

**Brian Mimbs, Chair**

**Steven Lerner, Vice Chair**

## Florida Emergency Management Assistance Foundation, Inc Board of Directors Meeting

**April 12, 2024**

**I. Call to Order**

Chair Mimbs called the meeting to order at 11:00 AM.

**II. Roll Call**

Carly Miller called the roll. Chair Brian Mimbs, Vice Chair Steven Lerner, Secretary Javier Marques, Chris Spencer, Taryn Fenske were marked present. A quorum was present.

**III. Approval of January 12, 2024 Meeting Minutes**

Chair Mimbs called for comments or questions of the meeting minutes from the December meeting. Chair Mimbs called for a motion to approve the meeting minutes. Chris Spencer called for a motion to approve; Vice Chair Steven Lerner seconded the motion. All board members were in favor and the minutes were adopted.

**IV. Election of New Board Members:**

Since the last board meeting, Director Guthrie appointed 2 new remaining vacancies, Taryn Feske, and Chris Spencer. Chair Mimbs welcomed both to the board and entertained a motion for a nomination for the treasurer position. Taryn Fenske motioned to nominate Chris Spenser. No other motions were presented. Chair Mimbs made the consideration for Chris Spenser to fill the Treasurer vacancy. All board members were in favor of the motion and Chris Spenser was appointed as Treasurer of the Board.

**V. Finance Update**

Jeremy Smith with FDEM presented the current financial position. As of April 8, 2024 the foundation has \$815,950.18 available with an additional expected \$136,700.00 to come in from FTEM sponsors and payments from the cohort 1 leadership training. The actual cash balance as of this morning is a little over \$823,781 which includes a recent \$3,000 donation and payment received from cohort 1. The accounts receivable will shift with more cash on hand for the foundation. Most of the expenses to date were from EM Day and some bank fees and there are some invoices due from the training. This is a

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new income of \$704,000.18. The foundation continues to do well and grow. Also included in the documentation is the running ledger report through April 8, 2024 from the Wells Fargo and ServisFirst accounts.

VI. Pending Business Items

a. Wells Fargo ACH Transfers

Jeremy Smith stated that with the Wells Fargo account there's an opportunity for the board to work with Wells Fargo and establish more readily available ACH. Currently the process involves a wire transfer for revenues received to the ServisFirst operating account. By engaging ACH with both accounts, it will eliminate some of the \$10.00 fees. ACH can also be an avenue for donations. Chair Mimbs entertained a motion to authorize engagement of activities. Vice Chair Steven Lerner made a motion, Chris Spencer seconded the motion. All board members were in favor of the motion, and it was adopted by the board.

b. Retention of Foundation General Counsel

Chair Mimbs presented the proposal from Will Spicola. Staff recommendations was to retain Mr. Spicola with a retainer and then an hourly rate. There will be a bit of savings by using the retainer and hourly rate. Chair Mimbs called for questions. Chris Spencer inquired about the hourly rate. There is a \$1,250/monthly retainer for the first 6 hours and the hourly rate of \$275. Chris Spencer made a motion to approve this engagement, Secretary Javier Marques seconded the motion. All board members were in favor of the motion, and it was adopted by the board.

c. Canopy Management Consulting Group LLC Proposal

Jeremy Smith presented the proposal. Canopy Management would support organization support including policy development, operational contract compliance, program development and management, procurement awards and solicitations, and contract and grant management. They can also provide strategic support to help with revenue generation and growth, financial asset management strategies and operational plans and goals. They can also assist with board support, meeting notices and agendas, as well as accounting and bookkeeping and financial reporting including budgeting direction and financial outlook as the foundation continues to grow. Chris Spencer inquired about the hourly rates based on the time we would need them for the projects. Steven Lerner inquired if there were any other proposals received. Jeremy Smith stated that this

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was the only proposal that he was aware of. Chris Spencer inquired if the foundation was required to competitively procure for this service or is the foundation allowed to directly engage. Suhail Chhabra, Deputy General Counsel at FDEM stated that procurement rules do not apply. Chirs Spencer inquired about term of severance if the foundation decides to cancel the arrangement. There is an assumption that the foundation will need to work with Mr. Spicola on the actual terms of the contract. Suhail stated that the terms of the arrangement should be negotiated. Chair Mimbs inquired if the contract would come back to the board for approval. Suhail confirmed. Chris Spencer motioned to approve moving forward with a contract negotiation and then bring it back to the board for approval/rejection. Steven Lerner seconded the motion. No discussion. All board members were in favor of the motion, and it was adopted by the board. This item will need to return to the board for action.

d. DBA Registration with the Department of State

Chair Mimbs stated that counsel will need board authorization to apply for our DBA registration with the Department of State as a matter of corporate compliance. Chris Spencer made the motion; Steven Lerner seconded the motion. All board members were in favor of the motion, and it was adopted by the board.

VII. Upcoming Activities

a. Florida's Training for Emergency Managers June 10-14, 2024

Amelia Johnson, Legislative Affairs Director for FDEM discussed the quotes that were received. The room and site fee will be waived based on the current catering fees. The hotel will be providing more accurate amounts. The registration is currently 318 people. The estimated amount includes the catering costs including the daily breakfast, lunch and evening receptions, and audio and visual, and event programs, handouts, and conference bags. The handout total will go down based on the items we receive from our category 5 sponsors. Chair Mimbs called for a motion to approve the tentative budget. Steve Lerner made a motion to approve the tentative budget; Chris Spencer seconded the motion. Chris Spencer inquired if FTEM is a revenue making event. Amelia Johnson stated that the foundation has raised a little of \$500,000 for this event with a current expenditure of just over \$200,000. In addition, there will be a golf tournament fundraiser the day before FTEM. We are not charging for instate attendees, but we are charging for out of state attendees. All board

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members were in favor of the motion to approve the tentative budget, and it was approved by the board.

Elliot Rimon with FORTS Services provided an overview of the foundation's 1<sup>st</sup> annual Golf tournament at FTEM scheduled for June 9th. The event is for the sponsors/donors to enjoy 18 holes of golf with a reception afterwards benefiting the foundation. We will have a few teams of local and state EMs with the hopes of having 16-18 more teams for those working in the disaster industry or working with the state. Sponsorship categories range from \$1,000 up to \$30,000. A website has been created explaining the schedule, room rates, and to make it easy for people to sign up. There is some hesitation with signing up as FORTS Services is a contract. The hope is to work with the foundation to reach out to the sponsors to solidify. FORTS Services will be covering the cost of the event, and their initial goal is \$300,000 to the foundation. The higher-level sponsors to cover the reception and ancillary expenses. It should be a significant revenue generator for the foundation. The reception will be open to the golfers and their spouses and will include raffles and auctions.

b. Reporting Requirements

Carly Miller stated that coming in July is the annual meeting which is to elect the officers and the approval of the annual operating budget.

VIII. Public Comments

Chairs Mimbs called for public comments. None were heard.

Javier Marques welcomed the new board members.

IX. Adjournment

Chair Mimbs entertained a motion to adjourn the meeting. Steven Lerner motioned; Javier Marques seconded the motion. All board members were in favor of the motion, and the meeting adjourned at 11:26 AM.