

CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION

MEETING MINUTES

October 22, 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.

Announcement was made that Jimmie T had resigned.

Call to Order: 6:00 p.m. Teleconference virtual meeting via Zoom (all votes taken by roll call)

Moment of Silence: Observed

Pledge of Allegiance: Observed

Welcome: By Secretary

Attendance/Quorum: Sophia Diaz-Fonseca (SDF), William Dixon (WD), Sonya Warden (SW), David Ryan (DR), Debbie Ressler (DR), Ernesto Rubio (ER)

- a. Directors roll call: By Crystal McClure (CMcClure)
- b. Legal Counsel: Y (3)
- c. Staff: Y
- d. Independent Consultants: Y
- e. Public: Y
- f. Media: 0
- g. Quorum: Y - 9

Notice: This meeting is being recorded in accordance with the general schedule and the record will be retained.

Approval of Meeting Agenda: Motion to approve the agenda with the addition of the following: (1) Addition under new business to add an item “a” to remove the requirement under the Bylaws for a Vice President and President to be elected and (2) add under the Legal Update item “d” clarification of termination of extension previously provided to Faith Haven and the penalty of such, WDixon, 2nd by DRyan, (SDF, ER, WD, SW, DR, DR). Motion passed, vote 6-0.

WDixon disclosed that he thought he had a potential COI for the Friends of Nature Coast Board member but renounced it as he gained no monetary value.

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

No comment

Minutes Approval: DRessler asked if TWells attended the last meeting, SDF said no.

Motion made by DRyan to approve the September 24, 2020 meeting minutes, 2nd by WDixon, (SDF, ER, WD, SW, DR, DR). Motion passed, vote 6-0.

Oath of Office: Vicky Curry from Hogan Law Firm as active notary swore in Jimmie Smith and Dr. Nishant Nerella.

Legal Notice: October 11, 2020

New Business:

a. JRey stated we needed to make the changes and/or appointments and confirmations as the first action item. CMcClure was asked to read the 20-21 Slate of Directors for nomination. Motion to approve the slate of directors by DRyan, 2nd ERubio (DR, ER, WD, SW, SDF, DRe). Motion passed, vote 6-0. New officers in attendance were then sworn in by Vicky Curry of Hogan Law Firm as the Notary and included Jimmie T Smith for Public Seat #1, and Dr. Nishant Nerella for Citrus Memorial Hospital. SDF indicated that JTSmith would not be able to vote until November. Consideration of the slate of Officers would require an approval of the slate and authorization of the waiver of the Bylaws, WDixon made motion, 2nd made by DRyan, (NN, DR, SDF, WD, DRe, SW) 6 YES- 1 NO (ER voted no because he wanted to know the specific section of the Bylaw before he would vote). JRey clarified that the provision within the Bylaws addressed qualifications of Officers and Term of Service required for such position. The two-year service requirement of the President and Vice-President is the provision being waived. Article 8.02 was referenced and stated by VCurry of Hogan Law Firm.

b. JRey stated a sharefile will be distributed to all Board members and then notify any changes, if any, and review of all policies to ensure compliance and the needs are being met within each policy. This will a tabled item under Old Business on the November Agenda. DRessler indicated the policy for invoice payments was not in the list she received. JRey stated there are two policies regarding this, the Expenditure Policy for Board and Expenditure Policy for staff, both of which will be included in the Sharefile that is sent out by Hogan Law Firm.

KDemaio and RKitchen joined the meeting at 6:29 p.m.

c. Conflict of Interest Policy and Disclosure Form was reminded to be returned to CMcClure. The new members were also on the distribution list. A verbal poll was taken of who has received them and included ERubio, SDiaz-Fonseca, DRessler, Rick Harper, and Gary Bartell. WDixon stated his was sent in as well as KDemaio. Table until November for vote with the other policies.

RKitchen stated he joined at 6:11 p.m.

d. The schedule of meeting dates was presented for FY 20-21 as the Meeting Policy procedure indicates. November and December meeting dates fall on Holidays, so the November meeting was changed to November 19th. Discussion ensued regarding December meeting date. December meeting date change to December 10TH. Motion to approve by WDixon, 2nd by KDemaio (SDF, DR, SW, WD, NN, RK, DRe, ER, KD), motion passed, 9-0.

e. Contracts/Vendor spreadsheet for review

Treasurer's Report:

a. Correction of Investment Figures of the August 31st Treasurers Report, motion to approve by WDixon, 2nd by KDemaio, (SDF, DR, SW, WD, NN, RK, DRe, ER, KD), motion passed, 9-0.

b. Treasurers Report ending September 30th presented. JRey reported that a change in the Bylaws that was made during 19-20 operational year resulted in funds not expended or encumbered and previously would revert to principal as the Investment Policy still reads. Operating and Grant funds were identified by TWells and WDixon at over \$200k. Discussion ensued. WDixon suggested that any funds not expended or encumbered of the Operational and Grant Funds should be reinvested into Principal Funds. JRey stated the next course of action would be to accept the Treasurers Report ending September 30th, approve the Amended 19/20 Budget, approve the Amended 20/21 Budget, motion made by WDixon, 2nd by KDemaio, (SDF, DR, SW, WD, NN, RK, DRe, ER, KD), motion passed, 9-0.

c. SDiaz-Fonseca asked if Tabitha Wells needed to join the meeting to discuss any changes needed on the Treasurer's Report and Financial Reports. WDixon stated he would like to have a meeting with TWells and CMcClure to discuss.

c. A motion to approve the Invoices/Authorization for Payment made by WDixon, 2nd by DRyan, (SDF, DR, SW, WD, NN, RK, DRe, ER, KD), motion passed, 9-0.

Unfinished/Old Business:

SDF stated that items a and c were duplicated so cross one off.

a. Investment Policy Statement revision: bonding requirement and meeting frequency. JRey said the Auditor's feedback was just received the day of the meeting so this will be tabled until the November meeting along with the changes in the earnings provision. The current IPS will be distributed to the Board via the Sharefile. The proposed changed IPS will subject to discussion for the November Board meeting.

b. Grants Policy proposed at the September 24th meeting needed ratification for approval as no motion was made by error. Motion approve made by DRyan, 2nd by ERubio, (SDF, DR, SW, WD, NN, RK, DRe, ER, KD), motion passed, 9-0.

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 it is still pending a decision. DRessler stated the CCHB will meet on Monday and anticipates a decision on approval or not.

b. Grants Committee:

1. Cycle 9 Letters of Inquiry:

a. Community Food Bank was not scored as they have been awarded less than 1 year ago and therefore do not qualify.

b. Inverness Lions Club was recommended for the Grants Proposal for \$40,000 request for the Vision Assistance Care Program.

c. Journey to Success was not scored as they did not qualify since they were looking to fund Capital and working Capital items.

d. Dementia Education was not recommended to move forward with the Grants Proposal process as there was a significant lack of information regarding a program and was more employment opportunity and recruitment focused.

e. HPH Hospice was not scored as they have been awarded less than 1 year ago and therefore do not qualify and was requesting an extension.

f. Friends of Citrus of the Nature Coast has a current Chapter 11 Bankruptcy ongoing in Bankruptcy court and it is a reorganization type bankruptcy. Nothing in CCCC policies states that we cannot award funds but JRey cautions that financial challenges may prevent the organization from being able to refund any unexpended funds if it comes up. Therefore, the Grants Committee does not recommend they move on due to unhealthy financial situation.

Motion to approve the recommendation of the Grants Committee made by SWarden, 2nd by DRyan. C McClure stated that the Grants Chairperson cannot make a motion to approve the recommendation of the Grants Committee. A Motion was then made by DRyan, 2nd by DRessler. WDixon commented that Friends of Nature Coast is now separated from the grief counseling and he is not recommending anything either way but wanted to clarify. KDemaio stated the EIN number of Friends of Nature Coast so JRey can confirm the status of the bankruptcy. DRyan amended his motion to approve the recommendation of Grants Committee except for Friends of the Nature Coast is to be tabled until November, DRe 2nd the amended motion, (SDF, DR, SW, WD, NN, RK, of DRe, ER, KD), motion passed, 9-0.

2. HPH Hospice Extension Request for 1 year: Only expended \$8,740 of \$131,400 grant funds. The Grants Committee recommends approval of the extension. Motion to approve the extension made by N Nerella, 2nd by KDemaio, (SDF, DR, SW, WD, NN, RK, of DRe, ER, KD), motion passed, 9-0.

c. Personnel Committee: *No report*

d. Audit Committee: *No report*

Legal Update:

a. Audit process for recommendation: draft audits are exempt from public disclosure. The management response is turned over to the public body and then becomes subject to disclosure. Clerk of Court states the draft audit is public disclosure before review. JRey suggests next Fiscal year, the draft audit be presented to C McClure to meet with everyone individually and then compile a management response to be included with the draft so that when it becomes a public document it will be a final document.

b. JRey reported the retainer is currently on an hourly basis and wanted to readdress the option of a fixed retainer. DRessler made a motion to set-up a monthly fixed rate of pay of \$2500 per month, 2nd by WDixon, (SDF, DR, SW, WD, NN, RK, of DRe, ER, KD), motion passed, 9-0. JRey stated that the monthly invoice will continue to reflect the activity and hours but the amount being billed will not fluctuate.

c. JRey reported on the memo regarding the form 990's and determined that no amendment was necessary. However, she did recommend following the suggestions provided in the memo going forward.

d. The Board decided to issue Faith Haven Notice of Default, and decided to retract an extension that was previously granted in August. It will become a notice of termination so the amount to be refunded will be based on the date of termination, and this action would nullify the extension. A motion was made by KDemaio to terminate the agreement, 2nd by DRyan, (SDF, DR, SW, WD, NN, RK, of DRe, ER, KD), motion passed, 9-0.

Public Comment:

No comment

Next Meeting/s:

a. Anticipated # of Attendees:

b. November 19th, 2020 at 6 p.m. via Zoom or Lecanto Government Complex, Rm. 166

Grants Committee Meeting: TBD

Investment Committee Meeting: TBD

Personnel Committee Meeting: none at this time

Audit Committee Meeting: TBD

Meeting Adjournment:

Motion to Adjourn at 7:57 p.m. by KDemaio, 2nd by DRyan, (SDF, DR, SW, WD, NN, RK, of DRe, ER, KD), motion passed, 9-0.

Respectfully Submitted by Crystal McClure

Final