

Thriving Mind South Florida

Informational Executive Committee Meeting

October 8, 2025
2:00pm-3:30pm

AGENDA ITEM	ISSUE/ DISCUSSION	ACTION/FOLLOW-UP
• Call to Order	Mr. Paul Imbrone, Board Chair, called the meeting to order at 2:05pm; a roll-call was taken, and it was determined that a quorum was not in place in the room. Mr. Imbrone announced that the meeting would be “Informational”	
• Approval of Minutes	Minutes of September 10 and October 3, 2025, were not approved, because a quorum was not in place.	
• Recognition of Public Attendees	Guest: Mrs. Sandra McQueen, Captain Michael DiGiovanni and Dr. Joseph Parks, all Thriving Mind South Florida Board Directors DCF Staff: Lourdes Dorado-Rubio, Gilda Ferradaz and Violet Ryland	
• Public Comment	Dr. Parks asked about August 6, 2025, Executive Committee meeting minutes and when would they be released for approval? There was a concern regarding who approved of the Executive committee to engage an attorney, and who approved of the financial aspects of it. It was noted that Holland and Knight are TMSF's attorney of record. A special EC meeting was posted and held to determine how to approach this situation. Once the report has been received another Executive Committee meeting will be convened to review and come to an understanding to report to the full Board of Directors.	
• Conflict of Interest	Recognition of Possible Conflicts of Interest: - There were no Conflict of Interest Reported with this agenda.	
• Treasurer's Report	Financial Statements for July 31, 2025 – Mr. Stephen Zuckerman presented both the Balance Sheet and Comprehensive Income Statement, as informational only , in detail. Mr. Zuckerman informed us that this report does not include the budget. He also informed the committee that Schedule of Funds #3 had been received and is currently waiting for DCF to amend TMSF's contract. August 31, 2025, Financial Statement was not approved, because a	

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	<p>quorum was not in place.</p>	
• President/CEO Report	<p>Dr. Newcomer Stated his report would include the following:</p> <ul style="list-style-type: none">• Executive Committee Plan for Operations Pending Full Board Review of Corrected Appointments of Officers - Dr. Newcomer stated that the Executive Committee should keep this item moving and what is the plan be prepared to discuss it at the next Full Board of Directors meeting.• Need Assessment – Dr. Newcomer stated that the Triannual Needs Assessment had been completed, approved by DCF and the final document was sent to the entire Board of Directors, and we now need to follow-up with the Strategic Planning Committee (SPC) for assessment. After a brief discussion which included identifying new members and setting meeting dates and times;; it was suggested to send a note to the full board asking for possible members and community stakeholders.• Charters for Committees – Dr. Newcomer informed that per the bylaws, each subcommittee of the board must establish a charter. To date, the SPC is the only committee that has done so. There was a brief discussion regarding various rules for the Charter of Committees which were discussed after which the Chair, Mr. Imbrone, asked that a copy of SPC Charter be sent to the committee. <p>Annual and Updated COI Declarations per the Bylaws – Dr. Newcomer stated that the COI should be updated annually. There was also a brief discussion regarding how conflict of interest should be handled. Article 6 of the Bylaws states that annually Board members and officers should report all Conflict of Interest and any previously unreported Conflict of Interest on the Company's Disclosure forms for the board to make a determine if a conflict exists.</p>	<p>Mr. Imbrone and Dr. Newcomer will work together to schedule a meeting prior to the Annual meeting scheduled for November 21, 2025</p> <p>Mrs. Susan Racher, Chair of the SPC and TMSF staff will establish a new member list and report back to the committee</p> <p>Judy Hickson will send the SPC Charter to the Committee</p> <p>Dr. Newcomer stated that he would forward the Declaration Form to the Committee for review.</p>

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<ul style="list-style-type: none">• Nomination Committee Update	<p>Dr. Newcomer stated that he wanted to make the committee aware and to keep the conversation moving:</p> <ul style="list-style-type: none">• Plan for Full Board of Director Approval of recommendation of extending Officer Terms Expired – Possible Early Full Board of Directors Meeting – Dr. Newcomer, informed and advised the Committee to refer to the Board list with expiring terms Mr. Imbrone and Dr. Newcomer will work on scheduling an emergency full Board Meeting to ratify terms.• Plan for new Officers at Annual Meeting – Tabled to Next Meeting• Plan for Voting Director' Terms Expiring at Annual Meeting per Bylaws – Tabled to next Meeting• Plan for Honorary Directors' Term Expiring at Annual Meeting per Bylaws – Tabled to Next Meeting• Plan for Possible New Voting and Honorary Directors – Tabled to Next Meeting Committee	<p>Mr. Imbrone and Dr. Newcomer will work together to schedule a meeting prior to the Annual meeting scheduled for November 21, 2025</p>
<ul style="list-style-type: none">• QA/QI Reports	<p>Report Card Summary – Mr. Imbrone advised that there was no report at this time</p> <p>Incident Report – Mr. Imbrone advised that there was no report at this time</p>	

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• New Business	<p>Mr. Luis Collazo, Board Chair Elect brought up the possibility of recording future meeting minutes. He stated that he and Dr. Newcomer had spoken and to ensure that this will be done properly he suggested that several things need to be established. 1) Need to establish the Framework for recordings which will include retention and storage of recordings 2) A policy must be in place 3) must be approved by the full Board of Directors</p> <p>As a note, in the past, TMSF recorded meeting minutes. It was suggested that we should change back to a simpler meeting minutes method and have recorded minutes for long-term records. It should also be noted that per TMSF's Bylaws, the Board of Directors Meeting Minutes are also held in binders at the Executive Assistant's desk.</p>	Will present this item to the full Board of Directors for establishing guidelines and policy.
Announcements	The next Executive Committee Meeting will be held on November 12, 2025, at 2:00pm	Judy Hickson will send out the meeting notification
Adjourn	The meeting adjourned at 3:27pm	

Directors Via Team Meeting: – Paul Imbrone, Luis Collazo, Maureen Dunleavy, Susan Racher and William Franklin

Guest Via Team Meeting: Sandra McQueen-Baker and Captain Michael Di Giovanni and Dr. Joseph Parks, all TMSF Board of Directors

DCF Staff on Teams Meeting: Lourdes Darado-Rubio Gilda Ferradaz, and Violet Ryland

TMSF Staff Via Teams Meeting - Dr. John W. Newcomer, Stephen Zuckerman, Nivia Dexter, Anny Cartagena, Carrie Liberante, and Judy Hickson