

# CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION

## MEETING Minutes

September 27, 2018

**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** 6:03pm

**Moment of Silence:** Observed

**Pledge of Allegiance:** Led by Chair MGudis

**Welcome:**

**Attendance/Quorum:**

- a. Directors present : PDesai, MGudis, KHinkle, SMoylan, ERubio, JWallis, SWarden, JGrace
- b. Legal Counsel: JRey Esq.
- c. Independent Consultant: None
- d. Public: 2
- e. Media: No
- f. Quorum: Yes

**Legal Notice:** Aug. 2<sup>nd</sup> 2018

**Approval of Meeting Agenda:** Motion PDesai, 2<sup>nd</sup> JWallis

**Public Comment:** (3 minutes for an individual; 5 minutes for organization/group representation)  
Mike Tringali – It appears the Foundations current bank is not meeting the needs of the Foundation and should look into other banks.

**Minutes Approval for July 26, 2018 & Aug. 23, 2018 & Revised Board Meeting Minutes for Sept. 27<sup>th</sup>, 2017 & July 27<sup>th</sup>, 2017**

JRey: In response to Finding No. 1 in your most recent audit, the attached revised minutes for the meetings of July 27, 2017 and September 27, 2017 have been prepared for your consideration. Although the prior minutes reflected the disclosure of a potential conflict of interest, they did not record the fact that the Board member disclosing the potential conflict of interest did not participate in the discussion or in the vote of the relevant item. The attached have been amended to reflect those facts. Also attached is a copy of the Conflict of Interest Disclosure Form that will be attached to the minutes for the record. To be consistent with the commitment contained in its Management Response to the Audit, the Board is to consider for approval these revised minutes by September 30, 2018.

**Treasurer's Report:** JWallis

**Invoices:** Nature Coast Web Design \$100; Wells Business Solutions \$ 1,075; Clerk of Circuit Court \$6729.80, Citrus Publishing \$85.45, Citrus Publishing \$17.48, Citrus Publishing \$19.98, Citrus Publishing \$21.64, Hogan Law Firm \$2340.00, AndCo \$6250.00, USPS \$120.00

**Financial Report:** Presented by JWallis (See attached) Motion PDesai, 2<sup>nd</sup> KHinkle

## **Other:**

### **Unfinished / New Business:**

1. Electronic Account Access and Transition Policy – JRey: In response to Finding No. 1 in the Foundations most recent audit, the attached proposed Electronic Account Access and Transition Policy has been drafted with intent to set forth a procedure that the Board will follow to ensure that when Board members leave or when officers change that electronic account access is timely maintained for security purposes. To be consistent with the commitment contained in its Management Response to the Audit, the Board is to consider for approval a policy establishing a procedure to manage electronic account access by Sept. 30<sup>th</sup>, 2018.  
Motion to approve with added correction to part c. on page 2 to Investment Account Reporting Access and Buy Sell Orders. Motion S Warden, 2<sup>nd</sup> SMoylan
2. Code of Ethics Policy – JRey: In response to Observation No. 1 include as a recommendation in the Foundations most recent audit, the attached proposed Code of Ethics Policy has been drafted for your consideration. The code of ethics policy statements set for the governing body's values and policy with regarding to ethical standards of conduct, and are not generally based on specific legal requirements. The legal counsel did her best to capture the board's standards, however, the board is free to modify. To be consistent with the commitment contained in its Management Response to the Audit, the Board is to consider for approval a policy establishing a code of ethics by Sept. 30<sup>th</sup>, 2018. Motion to approve KHinkle, 2<sup>nd</sup> PDesai
3. Resolution to Adopt FY 2018-2019 Budget- JRey: Wells Business Solutions, Inc., the Foundation's Bookkeeping service, provided the board with a revised proposed budget for FY 2018-2019 to be considered for a vote. Attached is the formal resolution documenting the Board's approval of a budget FY 2018-2019, which will be executed by the appropriate officers once the Board considers and approves a budget. The resolution will be maintained for the record, and provided to the Clerk for audit purposes. JWallis recused himself from the vote Motion to approve budget with correction Allocating funds - \$272,085 Grants; Other Charitable Programs \$150,000 Motion JGrace, 2<sup>nd</sup> KHinkle.
4. Sunshine Law – ERubio & Joint Meeting with CCHB – Discussed merging ERubio's Calendar with Foundations due to his Position at the CC Health Dept he is subject to be present at other committee meetings. Proposed we have a joint meeting with CCHB in Nov. to discuss changes of Bylaws & Articles. Motion to approve JRey to set the date for Nov. meeting with CCHB JWallis, 2<sup>nd</sup> SMoylan

### **Standing Committee Reports:**

- a. Investment Committee: ERubio: did not meet, has a sell order dollar amt but we don't want to keep a high balance in offering acct so plan is have Investment committee meeting after quarterly report. JWallis proposed to open another account with Regions bank with a higher interest rate 2<sup>nd</sup> SMoylan  
JWallis said he will look into it and ERubio will also look into it separately
- b. Grant Committee:
  - i. proposed 5<sup>th</sup> Grant Cycle Calendar: Motion to approve SMoylan, 2<sup>nd</sup> SWarden

**Ad Hoc Committee Reports:**

- a. Bylaws Committee: met Sept. 12, 2018 from 5-9pm to review and consider various changes to the Articles of Corporation and Bylaws. The Bylaws Committee unanimously recommended approval of the attached proposed revised Articles of Incorporation for the Board's consideration for a vote tonight and it is anticipated that the request for a vote will be on the entire document containing all changes.
    - i. Revised Bylaws (see attached) Motion KHinkle 2<sup>nd</sup> SMoylan
    - ii. Revised Articles of Incorporation (see attached) Motion SWarden, 2<sup>nd</sup> ERubio
- SD-Fonseca comments below read by JRey in Sophia's absence:

**Definition**

**Medically related:** *of or relating to the treatment of diseases and injuries: of or relating to medicine, relating to conditions requiring medical but not surgical or psychological treatment, in a way that is related to people's health or to the treatment of illness or injury.*

**Comments on the Articles of Incorporation**

The Articles are our public corporate charter; they are how we were created legally and are the framework of CCCC, Inc. But we have another layer to consider in that CCCC, Inc. was also established by legislation. Which makes us quasi-governmental. Not only do we operate in the Sunshine, publicly notice our meetings and have countywide elected directors, but also the Clerk of Courts is required to audit us. Other private foundations don't have those restrictions. Our Bylaws tend to mirror what's in our Articles except that they set the internal operating rules that we must follow. They also describe the roles of our directors and officers. So, if important creation statements are removed from the Articles, the Bylaws no longer mirror them and this could be problematic.

**ARTICLE IV – PURPOSES AND POWERS OF CORPORATION**

In order to fulfill our mission and the intention of why this CCCC, Inc. was created we should look to the original language that was utilized when our Corporation was created and add this sentence back at the end of B:

**B...Funds transferred by the Sole Member to this Corporation shall not be used in any manner to underwrite the costs of medical services currently being offered within Citrus County or to be used to build roads or buildings or to be paid to individuals for their healthcare needs or medical services.**

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## Comments on the Bylaws

Since we are quasi-governmental our Bylaws need to reflect our Articles, but also guide us in fulfilling the mission that was established for us by the legislature. As I stated before, I know of no quasi or governmental entity that even considers a *Past President* position. The fact that this board position does not vote does not negate the problems this position creates. Each director has been specifically described as the one representative from each of the community health/medical stakeholders. A *Past President* position creates two representatives from the same entity. This was never intended, because we were created to equally represent our community health interests. There is no provision for any director to remain on the board, much less a *Past President*, if they have not been appointed by peers or reelected by the community. Each director has a term limit, allowing a *Past President* to serve beyond their term limit without the required two years off, goes against the established Bylaws. There are other reasons for deleting the roll of a *Past President*, but these are the most important for us.

The problems with the changes that are offered for the non-competition language and the deletion of the verbiage against using public funds to “build roads or buildings” are selfexplanatory.

### ARTICLE V – DIRECTORS

Section 5.02 Number of Directors – updated to mirror Articles of Incorporation (This is new language not previously presented to the Board) – *I agree, relates to Articles of Incorporation, Article 5, and Page 3*

Section 5.14 Removal of Directors – *Add the underlined words as corrected in the language in the Bylaws - Section 5.18, D., and in Article VI and Article XI of the Articles of Incorporation:*

*...for cause by an affirmative vote of 75% of the Board of Directors in attendance and the...*

### ARTICLE VIII – OFFICERS

Section 8.01 Officers – *Please remove the following:*

*, Past President,*

Section 8.02 Election, Term of Office and Qualifications. – *Please remove the following board position and language:*

*The person vacating the office of the President then rotates into the office of Past President for a two-year term, and out of any other offices of the Corporation.*

Section 8.05 Vacancies – *Please remove the reference to this board position:*

*, except Past President, ...*

Section 8.07 Duties of Officers – *Please remove this entire board position and language:*

*E. Past President. The Past President regardless of whether he or she remains a representative appointed member of the Board of Directors...a. shall perform duties...and shall have no authority to vote.*

### ARTICLE IX – FINANCIAL MANAGEMENT; FUNDS, DEPOSITS, AND CHECKS

Section 9.04 Restrictions on Charitable Distributions to Certain Organizations – *Please consider revising the language (see Section 1.02 Purpose) in this section to read:*

*C. The Corporation shall not use funds in any manner or fashion to pay or underwrite the costs of medical programs or services that create market competition for local medical providers or HCA. The Corporation may distribute funds to public or not-for-profit organizations to provide for the medically related needs of the residents and citizens of Citrus*

County, Florida.

D. The Corporation shall not use funds to build roads, buildings or be paid to individuals for healthcare needs or services.

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Discussion on SD-Fonseca's comments: JWallis Bylaws committee took into consideration SD-Fonseca's comments there is a general respect for this board by the HB and this board will have a chance in the joint meeting to voice their opinion.

ERubio – made a statement disagrees with SD-Fonseca's statement on Article IX, if you put that in this would restrict Health Dept. from providing indigent care. Her language is very restricted. JWallis agrees with ERubio, language is unattractive.

JWallis would like to amend motion to vote on approval of all articles except article VIII. We have established there are two deficiencies in the article for one, the board implies we have an election next month for President and Vice President and that refers to 8.02, and two we need a paragraph for election process.

JRey recommended changing shall to may so there is no default

JWallis Motion to approve all articles except Article VIII KHinkle 2<sup>nd</sup> SMoylan

JWallis Motion to begin election process tonight with nominations all Directors to be considered in Oct. 2<sup>nd</sup> KHinkle

Amendment to Motion to strike through "Unless otherwise approved by the board at the conclusion of each term of office, the Vice President shall succeed the President upon completion of the President's two-year term. pg13 1<sup>st</sup> sentence 8.02. Motion JWallis 2<sup>nd</sup> SMoylan

JRey – changes approved of the Bylaws need to go to HB before in effect.

- b. Communication Committee: KHinkle: Nothing to report other than meeting with Community Alliance this month

**Legal Update:**

- a. Report from Jennifer C. Rey, Esq.  
Notices to Organizations for appointment go out in Oct.  
Nominations for President:
  - SD-Fonseca
  - JWallisMotion to close nominations for President SMoylan 2<sup>nd</sup> KHinkle  
Nominations for Vice President:
  - SD-Fonseca
  - JTSmith – with an exception to waive the 2yr requirementMotion to close nominations SMoylan 2<sup>nd</sup> ERubio  
Nomination for Secretary
  - SWarden – JWallis with condition that there is consideration for Administrative AssistantMotion SMoylan, 2<sup>nd</sup> KHinkle  
Nomination for Treasurer
  - PDesaiMotion ERubio, 2<sup>nd</sup> SMoylan
- b. RFP for Administrative Support Srvs. Motion to approve JWallis, 2<sup>nd</sup> KHinkle
- c. RFP for Webmaster Motion SMoylan, 2<sup>nd</sup> JGrace JRey will consult with SD-Fonseca on specifications

JWallis would like to see the needs analysis form DOH.

**Public Comment: (guidelines as listed above)** none

**Meeting Adjournment** 8:23pm

**Next Meeting: Oct. 25, 2018, 6:00 p.m., Lecanto Government Building, Room 166**

Investment Committee Meeting: Oct. 18<sup>th</sup>, 6pm Citrus County Health Dept.

Bylaws Committee Meeting: Oct. 25<sup>th</sup>, 5pm LGB Rm 166

Grants Committee Meeting: Oct. 23<sup>rd</sup> 9am at College of Central Florida & Oct. 25<sup>th</sup>, 5pm, LGB Rm 166