

**BREVARD C.A.R.E.S.  
BOARD OF DIRECTORS  
OCTOBER 27, 2009 BOARD MEETING  
MINUTES**

**Board Members in Attendance** Dr. Patricia Nellius, Board Chair, Mr. Chad Carnell, Board Member

**Board Members Absent:** Ms. Debbie Davidson Cook, Board Member

**Others in Attendance:** Ms. Valerie Holmes, C.A.R.E.S. Executive Director, Ms. Stephanie Strodman, Executive Assistant, Ms. Nicole Roesler, Administrative Assistant

Dr. Nellius called the meeting to order.

**Motion:** Dr. Nellius moved to approve the agenda. This was seconded by Mr. Carnell and the motion was passed unanimously.

New Business: Signatory limit for Valerie Holmes

Dr. Nellius proposed that Mr. Carnell bring a policy regarding signatory authority for Ms. Holmes to the next meeting to present to the board for consideration. She explained that Ms. Holmes needs some form of signatory authority before C.A.R.E.S relocates to the new location.

**Motion:** Mr. Carnell moved that, unless otherwise instructed, the C.A.R.E.S. procedure on Signatory Authority will follow Brevard Family Partnership procedures and Ms. Holmes' threshold will mirror Dr. Nellius'.

Dr. Nellius didn't feel comfortable with the motion as stated because the signatory authority is much higher than Ms. Holmes' needs to be and reflects a much higher budget than C.A.R.E.S. It was determined that Ms. Holmes's current signatory authority for check signing is \$2,500.00.

**Motion:** Dr. Nellius moved that Ms. Holmes's purchasing limit be increased \$5,000, until the C.A.R.E.S. policy is crafted. The motion was seconded by Mr. Carnell second and the motion was passed unanimously.

Dr. Nellius asked Ms. Holmes to create a memo for her to edit and sign reflecting this change.

Bank account approval

**Motion:** Mr. Carnell moved that the Board/Brevard Family Partnership establish a checking account, savings account, and CDARS program for C.A.R.E.S. with RBC bank at this time.

Mr. Carnell explained the CDARS program to Ms Holmes. Dr. Nellius questioned if this will be procured. Mr. Carnell agreed, and amended the motion as follows:

**Motion:** Mr. Carnell moved that to establish a checking account, savings account, and CDARS program for C.A.R.E.S. with RBC bank at this time. This will be subject to re-procurement of Brevard Family Partnership's banking services which will take place during this fiscal year. This was seconded by Dr. Nellius and the motion was passed unanimously.

Dr. Nellius asked if there was a safety deposit box included with the RBC banking account to use for the back-up of minutes tapes. Mr. Carnell explained the minutes will be recorded digitally and backed up in a secure location on the C.A.R.E.S Shared Drive.

Ms. Holmes mentioned there still needs to be a safety deposit box for the security cameras back-up tapes. She also questioned who will be authorized to transport the tapes to the safety deposit box. It was determined that there needs to be a procedure crafted to resolve this issue. Ms. Holmes will meet with Mr. Mark Rouleau to draft a procedure and present to the Board.

#### Resolutions

**Motion:** Dr. Nellius moved to approve the Resolutions, as outlined by Dean Mead. This was seconded by Mr. Carnell and the motion was passed unanimously.

Dr. Nellius reminded the Board that they will need to sign the following policies:

Conflict of Interest

Whistleblower

Retention and Destruction

Code of Ethics

Dr. Nellius explained there is a master binder for the board minutes that will be provided by Dean Mead which will be maintained by Ms. Roesler along with the general Board binder that will contain each months Board materials.

**Motion:** Mr. Carnell moved that C.A.R.E.S. follow the Conflict of Interest Policy, Whistleblower Policy, Retention and Destruction Policy, and Code of Ethics Policy currently established at Brevard Family Partnership until such time as it is amended to meet the structure for C.A.R.E.S.

Dr. Nellius explained that Ms. Holmes has already amended these policies. Mr. Carnell informed the Board that has not reviewed them and did not feel comfortable with signing them at this time. Dr. Nellius explained that Dean Mead needs these policies for the legal record. Mr. Carnell explained he would feel comfortable signing and providing Dean Mead with the Brevard Family Partnership policies (listed above).

**Motion:** Dr. Nellius moved to approve the proposed C.A.R.E.S. policies as required by the Resolution for submission to the attorney, with the exception of the Whistleblower policy, which will follow Brevard Family Partnership's current policy until such time the policies can be updated and amended by the Board. This was seconded by Mr. Carnell and the motion was passed unanimously.

#### Acceptance of Bylaws and Articles

**Motion:** Dr. Nellius moved to approve the Articles and Bylaws. This was seconded by Mr. Carnell and the motion was passed unanimously.

#### Lease

**Motion:** Dr. Nellius moved to approve the lease as submitted and dated October 26, 2009. This was seconded by Mr. Carnell and the motion was passed unanimously.

#### Election of Officers

Dr. Nellius explained the Bylaws state there must be three Board Members in place. She would like to appoint the positions of our current members at this time.

**Motion:** Dr. Nellius moved that the position of Board Liaison will serve as the Board Secretary in a non-officer, non-voting capacity. This was seconded by Mr. Carnell and the motion was passed unanimously.

This position is currently being filled by Ms. Stephanie Strodman, with Ms. Nicole Roesler shadowing and learning the position. It will eventually be solely Ms. Roesler's responsibility.

**Motion:** Dr. Nellius moved that Ms. Debbie Davidson Cook serve as Vice Chair, add Mr. Carnell serve as Treasurer of the Board. This was seconded by Mr. Carnell and the motion was passed unanimously.

### Board Recruitment

Ms. Holmes stated she would like to include the board job descriptions as an agenda item for the next meeting, which includes officers and regular board members. Bios need to be collected for the current Board members. An Executive Limitations and Board Management policy also needs to be crafted. These will clarify for board members and Ms. Holmes what their roles are. Mr. Carnell mentioned that as he serves as the CFO for Brevard Family Partnership and C.A.R.E.S., there needs to be clarification that he can speak to Ms. Holmes as a CFO and not as a board member. Dr. Nellius suggested that when in a corporate environment, C.A.R.E.S. Board members need to identify the capacity in which they are addressing an issue. Ms. Holmes will review the current Brevard Family Partnership policies for Executive Limitations and Board Management and draft new ones for CA.R.E.S.

Mr. Carnell suggested that Ms. Holmes possibly should not attend the Brevard Family Partnership Strategy Team meetings because the entire C.A.R.E.S. board currently sits on the Strategy Team, and could be perceived as a conflict of interest. Dr. Nellius suggested having Ms. Holmes attend twice a month, and publicly notice the meeting. Mr. Carnell suggested having an executive team for C.A.R.E.S. and separate and make distinctly different the management meeting vs. a Board meeting in the interim period.

Dr. Nellius mentioned the Bylaws state the board member terms are currently one year, and will be re-elected annually. She suggested having a plan to make provision and executive support for Ms. Holmes' transition to C.A.R.E.S. Dr. Nellius suggesting the Executive Team could possibly meet on the C.A.R.E.S. site once a month to discuss management issues.

Mr. Carnell and Ms. Holmes discussed the details of the CAP. Ms. Holmes asked if there needed to be language in the signatory authority policy for submitting invoices to Brevard Family Partnership. Mr. Carnell explained that is not necessary. Brevard Family Partnership staff will prepare invoices, Ms. Holmes will approve and submit to Brevard Family Partnership, and Brevard Family Partnership staff will cut a check from the C.A.R.E.S account to pay for these invoices. Ms. Holmes will monitor the C.A.R.E.S. bank statements before Brevard Family Partnership receives them. Ms. Holmes will speak with Jim as to how this is currently done.

Dr. Nellius recommended that any meetings Ms. Holmes has with Brevard Family Partnership leadership will need to have minutes taken. If there are issues that could potentially come before the board and Ms. Holmes is discussing it in a meeting, that meeting needs to be publicly noticed.

**Motion:** Mr. Carnell moved that the C.A.R.E.S. Board of Directors charge Dr. Nellius to sign the contract between Brevard Family Partnership and Brevard C.A.R.E.S. when it is completed. This was seconded by Dr. Nellius and the motion was passed unanimously.

Mr. Carnell asked what the expectations of the C.A.R.E.S. board members will be. Dr. Nellius explained the Board will be more entrepreneurial vs. fiduciary. There will be a give or get responsibility, including fundraising events and philanthropic requirements. There will be sub-committee's setup for these purposes in the future. Dr. Nellius explained that Mr. Carnell's role as the Board Treasurer will be to manage the budget when money comes in through board activities and to provide financial technical assistance to the Board. Dr. Nellius explained the details of "give or get". When there is a fully staffed board Ms. Holmes will address the financial responsibility with the members at that time. Mr. Carnell would like to make his donation immediately, through United Way, so it sets up the expectation for future members.

Dr. Nellius suggested possibly creating a practice/expectation that would encourage new board members to donate a specified amount, such as \$500 per year.

Mr. Carnell reported that Ms. Stacey Rinaldi has tentatively set the C.A.R.E.S. move in date for November 23<sup>rd</sup>.

Dr. Nellius asked if anyone had any items to discuss on the next agenda. Ms. Holmes would like to discuss the three final taglines for Brevard C.A.R.E.S. Also Ms. Holmes will craft an agenda and submit it to Dr. Nellius.

**Motion:** Dr. Nellius moved to adjourn the meeting. This was seconded by Mr. Carnell and the motion was passed unanimously.

Respectfully Submitted,

Stephanie R. Strodman  
Recording Secretary

Approved at the Board of Directors Meeting November 2, 2009