June 2020 and the selling of assets in order to transfer the \$125,000 funds from TD Ameritrade to Cadence for the remaining grant funding and operation costs, 2nd by JTSmith, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed. CMcClure stated this pertains to the policy and must be followed, going forward the signature authorization form with 2 signatures must be completed for such transactions.

c. Please see previous paragraph motion was combined.

d. SDiaz-Fonseca reported that the Treasurer, Kelley DeMaio has not been in attendance for three consecutive meetings and direction is needed by the Board as this is an elected seat by the Public. Attorney Jennifer Rey stated that the Bylaws pertain the same across all Board members, however a removal by vote of a Board member is not contemplated in the Bylaws. Furthermore, CCHB would handle any position that opens via resignation.

Ad Hoc Committee Reports: *None currently*

Standing Committee Reports:

a. Investment Committee:

1. WDixon stated that the CCHB reviewed the proposed Bylaw Amendment to section 9.03-c, however they tabled their decision until the September meeting. We are still on the 80/20 rule that is currently in the Bylaws.

2. WDixon reported that investment contributions would be approximately \$1.4 million for the next Fiscal Year if the 80/20 rule remains. He reported the 4% rule would change the recommended amount to roughly \$440,000. This will be tabled until the CCHB September meeting determining the percentage they agree upon.

b. Grants Committee:

1. Grant Cycle 6 final reports recommended for approval by SWarden to include Aspire, Inverness Lions Club, Pregnancy and Family Life Center, and Citrus United Basket. SWarden stated there are two Cycle 6 reports that were tabled until September. A motion to approve the reports was made by WDixon, 2nd by JTSmith, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

2. Grant Cycle 7, 6-month report for HPH Hospice was recommended for approval by SWarden. The motion to approve was made by WDixon, 2nd by JTSmith, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

3. The Grant Cycle 9 Schedule was presented. A motion to approve was made by WDixon, 2nd by DRyan, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

4. The Special Category Report Form was presented. A motion to approve was made by JTSmith, 2nd by KDemaio, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

5. SDiaz-Fonseca resigned as Grants Committee Chairperson, remaining as a member, and appointing SWarden as the new Grants Committee Chair. No vote required.

c. Personnel Committee: *No report*

d. Audit Committee: *No report*

Legal Update:

a. JRey requested clarification by the Board that the Resolution for the Special Category Grant was intended to award 100% of the grant funds in a single payment versus regular grant cycles that award in 75% and 25% payments. A motion to approve this confirmation of a single payment was made by DRyan and 2nd by WDixon, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

b. JRey reported that Daystar was originally approved by the Board to receive a Special Category Grant. It was discovered that the local office is not actively registered, and that the corporate status is administratively dissolved. To fund this entity, they would have to bring their registration current from 1993. The Foundation cannot award funds to the Daystar in St. Petersburg that provided the alternate EIN because they are not within the Citrus County limits. A motion to deny awarding funds to Daystar based on their application because they have not shown that they are a legally registered corporation with the State of Florida Office of Corporations with their current registration. Motion to approve by KDemaio, 2nd by SWarden, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

Public Comment:

Jeanie Dunk, Board President of We Care Food Pantry, offered thank you and appreciation for all that the Foundation does for organizations such as We Care in the County. She also announced their excitement of expanding the mobile food pantry throughout Citrus County.

Next Meeting/s:

- a. Anticipated # of Attendees:
- b. September 24, 2020 at 6 p.m. via Zoom

Grants Committee Meeting: September 10th at 6 p.m. at the Lecanto Government Center or via Zoom

Investment Committee Meeting: September date to be announced.

Personnel Committee Meeting: none at this time

Audit Committee Meeting: TBD

Meeting Adjournment:

Motion to Adjourn at 8:34 p.m. by WDixon, 2nd by KDemaio, vote 8-0 (SDF, SW, MM, DR, JTS, WD, ER, KD), motion passed.

Respectfully Submitted by Crystal McClure