

**CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION
MEETING MINUTES**

May 28, 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 6:00 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), SWarden (SW), ERubio (ER), AMohammadbhoy (AM), WDixon (WD), DRyan (DR), JTSmith (JTS), PFitzpatrick (PF), DRessler (DRr), MMendizabal (MM)-left meeting at 6:26 p.m.
- b. Legal Counsel: JRey
- c. Independent Consultant: No
- d. Public:2
- e. Media: No
- f. Quorum: Yes-9

Legal Notice: Published on May 13, 2020

Approval of Meeting Agenda:

SDiaz-Fonseca requested to remove item “b” under “New Business” on the agenda. Motion to approve by DRyan, 2nd by ERubio, vote 7-0 for (SDF, SW, DR, ER, WD, MM, DRr). Motion passed.

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

No comment

Minutes Approval: April 23, 2020 CCCCCF, Inc. Board meeting

DRessler presented the following changes or additions to the minutes:

1. DRessler attempted to join the Zoom meeting several times but was unable to.
2. Change under “New Business” section “h” from Tabitha Wells emailed the “entire Board” to “most of the Board members.”
3. Under the Investment Committee report, change the reference to emailed “Karla Dozier” to “emailed CCHB”
4. Under “Personnel Committee”, paragraph line #8, after C McClure put a period to end the sentence and omit the “substantial increase” completely. Motion to approve the April 23, 2020 Meeting Minutes with changes by WDixon, 2nd by DRyan, vote 9-0 for (SDF, SW, DR, ER, WD, MM, DRr, JTS, PF,). Motion passed. **JTS and PF joined the meeting at 6:07 p.m.

New Business:

- a. SDFonseca presented the Special Category Grant that was approved by the Grants Committee on May 25th. DRessler commended the committee on this grant and said it reflects the dire needs

in this community. DRessler referred to limitations on \$2,000 for a one-time purchase may not be enough funds for this type of purchase. SDiaz-Fonseca responded that there is not a policy that addresses this type of expenditure. DRessler requested clarification if the \$2,000 is included up to the \$20,000, and SDiaz-Fonseca replied yes. Discussion ensued. WDixon suggested removing the limitations of the \$2,000 completely. JTSmith reminded the Board that there are Bylaws restrictions relating to the use of Capital Funds that must be adhered. Discussion ensued. WDixon made a motion to remove the restriction and limitations of the \$2,000 and omit it completely. 2nd by DRr, vote 8-0 for (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed. **MM left the meeting at 6:26 p.m.

b. ~~Discussion of Hospital Letter omitted~~

c. DRessler addressed the Board with the following items:

1. To include a reference to the Citrus County Hospital Board in all the public meeting notices.
2. If DocHub is in fact capable of use for check signatures as DRessler was informed by TWells that it was not. SDiaz-Fonseca confirmed yes and that it was utilized for this checking and invoice cycle.
3. Per the expenditure policy could we ensure all receipts are saved and included.
4. DRessler recommends Executive Order 20-69 be included in the meeting minutes. SDiaz-Fonseca responded that we have an executed Resolution to meet these requirements. JRey clarified that the Resolution could be attached to the minutes of all meetings wherein the Executive Order is still in effect.
5. DRessler requested a table of invoices for payment to be prepared and distributed by the Executive Director for future CCCC Board meeting packets.
6. DRessler inquired if the committee minutes are still being uploaded to the website. SDiaz-Fonseca responded that this was not a requirement. Discussion ensued.
7. DRessler inquired as to why the CCHB was never asked to participate in the evaluation of the Executive Director. WDixon responded that the evaluation process was determined by the Personnel Committee. DRyan responded that Board members were asked in a previous meeting for verbal input on C McClure and the evaluation process. SDiaz-Fonseca confirmed that the Board decided on private meetings with individual Personnel Committee members for the evaluation instead of a public noticed meeting.

d. WDixon reported the need for an amendment to the current Investment Policy Statement (IPS) to add specific reference to FS 617.2104 per the 2017-2018 audit recommendation. JRey clarified that reference is made to FS 617 currently, but it is suggested to include the Prudent Institutional Management reference. C McClure further clarified that there are 2 changes which are highlighted in the copy of the IPS distributed for review. The first is the addition of the language, "Section 617.2104 Florida Statutes, Articles of Incorporation, and Bylaws, and other applicable law;" found in Section I. The second being the addition of the reference to "and

capital gains” in section IX. Motion to approve the amendments by ERubio, 2nd by DRyan, vote 9-0 for (SDF, SW, DR, ER, WD, DRr, JTS, PF, MM). Motion passed. **MM returned to the meeting at 6:33 p.m.

e. SDiaz-Fonseca reported on the need for a change in the Bylaws language of Section 9.05 to omit the portion of the text regarding the signatures that reads, “and one of which must be the Treasurer.” Motion to approve by WDixon. JRey suggested the motion be amended to include the reference to the Treasurer be removed in the Expenditure Policy for consistency and compliancy, Motion with the amendment by WDixon, 2nd by DRessler, vote 8-0 for (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed. **MM left the meeting at 6:45 p.m.

Treasurer’s Report:

a. Invoices: Per the April 23rd Board meeting the invoices were approved for the remainder of the quarter. CMcClure reported that the only checks issued were #1091 for Wells Biz Solutions; #1089 and #1090 were both issued in error then voided for The Cothron Group for D&O and GL Insurance. CMcClure confirmed that an invoice will be issued for these insurances at a future date. SDiaz-Fonseca referenced the email from Wells Biz Solutions regarding the need to issue retro-payment to CMcClure in the amount of \$946.05. DRessler asked for clarification as to how the error occurred. Discussion ensued. Motion to approve the Treasurer’s Report and reimbursement to CMcClure by PFitzpatrick, 2nd by SW, vote 8-0 for (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed.

b. Financial Report: none

c. Banking Services: CMcClure reported that the Cadence Debit Card was canceled on 5/12/20. The Cadence Credit Card was activated on 5/15/20.

d. CMcClure reported that the FWA issued a check for \$150 to the CCCCCF, Inc. for overpayment of the 6-month lease.

Unfinished Old Business:

a. CMcClure reported that per the vote of the Board at the April 23rd meeting she and President SDiaz-Fonseca continued to seek out D&O insurance for the Board that met the votes requirements of an annual premium under \$4,000 annually. Insurance for D&O Liability has been secured as of 05/15/2020 through the Alliance of Nonprofits for Insurance in the amount of \$1957. CMcClure further reported that in order to issue insurance the carrier required the CCCCCF to carry a General Liability policy with them and so the current GL policy with Auto-Owners was canceled and a new policy was issued with the NAINP for \$651. ERubio inquired if he is covered under these policies as a Board Director and JRey confirmed that the policies encompass the Board as a full operating unit. CMcClure confirmed the declarations pages were included in the Board packet for ERubio to provide to the FDOH.

b. JRey reported that the amendment to the Fulfilling Financial Obligations mentioned at the April 23rd meeting was finalized to include the electronic signatures per the Expenditure Policy. DRyan made a motion to approve, 2nd by SWarden, vote 8-0, (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed.

c. SDiaz-Fonseca reported on the contract renewal submitted by Wells Biz Solutions and mentioned the increase from \$1075.00 to \$1151.00. SDiaz-Fonseca further commented that Wells is charging us \$125 per hour while the average hourly price for this type of service is between \$65-75 per hour, and between \$700-\$800 for filing of the 990 by other accounting firms. Discussion ensued. JRey stated the contract ends on June 23rd which is 2 days before the next Board meeting. WDixon suggested the contract be extended at the new rate if we could cancel per the terms of the contract within 30 days. SDiaz-Fonseca stated she would like to try to negotiate with Wells for a lower price because Crystal is taking on a lot more of the work. SDiaz-Fonseca stated she would not vote yes because the CCCCCF needs to be fiscally responsible with taxpayer monies and not pay more for less services. DRessler agreed she was not in support of voting for any increase. WDixon made a motion to extend the contract at the new rate, and provide a 30 days written notice to possibly terminate following the decision at the next Board meeting, 2nd by DRyan, vote 6 yays (SW, DR, ER, WD, JTS, PF) 2 nays (SDF, DR).

d. SDiaz-Fonseca restated that C McClure received a credit card from Cadence bank, and that she received one in error in her name as well and that the card would be taken to Cadence Bank to be canceled and shredded.

e. SDiaz-Fonseca reported that per the current audit it was discovered that the last Communications Committee meeting and Bylaws Committee meeting on 10/25/18 needed to be presented and approved by the Board since both committees were dissolved. Motion to approve by WDixon, 2nd by DRyan, (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed.

Ad Hoc Committee Reports: None

Standing Committee Reports:

a. Investment Committee: WDixon reported that the CCCCCF, Inc. is up over \$1,000,000 in stock investments. He further reported that the Committee will be meeting in June to address changes in the Investment segment of the Bylaws that designate the 80% and 20% split of the funds. DRessler commented that a change to Bylaws would require a CCHB vote. She further reported that there is a possibility that the CCHB will not meet in July.

b. Grants Committee: SWarden presented the Grant Cycle 7 recipient HPH Hospice's 120-day site visit report that was conducted via zoom by SDiaz-Fonseca. Motion to approve the report by DRessler, 2nd by WDixon, (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed.

Legal Update:

a. JRey presented a Resolution for the Special Category Grant that would omit the need to replace or change policies. DRessler presented the following changes to the Special Category Grant documents:

1. Remove the \$2,000 limitation wherein referenced
2. Paragraph 4 of the Resolution - add "or physical attendance" after "technology"

Motion to approve by DRessler, 2nd by PFitzpatrick, vote 8-0 (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed.

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

none

Next Meeting/s:

- a. Anticipated # of Attendees
- b. June 25, 2020 at 6pm teleconference Board meeting via Zoom teleconference

Investment Committee Meeting: June 23rd at 6 p.m. via Zoom teleconference

Grants Committee Meeting: July 7th and July 9th at 6 p.m. via Zoom teleconference

Personnel Committee: none

Audit Committee: none

Meeting Adjournment:

Motion to adjourn at 7:45 p.m. approved by WDixon, 2nd by DRyan, vote 8-0 (SDF, SW, DR, ER, WD, DRr, JTS, PF). Motion passed.

Respectfully submitted by: Crystal McClure, Executive Director