



Minutes

November 2019 Executive Committee Meeting

📅 Mon November 25th, 2019

🕒 3:00pm - 4:00pm EST

📍 Teleconference

I. Objective

- a. **Review and Approve October 2019 Financial Statements.**
- b. **Review and Approve 2019-2020 FY Proposed Budget Amendment.**
- c. **Review, Discuss, and Approve Draft BOD By Laws Draft Amendment.**
- d. **Review and Approve New BOD/ATAC Member Applications.**

II. Prepare Prior to Meeting

a. Review Agenda

1. **Please provide Whitney any modifications 24 hours before the meeting.**
2. **Attachments: Meeting Agenda**

b. Review Minutes to Previous Meeting

1. **Please provide Whitney any modifications 24 hours before the meeting.**
2. **Attachments: Minutes to Previous Meeting**

c. Review Task Report

1. **Please provide Whitney any modifications 24 hours before the meeting.**
2. **Attachments: Task Report**

d. Please review the following documents.

1. **October 2019 Financial Statements**
2. **2019-2020 FY Proposed Budget Amendment**

3. **Draft BOD By Laws Amendment**
4. **New BOD/ATAC Member Applications**

III. **Opening**

The November 2019 Executive Committee Meeting was opened by Ms. Liz Loht.

a. **Call to Order**

Ms. Loht called the meeting to order at 3:07 PM.

b. **Roll Call**

Members in Attendance: Ms. Liz Loht, Mr. Paul Tobin, Mr. Ben Welter, and Mr. Thom DeLilla

Staff in Attendance: Mr. Eric Reed, and Ms. Megan Germain

Members of the Public: None

c. **Establishment of Quorum**

A quorum was present.

d. **Verbal Authorization to Begin Recording**

No member presented an issue with the meeting being recorded.

IV. **Approval of Minutes**

Ms. Loht presented the minutes from the October 2019 Executive Committee Meeting.

a. **Attachments: October 2019 Executive Committee Minutes**

b. **Options**

1. **Approve minutes, as is.**

Decision: Mr. Ben Welter motioned to approve the minutes from the October 2019 Executive Committee Meeting.

Decision: Mr. Thom DeLilla seconded the motion.

Decision: The motion passed without dissent.

2. **Approve minutes, with amendment(s).**

Not applicable.

3. **Do not approve minutes.**

Not applicable.

4. **Table the decision.**

Not applicable.

c. **Staff Recommended Action**

1. **Approve minutes.**

V. **Approval of Agenda**

Ms. Loht presented the agenda for the November 2019 Executive Committee Meeting.

a. **Attachments: November 2019 Executive Committee Agenda**

b. **Approve Agenda & Request for Modifications**

1. **The Committee will hear any modifications to the agenda under Agenda Item XII.**

Mr. Eric Reed requested that the Pennington, P.A. lobbying contract be added to the agenda for discussion.

c. **Options**

1. **Approve agenda, as is.**

Not applicable.

2. **Approval of the Agenda, with amendment(s).**

Decision: Ms. Loht motioned to add a discussion of the lobbying contract with Pennington, P.A. to the agenda.

Decision: Mr. Welter seconded the motion.

Decision: The motion passed without dissent.

Decision: Mr. DeLilla motioned to approve the agenda as amended.

Decision: Mr. Paul Tobin seconded the motion.

3. **Do not approve the agenda.**

Not applicable.

4. **Table the decision.**

Not applicable.

d. **Staff Recommended Action**

1. **Approve the agenda.**

e. **Public Comment on any Agenda Item**

No comments from the public were made.

VI. **Financial Statements**

Ms. Loht turned the discussion of the October 2019 Financial Statements over to Mr. Tobin.

a. **Category: Standing Item**

b. **Attachments**

1. **Balance Sheet**

2. **Profit & Loss Detail by Month**

3. **Profit & Loss Summary by Month**

4. **Accounts Receivable**

5. Financial Statements Summary

c. Purpose/Statement

1. This agenda item is to review and approve the prior month's financial statements.

Mr. Tobin reviewed the October 2019 financial statements. He began with a discussion of the Balance Sheet stating that there was an increase in the interfund amount due to money received by the HHS and GR contracts. Mr. Tobin also stated that the AFP and TW amounts fluctuated due to their respected loan amounts. He pointed out to the Executive Committee members that the Unrestricted and Restricted Net Assets will now be separated in the Balance Sheet moving forward. Mr. Tobin made note of the change in fixed assets and accrued leave, these were adjusted due to the fiscal year ending.

Mr. DeLilla asked if the amount of accrued leave was appropriate for the organization. Mr. Tobin confirmed that due to the number of long term employees at FFAST, this was an appropriate amount. Mr. DeLilla asked if there was a cap to how many hours an employee can roll over to the next fiscal year. Mr. Tobin stated that there was, but that he did not recall the amount.

Mr. Tobin moved next to the Profit and Loss Detail by Month statement. This covers the monthly details of the income and expenses for FFAST. For the purpose of this meeting, Mr. Tobin moved onto the Profit and Loss Detail Summary. Mr. Tobin noted that the income from grants was favorable and the income from donations was unfavorable. He then noted that the unrealized gains and losses would not be shown on this statement moving forward. This change would allow the Executive Committee to have a clearer picture of FFAST's financial standing. Mr. Tobin pointed out that FFAST received a \$50,000 grant from the Neilsen Foundation and a \$5,000 grant from the Credit Builders Alliance. The overall income is a favorable variance against the budget. The State Level Activities show mostly favorable variances, aside from Mr. Reed's registration to attend the ATIA conference. The State Leadership Activities show an unfavorable variance. The Operational Expenses had an unfavorable variance. Mr. Tobin noted the high amount of legal expenses.

Mr. Tobin moved next to the Accounts Receivable report. The total outstanding accounts receivable is \$297,000. This is mostly due to a timing issue. No questions were asked on the Accounts Receivable statement.

The final document reviewed was the October 2019 Financial Statements. These are the reports that come directly from the Quickbooks system.

Task:	Correct Profit and Loss Detail Summary, State Level Activities total variance.	Whitney Harris	12/06/2019
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Task:	Correct Profit and Loss Detail Summary, Operations total variance and Salary/SEP amounts.	Whitney Harris	12/06/2019
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d. Options

Decision: No action was taken to approve the October 2019 Financial Statements.

1. Approve financial statements, as is.

Not applicable.

2. **Approve financial statements, with amendment(s).**

Not applicable.

3. **Do not approve.**

Not applicable.

4. **Table the decision.**

Not applicable.

e. **Staff Recommended Action**

1. **Approve financial statements, as is.**

VII. **2019-2020 FY Proposed Budget Amendment**

Mr. Tobin continued his financial reporting and moved to the discussion of the budget amendment.

a. **Category: New Business**

b. **Attachments: 2019-2020 FY Proposed Budget Amendment**

c. **Purpose/Statement**

1. **This agenda item is for the Executive Committee to review a new budget amendment. This amendment accounts for the roughly 70K increase to the HHS contract, Credit Builders Alliance grant, and removal of FSU University of Choice activities.**

Mr. Tobin stated that Ms. Whitney Harris had previously reported the increases in income. He does not believe a budget amendment is appropriate at this time but instead suggested adjusting the projections. This change would give a better picture of the adjustments of the budget over the course of the year.

Mr. Tobin suggested the proposed amendment be adopted as the revised projections for 2020. Mr. Reed mentioned that he spoke with Ms. Harris about not adopting a budget amendment. Her concern was in regard to the HHS contract and reporting back to the state, as without the amendment the allocations would not be accurate. Mr. Reed will recommend to Ms. Harris to speak to Mr. Tobin about the changes needed. Mr. Tobin will make his suggestion moving forward from his conversation with Ms. Harris.

Mr. DeLilla recommended that Ms. Harris understand if other changes must be had throughout the fiscal year to require a budget amendment.

Mr. Tobin stated that Dr. JR Harding has resigned from the Board of Directors which is the result of removing the University of Choice activities from the budget.

Task:	Mr. Tobin and Ms. Harris to discuss the budget/projections amendment.	Whitney Harris	12/09/2019
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Task:	Review what constitutes a budget amendment.	Whitney Harris	12/09/2019
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Task: Report budget amendment discussion to the Executive Committee.

d. Options

1. **Approve proposed budget amendment, as is.**
Not applicable.
2. **Approve proposed budget amendment, with amendment(s).**
Not applicable.
3. **Do not approve.**
Not applicable.
4. **Table the decision.**

Decision: The budget amendment discussion will be tabled for the next Executive Committee meeting.

e. Staff Recommended Actions

1. **Approve proposed budget amendment, as is.**

VIII. Draft BOD By Laws Draft Amendment

Ms. Loht turned the discussion of the Draft BOD By Laws over to Mr. Reed.

- a. **Category: Old Business**
- b. **Attachments: Draft BOD By Laws Amendment**
- c. **Purpose/Statement**

1. **This agenda item is for the Executive Committee to discuss the new proposed language for the officer positions of Treasurer and Secretary.**

Mr. Reed discussed that he spoke with Ms. Harris about the need for the Secretary position. He mentioned that the Treasurer and Secretary are Board of Directors positions and not ATAC. Much of what the Secretary position does is staff work at this time, so he recommends reducing the responsibilities of the Secretary as written. Mr. Reed felt that the addition of the position seemed more than needed by the Board of Directors and is concerned this will not have the position effect that it was intended. Mr. Tobin felt that the role of the Secretary would not be a burden to the member who sits in that position, though he is also unsure what the motivation was to add this position. Mr. Reed is not aware of what the original intention was either. Mr. Tobin believes that the Secretary's role is to be more of the oversight of staff doing the administrative functions of the Board of Directors (Mr. DeLilla seconded that statement). Mr. Tobin does not believe a Board member should be taking meeting minutes. He also believes the oversight functions should include any public records request.

Mr. DeLilla thought that Mr. Tobin had already assumed the position of the dual role of Treasurer/Secretary. Mr. Reed stated that his concern is creating language that would satisfy every situation in the BOD By Laws. He is not sure if figuring out how to solve this problem is even necessary. Mr. Tobin is willing to still be in the Secretary position

and he recommends simply adding the Secretary responsibilities to the Treasurer's role. Mr. Reed agrees. Ms. Loht has no objection to this change in merging the Treasurer and Secretary duties into one position. Mr. Reed stated that the staff recommendation is to table this discussion to allow staff to add new language for the combined roles at the next Executive Committee meeting.

Task: Add the BOD By Laws discussion to the next Executive Committee meeting. Whitney Harris 12/09/2019

d. Options

1. **Approve draft BOD By Laws Amendment, as is.**
2. **Approve draft BOD By Laws Amendment, with amendment(s).**
3. **Do not approve.**
4. **Table the decision.**

Decision: Mr. Tobin motioned to table the BOD By Laws discussion until the next Executive Committee meeting.

Decision: Ms. Loht seconded the motion.

Decision: The motion passed without dissent.

e. Staff Recommended Actions.

1. **Approve draft BOD By Laws Amendment, as is.**

IX. New BOD/ATAC Member Applications

Ms. Loht opened the discussion on the new BOD member applications.

a. Category: New Business

b. Attachments: New Member Applications

1. **Kailey Creech**
2. **Shavaughn "Chevy" Barnes**
3. **Eddie Hall**
4. **Brian Nerland**
5. **Renee Proctor**
6. **Brande Shelton**

c. Purpose/Statement

1. **Kailey Creech was presented to the full BOD/ATAC for approval at the May 15, 2019 meeting. She was not voted in at that meeting due to an imbalance of Membership Categories. JR Harding and Paul Tobin**

interviewed her in March 2019.

- 2. This agenda item is for the Executive Committee to review five new BOD/ATAC members. New member applications must be presented and approved by the Executive Committee after a current member has interviewed the applicant. Once approved by this Committee, these applications will be presented to the full BOD/ATAC for approval.**
- 3. The following Members conducted the interviews and encourage their applications to be sent to the full BOD/ATAC. Jennifer Perry-Breen: Chevy Barnes; Isabelle Potts: Eddie Hall; Ben Welter: Brian Nerland; Paul Tobin: Renee Proctor; Marcial Lembert: Brande Shelton.**

Ms. Megan Germain stated that she interviewed Ms. Chevy Barnes with Ms. Jennifer Perry-Breen. Ms. Perry-Breen had sent Ms. Germain her rationale for adding Ms. Barnes to the Board. Ms. Germain read Ms. Perry-Breen's justification that positively described the information Ms. Perry-Breen learned about Ms. Barnes in the interview. Mr. Tobin asked if Ms. Barnes was an individual who uses assistive technology.

Mr. Reed stated that all but one of the applicants was a Category 1 (defined as an individual who uses assistive technology). Mr. Tobin asked where the makeup of categories for the Board was currently. Mr. Reed stated that bringing on each of these applicants would not throw off the balance of Category 1 members. He also stated that he has been working to bring on a representative from the Florida Division of Blind Services (DBS) and CareerSource. By adding these current applicants, two or three more Category 1 members will need to be added once the DBS and CareerSource representatives are added. This does account for Dr. Harding's resignation. Ms. Brande Shelton is not a Category 1.

Mr. Reed reviewed the current make up of the Categories for the FFAST Board if these applicants were accepted. A discussion was had on the different of the Department of Economic Opportunity (DEO) representatives and the CareerSource representative. Mr. Reed stated the DEO representative has satisfied the CareerSource placement by means of a memorandum of understanding between CareerSource, DEO, and FFAST. A discussion was had on the difference between the Florida Independent Living Council (FILC) representative and the Center for Independent Living (CIL) representative. FILC is written into the state statute as a required member, however, the CIL representative is written into the federal statute as a required member.

Mr. Tobin asked what the intention of this particular conversation was. Mr. Reed stated that the Executive Committee needs to approve these applicants so they can be presented to the full Board of Directors in February. By approving all of these, it would only briefly throw off the category percentages. Once the partner organization representative placements were filled, new Category 1 members would need to be brought on. This would place FFAST at full compliance and max out of Board member positions at 27 members. Adding two more Category 1's between now and February would put FFAST in compliance.

Mr. Tobin expressed his opinion of adding new members just to add them, versus adding members to fill holes in the skills of the current Board. He believes that FFAST should be more strategic in bringing on new members and complete a skill needs assessment of current members. Mr. DeLilla asked how these individuals were identified to apply for the Board. Mr. Reed stated that an open call for new Board members was sent 4 or 5 months ago but no action was taken on these applicants

until recently. Mr. Reed recommended that staff put together a synopsis of the current demographics and skills of the Board members already on the Board. Mr. Tobin stated that he wasn't aware that the Board has approached recruiting new members as a way to strategically make the Board stronger.

Task: Create a Board demographic and strengths assessment of current Board members. Whitney Harris 12/06/2019

d. **Options**

Decision: No action was taken to approve the presented applicants.

1. **Approve the five presented applications to be sent to the full BOD/ATAC for final approval.**
Not applicable.
2. **Approve some of the presented applications to be sent to the full BOD/ATAC for final approval.**
Not applicable.
3. **Do not approve any of the five presented applications.**
Not applicable.
4. **Table the decision.**
Not applicable.

e. **Staff Recommended Action**

1. **Approve the five presented applications to be sent to the full BOD/ATAC for final approval.**

X. **FAAST Old Business Updates**

Ms. Loht opened the discussion on Old Business updates.

a. **Category: Old Business**

b. **Purpose/Statement**

1. **Committee Assignments - To share with the Executive Committee an update on the members assigned to which committees and progress of committees.**

Ms. Loht has identified a member to Chair the Technology Awareness committee but he has not confirmed yet. Mr. Reed stated that the committee assignments have been sent out. Committee orientation dates have been sent out to committee members that will start the first two weeks of December. Mr. James Bayonne has been identified as the potential Technology Awareness committee chair and Mr. DeLilla has been asked to chair the Public Policy and Interagency Committee (PPAC). Neither individual has confirmed the Chairmanship at this time.

Mr. DeLilla asked if there was a budget amount tied to the PPAC. Mr. Reed said that there was not specifically dedicated to a committee only, but just as a Board as a whole. Mr. DeLilla felt that a travel budget for attending meetings with state leaders would be something he would be interesting is pursuing.

2. **Attorney General Letter - This letter was submitted by FFAST legal counsel on October 4, 2019. UPDATES?**

Mr. Reed does not have any update on the AGO letter at this time.

Mr. DeLilla asked about the reappointment process for Board members. Mr. Reed stated that the staff has reached out to Vocational Rehabilitation to get copies of the appointment letters for Board members.

3. **Executive Director's Leave - To share with the Executive Committee any updates on the Executive Director's leave.**

Mr. Tobin has not been able to get a clear indication of when the investigation will be completed. Mr. Tobin stated that he was interviewed early this morning by two people from the Inspector General's office. He asked them for the timeline for the investigation, but they could not confirm a date. Mr. Tobin does not have anything definitive to share.

c. **Options**

1. **Discuss the FFAST Updates and assign action items as necessary.**

No tasks were assigned.

2. **Table the discussion.**

Not applicable.

d. **Staff Recommended Actions**

1. **Discuss the FFAST Updates and assign action items as necessary.**

XI. **Task Report**

Ms. Loht opened the discussion for the open tasks to report.

a. **Category: Standing Item**

b. **Attachments: November 2019 Task List**

c. **Purpose/Statement**

1. **This agenda item is to inform the Committee of actions taken to complete items on the Task Report.**

Mr. Reed stated that the items that are related to Committee assignments have all been completed. Mr. Reed stated that his understanding of Robert's Rule of Order is that officer nominations continue until every position has been filled.

d. **Options**

1. **Review Task Report and assign new tasks as necessary.**

No tasks were assigned.

2. **Table the discussion.**

Not applicable.

e. **Staff Recommended Actions**

1. **Review Task Report and assign new tasks as necessary.**

XII. **Agenda Modifications**

Ms. Loht turned the meeting over to Mr. Reed to discuss the Pennington, P.A. lobbying contract.

a. **From Agenda V b.**

Mr. Reed received a lobbying contract from Mr. Gene Adams at Pennington, P.A. for one year of lobbying services at \$14,000. Mr. Reed was unsure if signing this contract was the best use of funds with the Executive Committee pausing on legislative priorities. Mr. Tobin stating that with the changes with the Executive Director and Dr. Harding, he strongly recommends the Executive Committee endorse signing this agreement. His concern is that there is not a leader at the Capitol to protect FFAST's current funding. Mr. DeLilla asked if the staff felt comfortable with Mr. Adams. Mr. Reed stated that he trusted Mr. Tobin's opinion as he had not worked with Mr. Adams directly. Mr. DeLilla asked what other organizations that Mr. Adams worked with in relation to disability advocacy. Mr. Reed stated that FFAST is Pennington's only nonprofit they work with.

Mr. Tobin feels that agreeing to another year of lobbying services would help to build the momentum for an increase in funding, which may take many years to accomplish. Mr. DeLilla recommended collaborating more with FILC and the Florida Association of Centers for Independent Living. Mr. Tobin felt that collaboration is needed but that everyone has to worry about their own individual priorities. Mr. Tobin stated that the only thing on FFAST's legislative agenda is to hold onto our current funding. Mr. DeLilla believes that FFAST could still have conversations about increasing FFAST's funding if they partner with CILs to approach the legislators as a united front. Mr. Tobin stated that this is the priority for the service delivery conversation and strategic planning.

Decision: Ms. Loht motioned to move forward with executing the Pennington contract.

Decision: Mr. DeLilla seconded the motion.

Decision: The motion passed without dissent.

XIII. **Closing**

Ms. Loht asked for a motion to close the November 2019 Executive Committee Meeting.

a. **Last Call for Public Comment**

No public comments were made.

b. **Next Meeting**

1. **Date and Time**
2. **GoToMeeting Information**
3. **Toll-free number and Access Code**

c. **Adjourn**

The November 2019 Executive Committee Meeting was adjourned at 4:35 PM.

Decision: Mr. Tobin motioned to adjourn the November 2019 Executive Committee Meeting.

Decision: Mr. DeLilla seconded the motion.

Decision: The motion passed without dissent.