

Governance Board Meeting
February 17, 2023
9:00 am-10:30 am Eastern Time
Location: Zoom

Board Present: Brendan Shortley (Chair), Scott Hesch, Ken Armstrong, Peter Danenhoffer, Lori Slaven, Lisa Feagin, Claudia Tuck, Tony Delisle, Jon DeCarmine, Michelle Sherfield, Bea Awoniyi

Lead Agency Present: Amber Miller, Chris Floyd, Monica McMillen, Keanna Johnson, Valeria Segui-Gonzalez, Rena McCann, JoeAnn Spencer, Dana Clayton, Rahkiah Brown, Gavin Johnson, Andrea McClintic

Board Absent: Nancy Eisele, Cody Spencer, Joseph Dixon

I. Welcome

Brendan Shortley called the meeting to order at 9:06 a.m.

It was asked if the meeting could be recorded. There is no policy around recording meetings, that will have to be discussed and decided upon.

Are there any objections to recording this meeting, there were no objections. Recording was enabled.

Brendan stated that he yesterday invited Patrick Dodds to the meeting to speak to the board. He agreed to, but he declined this morning. Brendan offered to open the meeting up for questions around the email that was sent out by Patrick Dodds to the board. The board was reminded that United Way Board and CEO has to be cautious of any questions that may be raised and may not be able to answer questions if they would breach or create a conflict of what an employer can say about an employee when they are terminated.

It was stated regarding Patrick not being in the meeting, he is a terminated employee it is not a slight to the governance board. He is not a person that is trying to defend his job, that puts him in a different status as a terminated employee.

Brendan made it clear that he wanted to give everyone an opportunity to ask questions and be very clear on what had transpired. As it has been made very clear and Amber has gone point by point to answer what was in the email. If there is a motion and a vote to move to another lead agency, all board members should have a clear understanding.

The point was made that it does not benefit the Continuum of Care (CoC) to have an email sent out by one person which is one sided and not willing to discuss it in open

forum.

Jon DeCarmine wanted to add a couple of things to the agenda. He also stated that Brendan texted Patrick at 6:30 pm last night to invite him. He did not have time to consult with an attorney. He needed the Governance board to know the timeline of the invite.

- i. Agenda item 1 -Add Annual Performance Review to the Lead Agency
- ii. Agenda item 2 -Do we need to call a General Membership meeting

Brendan response, Patrick was a practicing attorney and knows the law. So, when I spoke with Patrick, that he was more than happy to attend the meeting. In response to the timeline, the board should have been given notice before someone went to the media.

II. **Lead Agency Report**

a. CEO Report

Amber gave the history on how United Way became Lead Agency for the Continuum of Care. Early 2017 the prior CEO of United Way was approached by the CoC governance board, they were looking for a new lead agency. At the time the lead agency was the Alachua County Coalition for the Homeless and Hungry (ACCHH, also known as Grace). The CoC governance board put out an RFP, United Way responded to the RFP late 2017. Early 2018, the CEO of UW contracted with Mona Gil de Gibaja to help onboard the CoC. Mona later became the CEO of United Way. Late July 2020, Mona hired Patrick to serve as Director of CoC, he served in that position until a few weeks ago.

There are two issues, number 1 this is an employer/employee issue. Number 2, the CoC governance board understanding its role and responsibility. When ACCHH was the lead agency, they were a 501c3, in that effect, the CoC governance board was a true non-profit governance board that had fiduciary oversight and responsibility. When United Way took over as Lead Agency, that role was relinquished and now falls under the United Way board of directors, they are responsible for the fiduciary oversight for the CoC. The CoC governance board should now be working on planning and strategy on how to serve our clients best and how funds are allocated.

The funding amount that has been talked about is the Emergency Solutions Grant Coronus Virus that came about in early 2021. The application for these funds was compiled in collaboration with agency partners and ultimately submitted by Patrick. This application included the budget for every subrecipient that was receiving funds under this grant, United Way included. The allocations, budget and application were reviewed and approved by the CoC governance board. The request was \$4.8 million, only \$189K was admin dollars for UW to operate the program. That is less than 4% of the entire funded award. As lead agency there is a lot that happens behind the scenes. That is why the governance board entered into an agreement with us so that we could manage the funds. That's what we do, and we do an amazing job at it. This is an unprecedented amount of funds that came to this community, and we have distributed well over 80% of the funding in the last 18 months, expecting to

expend all funds by the end of June. To date, the Lead Agency has not received a written or formal complaint from any subrecipient or anyone on the governance board in regard to how we are doing things. These last few weeks have been very surprising and disappointing to me. I take pride in the work we do here at United Way I work with an amazing team every day to push this funding out. I want to share a couple of documents that prove United Way has done absolutely nothing wrong in the management of the funding. The allegations that have been made are extremely harmful, not only to our organization but to everyone involved with the CoC. For multiple reasons, this information is damaging and will have long term effects for our organization, even things we have not fully begun to realize. It has created distrust between United Way and the CoC governance board, United Way and general CoC members and United Way and the public. The work we do here is not self-serving, everything we do here is to benefit other people in our community and that is exactly what we have been doing through the CoC.

In his initial email, Patrick brought up several concerns, they were addressed in the last meeting, but I am happy to address them again.

#1. CoC not being properly budgeted to pay administrative cost associated with United Way serving as lead agency.

Response: This is a fundamental misunderstanding. We entered into an MOU with the CoC that we would take on the administrative role to ensure that everything required under federal statute is carried out on behalf of the CoC which is a coalition of people who have bound together to do their best to end or minimize homelessness in our community. Federal guidelines require you have a lead agency to serve in this role to apply for the funds, otherwise our community is not going to receive the funds. We have served that role extremely well. In this role we have distributed funding. Our board serves as the fiduciary oversight, our finance committee meets and reviews financials every month, our board reviews them, those financials were shared with the prior Director. This first point of the CoC not being budgeted properly is not an issue because the CoC can't be budgeted properly because it is not a legal entity, that is why United Way serves as Lead Agency, to carry out the work of the CoC.

#2. Staff of the CoC wasn't provided adequate financials.

Response: This is extremely false. We have a grants manager who is on the call today. Every month she creates a spend down report not just for United Way but for everyone who receives funds under the grants we manage. Those were made available to Patrick every month.

Also, Patrick was a member of the internal leadership team, which means he was invited to every single United Way board meeting where financials were presented. He had access to them through the Govenda portal and, I provided him with any financial statements he needed in between receiving regular financial statements. Back in 2021, there was an email exchange between the two of us because he had not shared financials with the Governance board at their meeting. (Email was shared on the screen.) Financials were shared with Patrick, they were not always given to the Governance board.

As history for the new governance board members, United Way has gone through transition with accounting firms. In 2021 it was with our prior firm we were working on special reports to pull financials for the CoC. That was solved, we were providing financials on a monthly basis. Financials have been made available; they just not have been shared with the governance board. I have Teams chats where Patrick has been directly connected with the accounting firm, I also provided our accounting firm contact his phone number for direct communication. He was not very responsive to the requests of the accounting team.

He stated he did not have access to eLOCCS, I am constantly sending him info in eLOCCS on HMIS, Coordinated Entry and Planning grants. He was provided with the instructions to register for his own eLOCCS user login. He never followed through with obtaining access. He was never denied or prevented from obtaining access.

#3. Opportunity to talk to the board. CoC staff not being able to talk to the board with issues.

Response: I am the president and CEO of United Way which is the lead agency. Every monthly Finance Committee meeting we talk about the CoC and how we are doing with the grants. United Way's board of directors receive program financial statements and grant spend down statements that the grants manager provides every month. That is the fiduciary oversight that the United Way Board of Directors must do.

Patrick himself, as a director, was invited to every single board of directors meeting, he was also invited to provide a written report to our board, he did not always attend, and he did not always provide a directors report. On January 25th, the day before he sent his initial email, we had an in-person Board of Directors meeting at United Way, which he was in attendance. He declined to provide a written Directors report for that meeting, but he was provided 15 minutes to present to the United Way board on the CoC and give a brief introduction, orientation overview for the full board because we have new board members. He gave his presentation, he did not raise any concerns, he did not try to approach any board members after the meeting. Our board roster is public to our staff, and they are encouraged to reach out to board members if they feel they need to.

It is policy and procedure that if any staff has issues with the CEO they are instructed to go to the Board of Directors, he did not do that. He chose to go to the CoC governance board with issues that were not CoC governance board issues.

The ESG CV admin dollars we received were dollars we manage for the administrative purpose of running the CoC program. There are direct costs and indirect costs. Direct costs are services provided for clients, program specific. Indirect cost is the cost of doing business, you have to have accounting and an audit. I am the supervisor, was the supervisor, of Patrick. He must be held accountable for the job he is doing; he has to hold his team accountable; those

are all indirect costs. He disagreed with me on the email he drafted to send out, he and I talked about it, he sent it anyway. I explained to him the concerns he had were not appropriate for the CoC governance board. This was something the United Way Board had to discuss. We spent a grant, when that happens, you either get another grant or use operating dollars to cover expenses. For some reason he decided that answer was not good enough and wanted to press it further. I don't know why. To mislead with the way the email was written eluding United Way was not managing the funds appropriately, I don't understand why, we have done absolutely nothing wrong. We have used all our grant funding under state and federal guidelines, they are reviewed by our accounting firm, our board of directors. Those funds are cost reimbursements to DCF and we have to send invoices for that, backup documentation has to be reviewed and approved by DCF before they reimburse us. Again, honestly, it leaves me speechless at times. No one from the governance board has come to me with any concerns, other than when I have had agencies come to me because they want reimbursement. In those instances, I have responded quickly, giving them access to the state department website, FLAIRS, so our subrecipients can see in real time when monies are transferred to UW. We have done everything we can to make sure this money gets out into the community. We took out a \$1.2 million advance from DCF to be able to push these funds out when the CARES money was released. Over the summer DCF fell three months behind on their reimbursement to us. We went to the community foundation for a \$250K loan at 0% interest in order to pay our sub-recipients. We did not pay ourselves until the funding was reimbursed to us from DCF.

In my opinion, we have gone above and beyond for the CoC to do our job and our due diligence. I don't know what else I can show you other than this was an employee/employer issue, and this is at the detriment of the people we are trying to serve, because now it has been taken out into a public platform. Now we are having to deal with the fallout from that instead of the work that needs to be happening in the community to get people off the streets.

#4: New Lead Agency

Response: At this point, as we have stated in every statement put out on behalf of our board and our team, we are committed to serving as the lead agency. But I understand the governance board and the general membership of the CoC may not feel that way. I think I would request we get a commitment to continue or a request for a new lead agency by March 2, so that we can begin to plan what this is going to look like over the next few months. Whether we need to work on a plan to transition or work on a funding application that is going to drop pretty soon. I also think it is important to know the direction because I don't think anyone in the actions that they have taken publicly or anywhere else has taken into consideration the team that is working under the CoC, the amount of stress that this has put on them and the fact that you have jeopardized their jobs, because it is at the discretion of the lead agency who works under those grants, who is hired and a new lead agency does not have to take any of the staff that are currently working under United Way. Now I have a team who have put their hearts and souls into this program that are questioning whether or not they will have a job in two or three months. I will request an answer in terms of how we

are able to move forward. Important to note there is a time sensitivity to the request of what the CoC will do regarding looking for a new lead agency. Time sensitivity with the funding cycle to begin shortly. To clarify the reason behind the deadline request in March, it is not to produce a rash decision. The Combined applicant filing is due March 3 for the HUD NOFO. If we don't make changes, it will auto enroll.

Also, RUSH funds may potentially be coming into our community. These are Disaster funds in response to Hurricane Ian.

Any questions: No questions asked.

Out of Agenda Sequence: Approval December 2022 and January 2023 Meeting Minutes

Jon De Carmine moved to approve minutes

2nd by Claudia Tuck

Motion carried

Jon DeCarmine stated that he feels that there is irreparable harm between United Way and Governance Board. Looking at the MOU, the Coc could allow the MOU to expire, it is a two-year agreement, it would naturally expire in a year. 2nd Terminate the agreement by giving 180 days written notice ratified by the General membership. It is for the Governance Board to start this process. Brendan stated whatever is decided for the CoC, it has to start with the board.

Question for clarification are we discussing today what we are doing or are we having a future meeting for discussion?

A member of the Governance Board stated that the CoC faced this process several years ago, HUD called the county administration that the CoC / funding could be pulled. The State was ready to pull the CoC, we met together to address the issues and started to right our ship. There is a lot of concern about how information was not shared with the governance board, actions were taken abruptly without including the governance board. I think our governance board has to own our part in this. We are facing the release of a NOFO, we are not a funded agency, but we have a lot of funded agencies. We have a lot of unhoused individuals and permanently housed individuals who are relying on support from this funding. I don't think this is the time to take abrupt action. We need to restore where we are, evaluate the governance board performance as well as the lead agency performance, to see where we want to go. I don't believe we can make rash decisions. When you start airing your issues in public without addressing them within the structure we have, there are major issues. Is the CoC ready to establish itself as a 501c3? We are not ready. I think we should have been working with United Way in that direction, if there are other entities in the community willing to take us on, they weren't there before. No one responded before, multiple entities were asked no one was willing to take it on. There are a lot of components that must be in place to become a 501c3 we are so far away from that.

Members of the United Way Board of Directors stated that thoughts of irreparable harm does not exist, there has been damage and harm to our community from this impact. Our goal and hopes and the reason we volunteer is the reason you do the roles you do to help others. No one is in this for self-gain, the United Way board does not have the opinion that this is irreparable. We stand ready to serve, it should be strategic and in collaboration in order for the

community to succeed. Relationship to be appropriately and collaboratively handled and the people we serve be placed as number one in all of this. There was a budget approved and financials provided. The governance board and United Way needs to have a conversation to ensure you are satisfied with the financials, that you understand them and to whatever extent we need to complete some education having our accounting firm, finance team educate all of us on what this all looks like. The fire that has existed should not be what severs the relationship. We should do this collaboratively to help the community at large.

Some of the governance stated they are unaware of the history of the CoC and why they left the other agency. What were the errors and how can they be mended?

Jon DeCarmine stated he has spoken with another agency that is happily willing to take on the CoC, the Community Foundation of North Central Florida, extensive 25 years of experience, supporting, growing managing and spinning off Nonprofits. He has spoken extensively with Barzella Pappa, she is excited and willing to do this with a small administrative fund about 3 – 5%. Nonprofit incubator.

Motion by Jon move to governance board provide notice to United Way of the intent to switch to another lead agency. seconded Lori Slaven. Discussion.

Question for Jon - you have been in discussion with Community Foundation to take over, when did that discussion start, Jon's response six months ago. Was there an ad hoc committee through the governance board that began these discussions or was it just you? Jon's response - Me, past governance board members and casual conversation, no ad hoc governance board committee, no official motion or action at all.

Dana Clayton, staff of United Way, stated: The United Way was asked to take on the CoC when no one else in the community was interested. We were actually begged to do this because of how poorly handled it had been managed at Grace (ACCHH). The damage between United Way and the CoC board is not an issue, its more an issue with two individuals who took it upon themselves to do our organization damage overall. The damage is on the reputation of United Way and it is totally unwarranted. As an employee I have been completely silent but I would encourage you to do your due diligence as to why these individuals have taken on the posture to do harm to our organization in our community. Do a little bit of digging, the public has only seen one side as we have acted professionally. Our fund-raising efforts have now been impacted negatively due to the actions of these two individuals and their biased point of view being published. It is obvious now that a plan we can see was under way by these individuals working behind the backs of the governance board to have found a new organization to be the lead agency for CoC. This could have been totally avoided, all they had to do was come before your board and the United Way and say we would like to have a plan to be strategic and bring on the Community Foundation as your lead agency. We have a great relationship with the Community Foundation. This is totally inappropriate, it was so easy as to how this could have been solved if you do go with the Community Foundation, I would highly recommend there be some apology in our paper because you have done us irreparable harm in raising funds. This is the same organization we offered a large donation to. It is just horrible, I am beyond angry, you have hurt our organization, cast a shadow on us and it is totally unwarranted.

In response to Patrick saying UW did nothing for CoC, there are events on our social media page that show Patrick at Light Up Tioga where donations were collected for the CoC, which are still in our office because he did not distribute them. We also delivered a box truck full of toilet paper to Grace, Peaceful Paths, St Francis house and all our other partners during Covid. Not

to mention other PPE distributed throughout the pandemic. We've also collected used coats annually and most recently gave those to Grace.

Amber Miller - In light of what was shared by Jon. I would also like to point out that our team has shared calendars in order to coordinate meetings. I think it is important that the Governance board look at this meeting. (Shared meeting invite on screen.) This has been happening under the radar without Governance board awareness. This is a CoC meeting of which Jon DeCarmine, Patrick Dodds, Theresa Beachy and Jayne Moraski are on this email. Theresa Beachy and Jayne Moraski are not CoC governance board members. I don't believe they were done under the authority of the governance board. It is not an official committee of the governance board and Lead Agency was not aware of this.

A CoC Governance Board member stated there were a lot of concerns with the information that was just shared. Jon taking the action and forming a subcommittee of former board members, reaching out on your own without having any discussion with the governance board, to the Community Foundation who was asked to take on the CoC when United Way stepped up, they said they were not interested. The feeling is the governance board has been undermined and now it explains why Patrick felt he could send the email out that he did without meeting with the governance board. It is now understood why for months Patrick would say that he had reports but we ran out of time. It feels like things were going on under current. For whatever reason there was this desire to move to another entity. The thinking was for the CoC to go out as a 501c3. To now learn that you are meeting with former governance board members who are not on the governance board making decisions on behalf of the governance board that you are not empowered to make and also sending out emails to the CoC listserv as though you are representing the CoC governance board, The governance board has been deluded. There has been a lot of damage that has been done to this body as well now. The governance board has been undermined, decisions made without the knowledge of the governance board.

Jon's Response: The meeting on Patrick's calendar and would also see on mine is not a governance board meeting, it is not an ad hoc governance board meeting, it is a group of executive directors who meet as a complaining over coffee meeting every two weeks we do not discuss governance board business. In reference to the email that was sent out to the listserv, I sent very specifically stating that I was speaking as an individual not as the governance board.

Vote on the motion to pursue the community foundation as a lead agency was voted down 9 to 1.

Govenda portal - all governance board members should have access. All meeting minutes notes and agenda items, financials, committee reports can be found here. Access is 24/7.

III. Committee Reports

- a. Coordinated Entry Committee – Chair, Claudia Tuck
Question on when would the VA receive an updated By-name list? VA has been tracking veterans but are not sure if veterans are on your list. Amber explained she was unaware that a decision was made to not include the VA anymore on the By-name list. In the fall Patrick decided the CoC would not be participating in the VA meeting to discuss veterans. I met with our representatives about two weeks ago to learn about this and have been working to rebuild that relationship. I am working to get that squared away.

- b. Homeless Prevention Committee – Chair, Sarai Cabrera.
Working on ways to improve attendance and identifying agencies that can be added to the meetings, subrecipients and EFS program recipients.
- c. HMIS Committee Chair – Val Segui-Gonzalez-
Report provided in chat.
- d. Housing Committee
Looking for a governance board member to chair. Transitioning to a broader advocacy group. Focus on increasing access to medical and mental health care, wages, domestic violence, hiring, renting to people with backgrounds. Improve collaboration to share resources. Action steps identify stakeholders, decide on monthly or bi- monthly meetings. Creating a wish list to share with identified Stakeholders.
- e. Lived Experience Committee
Update Coordinated Entry policies and written standards for providers. Feedback from individuals who go through the system. Exit surveys for Coordinated Entry and Housing. Hybrid meetings PIT survey volunteers.
- f. Outreach Committee- Mark Watson Chair
PTI, deduplicating data, cross collaboration between counties. The psychiatrist is going out an additional day. Other encampments around Grace.

IV. New/Old Business

- a. PIT Update
Delay in deduplication of the data. Working towards the System performance measures due to HUD. Met with Putnam County they were not provided with adequate notice, no fliers, not trained on time for the PIT count, a lot of frustration from the committee. A PIT took kit will be set up and implemented. A committee will begin in August.
- b. RUSH Funds
Disaster relief funds from DCF for Hurricane Ian relief. Attending a webinar later today for details to determine if we're able to utilize the funds in our area.
- c. Unsheltered Homeless Migration
Encampment set up on state land outside of Grace. Migration down Waldo Road. DCF liaison reached out regarding this new camp outside of Tacachale. Street outreach has reached out to the individuals and have them on the by name list.
- d. ESG-CV Reallocations
Catholic Charities GNV prevention funds reallocated to Family Promise. UW Rapid Rehousing funds that were parked were reallocated to Peaceful Paths. Catholic Charities Gainesville some admin funds reallocated to Peaceful paths Admin. Amendments have been sent out.

e. Putnam County

Amber spent time in Putnam County, they were very excited to have her but definitely expressed concerns with services and lack of presence from the CoC in their area. They have a large homeless population. Make a concerted effort to provide assistance and training for agencies to empower them to apply for CoC funds. I will attend their next meeting. Will connect them with our sister United Way in that area.

Next meeting add to agenda:

- Putnam Bread of Life. Emergency Shelter funds recommend reallocation.
- NOFO discussion at next meeting- establish priorities.
- Officer Positions – Treasurer

Meeting adjourned 11:10