

Governance Committee Meeting

January 11, 2023



1/11/23 GOVERNANCE COMMITTEE MEETING DETAILS

Meeting Details

Meeting Agenda

Welcome

Roll Call

Public Comment

Approval of Minutes

Information / Discussion / Action Items

Other Business

Adjournment

What: Governance Committee Meeting

When: Wednesday, January 11, 2023
3:00 p.m. – 4:30 p.m.

Where: Virtual via Zoom: <https://careersourcecf.zoom.us/j/82405337429?pwd=V2htaE1OOERjaUwyVVdEUjRFRWJ5UT09>

Dial In: 1 (929) 205-6099 / Meeting ID: 824 0533 7429

Passcode: 598651

1/11/23 GOVERNANCE COMMITTEE MEETING AGENDA

Agenda Item	Topic	Presenter	Action Item
1.	Welcome	Richard Sweat	
2.	Roll Call / Establishment of Quorum	Kaz Kasal	
3.	Public Comment		
4.	Approval of Minutes <u>8/10/22 Governance Committee Meeting</u>	Richard Sweat	X
5.	Information / Discussion / Action Items A. <u>Board Compliance to CSCF's By-laws</u> 1) <u>Bylaws Review</u> 2) <u>Board Demographics 2023 vs. 2016</u> B. Board Member Recruitment, Participation, Engagement and Development 1) <u>Board Engagement (7/1/2022 thru 12/31/2022)</u>	Committee Discussion Heather Ramos	
6.	Other Business		
7.	Adjournment		

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WELCOME



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ROLL CALL



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PUBLIC COMMENT



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APPROVAL OF MINUTES





**Draft
Governance Committee Meeting
Wednesday, August 10, 2022 / 3:00 p.m.
MINUTES**

MEMBERS PRESENT: Richard Sweat, Keira des ~~Anges~~, Jeff Hayward, and Charles Scherer

MEMBERS ABSENT: Kari Conley, John Gill and Eric Jackson

STAFF PRESENT: Pam Nabors, Mimi Coenen, Leo Alvarez, Steven Nguyen, and Kaz Kasal

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome Mr. Sweat, Committee Chair, called meeting to order at 3:03 p.m.	
2	Roll Call / Establishment of Quorum Ms. Kasal reported a quorum present.	
3	Public Comment None offered.	
4	Approval of Minutes: <u>Approval of Minutes</u> <ul style="list-style-type: none"> Reviewed draft minutes from 5/25/22 Governance Committee meeting (attachment). 	Mr. Hayward made a motion to approve the minutes from the 5/25/22 Governance Committee Meeting. Ms. des Anges seconded; motion passed unanimously.
5	Information / Discussion / Actions Items	
	<p><u>Charter – Annual Review</u></p> <ul style="list-style-type: none"> Reviewed Charter (attachment) and concurred no changes needed at this time. <p><u>Board Member Recruitment, Participation, Engagement and Development</u></p> <ul style="list-style-type: none"> Ms. Nabors explained review of current Board Demographics vs. Region will need to be postponed due to Employ Florida issues. <u>Board Engagement (7/1/2021 thru 6/30/2022)</u> Reviewed metrics on Board Engagement for 2021-2022 (attachment). Committee concurred to include those Board Members who come on board mid-year and prorate based on months served. Committee discussed possibly adjusting metrics; however, first will have staff closely track and manage Board's engagement over the next 6 months and the Committee will re-review at its next meeting. <u>Ideas to increase Overall Engagement</u> <ul style="list-style-type: none"> Ms. Nabors to continue meeting one-on-one with Board Members to review their individual engagement. Do another push at next board meeting. 	<i>Staff to provide a scorecard for next meeting for Committee's consideration.</i>



	Enterprise Risk Management Update <ul style="list-style-type: none"> Reviewed methodology and pareto chart on CSCF's current top risks, both with IT and without IT. Also reviewed actions staff have taken to address and mitigate these risks (attachment). 	
6	Other Business <ul style="list-style-type: none"> None offered. 	
7	Adjournment Meeting adjourned at 3:28 p.m.	

Respectfully submitted,
Kaz Kasal
Executive Coordinator

2023



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Other Business

Adjournment

INFORMATION / DISCUSSION / ACTION ITEMS



Bylaws Review



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MEMORANDUM

TO: Career Source Central Florida Consortium
FROM: GrayRobinson, P.A.
DATE: January 9, 2023
SUBJECT: Proposed 2023 Revisions to the CareerSouce Central Florida Bylaws

After revisions to the Bylaws were made and approved by CareerSource Central Florida and the Consortium in 2021, revisions were made to Section 445.007 of the Florida Statutes governing local workforce development boards, some of which affect the language in the Bylaws. We have reviewed the Bylaws and propose the following substantive revisions for consideration and action by the CareerSource Central Florida Board of Directors and the Consortium:

- **Article II** – Change the defined term from Chief Local Elected Official to Chief Elected Official to reflect the term used in the statute.
- **Article VI** – Revise to specify staggered maximum consecutive 8-year terms for a Director unless such Director is a representative of a governmental entity. Service commencing before July 1, 2021 does not count towards the 8-year limitation. This reflects new statutory term requirements.
- **Article VII** – Update to provide that the Governor may remove a member of the Board of Directors for cause as provided in the revisions to the Florida Statutes.
- **Article VIII** – Add Revenue Diversity & New Markets to the list of standing committees and add a description of the Committee.
- **Article IX** – Provide for use of technology rather than telephone or teleconference for members of the Board of Directors to attend a meeting to reflect virtual attendance.
- **Article X** – Create a new Article to specify that revisions and amendments to the Bylaws are subject to approval by the Consortium, in-line with CareerSource Central Florida’s past practice and federal law requirements.

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AMENDED and RESTATED BYLAWS
of
**CENTRAL FLORIDA REGIONAL
WORKFORCE DEVELOPMENT BOARD, INC.
d/b/a CAREERSOURCE CENTRAL FLORIDA
a not-for-profit Florida Corporation**

ARTICLE I

NAME

The Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida shall be called "CSCF" in these Bylaws.

ARTICLE II

DEFINITIONS

- A. **Articles:** means the Articles of Incorporation of CSCF including any amendments or restatements.
- B. **Board of Directors or Board:** means the Board of Directors of CSCF.
- C. **Chief ~~Local~~-Elected Official (~~CLEO~~):** means the Chairman of the Consortium.
- D. **Consortium:** means the group of Mayors/Chairmen or designated County Commissioners from the Region.
- ~~E.~~ **Director:** means an individual member of the Board of Directors.
- ~~EE.~~ **Region:** means the five Florida counties served by CSCF: Lake, Orange, Osceola, Seminole and Sumter.
- ~~F.~~ **Director:** means an individual member of the Board of Directors.

Commented [A1]: Revised to align with the terminology used in Sec. 445.007, Fla. Stat. - it does not use the term "chief local elected official." The term "chief elected official" is used.

ARTICLE III

PURPOSE

CSCF is dedicated to putting Central Florida residents to work, and finding and developing talent to help Central Florida businesses stay competitive.

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ARTICLE IV
POWERS OF CSCF

1. General Powers. Except as limited by the Articles or these Bylaws, CSCF will have and exercise all rights and powers in furtherance of its purpose now or hereafter conferred on not-for-profit corporations under the laws of the state of Florida.

2. Workforce Powers. CSCF will have and exercise all rights and powers granted to regional workforce boards under the laws of the state of Florida and workforce investment boards under Public Law No. 105-220, Title I, Section 117(b), Unites States Code, and all other applicable federal and state workforce laws, regulations and directives.

ARTICLE V
RESPONSIBILITIES AND AUTHORITIES OF THE BOARD OF DIRECTORS

1. General. All corporate powers will be exercised by or under the authority of the Board of Directors, and the business and affairs of CSCF will be managed under the Board's direction.

2. Functions. The Directors' general functions will be to:

- a. establish policies and guidelines for the operation of CSCF;
- b. exercise and fulfill the specific powers and responsibilities of the Board, as specified in the Articles and these Bylaws and as required under applicable law;
- c. discharge their duties in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and each Director will act in a manner he or she reasonably believes to be in the best interests of CSCF;
- d. carry out the functions provided in the Workforce Innovation and Opportunity Act ("WIOA") sec. 107(d), and
- e. actively participate in convening the workforce development system's stakeholders, broker relationships with a diverse range of employers, and leverage support for workforce development activities.

3. Powers and Responsibilities of Directors. Without limiting the generality of the functions in section 2 of this Article, the Directors' specific powers and responsibilities will be to:

- a. adopt, amend, repeal or alter the Articles and these Bylaws;
- b. elect and remove officers of CSCF;

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- c. ensure accountable management of real and personal property and the general business of CSCF, including authorization and approval of material contracts and agreements on behalf of CSCF, all in accordance with applicable law, the Articles and these Bylaws;
- d. approve general rules and regulations for the administration of CSCF and its personnel, and approve any substantial change in employee benefits of CSCF;
- e. designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents that are binding on CSCF;
- f. establish and develop additional committees necessary or appropriate to fulfill the responsibilities of CSCF's mission and purposes;
- g. delegate authority to the President/CEO of CSCF;
- h. approve any affiliation by CSCF with one or more entities in any partnership, joint venture or joint enterprise;
- i. approve any merger or consolidation of CSCF with any other organization or entity; and
- j. comply with Section 445.007 of the Florida Statutes.

ARTICLE VIMEMBERSHIP OF THE BOARD OF DIRECTORS

1. Appointment. Members of the Board of Directors will be appointed by the ~~Region's chief elected officials~~ Consortium in accordance with applicable local intergovernmental agreements and in compliance with criteria established by the state of Florida and the federal government, and will be composed of at least the following:

- a. representatives of the private sector, who must constitute a minimum of ~~fifty-one percent (51%)~~ of the Board, and who will be representatives of private, for-profit businesses and be chief executives, chief operating officers or other executives who have substantial management or policy responsibility; and
- b. such other representatives as may be required or permitted by applicable federal or state law, regulations or directives.

2. Term. ~~Unless otherwise indicated under the terms of a Director's appointment, the term of each Director's appointment will be three (3) years, beginning the first day of July of the year of appointment, and continuing through the last day of June in year three (3) hence, except that a Director may serve until December of the last year of the term, or until action regarding that Director's seat is taken, whichever occurs first. Subject to applicable law, one third (1/3) of all terms will expire annually.~~

Commented [A2]: Revised to reflect updates to Sec. 445.007(2)(a), Fla. Stat.

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~~Directors will be eligible for re-appointment without re-nomination for an additional term having a maximum of three (3) years by the Consortium. Each Director shall serve staggered terms and may not serve for more than 8 consecutive years unless the Director is a representative of a governmental entity. Service in a term by a Director which commenced before July 1, 2021 does not count towards the 8-year limitation.~~

3. Qualifications. Directors must be citizens or permanent residents of the United States of America, duly appointed pursuant to Section 1 of this Article, and will, at all times, comply with the requirements established by the state of Florida, the federal government and any applicable intergovernmental agreement.

4. Vacancies. The President/CEO is notified promptly by staff of a Director vacancy. The President/CEO notifies the Governance Committee of such vacancies, and the Governance Committee identifies potential board members. Nominees for a board member vacancy are received from local organizations and business and economic development agencies. The Consortium is notified of the vacancies and receives nominations from the organizations or agencies, and takes action to fill the vacancies through the same process followed for all appointments. Vacancies during the term of a Director's appointment will be filled in an appropriate timeframe upon receipt of sufficient nominations for the vacancy. The person appointed to fill the vacancy are appointed to the same category of membership as that in which the vacancy occurred and will serve the remaining term of the prior Director and may be re-appointed as provided in Section 2 of this Article.

5. Participation. Newly appointed Directors attend a mandatory orientation and training sessions to become familiar with the CSCF services offered and their responsibilities. Board members are requested to participate in one of the committees based on their interests and skills, and are encouraged and provided opportunities to actively participate in strategic planning for CSCF and are educated on explaining CSCF and its workforce activities to the community.

ARTICLE VII
OFFICERS AND THEIR DUTIES

1. Election of Officers. All officers will serve 1 year terms. The Chairperson may serve for 2 consecutive terms. At the conclusion of the Chairperson's term, he or she will serve as immediate Past Chair on the Executive Committee. In addition, the Board of Directors will have the power to:

- a. appoint such other officers it deems necessary or appropriate;
- b. fill any vacancy in any office occurring for any reason whatsoever, by election, by majority vote of a quorum; and

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- c. employ a President/CEO who will (i) be responsible and accountable to the Board, (ii) act on the Board's behalf in the conduct of its directives, and (iii) be responsible for employment, oversight and management of all other staff and employees of CSCF.

2. Removal of Directors. Any Director may be removed at any time, with or without cause, by a majority vote of the Consortium. Except however, any Director who is a representative of the private sector may be removed only by the Consortium member of his or her respective county. Additionally, the ~~CLEO~~Governor or the Chief Elected Official may remove a Director for cause. The Board may recommend to the ~~CLEO~~Chief Elected Official, or the Consortium, removal of a Director when, in the judgement of the Board, the best interest of CSCF will be served.

Commented [A3]: Sec. 445.007(2)(b), Fla. Stat.

3. Delegation. For any reason it deems appropriate, the Board may delegate any power or duty to any Director or officer, including to the President/CEO or his or her staff designee, but no Director or officer will execute, acknowledge or verify any document or instrument in more than one capacity.

4. Compensation. No compensation will be paid to the Directors for services performed by them for CSCF as Directors. Directors may be reimbursed for expenses incurred when traveling on official business of CSCF if approved in advance by the Chairperson of the Board. Such reimbursement must conform to CSCF's established travel policy.

5. Duties of the Chairperson. The Chairperson must be a business representative and shall:

- a. preside at all meetings of the Board and determine the agenda for all Board meetings in consultation with the President/CEO;
- b. make all committee appointments other than the officers elected under Section 1 of this Article;
- c. be a member ex-officio of all committees with the exception of the Executive Committee, for which the Chairperson may opt to serve either as committee chair or as a regular committee member; and
- d. perform all other duties assigned to the Chairperson under these Bylaws and those usually pertaining to the office of Chairperson.

6. Duties of the Vice Chairperson. The Vice Chairperson must be a business representative and shall:

- a. preside at all meetings of the Board in the absence of the Chairperson;
- b. be a member of the Executive Committee;
- c. assist the Chairperson, when requested, in the performance of the Chairperson's duties; and

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- d. perform all such other duties usually pertaining to the office of Vice Chairperson, including acting as the Chairperson during the absence or disability of the Chairperson.

7. Duties of the Treasurer. The Treasurer will:

- a. oversee the custody of all funds and securities of CSCF and the collection of interest thereon;
- b. oversee the accounts of CSCF and report thereon at each regular meeting of the Board of Directors;
- c. make a report at each meeting of the Board of Directors and special reports when requested;
- d. oversee the preparation and filing of reports and returns required by all governmental agencies; and
- e. serve as Chairperson of the Finance Committee.

8. Duties of the Secretary. The Secretary will:

- a. ensure that minutes of each meeting are recorded;
- b. be responsible for advising the Board of Directors of omissions and corrections to the minutes;
- c. ensure that copies of the minutes are timely transmitted to all members of the Board of Directors;
- d. ensure that all meetings are noticed as required by statute, these Bylaws or regulations;
- e. ensure that attendance is recorded at meetings;
- f. ensure that committee reports are maintained;
- g. ensure that the record books of CSCF are properly maintained; and
- h. perform such other duties as may be delegated by the Board of Directors.

9. President and Chief Executive Officer. The President and Chief Executive Officer (“**President**”) will be nominated by the Executive Committee and confirmed by the Board of Directors. The President will be a full-time employee of CSCF and not a member of the Board of Directors. The President’s performance will be reviewed annually by the Executive Committee and the President’s salary and incentives will be set by the Executive Committee. The President may only be terminated (i) upon the recommendation of a majority of the members of the Executive Committee and a ~~two thirds~~ (2/3) vote of the entire Board of Directors, (ii) by the Governor for cause, or (iii) by the ~~CLEO~~ Chief Elected Official for cause. The President will be the chief executive officer of CSCF and will be responsible for the general and active management of the business and affairs of CSCF, subject to the direction of the Executive Committee and the Board of Directors.

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10. Chief Operating Officer. The Chief Operating Officer (“**COO**”) may be hired by the President. The COO will not be a member of the Board of Directors, but will be a full-time employee of CSCF. The COO will direct, administer and coordinate the day-to-day activities of CSCF consistent with the directions, policies, goals and objectives established by the President and the Board of Directors and as set forth in the job description for this position.

11. Chief Financial Officer. The Chief Financial Officer (“**CFO**”) will be hired by the President. The CFO will not be a member of the Board of Directors, but will be a full-time employee of CSCF. The CFO will direct CSCF’s financial operations and accounting practices consistent with the directions, policies, goals and objectives established by the COO, President, and the Board of Directors and as set forth in the job description for this position.

ARTICLE VIIIBOARD COMMITTEES

1. Committees. The Board of Directors will create standing committees as follows: Executive, Finance, Audit, Career Services, Governance, ~~and~~ Community Engagement, and Revenue Diversity & New Markets. In addition, the Chairperson of the Board of Directors will have the authority to establish such other standing or ad hoc committees deemed necessary or desirable to the conduct of CSCF’s business. The Chairperson of the Board will make appointments to all committees and will appoint the chairperson of each committee. A committee must be chaired by a Director. Any committee may include members appointed by the Chairperson of the Board who are voting members of the committee but not members of the Board of Directors. Staff and employees of CSCF may not serve as members of a committee. Any item voted on by a committee (other than approval of meeting minutes and meeting adjournments) will be reported to the Executive Committee at its next meeting.

2. Executive Committee. The Executive Committee will have a minimum of ~~five~~ (5) members, consisting of the officers elected under Article VII, Section 1, and the chairs of the standing committees. The Chairperson will endeavor to ensure that each of the ~~five~~ (5) counties in the Region is represented on the Executive Committee. The Executive Committee will have and exercise the full authority of the Board of Directors in the management of CSCF’s business between meetings of the Board of Directors. The Chairperson of the Board may choose to serve as chairperson of the Executive Committee or may choose to appoint another member which is a business representative of the Executive Committee to serve in such capacity. In the event the Chairperson of the Board chooses not to serve as Chairperson of the Executive

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Committee, he or she will serve as a voting member of the Executive Committee. After completion of the Chairperson's term, he or she ~~will~~may serve on Executive Committee ~~for 1 year~~ as Immediate Past Chair. Except as otherwise set forth in these Bylaws, the Executive Committee will serve as the human resources committee with the delegated authority to take final action on all appropriate executive personnel matters.

3. Finance Committee. The Finance Committee will be chaired by the Treasurer and will consist of those Directors recommended by the Treasurer and appointed by the Chairperson of the Board of Directors. The Finance Committee will be responsible for assisting the Treasurer in the conduct of his or her responsibilities as set forth in Article VII, Section 7; reviewing periodic reports on the financial activities of CSCF; controlling and supervising the financial affairs of CSCF; overseeing CSCF's retirement plan; and approving budgets and budget amendments.

4. Audit Committee. The Audit Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Audit Committee will be responsible for:

- a. overseeing the annual audit(s) of CSCF's programs required under applicable laws, regulations or directives including selection of the auditor and approval of annual audit plans;
- b. providing oversight of CSCF through review of monitoring reports and audits of CSCF;
- c. making recommendations to the Board of Directors on the selection of an independent auditor and regarding such auditor's compensation and terms of engagement;
- d. receiving and reviewing the annual audit reports from the independent auditor;
- e. reviewing and approving CSCF's responses to any adverse findings regarding the financial affairs of CSCF, including, but not limited to, adverse monitoring reports, financial audits, management decision letters, Office of Inspector General's investigative reports and final determination letters;
- f. reviewing, in consultation with the independent auditor and management, CSCF's financial statements;
- g. reviewing and evaluating the adequacy of internal accounting controls and practices and making recommendations for revisions and additions as necessary or appropriate; and
- h. reviewing and evaluating CSCF's ethics and conflict-of-interest policies and procedures and, whenever the Chairperson of the Board or the

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committee deems appropriate, investigating any alleged violations of such policies and procedures.

5. Career Services Committee. The Career Services Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Career Services Committee will oversee CSCF's operations plan as part of the WIOA and all other program activities that support job seekers and businesses in the Region.

6. Governance Committee. The Governance Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Governance Committee will be responsible for reviewing CSCF's Articles and Bylaws and recommending changes to the Board of Directors; identifying a process to recruit board members and officers; and evaluating the Board's effectiveness. Additionally, the Governance Committee is responsible for preparing and providing a slate of recommended officers to the Board of Directors to be used by the Board to nominate and elect the officers by a majority vote of the Directors present at the meeting.

7. Community Engagement Committee. The Community Engagement Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board representing expertise in outreach marketing and media relations. The Community Engagement Committee will recommend strategies and policies to ensure CSCF is, through appropriate outreach, aligned and engaged with other community, civic and economic-development activities.

8. Revenue Diversity & New Markets Committee. The Revenue Diversity & New Markets Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Revenue Diversity & New Markets Committee will be responsible for providing strategic oversight in the development of CSCF's short-term and long-term revenue growth strategies, specifically the development of new, diversified funding streams.

ARTICLE IX

CONDUCT OF BUSINESS

1. Annual Meeting. The Annual Meeting of the Board of Directors will be held during the month of June.

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2. Regular Meetings. At a minimum, regular meetings of the Board of Directors will be held quarterly, in the months of September, December, April and June.

3. Special Meetings. Special meetings of the Board of Directors may be held at the call of the Chairperson or by written request of ~~ten (10)~~ or more members of the Board of Directors.

4. Notice. Reasonable notice in writing of each meeting, whether annual, regular, special or emergency, will be provided to each member of the Board of Directors at his or her contact place on file with the Secretary. Such notice may be by e-mail or other reliable means of electronic transmission. CSCF's meetings will be held in accordance with Section 286.011, Florida Statutes.

5. Order of Business. Business will be conducted to the extent feasible in accordance with Roberts' Rules of Order, as amended.

6. Quorum. A quorum for all Board meetings will require that at least ~~fifty percent (50%)~~ of the Board members be present ~~or appearing by telephone~~. If there is less than a quorum at any meetings, a majority of those present may adjourn the meeting. A quorum for all committee meetings will be the same as the quorum for Board meetings and require that at least ~~fifty percent (50%)~~ of the Board members who are committee members be present ~~or appear by telephone~~.

Commented [A4]: Duplicative of language in sec. 9 below. Participation by use of technology provides in sec. 9 below that it constitutes presence in person.

7. Voting. Directors may not be represented at any meeting by an alternate, nor may proxies be given. Each Director will have ~~one (1)~~ vote upon every issue properly submitted for vote at any meeting of the Board of Directors, except that no Director may cast a vote on any matter on which he or she has or appears to have a conflict of interest, as defined by federal or state law or under CSCF's policies then in effect. Any Director who has such a conflict of interest must declare the same and refrain from discussion at the meeting and voting on the issue.

8. Majority Rule. All matters before the Board will be determined by a majority vote of Directors present, ~~a quorum having been established~~.

9. Supermajority Rule. ~~The following at the meeting with a quorum present, with the exception of the following, which~~ must be approved by a vote of ~~two-thirds (2/3)~~ of the Board, a quorum having been established:

a. amendments to these Bylaws (as provided under ~~Section 13~~ Article X below); and

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- b. any contract or agreement between CSCF and a Director; ~~a relative (as defined in s. 112.3143[1][c], Florida Statutes) of a Director;~~ an organization or individual represented on the Board; or an employee of CSCF or any contract or agreement that would be a conflict for any such Director as defined by federal or state law or under CSCF's policies then in effect as permitted by Sec. 445.007 of the Florida Statutes.

Commented [A5]: Revised to reflect 445.007(11)(a), Fla. Stat.

~~910. Use of Technology for Meetings by Telephone or Teleconference.~~ Members of the Board of Directors or any committee may use any form of technology to conduct business. If used, the technology must be accessible to the public for attendance. The use of technology must be included on all meeting notices. ~~participate in a meeting by means of telephone conference or similar communication method by which all persons participating in the meeting can hear each other at the same time.~~ Any such participation by use of technology will constitute presence in person at the meeting.

~~11. Business Affairs; External Audit.~~ Subject to applicable law, the Board of Directors may solicit, borrow, accept, receive, invest and expend funds from any public or private source. The award of procurement contracts with vendors and the award of sub-recipient contracts will be in accordance with applicable federal and state law and regulations. CSCF's accounts and records will be audited annually by a firm of certified public accountants at the expense of CSCF; and a copy will be available on request for each Director to review.

~~12. Investments.~~ Any investments of funds of CSCF must first be approved by the Finance Committee and recommended to the Board of Directors for its approval.

~~13. Fiscal Year.~~ The fiscal year of CSCF will be July 1 to June 30.

~~13. Amendments to Bylaws.~~ Amendments to these Bylaws may be proposed by any member of the Board of Directors. The Board of Directors, by a two thirds (2/3) vote Board, a quorum having been established, may amend, revise, add to, repeal or rescind these Bylaws or adopt the new bylaws at any meeting of the Board of Directors, provided that written notice of any amendment, revision, addition, repeal or rescission of these Bylaws or adoption of new bylaws must be published and given to the Directors at least thirty (30) days preceding the date of the meeting of the Board of Directors at which such action is to be considered.

Commented [A6]: Moved to new Article X.

14. Conflicts with Laws. CSCF will abide by all applicable federal and state laws and regulations, which will supersede any provision of these Bylaws in conflict with any such law or regulation.

15. Books and Records. CSCF will keep correct and complete books and records of account and financial statements and will also keep minutes of the proceedings of the Board of Directors and all committees. Such books and records will

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be available to all Directors on request and to members of the general public in accordance with applicable law.

16. Indemnity. Subject to applicable law, any current or former member of the Board of Directors or officer who is made a party to or called as a witness with respect to any threatened or pending legal proceeding will be indemnified by CSCF against all costs and expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred by him or her in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of CSCF and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, will not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of CSCF, and, with respect to any criminal action or proceeding, did not have reasonable cause to believe that his or her conduct was unlawful. The Board of Directors will determine, by a majority vote of a quorum consisting of Directors who are not parties or witnesses to the proceeding, whether indemnification is appropriate as provided in this section. If this section or any portion of it is invalidated on any ground by a court of competent jurisdiction, CSCF will nevertheless indemnify each director and officer of CSCF to the fullest extent permitted by portions of this section not invalidated, and to the fullest extent permitted by law.

17. D&O Insurance. CSCF will purchase and maintain in full force and effect a policy or policies of directors and officers liability insurance covering its Directors and officers with minimum coverage of \$1 million, unless the Executive Committee, in consultation with the Treasurer, finds that such insurance is no longer available on commercially reasonable terms or that the premiums for such will be unreasonably high. In such case, the Directors shall immediately be notified by the Executive Committee that such directors and officers liability insurance no longer exists. In addition, CSCF may purchase and maintain insurance on any person who is or was a Director, officer, employee, or agent of CSCF against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not CSCF would have the power to indemnify the person against such liability under the provisions of Section 16 of this Article IX.

GR comments and proposed revisions 1-9-23

ARTICLE X

AMENDMENTS AND EFFECTIVENESS

These Bylaws may be amended, revised, added to, repealed or rescinded by a vote of the Board of Directors, subject to approval by the Consortium.

BOARD DEMOGRAPHICS

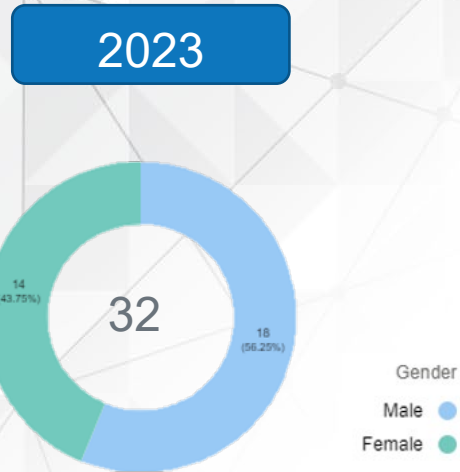
2023 vs 2016

Regional Data Comparison



Board Demographics

- Gender – 2023 vs 2016

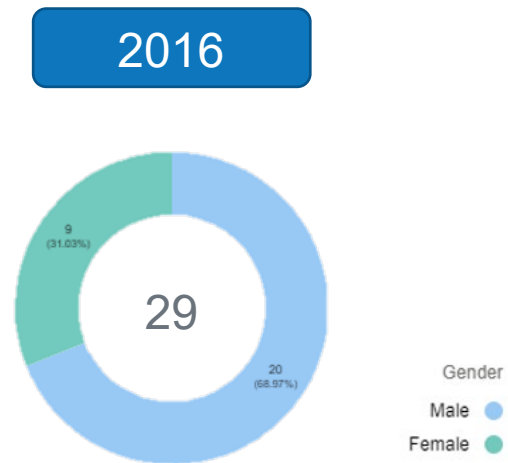


Board: 56% Male, 44% Female

- Trending in right direction since 2016.

Regional: 51% Male, 49% Female

Regional Data Source: JobsEQ – American Community Survey, 2010 US Census

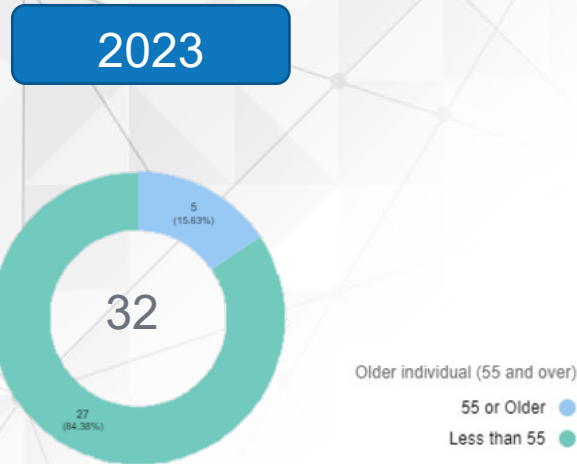


Board: 69% Male, 31% Female

Regional: 51% Female, 49% Male

Board Demographics

- Age – 2023 vs 2016

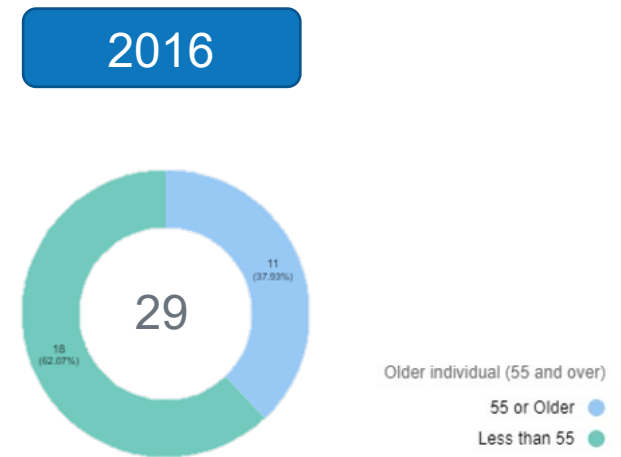


Board: 84% Younger than 55, 16% 55 and Older

Regional: 64% Younger than 56, 36% 56 and Older

Regional Data Source: JobsEQ – American Community Survey, 2010 US Census

Please note: The age brackets for data taken from American Community Survey, 2010 US Census differs from age brackets used from collected Board data.

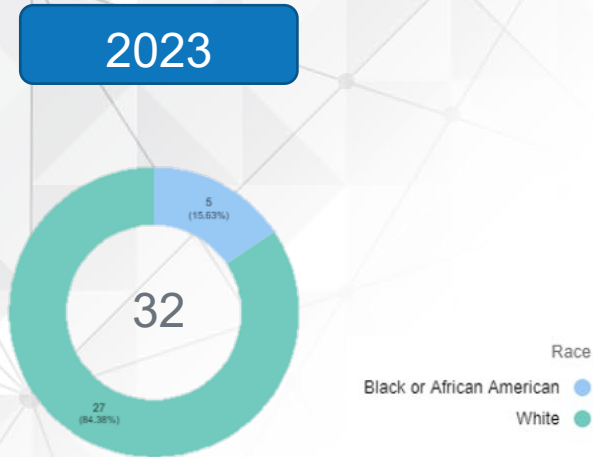


Board: 69% Younger than 55, 31% 55 and older

Regional: 65% Younger than 56, 35% 56 and older

Board Demographics

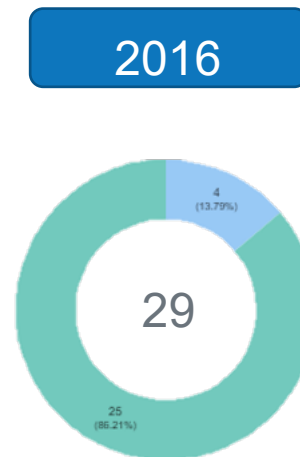
- Race – 2023 vs 2016



Board: 84% White, 16% Black-African American

Regional: 68% White, 23% Black-African American, 6% Asian, 3% Two or more races

Regional Data Source: JobsEQ – American Community Survey, 2010 US Census

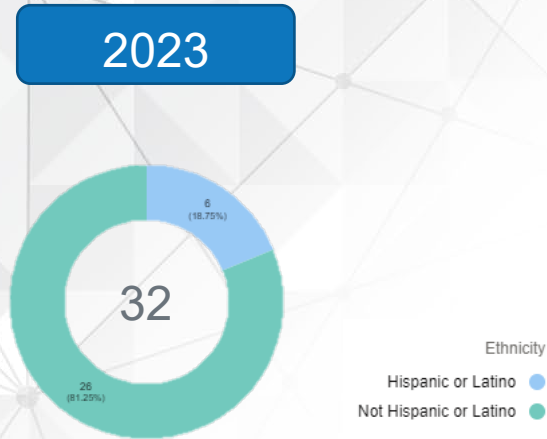


Board: 86% White, 14% Black-African American

Regional: 72% White, 16% Black-African American, 5% Other Race, 4% Asian, 3% Two or More Races, 0.1% American Indian and Alaska Native

Board Demographics

- Ethnicity – 2023 vs 2016

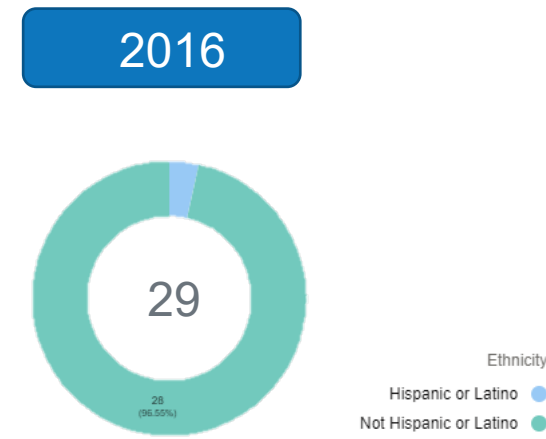


Board: 81% Non-Hispanic, 19% Hispanic

- Trending in right direction - there has been a noticeable increase of Hispanics on Board since 2016.

Regional: 68% Non-Hispanic: 32% Hispanic

Regional Data Source: JobsEQ – American Community Survey, 2010 US Census

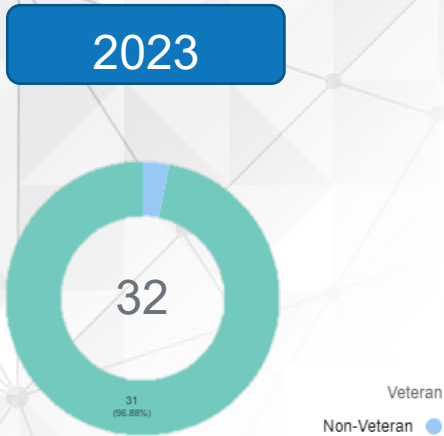


Board: 97% Non-Hispanic, 3% Hispanic

Regional: 73% Non-Hispanic: 27% Hispanic

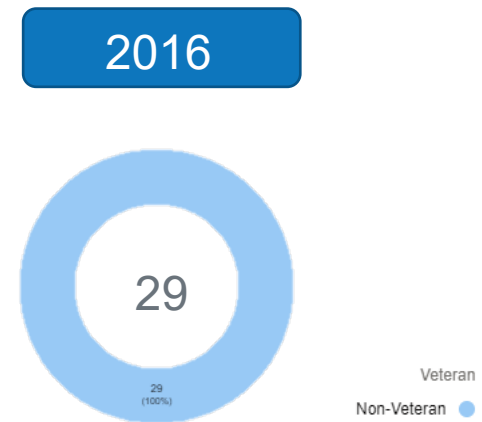
Board Demographics

- Veteran – 2023 vs 2016



Board: 97% Non-Veteran, 3%, Veteran
Regional: 95% Non-Veteran, 5% Veteran

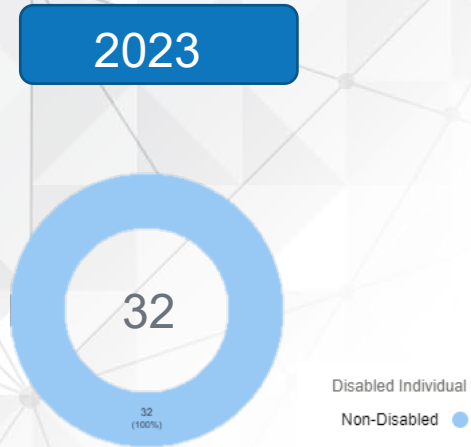
Regional Data Source: JobsEQ – American Community Survey, 2010 US Census



Board 100% Non-Veteran
Regional: 95% Non-Veteran, 5% Veteran

Board Demographics

- Disabled – 2023 vs 2016

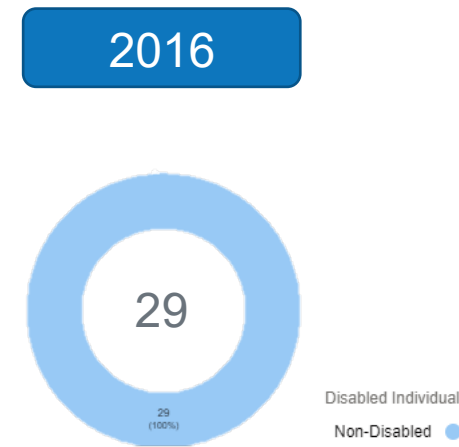


Board: 100% Non-Disabled, 0% Disabled

- *Board Member John Gill, President/CEO OF Quest, Inc. and non-Board Career Services committee member Ed James, District Administrator of Division of Blind Services, Florida Department of Education, represent disabled population*

Regional: 90% Non-Disabled, 10% Disabled

Regional Data Source: JobsEQ – American Community Survey, 2010 US Census



Board: 100% Non-Disabled, 0% Disabled

- *Disabled population was represented on the Board*

Regional: 90% Non-Disabled, 10% Disabled:

Board Engagement

7-1-22 thru 12-31-22



Board Engagement Goals – FY 2022-2023

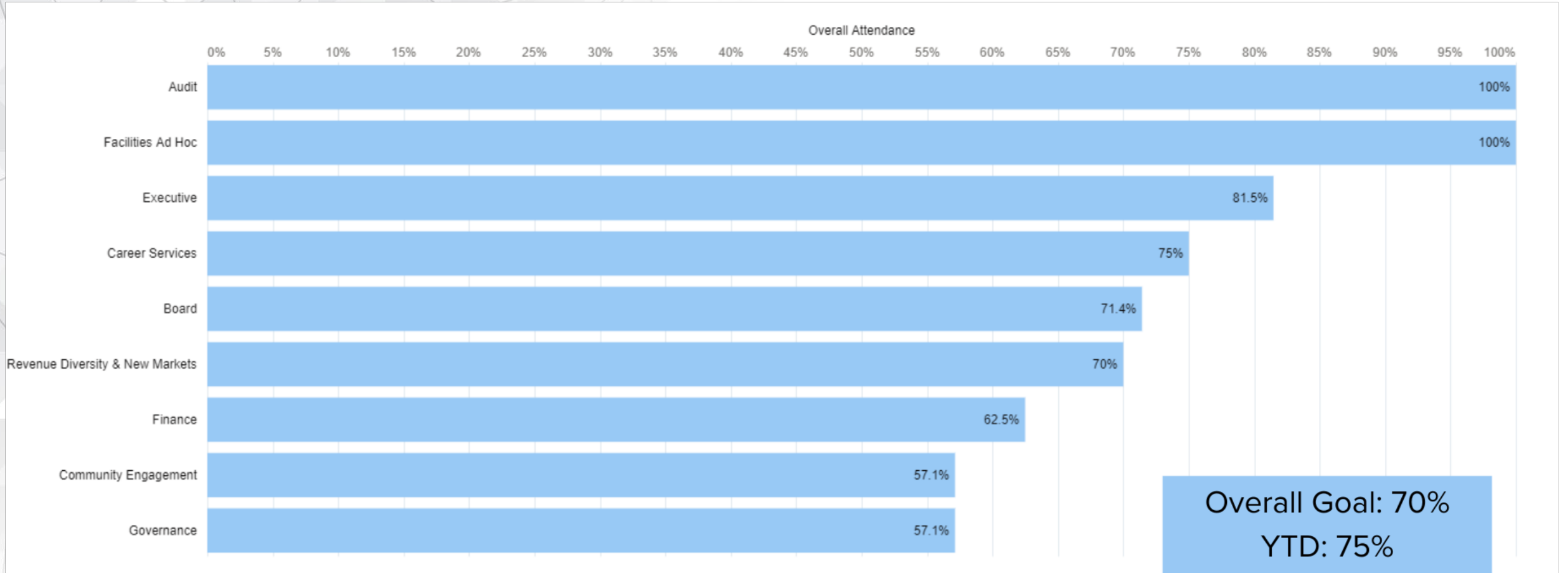
	PARTICIPATE	DEMONSTRATE	CONTRIBUTE
GOAL	90% of Board Membership	80% of Board Membership	70% of Board Membership
DESCRIPTION	<ul style="list-style-type: none"> • Board Meetings • Committee Meetings • Board Orientation • Board Conference Travel (NAWB, State Board Meetings) • Individual Meetings with CSCF Staff • Workforce Development - Related Meetings and Events 	<ul style="list-style-type: none"> • Attending Company Sponsored/ Industry Events • Participate in Media Interviews • Speaking Engagements (Internal or External) • Sharing CSCF News/ Information in Company's Communication Channels (internal or external) • CSCF Miscellaneous Business Activities • Job Shadowing • Center Visits • Read the Board Source Newsletter 	<ul style="list-style-type: none"> • Annual Contribution (Suggested \$500) • Participation in Fundraising Activities • Contribution of In-Kind Donations • Sponsor Summer Youth Program
KPI	Participate for 24 Hours, per Year	Participate in One Occurrence, per Year	Contribute to Revenue Generation and/or Provide In-kind Contribution

Board Engagement Mid-Year Update

	PARTICIPATE*	DEMONSTRATE*	CONTRIBUTE*
GOAL	90% of Board Membership	80% of Board Membership	70% of Board Membership
KPI	Board Members Participate with 24 Hours per Year	Board Members Demonstrate One Occurrence per Year	Board Members Contribute to Revenue Generation and/or In-kind Contributions per Year
MID-YEAR UPDATE	5 out of 32 achieved annual KPI 19 out of 32 on track for mid-year Participated	91% (29 out of 32) Demonstrated	38% (12 out of 32) Contributed

- * *PARTICIPATE: board, committee, industry and staff meetings*
- * *DEMONSTRATE: taking action (e.g., center visit, social media, RFQ participating)*
- * *CONTRIBUTE: monetary, host board meeting, accept interns, sponsorship referrals*

Board Attendance – FY 2022-2023



Meeting Details

Meeting Agenda

Welcome

Roll Call

Public Comment

Approval of
Minutes

Information /
Discussion /
Action Items

Other Business

Adjournment

OTHER BUSINESS



Meeting Details

Meeting Agenda

Welcome

Roll Call

Public Comment

Approval of
Minutes

Information /
Discussion /
Action Items

Other Business

▶ **Adjournment**

ADJOURNMENT



THANK YOU!



RETURN TO AGENDA