

## Board of Directors Quarterly Meeting

May 9, 2022

### MINUTES

**Date:** May 9, 2022

**Time:** 6:00-7:00 p.m.

**Location:** Collaborative Labs, SPC EPI Center, Tropics Room (Room 1-424), 13805 58<sup>th</sup> Street N., Largo

**Board members present:** Brett Bina, Aron Bryce, Nikki Gaskin-Capehart (virtual), Gershom Faulkner (virtual), Kimberly Jackson, Adam David Johnson (virtual), Jeff Johnson (virtual), Elizabeth Sembler (virtual), Mark Strickland

**Board members absent:** Deveron Gibbons, Dan Mageras, Tonjua Williams

**Ex-officio members present:** Kimberly Jackson

**SPC/ISPS Representation:** Susan Demers, Sam Jenkins, Matthew Lee, Sharon Panov, Dan Shuey, Matthew Liao-Troth,

**Guests:** Mia Conza

Discussion Items	Action/Response
1. Welcome/Call to Order <i>Kimberly G. Jackson, ISPS Executive Director</i>	ISPS Executive Director Kimberly Jackson called the meeting to order at 6:02 p.m. There were several board members who were unable to attend in-person so there was no in-person quorum. The meeting proceeded as planned, but no actions were taken.
2. Review and approval of minutes from February and March Special Meeting	Approval of minutes is postponed to future meeting due to lack of an in-person quorum.  APPENDIX A – February 7, 2022, Quarterly Meeting APPENDIX B – March 21, 2022, Special Meeting
3. DSO Presentation: <i>Mia Conza, SPC General Counsel</i>	<i>St. Petersburg College (SPC) General Counsel, Mia Conza</i> presented an overview of ISPS's connection to the College as a Direct Support Organization (DSO), board governance, and laws that apply to ISPS Board of Directors (BOD). Board members received a copy of the PowerPoint presentation. <ul style="list-style-type: none"> <li>• A general overview of ISPS as a DSO -               <ul style="list-style-type: none"> <li>○ ISPS was organized as a 501(c)3 non-profit organization to support the mission of SPC; certified by SPC Board of Trustees (BOT) as a DSO in accordance with Fla. Statutes (1004.70, F.S.). Ms. Conza reviewed the conditions and limitations as stated in the statute.</li> </ul> </li> <li>• ISPS Board Governance -               <ul style="list-style-type: none"> <li>○ ISPS BOD members include SPC President or designee (ex-officio non-voting), SPC BOT designated trustee, and college designee</li> <li>○ The role of the Board is defined in the Articles of Incorporation, Bylaws, and other governing documents, common law, Florida statutes, and federal regulations</li> <li>○ Primary functions include strategic planning, programming and fiscal oversight, and fundraising</li> <li>○ General responsibilities include developing and supporting ISPS's mission and purpose; providing general support for ISPS executive director and staff; assisting in organizational planning; developing and monitoring programming and services; managing resources</li> </ul> </li> <li>• Standards of conduct for the Board under Fla. Statutes (617.0830.F.S.) include: discharging duties in good faith, in prudent care, and in the best interest of ISPS and SPC. To do so, directors must have adequate information, and faith in competency of the source of information. Directors are not liable for actions taken or not taken if duties are in compliance.</li> </ul>

- Common Law duties include: 1) duty of reasonable care in making decisions, acting in good faith as expected of an “ordinarily prudent person,” in the best interest of ISPS and SPC by attending meetings, making informed decisions, exercising independent judgment, and maintaining accurate records of all meetings; 2) duty of loyalty – undivided, without conflicts of interest or self-dealing, avoiding transactions with interested parties; 3) duty of obedience by being faithful to ISPS’s and the College’s missions
- SPC’s procedure on standards of conduct and conflict of interest of a public officer prohibits directors from soliciting or accepting gifts or travel that may appear to influence decision-making; and using public position or fraudulent activities to gain personal benefit
- ISPS’s Conflict of Interest Policy requires submission of annual statement that members read and agree to comply with policy; annual review of conflict of interest questionnaire; and disclosure of potential conflict reviewed by governance committee.
- Directors may not deliberate or vote on matters where potential for personal gain is known or suspected without first disclosing the nature of interest in the matter. If a conflict of interest is identified, the director will abstain from deliberation and voting, and publicly state the nature of interest. The disclosure and abstention are recorded in the minutes.
- The Business Judgment Rule states that directors are not liable for losses incurred by ISPS if the BOD acted within its authority and power and in good faith. The Board must 1) be informed; 2) act in good faith; 3) have the best interest of ISPS in mind. Directors must not be self-involved. The burden is on the Board to prove violation of duties. Limited immunity under Florida law exists for volunteer or unpaid board members or officers.
- The indemnification provision in ISPS bylaws states that directors are held harmless for certain actions or claims based on interests in decision-making.
- Board of Directors Insurance is covered by SPC’s excess policy, including professional liability, errors and omissions.
- Board meetings must be public under Florida’s Sunshine Law (286.011(1), F.S.)
  - Requirements of public meeting: 1) open to the public; 2) reasonable notice (about a week) is given, except for emergency and workshops, and where official actions are not taken; 3) minutes are promptly recorded and open to public inspection
  - According to Sunshine Law, a meeting is: 1) any gathering of two or more ISPS board members, formal or informal, in-person or electronically, to discuss matters where action may be taken by the Board. Sharing a report regarding a subject to be discussed at a public meeting is not considered a meeting unless discussion or interaction takes place prior to meeting. Social meetings are acceptable if matters that may come before the Board are not discussed.
  - Meeting locations must be accessible and not held at facilities that discriminate against persons under protected categories. Accommodations are provided upon written request. Public comment is allowed.
  - Meetings may be held electronically where no official action is taken; a physical quorum is required where actions are taken. Directors may attend electronically, by phone, if absence is due to extraordinary circumstances, such as illness; the Board determines if a schedule conflict is considered extraordinary circumstances.
- Records are subject to public disclosure (Chapter 119, F.S.). Exemptions include confidential records of the DSO. Audit and expense records are public records. Access to student records is limited by Statute (s.1002.221) and FERPA

	<p><i>Brett Bina, ISPS Director</i>, requested clarification on discussions held between two or more board members that could be in violation of the Sunshine Laws. <i>Mia Conza</i> replied that any official business that would come before the Board should not be discussed privately to avoid being in violation of the Sunshine laws. She suggested holding workshops where ideas are discussed, but no official business is taking place. A Sunshine manual with examples of situations is available online for review.</p>
<p>4. Board Governance: <i>Mark Strickland, Chair,</i> <i>Steering Committee</i></p>	<p>No election of officers due to lack of quorum; postponed to future meeting.</p> <p><i>Mike Meigs, SPC AVP, Finance, Budget, and Operations</i>, was unable to attend the meeting for a formal introduction, but Mark Strickland gave a brief overview of Mr. Meigs' role with the College as well as future role with ISPS BOD as treasurer.</p> <p>At the direction of SPC leadership, a motion previously passed at the March 21, 2022 Special Meeting assigning signatories on the RBC investment account will be corrected to reflect Mike Meigs, Kimberly Jackson, and Dan Mageras as approved signers on the RBC account.</p> <p><b>Reversal and correction of the motion will be addressed at the next board meeting.</b></p>
<p>5. Financial Report: <i>Dan Shuey, CPA</i></p> <p>Finance Committee Report: <i>Brett Bina,</i> <i>ISPS Director</i></p>	<p><i>Dan Shuey, Carr, Riggs, and Ingram CPAs, LLC (CRI)</i> presented the financials as of February 28, 2022, the process for submitting the annual 990 report, and an update on year-end activities.</p> <ul style="list-style-type: none"> <li>• Current Status highlights - <ul style="list-style-type: none"> <li>○ The Statement of Financial Position shows available cash is \$67,840.41. Accounts receivable in the amount of \$375,000 for annual interest revenue will be voided as part as of 2022 FYE. Due from SPC under "Other Current Assets" is a rolling balance from the previous year-end and will be adjusted at fiscal year-end for allocated personnel and other expenses. There are currently no accounts payables, including funds due to SPC. Net revenue is \$418,587.</li> <li>○ Statement of Activities show no individual or corporate donations for the month of February, but net total for the year is \$16,680. Expenditures for February include honoraria fees totaling \$2500, due and licenses fee of \$75 and bank service fees of \$5; net expenditures for the year-to-date is \$16,489.39. Net revenue for the year-to-date is \$418,587.97.</li> <li>○ Budget vs. Actuals report reflects total expenditures year-to-date is \$19,462.73, which includes fundraising expenses; annual budget for expenses is \$62,625, leaving a remainder of \$43,162.27.</li> </ul> </li> </ul> <p>APPENDIX C – Financials – Current Status</p> <ul style="list-style-type: none"> <li>• Year-end, annual audit and 990 report update – <ul style="list-style-type: none"> <li>○ March and year-end financials are almost completed, for the annual audit which is scheduled to begin the current week (week of May 9). Once the audit is complete, they can start on the 990 for FYE 2022. <i>ISPS Leadership Dean Susan Demers</i> requested more information on the timeline for the 990. <i>Dan Shuey</i> responded that with the audit starting now and expected to take approximately six weeks to complete, the 990 will be completed within the expected 5-month (after YE) preparation period with no need for an extension. <i>ED Jackson</i> added that the BOT/SPC President usually expects a copy of the 990 around October. <i>ED Jackson</i> shared a communication from Prida, Guida, and Perez, P.A. that confirms the audit start date of May 9, with a goal for the audit to be issued on June 30. The College, Foundation, and ISPS has a 3-year agreement with Prida, Guida, and Perez.</li> </ul> </li> </ul>

	<p><i>ED Jackson</i> thanked the Finance Committee for their efforts on the various policy drafts. There were 14 committee meetings from October to the present. All committee meetings have been recorded and a shared link is available to Board members. Committee meeting minutes will be provided upon completion.</p> <p><i>Brett Bina, ISPS Director, and member of the Finance Committee</i> provided a progress update on the investment policy draft. Goals for the policy statement are: 1) set forth the investment goals and objectives of the portfolio; 2) define and assign the responsibilities of all involved parties; 3) establish a clear understanding for all involved parties of the investment goals and objectives of the Portfolio; 4) provide a general direction for asset allocation of the portfolio; 5) outline any ISPS organizational specifics that may govern the investment objectives; 6) establish a basis for evaluating investment results of the Portfolio; 7) direct that the Board, the Investment Committee, and any Investment Manager operate in compliance with the Act to the extent that it may be applicable to ISPS funds.</p> <p>The Investment Policy Statement draft is expected to be presented to the Board for approval at the next board meeting.</p> <p>The Gift and Cash Policy draft is in progress. Further discussion is postponed.</p>
<p>6. Director's Report: <i>Kimberly Jackson,</i> <i>ISPS Executive Director</i></p> <p><i>Sam Jenkins,</i> <i>Project Coordinator</i></p>	<p><i>ED Jackson</i> presented an update on the ISPS Strategic Plan. As a priority to strengthen operations, Matthew Lee will soon be a full-time, his title will be Digital Graphic Designer; the Florida Statewide Coordinator position has been posted, the applicant pool is pending diversity requirement; and the Financial Analyst position will be posted soon.</p> <p>The Strategic Plan Committee decided that statewide initiatives are priority. Matthew Lee is compiling data that supports the Strategic Priorities listed on the Strategic Framework graphic: Branding, Content Development, Statewide Impact. Matthew is also working on creating a space on the ISPS website that contains information on what the Institute is doing, for the benefit of partners in the Florida College System (FCS). <i>ED Jackson</i> shared a slide containing names of FCS stakeholders targeted in 2022, 2023 and beyond. <i>ED Jackson</i> shared a slide showing efforts made so far to engage and establish partnerships within the FCS.</p> <p><i>Sam Jenkins, ISPS Project Coordinator,</i> shared pictures of events attended as part of the statewide impact: Tampa Tiger Bay 2022 Lifetime Achievement Awards dinner honoring Peggy Land and April Schiff (cost of event was sponsored by past BOD director George Greer). Sam also shared a slide showing current 2021-2022 local partners.</p> <p>Sam provided summaries of recently held forums:</p> <ul style="list-style-type: none"> <li>• The Stories of Black History in St. Petersburg on March 30 with Leon Jackson, member of the Courageous 12 and a local activist</li> <li>• Engaging Retirees in Civic Life on April 1, partnering with Jeff Johnson of AARP and Florida Civic Advance</li> <li>• State of the Beaches with the Treasure Island and Madeira Beach Chamber of Commerce on April 14.</li> </ul> <p><i>ED Jackson</i> shared an update on the Autism Awareness funds. In addition to the Autism workshop for police officers by John's Hopkins, and the forums with Haley Moss, Matthew Lee is working with Sue Blanchard to create a reference repository on the ISPS website.</p>

7. New Business	There was no further new business to report.
8. Comments	<p><i>ED Jackson</i> thanked past board members Ken Burke, Irene Sullivan, Watson Haynes, and George Greer, who termed out at the end of March, for their many years of service to ISPS. They were all honored at the last BOT meeting by SPC President Tonjua Williams and the SPC BOT. The Governance Committee is currently vetting potential new board members, keeping in mind that a statewide impact is important.</p> <p><i>ED Jackson</i> reminded attendees of upcoming board meetings: Aug 8, Nov 14, Feb 13. The August meeting may be rescheduled to an earlier date if leadership requires certain actions to be taken more immediately. She suggested the Finance Committee meet before each scheduled board meeting. Suggested dates are: Aug 1, Nov 7, Feb 6.</p> <p><i>ED Jackson</i> thanked the Board for all the hard work in a very busy year.</p>
9. Wrap-up and Adjournment  <i>Respectfully submitted, Sharon Panov, Recorder</i>	<p>The meeting was adjourned at 6:53 p.m.</p> <p>The next BOD meeting is scheduled to be held August 8, 2022, 6:00-7:00 p.m. at Collaborative Labs, SPC EPI Center, Tropics Room (Room 1-424), 13805 58<sup>th</sup> Street N., Largo.</p>