



Governance Committee Meeting

CareerSource Central Florida
390 N. Orange Ave., Suite 700

Tuesday, January 9, 2017
9:00 a.m. – 10:30 a.m.

Conference Call-in phone number: (866) 576-7975 / Participant Access Code: 299848

Strategic Goals developed by the Board:

- CareerSource Central Florida will become business focused in all efforts
- CareerSource Central Florida will identify ways to measure progress and Return On Investment (ROI)
- CareerSource Central Florida will become the workforce intelligence organization for workforce development in Central Florida

Agenda Item	TOPIC	Action Item	Info Item	Presenter
1	Welcome			
2	Roll Call / Establishment of Quorum			Kaz Kasal
3	Public Comment			
4	Approval of Minutes A. 8/16/17 Governance Committee Meeting	X		Mark Wylie
5	Information/Discussion/Action Items			
	A. CSCF Board Self-Evaluation Survey - Results		X	
	B. Board Engagement	X		
	C. Board Member / Officer Changes	X		
	D. Bylaws Review - Status		X	Steve Ball
6	Other Business			
7	Adjournment			

Upcoming Meetings:

- Board-Consortium Joint Meeting/Retreat : 9:00 am to 2:00 pm, Thursday, 2/22/18
Location: Valencia College / Osceola Campus, 1800 Denn John Lane, Kissimmee, FL (Building 4/Rm 105)
- Governance Committee Meeting: 2:00 pm to 3:30 pm, Wednesday, 3/7/18
CSCF Admin Office, 390 North Orange Ave., Suite 700, Orlando, FL 32801

**Draft
Governance Committee Meeting**

**CareerSource Central Florida
390 North Orange Ave., Suite 700, Orlando, FL 32801**

**Wednesday, August 16, 2017
2:00 p.m.**

MINUTES

MEMBERS PRESENT: Mark Wylie, Steve Ball, Debbie Clements, and Eric Jackson

MEMBERS ABSENT: Greg Beliveau, John Gill, Jeff Hayward and Rick Walsh

STAFF PRESENT: Pam Nabors, Leo Alvarez and Kaz Kasal

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome Mr. Wylie called the meeting to order at 2:05 pm and welcomed those in attendance.	
2	Roll Call / Establishment of Quorum Ms. Kasal reported that there was a quorum present.	
3	Public Comment None Offered.	
4	Approval of Minutes A. 5/11/17 Governance Committee Meeting.	Ms. Clements approved the minutes from the 5/11/17 Governance Committee Meeting. Mr. Jackson seconded; motion passed unanimously.
5	Information/Discussion/Action Items	
	<u>Governance Committee Charter</u> Ms. Nabors referred to the Governance Committee Charter (attachment) and stated that each committee reviews their respective charters on an annual basis, at the beginning of each fiscal year. The Governance Committee concurred that there are no needed changes to the Charter at this time. <u>Board Member Characteristics</u> Ms. Nabors referred the Board Characteristics documentation (attachment) and reviewed demographics, areas of representation, education, and expertise of each Board Member. The Committee noted characteristics lacking or deficient on the CSCF Board are Hispanic and veterans, and asked Ms. Nabors to identify potential business representatives with these characteristics for the Committee's review - in readiness for future openings on	<i>Ms. Nabors to identify potential candidates for CSCF Board who are either: 1) Hispanic and/or 2) a veteran for the Committee's review.</i>

	<p>the CSCF Board. The Committee suggested having a few candidates in the pipeline for each seat; the non-board committee members would also be a good source to review for potential candidates.</p>	
	<p><u>Discussion of Board Evaluation Process</u> Ms. Nabors referred to the Board self-evaluation assessment survey (attachment) which was conducted in the Spring of 2014. Since it has been a few years, Ms. Nabors stated it would be worthwhile to conduct a subsequent survey to: 1) compare with the initial survey and 2) identify opportunities to create better understanding and engagement with CSCF's current mission and vision. The Committee discussed tweaking some of the questions and concurred that if Board Members reply to a question with a 3 (dissatisfied) or 4 (very dissatisfied), an open-ended question such as "please explain" should be prompted for Board Member to provide their comments.</p> <p><u>Board Goal #3</u> The Committee reviewed the current strategic board goals (attachment) and discussed the strategic planning process for the current fiscal year. The Committee concurred on a 2 half-day session format as follows:</p> <p>1st Session: Fall Retreat reviewing and determining "what's CSCF's niche" (what does CSCF do best that provides the best Return on Investment)?</p> <p>2nd Session: Spring Retreat to review alignment of resources to "CSCF's niche" and begin crafting CSCF's vision moving forward in the 5 to 10 years.</p>	<p><i>Provide notification to the Board at their 9/12/17 meeting that a self-evaluation survey will be sent out to them.</i></p> <p><i>Staff to modify survey as noted and send out to Board after 9/12/17.</i></p> <p><i>Staff to work up a briefing for the Board in readiness for each Board Retreat. The briefing will provide anticipated goals and the expectations of the Board.</i></p> <p><i>Ms. Nabors to bring forward the Governance Committee's strategic planning process recommendations to the Executive Committee for their review.</i></p>
	<p><u>Enterprise Risk Update</u> Mr. Alvarez stated the Enterprise Risk Committee met on 8/15/17 and reassessed the top ten risks facing the organization, which are reflected on the "Enterprise Risk Management" memo (attachment). Mr. Alvarez reviewed status of each risk and noted most risks either remained at the same level or decreased in probability. Only the risk of Economic Conditions increased as it is almost certain that additional reductions in government funding will occur. To mitigate this risk, CSCF has formed an ad hoc committee (a subcommittee of the Executive Committee) to work with staff and develop a model and strategy for revenue diversification. The goal is to begin generating new revenue during this fiscal year.</p>	<p><i>Ms. Kasal to forward the Enterprise Risk Policy to the Governance Committee.</i></p>

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	The Committee also discussed level of security at each office and how litigation matters are handled.	
6	<p>Other Business</p> <p>The Committee concurred the Bylaws should be reviewed at their next meeting.</p> <p>Ms. Nabors stated that one of her goals this fiscal year is to create the framework for a succession plan for staff.</p>	<p><i>Ms. Kasal to forward the Bylaws to the Committee for their review, in readiness for next meeting.</i></p> <p><i>Ms. Nabors will bring a draft framework of succession plan for staff to the Governance Committee at a future meeting.</i></p> <p><i>Mr. Alvarez to contact CSCF's attorney on any exceptions to Sunshine law related to litigation and brief the Executive Committee.</i></p>
7	<p>Adjournment</p> <p>There being no other business, the meeting was adjourned at 3:30 p.m.</p>	

Respectfully submitted,
 Kaz Kasal

Board Survey Results – December 2017

Number of Board Members Responded: 24 (83% responded)

Board Member Total: 29

Question 1: Understanding and supporting the organization’s mission?

Answer	Count	% of Total
Very Satisfied	14	58%
Satisfied	8	33%
Not Sure	2	8%

Comments: None

Question 2: Having a good working relationship with other board members?

Answer	Count	% of Total
Satisfied	15	63%
Very Satisfied	7	29%
Dissatisfied	1	4%
Not Sure	1	4%

Comments:

Dissatisfied is too strong of a word. I do believe that we can do a better job introducing new board members and I believe we need some sort of venue to get to know our fellow board members better. We can understand each other’s strengths and weaknesses.

Question 3: Having a good working relationship with the chief executive?

Answer	Count	% of Total
Very Satisfied	17	71%
Satisfied	6	25%
Not Sure	1	4%

Comments: None

Question 4: Having knowledge about organization’s major programs and services?

Answer	Count	% of Total
Satisfied	14	58%
Very Satisfied	8	33%
Dissatisfied	1	4%
Not Sure	1	4%

Comments: None

Question 5: Following trends and important developments in the organization's substantive field of interest?

Answer	Count	% of Total
Satisfied	15	63%
Very Satisfied	5	21%
Not Sure	4	17%

Comments: None

Question 6: Reading and understanding the organization's financial statements?

Answer	Count	% of Total
Satisfied	16	67%
Very Satisfied	7	29%
Not Sure	1	4%

Comments: None

Question 7: Acting knowledgeably and prudently when making recommendations about how the organization's funds should be budgeted or spent?

Answer	Count	% of Total
Satisfied	14	58%
Very Satisfied	6	25%
Not Sure	3	13%
Dissatisfied	1	4%

Comments: I feel as though the decisions have already been made, and I am to just agree with them.

Question 8: Focusing my attention on long-term and significant policy issues rather than short-term administrative matters?

Answer	Count	% of Total
Satisfied	17	71%
Very Satisfied	6	25%
Not Sure	1	4%

Comments: None

Question 9: Preparing and participating at board and committee meetings, as well as other activities of the organization?

Answer	Count	% of Total
Satisfied	15	63%
Very Satisfied	7	29%
Not Sure	1	4%
Dissatisfied	1	4%

Comments: This organization is very active, but by not being a full time employee, it is hard to make time to keep up.

Question 10: Volunteering and using my special skills to further the organization's mission?

Answer	Count	% of Total
Satisfied	17	71%
Very Satisfied	5	21%
Dissatisfied	2	8%

Comments: Still not sure where I fit in. My role in my industry doesn't seem to have much in common with the organization's direction.

From last year's board retreat, I don't believe there was substantial follow up on some of the items we discussed. I believe it would be best to have a follow up meeting to discuss actions and assign accountability and completion dates.

Question 11: Taking advantage of opportunities to enhance the organization's public image by periodically speaking to leaders in the community about CSCF's work?

Answer	Count	% of Total
Satisfied	16	67%
Dissatisfied	4	17%
Very Satisfied	2	8%
Not Sure	2	8%

Comments: Perhaps some training on how to best communicate our work

See comment on question 10. I personally can do better, however the board can do better if we assign accountability

Question 12: Suggesting agenda items for future board and committee meetings?

Answer	Count	% of Total
Satisfied	13	54%
Very Satisfied	6	25%
Not Sure	5	21%

Comments: None

Question 13: Advising and assisting the chief executive when my help is requested?

Answer	Count	% of Total
Very Satisfied	13	54%
Satisfied	10	42%
Very Dissatisfied	1	4%

Comments: None

Question 14: Avoiding, in fact and in perception, conflicts of interest related to the board or organization, and disclosing to the board in a timely manner any possible conflicts?

Answer	Count	% of Total
Very Satisfied	16	67%
Satisfied	7	29%
Not Sure	1	4%

Comments: None

Question 15: Giving opinions and views that are heard and considered?

Answer	Count	% of Total
Very Satisfied	15	63%
Satisfied	8	33%
Not Sure	1	4%

Comments: None

Question 16: My service on the board?

Answer	Count	% of Total
Satisfied	16	67%
Very Satisfied	6	25%
Dissatisfied	1	4%
Not Sure	1	4%

Comments: Not sure how my role on the board benefits anyone.

Question 17. Please provide any further comments or suggestions related to your experience as a CSCF board member.

Comments
Perhaps the board retreat could focus more on group discussions of our specific goals and work. The outside speakers take time away from our having in depth discussions of our goals and work.
Outstanding idea to seek this feedback.
My experience has been very good. The board has a lot of caring folks on it.
Most of my "not sure" responses are because I am new and still don't know the ins and outs of the organization which will come with time.
I think the CSCF leadership team is truly committed to the mission of the organization and understands its legal requirements.
I question how many of the people placed into jobs by this organization retain their employment, and for how long?
I believe an orientation to the board would be helpful every year. As a new board member, I was invited to attend an orientation after the first full board meeting. I was planning to attend the orientation (for a second time) in September, which was cancelled.
Access to Pam, Mimi, Anne, Leo, and staff has been exceptional, I couldn't ask for better. My engagement through Career Services has provided great insight and access to the operation of CSCF. My biggest regret is not having the time to help more.

BOARD SEAT VACANCY

Dr. Sarnovsky retired in December 2017. Need a replacement for his seat and a new Treasurer and Finance Chair.

BOARD MEMBER	AREAS (S) OF REP.	COUNTY LOCATION	NOMINATING ORGANIZATION	DEMOGRAPHICS	PERIOD OF APPOINTMENT	COMMENTS
Sarnovsky, Joseph	ETPA Education & Training Provider-Adult Education and Literacy	Seminole	Seminole State College	M.W.	7/1/15 - 6/30/18	Early termination effective 12/14/17

TOTAL NUMBER OF ACTIVE BOARD MEMBERS: 28NUMBER OF VACANCIES: 1EFFECTIVE DATE: 7/1/17

MEMBERSHIP

REGIONAL WORKFORCE BOARD (RWB)

REGION NAME: Central Florida Regional Workforce Development Board, d/b/a/ CareerSource Central Florida REGION NUMBER: 12

NAME OF RWB MEMBERS	AREAS (S) OF REPRESENTATION	COUNTY LOCATION	ORGANIZATION	DEMOGRAPHICS	PERIOD OF APPOINTMENT
Ball, Stephen	BU	Multi-county (Orange)	Holland & Knight	M.W.	7/1/17 - 6/30/20
Beliveau, Greg	BU	Lake	LPG Urban & Regional Planners, Inc.	M.W.OI.	7/1/16 - 6/30/19
Bough, Paul	BU	Orange	Berkeley Research Group	M.W.	7/1/16 - 6/30/19
Brandon, Wendy	BU	Seminole	Central Florida Regional Hospital	F.W.	7/1/17 - 6/30/20
Casel, Glen	WOY (CBO representing Youth)	Multi-county	Community Based Care of Central Florida	M.W.	7/1/16 - 6/30/19
Clements, Debbie	BU	Multi-county (Orange)	Duke Energy	F.W.	7/1/15 - 6/30/18
Cornell, Melanie	BU	Multi-county (Seminole)	HKS Architects, Inc.	F.W.OI.	7/1/15 - 6/30/18
D'Aiuto, William	GRO	Multi-county	Florida Department of Children & Families	M.W.	7/1/16 - 6/30/19
Davis, John	BU	Multi-county (Orange)	African American Chamber of Commerce	M.B.	7/1/15 - 6/30/18
Gill, John	WOD (CBO representing Individuals & Disabilities)	Multi-county	Quest, Inc.	M.B.	7/1/16 - 6/30/19
Guillet, Nicole	GRED	Seminole	Seminole County Board of County Commissioners	F.W.	7/1/17 - 6/30/20
Havard, Mark	BU	Multi-County (Orange)	Hyatt Regency Orlando / Central Florida Hotel & Lodging	M.W.	7/1/16 - 6/30/19
Hayward, Jeff	WOD/WOV (CBO representing Disabilities/Veterans)	Multi-county	Heart of Florida United Way	M.W.	7/1/17 - 6/30/20
Jackson, Eric	BU <i>Small Business</i>	Orange	Total Roof Services Corp.	M.B.	7/1/17 - 6/30/20
Madsen, Leland	BU	Sumter	Bedrock Resources, Inc.	M.W.OI.	7/1/16 - 6/30/19
Michaels, Brian	GRVRD (VR & individuals w/disabilities)	Multi-county	Department of Education, Division of Blind Services	M.W.	7/1/17 - 6/30/20
Olson, Sheri	BU	Lake	South Lake Hospital	F. W.	7/1/15 - 6/30/18
Pittman, John	ETPC	Multi-county	University of Central Florida	M.B.	7/1/17 - 6/30/20
Plinske, Kathleen	ETPC	Multi-county	Valencia College	F.W.	7/1/15 - 6/30/18

NAME OF RWB MEMBERS	AREAS (S) OF REPRESENTATION	COUNTY LOCATION	ORGANIZATION	DEMOGRAPHICS	PERIOD OF APPOINTMENT
VACANT <i>(Vacated by Joseph Sarnovsky effective 12/14/17)</i>	ETPA	Seminole	Seminole State College	M.W.	7/1/15 - 6/30/18
Sullivan, Jim	WOLO/WOJ	Multi-county	Central Florida Electrical Joint Apprenticeship & Training Committee (J.A.T.C.) / Central Florida AFL-CIO	M.W.OI.	7/1/17 - 6/30/20
Sweat, Richard	BU <i>Small Business</i>	Seminole	.decimal	M.W.	7/1/16 - 6/30/19
Sweet, Jody	BU	Multi-county (Orange)	Walt Disney Parks & Resorts	F.W.	7/1/16 - 6/30/19
Todd, Chuck	BU	Sumter	Circle C Farms	M.W.OI.	7/1/15 - 6/30/18
Trnka, Jane	ETPC	Multi-county	Rollins Crummer Graduate School of Business	F. W. OI.	7/1/16 - 6/30/19
Trombetta, Al	WOLO/WOJ	Multi-county	International Union of Painters & Allied Trades, Florida Finishing Trades (IUPAT DC 78)	M.W.	7/1/17 - 6/30/20
Ushkowitz, Eric	GRED	Orange	Orange County Government	M.W.	7/1/15 - 6/30/18
Walter, Larry	BU	Osceola	Hanson, Walter & Associates, Inc.	M.W.OI.	7/1/15 - 6/30/18
Wylie, Mark	BU	Multi-county (Osceola)	Central Florida Chapter Associated Builders and Contractors, Inc.	M.W.OI.	7/1/17 - 6/30/20

Key Codes:Areas of Representation:

- BU – Business **(16 Seats)**
- WOLO – Workforce-Labor Organization
- WOJ – Workforce-Joint labor-management Apprenticeship Program
- WOD – Workforce-Community-based Organizations representing Individuals with Disabilities (optional)
- WOV – Workforce-Community-based Organizations representing Veterans (optional)
- WOY – Workforce-Community-based Organizations representing Youth (optional)
- ETPA – Education and Training Provider-Adult Education and Literacy
- ETPC – Education and Training Provider-Institution of Higher Education
- ETPO – Education and Training Provider-Other Providers (optional)
- GRED – Government Representative-Economic Development
- GRES – Government Representative-Employment Service
- GRVRD – Government Representative-Vocational Rehabilitation
- GRO – Government Representative-Other (optional) **CareerSource Central Florida operates the Wagner Peyser (GRO) function
- OTHER – Other (please specific group/program being represented) (optional)

Demographics

- M – Male / F – Female
- W – White (not Hispanic) / B – Black/African American (not Hispanic) / W/H – White and Hispanic / B/H – Black and Hispanic O – Other
- D – Disabled individual
- OI – Older Individual
- V - Veteran

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

This Corporation will be known as CareerSource Central Florida.

ARTICLE II

DEFINITIONS

- A. **Articles:** means the Articles of Incorporation of the Corporation including any amendments or restatements.
- B. **Corporation:** means Central Florida Regional Workforce Development Board, Inc. doing business as CareerSource Central Florida.
- C. **Board of Directors** or **Board:** means the Board of Directors of the Corporation.
- D. **Region:** means the five Florida counties served by the Corporation: Lake, Orange, Osceola, Seminole and Sumter.
- E. **Director:** means an individual member of the Board of Directors.

ARTICLE III

PURPOSE

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

ARTICLE IV
POWERS OF THE CORPORATION

1. **General Powers.** Except as limited by the Articles or these Bylaws, the Corporation 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.** The Corporation 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 the Corporation 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 the Corporation;
- 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; and
- 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 the Corporation.

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 the officers of the Corporation;
- c. ensure accountable management of real and personal property and the general business of the Corporation, including authorization and approval of material contracts and agreements on behalf of the

Corporation, all in accordance with applicable law, the Articles and these Bylaws;

- d. establish policies, including monetary or other limits, within which the administration and staff of the Corporation may function independently, including any sale, lease, purchase or other transfer or disposition of any real or personal property of the Corporation, and how exceptions or over-limit transactions are handled;
- e. approve general rules and regulations for the administration of the Corporation and its personnel, and approve any substantial change in employee benefits of the Corporation;
- f. designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents that are binding on the Corporation;
- g. establish and develop additional committees necessary or appropriate to fulfill the responsibilities of the Corporation's mission and purposes;
- h. approve the establishment, scope of activity and bylaws of any auxiliary organizations, advisory boards, development councils and other such related organizations;
- i. delegate authority to the President/CEO of the Corporation;
- j. develop and approve business plans;
- k. approve any affiliation by the Corporation with one or more entities in any partnership, joint venture or joint enterprise;
- l. authorize any change in the character or business purpose of the operations of the Corporation; and
- o. approve any merger or consolidation of the Corporation with any other organization or entity.

ARTICLE VI

MEMBERSHIP OF THE BOARD OF DIRECTORS

1. **Appointment.** Members of the Board of Directors will be appointed by the Region's chief elected officials 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 the year three (3) years 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. Directors will be eligible for re-appointment without re-nomination for an additional term having a maximum of three (3) years.

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. 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 will serve the remaining term of the prior Director and may be re-appointed as provided in Section 2 of this Article.

ARTICLE VII

OFFICERS AND THEIR DUTIES

1. Election of Officers. All officers will serve 1 year terms. The Chairman can serve for 2 consecutive terms. At the conclusion of the Chairman'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
- 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 the Corporation.

2. Removal of Directors and Officers. Any Director or officer may be removed by a vote of two thirds (2/3) of the Board at a properly noticed meeting whenever, in the judgment of the Board, the best interests of the Corporation will be served. Failure to attend (in person or by teleconference) at least seventy-five percent (75%) of the

regularly scheduled Board meetings or regularly scheduled committee meetings of which a Director is a member without approval by the Chairman of the Board may result in the immediate removal of any Director or officer.

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 the services performed by them for the Corporation as Directors. Directors may be reimbursed for expenses incurred when traveling on official business of the Corporation if approved by the Chairman of the Board. Such reimbursement must conform to the Corporation's established travel policy.

5. Duties of the Chairman. The Chairman will:

- 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 Chairman may opt to serve either as committee chairman or as a regular committee member; and
- d. perform all other duties assigned to the Chairman under these Bylaws and those usually pertaining to the office of Chairman.

6. Duties of the Vice Chairman: The Vice Chairman will:

- a. preside at all meetings of the Board in the absence of the Chairman;
- b. be a member of the Executive Committee;
- c. assist the Chairman, when requested, in the performance of the Chairman's duties; and
- d. perform all such other duties usually pertaining to the office of Vice Chairman, including acting as the Chairman during the absence or disability of the Chairman.

7. Duties of the Treasurer. The Treasurer will:

- a. oversee the custody of all funds and securities of the Corporation and the collection of interest thereon;
- b. oversee the accounts of the Corporation 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 Chairman 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 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 the Corporation are 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 the Corporation and not a member of the Board of Directors. The President will be reviewed annually by the Executive Committee and the President’s salary and bonuses will be set by the Executive Committee. The President may only be terminated upon the recommendation of a majority of the members of the Executive Committee and a majority vote of the Board of Directors. The President will be the chief executive officer of the Corporation and will be responsible for the general and active management of the business and affairs of the Corporation, subject to the direction of the Executive Committee and the Board of Directors.

10. Chief Operating Officer . The Chief Operating Officer (“**COO**”) will be hired by the President with the advice of Executive Committee. The COO will not be a member of the Board of Directors, but will be an officer and full-time employee of the Corporation. The COO will direct, administer and coordinate the day-to-day activities of the Corporation 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 with the advice of the Chairman. The CFO will not be a member of the Board of Directors, but will be an officer and full-time employee of the Corporation. The CFO will direct the Corporation’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 approved by the Executive Committee.

ARTICLE VIII

BOARD COMMITTEES

1. Committees. The Board will create standing committees as follows: Executive, Finance, Audit, Career Services , Governance, , and Community Engagement. In addition, the Chairman 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 the Corporation's business. The Chairman of the Board will make appointments to all committees and will appoint the chairman of each committee. Any committee may include members appointed by the Chairman of the Board who are voting members of the committee but not members of the Board of Directors. 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 Chairman 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 the Corporation's business between meetings of the Board of Directors. The Chairman of the Board may choose to serve as chairman of the Executive Committee or may choose to appoint another member of the Executive Committee to serve in such capacity. In the event that the Chairman of the Board chooses not to serve as Chairman of the Executive Committee, he or she will serve as a voting member of the Executive Committee. After completion of the Chairman term, he or she will serve on Executive Committee for 1 year as Immediate Past Chairman. Except as otherwise set forth in these Bylaws, the Executive Committee will serve as the personnel 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 Chairman 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 the Corporation;

controlling and supervising the financial affairs of the Corporation; overseeing the Corporation's retirement plan; and approving budgets and budget amendments.

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

- a. overseeing the annual audit(s) of the Corporation's programs required under applicable laws, regulations or directives (including OMB Circular A-133), including selection of the auditor and approval of annual audit plans;
- b. providing oversight of the Corporation through review of monitoring reports and audits of the Corporation;
- 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 the Corporation's responses to any adverse findings regarding the financial affairs of the Corporation, 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, the Corporation'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 the Corporation's ethics and conflict-of-interest policies and procedures and, whenever the Chairman of the Board or the 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 Chairman of the Board of Directors and will consist of members appointed by the Chairman of the Board. The Career Services Committee will oversee the Corporation's operations plan as part of the Workforce Innovation and Opportunity Act ("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 Chairman of the Board of Directors and will consist of

members appointed by the Chairman of the Board. The Governance Committee will be responsible for reviewing the Corporation's Articles and By-laws and recommending changes to the Board of Directors; identifying a process to recruit board members and officers; and evaluating the Board's effectiveness.

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

ARTICLE IX

CONDUCT OF BUSINESS

1. Annual Meeting. The Annual Meeting of the Board of Directors of this Corporation will be held in the month of June.

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 Chairman 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 of the Corporation 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. The Corporation's meetings will be publicly announced 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 newly revised.

6. Quorum. A quorum for all Board meetings will require that at least fifty percent (50%) of the Board members be present. 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.

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 to vote at any meeting of the Corporation, 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 the Corporation'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 at the meeting with a quorum present, with the exception of the following, either of which must be approved by a vote of two-thirds (2/3) of the Board's total membership:

- a. amendments to these Bylaws (as provided under Section 13 below); and
- b. any contract or agreement between the Corporation and a Director, a relative (as defined in s. 112.3143[1][b], Florida Statutes) of a Director, or any contract or agreement that would be a conflict for any such Director as defined by federal or state law or under the Corporation's policies then in effect.

9. Meetings by Telephone or Teleconference. Members of the Board of Directors or any committee may 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 will constitute presence in person at the meeting.

10. 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 subrecipient contracts will be in accordance with applicable federal and state law and regulations. The Corporation's accounts and records will be audited annually by a firm of certified public accountants at the expense of the Corporation; and a copy will be available on request for each Director to review.

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

12. Fiscal Year. The fiscal year of the Corporation will be July 1 to June 30.

13. Amendments to Bylaws. Amendments to these Bylaws of the Corporation may be proposed by any member of the Board of Directors. The Board of Directors, by a two thirds (2/3) vote of the its membership, 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.

14. **Conflicts with Laws.** The Corporation 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.** The Corporation 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 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 the Corporation 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 the Corporation 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 the Corporation, 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, the Corporation will nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by portions of this section not invalidated and to the fullest extent permitted by law.

17. **D&O Insurance.** The Corporation will purchase and maintain in full force and effect a policy or policies of directors and officers insurance covering its Directors and officer 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 addition, the Corporation may purchase and maintain insurance on any person

who is or was a Director, officer, employee, or agent of the corporation 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 the Corporation would have the power to indemnify the person against such liability under the provisions of Section 16 of this Article.