

# CITRUS COUNTY COMMUNITY CHARITABLE FOUNDATION

## MEETING MINUTES

September 24, 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:** William Dixon (WD), Sonya Warden (SW), David Ryan (DR), Debbie Ressler (DRe), Pat Fitzpatrick (PF), Kelly DeMaio (KD), Ernesto Rubio (ER) joined the meeting at 6:12 pm, Ronald Kitchen (RK)- sworn in at 6:15 p.m., Mario Mendizabal (MM) joined the meeting at 6:16 pm

- a. Directors roll call: By Crystal McClure (CMcClure)
- b. Legal Counsel: Y
- c. Staff: Y
- d. Independent Consultants:
- e. Public:
- f. Media: 1
- 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 swearing in of Ron Kitchen as a Foundation member, DReessler 2<sup>nd</sup> by KDeMaio, (ER, WD, SW, MM, DR, KD, DRe, PF). Motion passed, vote 8-0.

**Oath of Office:** KDeMaio as active notary swore in Ronald Kitchen (RK).

**Legal Notice:** Published September 17, 2020

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

No comment

**Minutes Approval:** Motion made by WDixon to approve the August 27, 2020 meeting minutes, 2<sup>nd</sup> by KDeMaio, (ER, WD, SW, MM, DR, KD, DRe, RK). Motion passed, vote 8-0. (PF was unable to respond due to connection issues).

**New Business:**

- a. Management Response to the Citrus County Clerk Audit- WDixon reported that under Section 1F page 10, the paragraph is incomplete in that the statement is missing at the end. Jay stated for the record what the statement would be and she will revise the Management Response and insert the following statement “Governing documents, policies, and financial statements are available to the public either upon request to the organization’s public custodian or as posted on the organization’s website.” Motion to approve the amended audit response by KDeMaio, 2<sup>nd</sup> by WDixon, (for ER, WD, SW, MM, DRe, KD, DR) and (against RK) Motion passed, vote 7-1 (nay vote by RKitchen because he has not seen the document).
- b. Nominations of Officers and Committee Chairpersons: CMcClure stated she had received nominations from Sdiaz-Fonseca via email, however Attorney Rey stated they could not be recognized because the nominations were not included in the back-up materials for the Board to review.
  1. President: SWarden nominated WDixon as President, he declined. DRessler nominated ERubio, he declined due to possible Conflict of Interest. SWarden nominated DRyan, he accepted.
  2. Vice President: DRessler nominated ERubio, he declined due to Conflict of interest. DRyan nominated WDixon, he accepted.
  3. Secretary: KDeMaio nominated SWarden, she accepted.
  4. Treasurer: KDeMaio nominated MMendizabal, he declined. KDeMaio nominated PFitzpatrick, he accepted.
  5. Investment Chairperson: WDixon indicated he would remain.
  6. Personnel Chairperson: WDixon nominated PFitzpatrick and he accepted.
  7. Audit Chairperson: SWarden nominated RKitchen, he declined. DRyan nominated KDeMaio and she accepted.
  8. Grants Chairperson: KDeMaio nominated SWarden, she accepted.

CMcClure and JRey will prepare the slate with the nominations for approval at the Annual Meeting in October.

- c. DRyan reminded the Board that at the Annual meeting in October there would be policy reviews, signing of Conflict of Interest forms, 4-hour ethics training, and signature cards. JRey reminded the Board that they will receive a file with all of the Policies & Procedures before the Annual Meeting for review so that the members will be familiar with the policies and if changes need be made at the Annual Meeting to any of the Policies. These will be sent separate from the Agenda items. The Conflict of Interest Disclosure form can be submitted electronically.
- d. Relocation of PO Box to Lecanto due to central location. Po Box is due for annual payment this month in Inverness. Motion to approve to move the PO Box by KDeMaio, 2<sup>nd</sup> by PFitzpatrick, (ER, WD, SW, MM, DRe, KD, DR, PF, RK). Motion passed, vote 9-0.
- e. New Policy – In response to the audit Prohibiting Electronic Funds Transfer- Motion to approve by WDixon, 2<sup>nd</sup> by KDeMaio, Discussion: JRey clarified that CMcClure’s salary is adopted under a Resolution that allows for Direct Deposit. Vote was called (ER, WD, SW, MM, DRe, KD, DR, PF, RK). Motion passed, vote 9-0.
- f. Revised Policy- Conflict of Interest and Disclosure Form: JRey addressed the Board that the changes were made to address inconsistencies between the Disclosure Form and the Policy, identified by the Clerk’s Office Audit. Modifications were made for consistencies including a typographical change addressing the organization as the “Charitable Foundation” across all policies. Motion to approve the revised Conflict of Interest Policy and revisions to the Disclosure Form by KDeMaio, 2<sup>nd</sup> by WDixon, (ER, WD, SW, MM, DRe, KD, DR, PF, RK). Motion passed, vote 9-0.

g. Revised Policy- Grant Policy: JRey addressed two changes. One is the amendment to the grant process and forms; however, the policy was not updated to reflect those changes. The second change is the new section of disqualifications from consideration addressing late and/or incomplete report submissions in compliance with the grant agreements. Discussion occurred. JRey clarified that these policies and the way the Charitable Foundation addresses itself in the policies are for internal purposes and do not require state filing. Motion to approve the revised Grant policy with the changes as indicated (No motion was ever made, nor a second but everyone voted)

h. Revised Policy- Investment Policy Statement: JRey stated that the two provisions that are in disagreement between her and Dr. Dixon are XI.b.iii and XI.c in regards to who is bonded on the Investment Committee meetings and the number of meetings per year. She sent the proposed changes to the Clerk's Office for feedback and stated the Board could consider waiting until the Clerk's Office provides feedback on the proposed changes. A motion made by DRessler to table the discussion on the Investment Policy statement, 2<sup>nd</sup> by SWarden, (ER, WD, SW, MM, DRe, KD, DR, PF, RK). Motion passed, vote 9-0. DRessler indicated that she would like to receive the monthly TD Ameritrade Statements.

### **Treasurer's Report:**

CMcClure stated that previously we were doing quarterly approvals of the Treasurer's Report, but the invoices will be read for approval at this meeting. She presented the Treasurer's Report and Dr. Dixon referred to the Investment Year earnings and said he was not in agreement as per the figures determined at the last Investment Committee meeting. CMcClure indicated that the current budget will need the following line item increases: Advertising- increase \$230, Legal- \$5,065, Payroll- \$2,435. Mr. Kitchen is asking how we overspent our adopted budget. ERubio clarified that a lump sum is given, then an operational budget is approved. We are not exceeding our spending authority; we are moving funds within our budget. Motion to approve the proposed transfers within the budget by WDixon, 2<sup>nd</sup> by DRessler, (ER, WD, SW, MM, DRe, KD, DR, PF, RK). Motion passed, vote 9-0. (DRe voted yes with reservation because she did not have the documents before her). WDixon stated the Treasurer's Report is not accepted as is. A motion was made by DRessler to table the Treasurers Report for revisions and resubmission including setting a budget allotment in the discussion to see what adjustments need to be made during before approval, 2<sup>nd</sup> by WDixon, (ER, WD, SW, DRe, KD, DR, PF, RK). Motion passed, vote 8-0. MMendizabal was no longer online.

b. Financial Report: TD Ameritrade cash/equivalent as of August 31<sup>st</sup>: \$54,531.00, stock market value: \$11,413,323.00.

c. Banking Services: Cash Balance as of July 31<sup>st</sup> \$131,667.00 as of August 31<sup>st</sup> \$52,894.00

d. FY20-21 Budget: Disbursements available are \$1,491,329.60 for operations, available for Grants Awards are \$372,832.40. Motion to approve with the amended figures by WDixon, 2<sup>nd</sup> by KDeMaio, (ER, WD, SW, MM, KD, DR, PF). Motion passed, vote 7-1 (nay by DRe because she did not have a copy of the Budget).

a. Invoices: Wells Business Solutions: \$1021.80; Nature Coast Business \$100.00; Spectrum \$44.99; Citrus Publishing \$46.19; Cadence credit card \$440.04; Zoom: \$15.75 (paid on FirstBank Card), Hogan Law: April \$2947.50, May \$1845.00, June \$1852.60, July \$1342.74, August \$1791.90. WDixon inquired about the late charge on the First Bank Card. CMcClure reported that the due date is immediately before the Board meeting in which it is approved so it sometimes will

fall late, she asked for direction. RKitchen stated that the purchase would be authorized, therefore the bill would have been automatically approved. C McClure stated that she was granted a Credit Card under the Expenditure Policy if they are line item purchases from the budget. Therefore, payments can be made prior to the meeting and signed off by officers and then ratified at the following meeting. A motion to approve the invoices made by KDeMaio, 2<sup>nd</sup> by WDixon, (ER, WD, SW, MM, DRe, KD, DR, PF, RK). Motion passed, vote 9-0. MMendizabal had returned online.

DRyan suggested for a 3-minute recess at 8:00 p.m. to reconvene at 8:03 p.m. RKitchen left the meeting.

Reaffirmation of a quorum was conducted by roll-call.

Motion to approve the Budget for the next fiscal year with changes including addition of \$1,491,329.60 for operations and correction to the amount allowed for Grant Awards being \$1,361,207.60 by WDixon, 2<sup>nd</sup> by KDeMaio, (ER, WD, SW, MM, KD, DR, PF). Motion passed, vote 7-1 (nay by DRe because she did not have a copy of the Budget).

### **Unfinished/Old Business:**

- a. Clerk of Court proposed invoice for 2019-2020 audit- amount submitted was approved for the current audit only. JRey reported this does not need an approval as it is included on the budget that was just approved.
- b. ADA compliancy changes to the website- C McClure reported on the updated Treasurer's Reports on the website. The Articles of Incorporation are being converted currently but pending a signature page.

### **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.
- b. Grants Committee:
  1. Grant Cycle 6- one-year reports:
    - a. Faith Haven: Grants Committee reviewed on September 10 but is recommending the full Board review due to problematic submissions including incompleteness and lateness. Requested the Board request remaining funds and deny any current extensions. Original Grant amount was \$20,000, amount remaining is \$16,405.01. DRessler requested clarification on where the funds are returned. Funds return to the principle. WDixon made a motion to request remaining funds and deny the extension, 2<sup>nd</sup> by KDeMaio, (ER, WD, SW, MM, DRe, KD, DR, PF) Motion passed, vote 8-0.
    - b. Nature Coast Ministries: Grants Committee reviewed on September 10 but is recommending the full Board review due to problematic submissions including incompleteness and lateness. Grants Committee indicated that reporting measures were missing for the patients served in the form of referrals. They indicated 24 of the 25 patients were served.

2. Grant Cycle 6 Extensions:

a. Faith Haven: see motion made Grant Cycle 6- one-year reports for Faith Haven.

b. Nature Coast Ministries: Grants Committee recommended approval of the extension but to exclude any use of funds for statistical computations. WDixon stated we should avoid restricting the analysis. SWarden responded that this was restricted because this was not originally in the budget for their grant funds. A motion was made by WDixon to approve a 9-month extension but without any restrictions, 2<sup>nd</sup> by PFitzpatrick, (for ER, MM, WD, DR, PF) and (against SW, DRe, KD), Motion passed, vote 5-3

ERubio moves to not accept either one-year report and place them both in default. JRey stated we need to take a vote on the motion on the table before we can proceed with any other actions. Motion to accept both the 1-year reports by DRESSLER, 2<sup>nd</sup> WD. JRey stated we need to take a vote on the motion on the table before we can proceed with any other actions. Motion restated. (for MM) (against are ER, SW, WD, DRe, DR, KD, PF), Motion did not pass, Vote 1-7

Motion to reject Faith Haven report made by WD, 2<sup>nd</sup> by ER, (MM, ER, SW, WD, DRe, DR, KD, PF) motion passed, vote 8-0. JRey stated a notice of default with 15 days to cure, will be sent and a denial of the extension will be mailed via a letter.

Motion to reject Nature Coast Ministries yearly report by ER, 2<sup>nd</sup> by WD, (MM, ER, SW, DRe, WD, DR, KD, PF) motion passed, vote 8-0. JRey stated a notice of default with 15 days to cure, will be sent and a denial of the extension will be mailed via a letter.

c. Personnel Committee: CMcClure stated she has requested time to use the PTO before the end of the Fiscal Year and the Personnel Committee as well as the President were emailed this information in alignment with her employment contract. JRey stated this does not require a vote as it is in her agreement.

d. Audit Committee: *No report*

### **Legal Update:**

a. Moves to push all legal items to the October Agenda. However, she wanted to clarify for the record the distinction between a draft audit report being exempt from public disclosure versus the report being presented to the Board being made a public record subject to being disclosed to public without a management response. She is writing a memo to prepare for the Board's discussion as it is an issue and she will be providing guidance for future navigation with such issues.

b. The retainer rolls over automatically, only the structure is changing.

c. Will keep the Executive Director informed of the Governor's directive on virtual meetings.

### **Public Comment:**

No comment

### **Next Meeting/s:**

a. Anticipated # of Attendees:

b. October 22, 2020 at 6 p.m. via Zoom

Grants Committee Meeting: October 19th at 6 p.m. at the Lecanto Government Center or via Zoom

Investment Committee Meeting: TBD

Personnel Committee Meeting: none at this time

Audit Committee Meeting: TBD

**Meeting Adjournment:**

Motion to Adjourn at 9:07 p.m. by DRessler, 2<sup>nd</sup> by WDixon, (MM, ER, SW, DRes, WD, DR, KD, PF)  
Motion passed, vote 8-0.

Respectfully Submitted by Crystal McClure