

## Governance Committee Meeting

Baker & Hostetler Office  
SunTrust Building  
200 South Orange Ave, Suite 2300  
Orlando, FL 32802-0112  
Tuesday, November 29, 2012  
2:30 p.m.

### MINUTES

**MEMBERS PRESENT:** Robert Brown, Eric Jackson (via phone), Kevin Shaughnessy, and Rick Walsh

**MEMBERS ABSENT:** Greg Beliveau

**STAFF PRESENT:** Pam Nabors and Kaz Kasal

**GUESTS PRESENT:** Ron Painter, National Association of Workforce Boards (via Skype)

#### CALL TO ORDER

Mr. Brown called the meeting to order at 2:30pm and welcomed those in attendance.

#### ESTABLISHMENT OF QUORUM

Ms. Kasal reported that there was a quorum present.

#### PUBLIC COMMENT

None offered.

#### NATIONAL PERSPECTIVE

Ms. Nabors introduced Mr. Ron Painter, Executive Director of the National Association of Workforce Boards (NAWB).

Mr. Painter greeted the Governance Committee and congratulated the WCF Board for their selection of Ms. Nabors in the CEO position.

Mr. Painter provided three focus areas for the Governance Committee's review.

##### 1. **Role of the workforce board from a national perspective**

Two Functions:

Legislative level – make sure in compliance with Workforce Investment Act regulations and other titles

Leadership – what are the talent needs in central Florida and are they being addressed – this is what drives the workforce board meetings.

##### 2. **Governance Issues**

Form should follow function: what work are we trying to achieve and how to achieve it. What are the community needs and what role should the board play.

##### 3. **Resources provided by NAWB**

There is an annual forum where private sector board members connect with their counterparts across the country. There is also a session where the board chairs meet. This forum is a great opportunity to exchange information.

Mr. Painter indicated that his organization can provide additional support to the WCF as needed. Washington D.C. updates that impact us locally are available to Ms. Nabors.

Mr. Painter asked if there were any questions.

Mr. Shaughnessy asked if they can reach out to other boards for reference on Governance Committee initiatives and charter development. Mr. Painter replied that Mr. Cobins in his office deals with board relations and can point this committee in the right direction.

Mr. Painter closed thanking the WCF board for all their work on the challenges and opportunities in this region.

## **ROLE OF GOVERNANCE COMMITTEE**

### **COMMITTEE WORK**

The Governance Committee concurred that work of the committees should be on a tactical level - vetting issues and providing to the board their recommendations. The full board should function on a strategic level. The Executive Committee should operate more like an advisory committee, but most of the work would be done by the other committees.

Mr. Shaughnessy advised that the chairs of every standing committee should be on the Executive Committee.

The Governance Committee also concurred that the board should continue meeting 6 times a year, but at some point, perhaps next program year, reduce to 4 times a year. If the board meetings occur too frequently, decisions can be made prematurely without giving enough time for programs and plans to run.

Mr. Walsh advised that this committee should: 1) make sure the composition of the board is the right mix and good balance of skill sets; 2) every year the board should be evaluated to see what they are doing well and not doing well; and 3) every two years the Chair and CEO review and rotate board members around the various committees for greater exposure. It would also be good to come up with written processes and have an executive succession plan in place.

### **Board Nominations**

Ms. Nabors suggested that a nomination plan should be in place on how seats get appointed by commissioners. Many boards have staff work with local business organizations to identify a slate of candidates for open positions. These are then presented to local elected officials.

Mr. Brown advised that board member rotation is important - putting in place term limits - i.e. 2 consecutive 3-year terms and the board member could come back at a later date.

Mr. Shaughnessy suggested every March the Governance Committee take nominations for WCF board officers and present at the June joint meeting of the Workforce Investment Consortium and WCB board.

### **Board By-Laws**

The Governance Committee asked Ms. Nabors to review and identify the areas in the by-laws which are local requirements but not necessary to operations. Mr. Shaughnessy also asked Ms. Nabors to let them know of anything missing in the by-laws.

#### Board Development

The committee reviewed the "WCF Sample/Board Governance Committee" handout and provided revisions for Ms. Nabors to update.

The committee reviewed the current Board Roster. Ms. Nabors suggested that the board get more involved in identifying potential board members and provide a list – i.e. three options per seat, and provide this list to consortium.

Mr. Shaughnessy stated that he and Ms. Nabors will address the two private seats vacancies in Osceola County within the next 10 days and work on attaining nominations. They will work to identify all vacancies on roster that need to be filled, in readiness for the Workforce Investment Consortium to ratify the Board Roster at December's joint meeting.

#### **NEXT STEPS**

The committee also concurred on the following:

Mr. Brown will work with Ms. Nabors on the evaluation of the by-laws.

Develop a matrix representation of the board by geographic, demographic, industry sector, skill sets

Develop an emergency succession plan.

Revise the "WCF Sample/Board Governance Committee"

Mr. Jackson asked if the Governance Committee would also provide oversight of the other committees to make sure they are doing their job. Mr. Brown replied this would be a function of the Governance Committee.

Mr. Brown thanked everyone for coming to today's meeting. The committee agreed to have their next meeting in late January 2012.

There being no other business, the meeting was adjourned at 3:58 p.m.

Respectfully submitted,

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Kaz Kasal  
Sr. Administrative Assistant