



Governance Committee Meeting

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

Wednesday, August 16, 2017
2:00 p.m. – 3:30 p.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. 5/11/17 Governance Committee Meeting	X		Mark Wylie
5	Information/Discussion/Action Items			
	A. Governance Committee Charter		X	Mark Wylie
	B. Board Member Characteristics		X	Mark Wylie
	C. Discussion of Board Evaluation Process		X	Pamela Nabors
	D. Board Goal #3: <i>Plan for ongoing board-level planning discussion to ensure a balance of board member responsibility to oversight and insight, and define what it will mean for the Board to become an innovative thought leader on workforce development.</i>		X	Pamela Nabors
	E. Enterprise Risk Update		X	Leo Alvarez
6	Other Business			
7	Adjournment			

Upcoming Meetings:

- Board Meeting/Board Information Session : 9:00 am to 12:00 pm, Thursday, 9/14/17
Valencia College / Osceola Campus, 1800 Denn John Lane, Kissimmee, FL 34744
- Governance Committee Meeting: 2:00 pm to 3:30 pm, Wednesday, 11/1/17
CSCF Admin Office, 390 North Orange Ave., Suite 700, Orlando, FL 32801

Draft
Governance Committee Meeting
 CareerSource Central Florida
 390 N Orange Ave., Suite 700, Orlando, FL 32801
Wednesday, May 11, 2017 / 2:00 p.m.

MINUTES

MEMBERS PRESENT: Robert Brown, Eric Jackson and John Gill

MEMBERS ABSENT: Greg Beliveau, Debbie Clements and Rick Walsh

STAFF PRESENT: Pam Nabors, Leo Alvarez, Janet Saunders and Kaz Kasal

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome Mr. Brown called the meeting to order at 2:02 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. 3/1/17 Governance Committee Meeting	Mr. Jackson made a motion to approve the minutes from the 3/1/17 Governance Committee meeting. Mr. Brown seconded; motion passed unanimously.
5	Information/Discussion/Action Items	
	<u>Board Strategic Planning – Recap from Retreat</u> Ms. Nabors stated that last week notes from 4/26/17 Board Retreat were emailed to the Board for review. The Committee commented that the Board Retreat was very engaging and interesting. The Committee concurred that the duration could be longer to allow more opportunity for discussion. Ms. Nabors stated that the Board feedback on strategic goals will be incorporated into the Board work plan for next year.	
	<u>Board Composition for PY 17-18</u> Ms. Nabors referenced the proposed Board Roster for PY 17-18 (attachment) and reviewed the three new proposed Board Members and those Board Members whose seats are expiring on 6/30/17 of which all have agreed to serve another term. Ms. Nabors stated that staff is coordinating with the nominating organizations, where applicable, and with the respective counties on the appointments and reappointments. Ms. Nabors stated the proposed Board Roster will be forwarded to the upcoming Consortium/Board Joint Meeting for the Consortium’s review and approval.	

	<p><u>Slate of Officers – Finalized Recommendations</u> The Committee reviewed discussed slate of officers for PY 17-18.</p>	<p><i>Mr. Jackson made a motion to forward for Board's review and approval the below proposed slate of officers. Mr. Brown seconded; motion passed unanimously.</i></p> <ul style="list-style-type: none"> • <i>Board Chair: Debbie Clements</i> • <i>Vice Chair: Mark Wylie</i> • <i>Treasurer: Joseph Sarnovsky</i> • <i>Secretary: Leland Madsen</i>
	<p><u>Board Meetings for PY 17-18 – Survey Results</u> Ms. Kasal referenced the Board and Officers' survey results on day and time feedback for next year's Board meetings. The Committee concurred for Ms. Kasal to finalize the schedule with Ms. Clements, pending Board Chair.</p>	
	<p><u>Governance Committee Meetings for PY 17-18</u> The Committee concurred for Ms. Kasal to coordinate FY 17-18 Governance Committee Meetings' schedule with pending Governance Committee Chair (to be determined).</p>	
6	<p>Other Business Mr. Alvarez stated that the draft 990 Return for FY 15-16 was emailed to the Audit Committee and Mr. Brown on 5/5/17 for their review and comments. Both Mr. Eric Ushkowitz, Audit Committee Chair and Mr. Brown, Governance Committee Chair had no comments or issues. Mr. Alvarez stated he will remove draft from the 990 Return and email out to the full Board as an information item; then CSCF's external auditor Cherry Bekaert will submit the finalized 990 Return to the IRS by the 5/15/17 deadline.</p>	
8	<p>Adjournment There being no other business, the meeting was adjourned at 2:17 p.m.</p>	

Respectfully submitted,

Kaz Kasal

CareerSource Central Florida Board Governance Committee Description & Duties

Purpose:

The governance committee examines how the board is functioning, how board members communicate, and assesses whether the board is fulfilling its responsibilities. The committee keeps the board accountable to the mission and organization's goals. The governance committee articulates the board's vision for the board and finds board members who can put it into action.

Responsibilities:

- Understand the organization's mission and goals and ensure all board members do as well.
- Develop and update board members' responsibilities and job descriptions for officers and committee assignments.
- Review by-laws; recommend changes to full Board of Directors.
- Create a board profile of demographics, geographic representation, skills and expertise within the Board of Directors to ensure diversity and balance representative of the Central Florida Region.
- Identify a process to recruit potential board members linked to nominating organizations (chambers, associations, etc.) for submission to county officials and Local Elected Consortium.
- Assess and maintain individual board commitment, support, and participation in governance duties; annually evaluate the board's performance.
- Observe and develop potential leaders on the board through rotation of committee assignments.
- Create a board Orientation process for new board members.
- Work with the board to develop an annual board succession plan.
- Oversight of enterprise risk management.

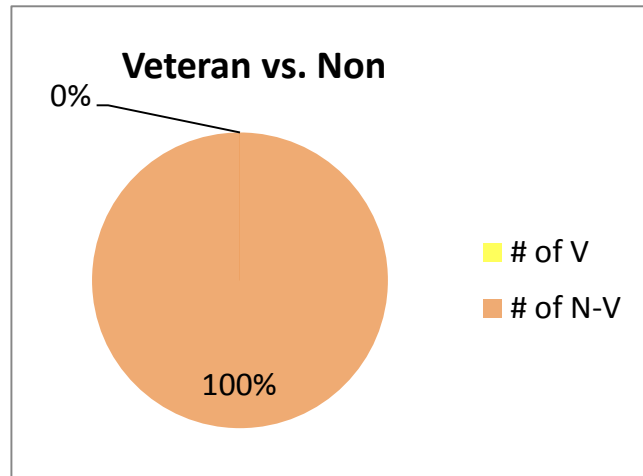
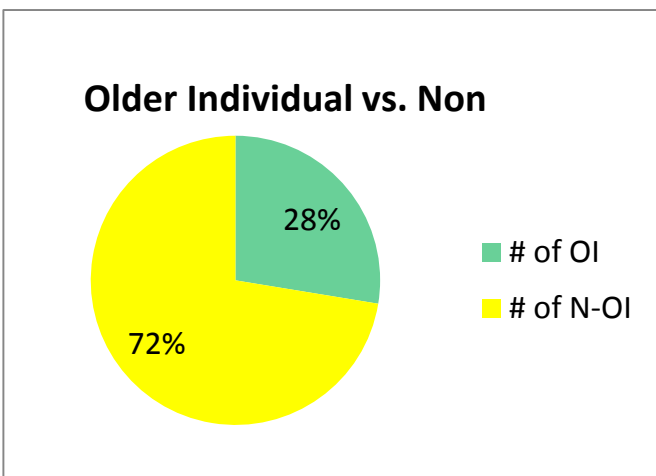
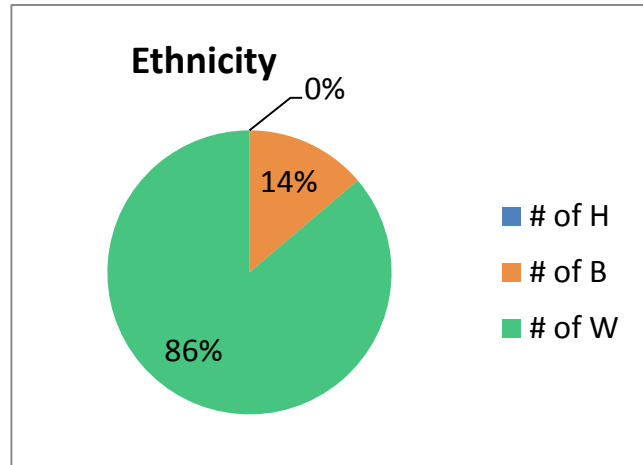
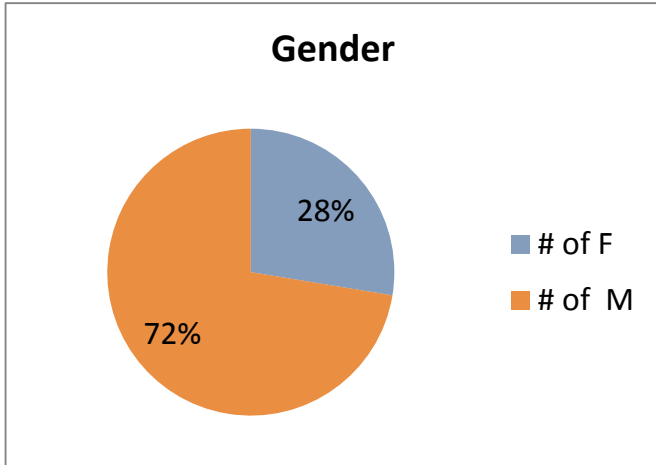
Skills/Expertise:

- Experience as a board member desired.
- Willingness to recruit and communicate with potential board members on a continuing basis.
- Understanding of governance practices desired.
- Commitment to developing board leadership.

Structure:

- Membership: board members.
- Agenda and minutes—minutes to be kept and supplied to board of directors in written form.

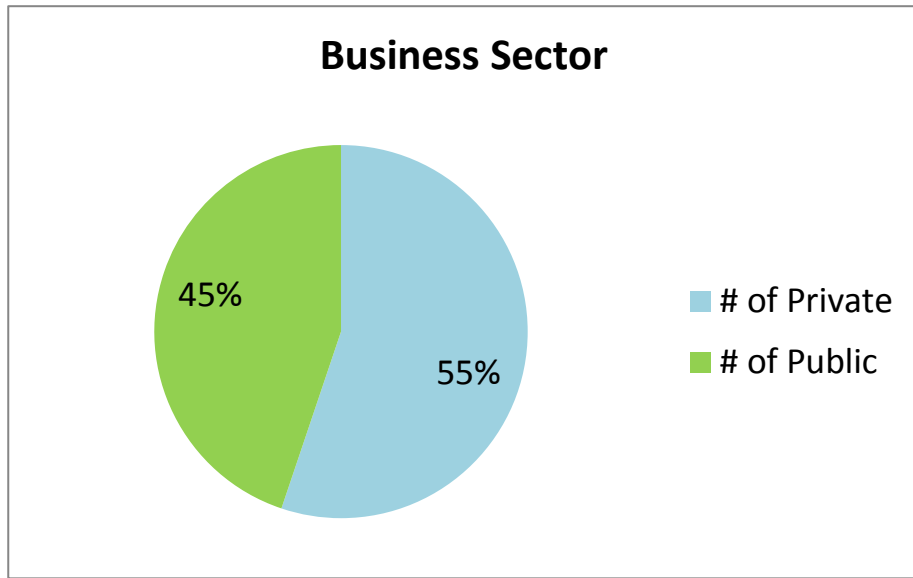
# of F	# of M	# of H	# of B	# of W	# of OI	# of N-OI	# of V	# of N-V	# of Disab	# of N-Disab
8	21	0	4	25	8	21	0	29	0	29



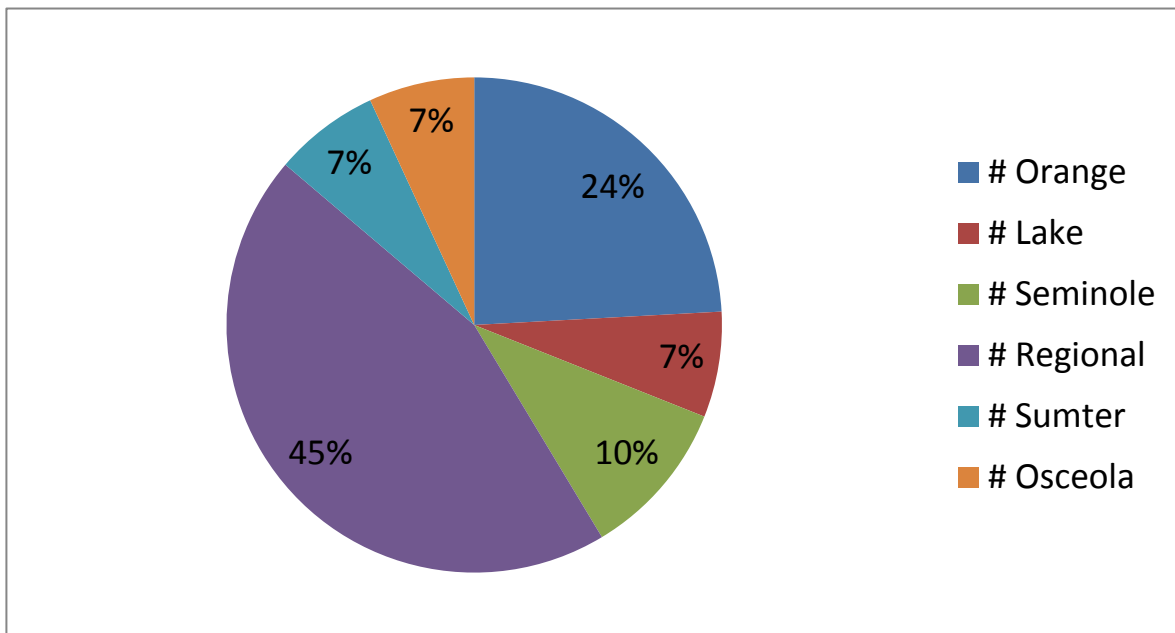
Demographic Legend:

Gender Codes: M – Male / F – Female
 Ethnic Codes: W – White (not Hispanic) /
 B – Black/African American (not Hispanic) /
 H – Hispanic / B-H (Black & Hispanic /
 W-H (White & Hispanic) / O – Other
 Other Codes: D – Disabled Individual /
 OI – Older Individual (55 and over) /
 N-OI – Non-Older Individual (under 55) /
 N-V – Non-Veteran / V - Veteran

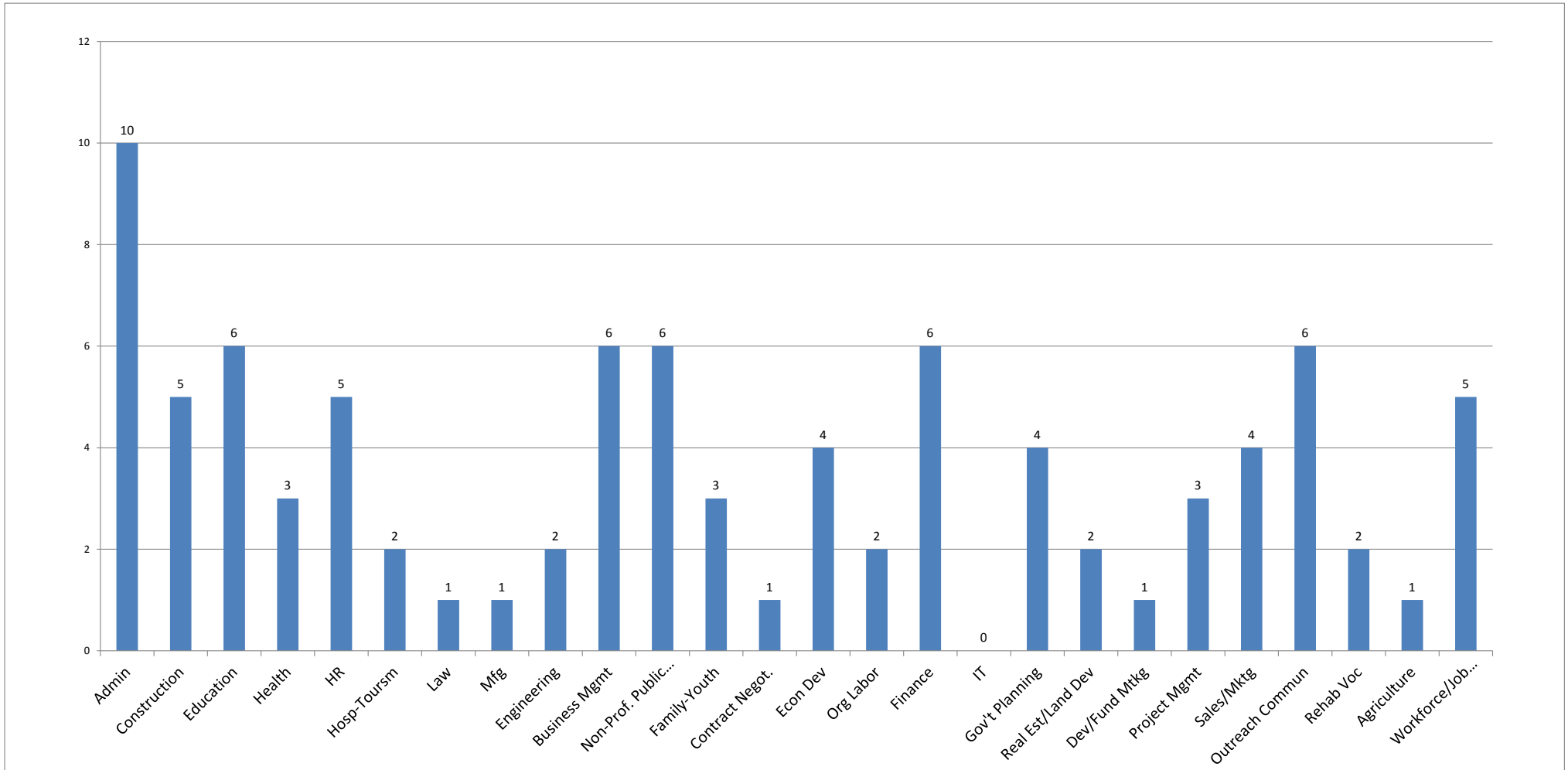
Business Sector	
# of Private	# of Public
16	13



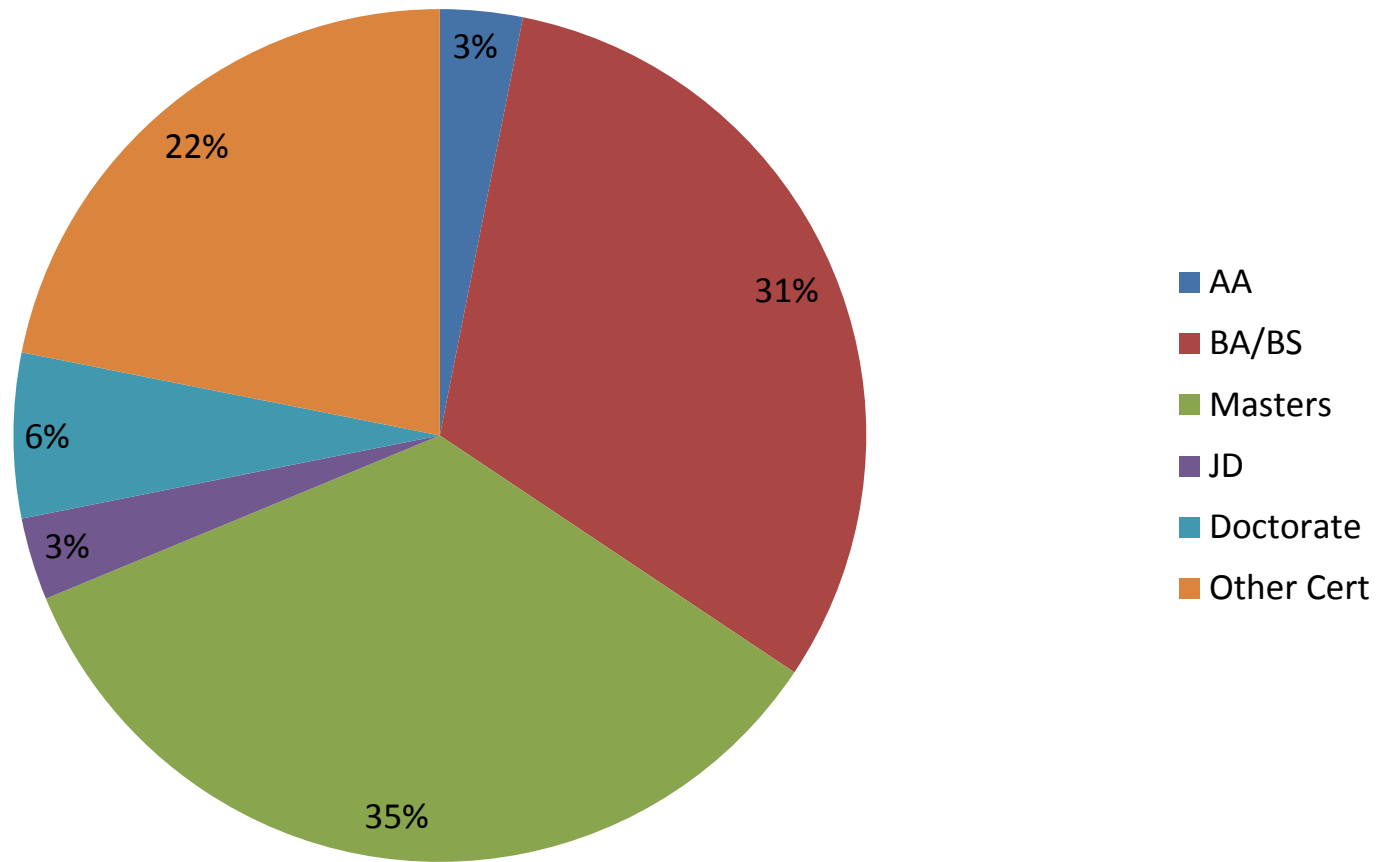
# Orange	# Lake	# Seminole	# Regional	# Sumter	# Osceola
7	2	3	13	2	2



Admin	Construction	Education	Health	HR	Hosp-Tourism	Law	Mfg	Engineering	Business Mgmt	Non-Prof. Public Asst.	Family-Youth	Contract Negot.	Econ Dev	Org Labor	Finance	IT	Gov't Planning	Real Est/Land Dev	Dev/Fund Mtkg	Project Mgmt	Sales/Mktg	Outreach Commun	Rehab Voc	Agriculture	Workforce /Job Dev
10	5	6	3	5	2	1	1	2	6	6	3	1	4	2	6	0	4	2	1	3	4	6	2	1	5



AA	BA/BS	Masters	JD	Doctorate	Other Cert
1	10	11	1	2	7





Individual Board Member Self-Evaluation

This self-assessment is a tool to evaluate each individual board member performance as member of the board of CareerSource Central Florida. Please take a few minutes to reflect on your service and complete this self-evaluation. Candid responses can help you rate your own performance on the board, and can help you formulate a personal development plan for the coming year. If you would like a copy of your assessment, please provide your email.

1. Email (leave blank to remain anonymous):

Rate the following questions on your level satisfaction where 1 is Very Satisfied; 2 is Satisfied; 3 is Dissatisfied; 4 is Very Dissatisfied and NS is Not Sure.

How satisfied are you that you:

	1	2	3	4	NS
2. Understand and support the organization's mission?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Have a good working relationship with other board members and with the chief executive?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Are knowledgeable about organization's major programs and services?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Follow trends and important developments in the organization's substantive field of interest?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Read and understand the organization's financial statements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Act knowledgeably and prudently when making recommendations about how the organization's funds should be budgeted or spent?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Focus your attention on long-term and significant policy issues rather than short-term administrative matters?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Prepare for and participate at board and committee meetings, as well as other activities of the organization?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Willingly volunteer and use your special skills to further the organization's mission?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

11. Take advantage of opportunities to enhance the organization's public image by periodically speaking to leaders in the community about the work of the organization?

12. Respect the confidentiality of the board's executive decisions?

13. Suggest agenda items for future board and committee meetings?

14. Advise and assist the chief executive when your help is requested?

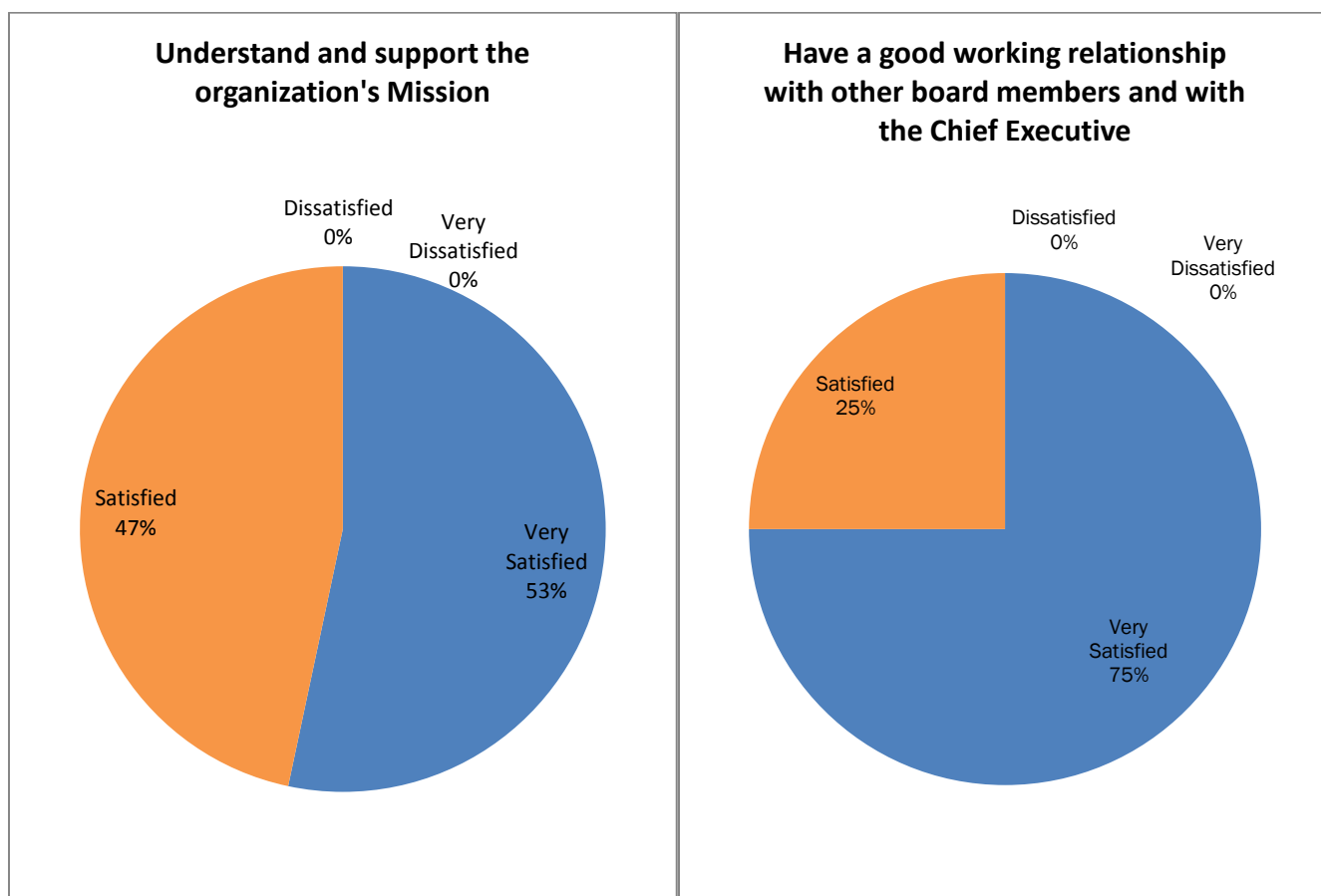
15. Avoid, in fact and in perception, conflicts of interest related to the board or organization, and disclose to the board in a timely manner any possible conflicts?

16. Are heard and considered when you give your opinions and views?

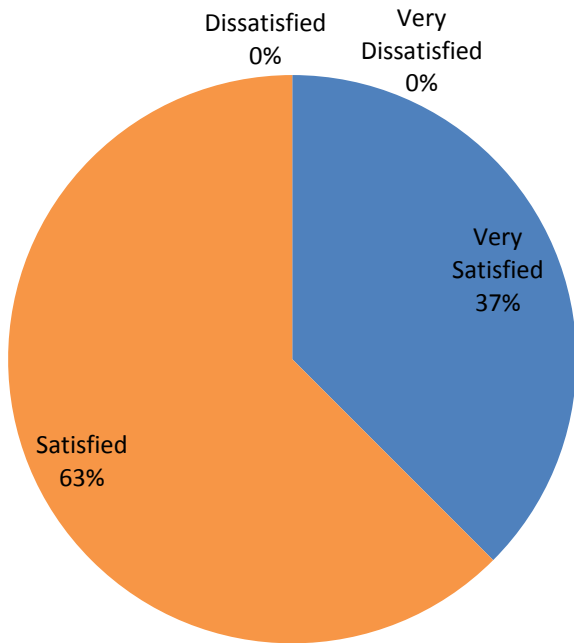
17. Find serving on the board to be a satisfying and rewarding experience?

Board Satisfaction Results

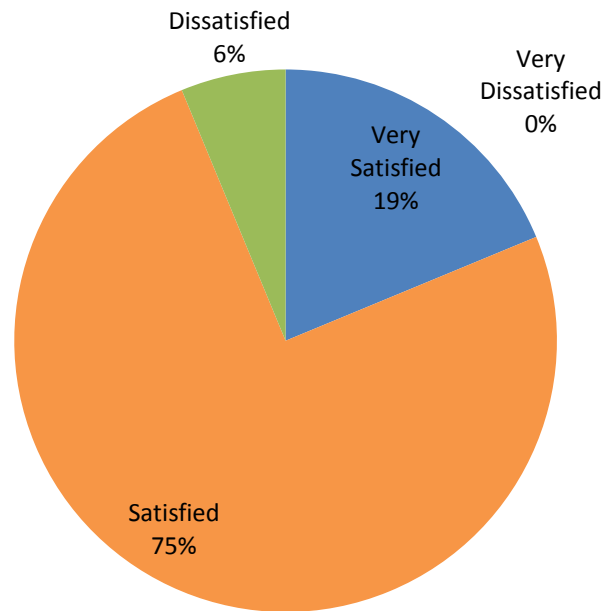
- **57% Response Rate (16 completed surveys). Survey open March 5 – April 25, 2014**
- **Overall, the majority of board members are very satisfied or satisfied with all areas mentioned on the survey**
- **Only one item had one response of very dissatisfied**
 - **Prepare for and participate at board and committee meetings, as well as other activities of the organization**
- **Six items had one or two responses indicating dissatisfied**
 - **Follow trends and important developments in the organizations substantive field**
 - **Read and understand the organization’s financial statements**
 - **Focus attention on long-term and significant policy issues rather than short-term administrative matters**
 - **Willingly volunteer and use your special skills to further the organization’s mission**
 - **Take advantage of opportunities to enhance the organization’s public image through public speaking to leaders in the community about the work of the organization**
 - **Suggest agenda items for future board and committee meetings**



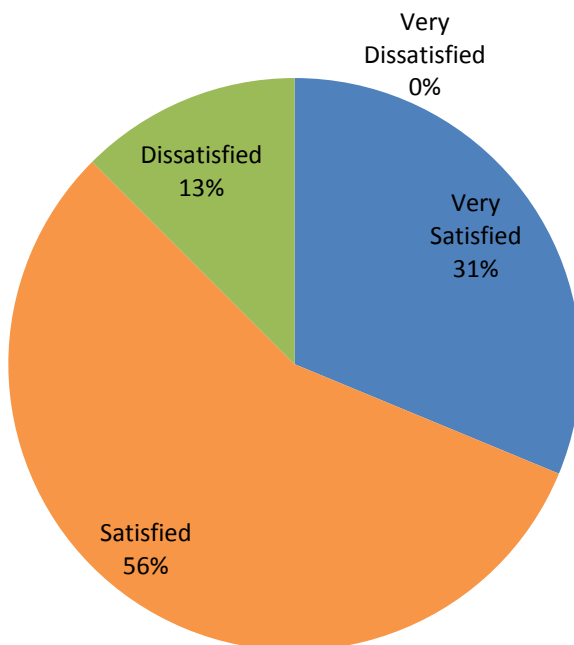
Are knowledgeable about organization's major programs and services



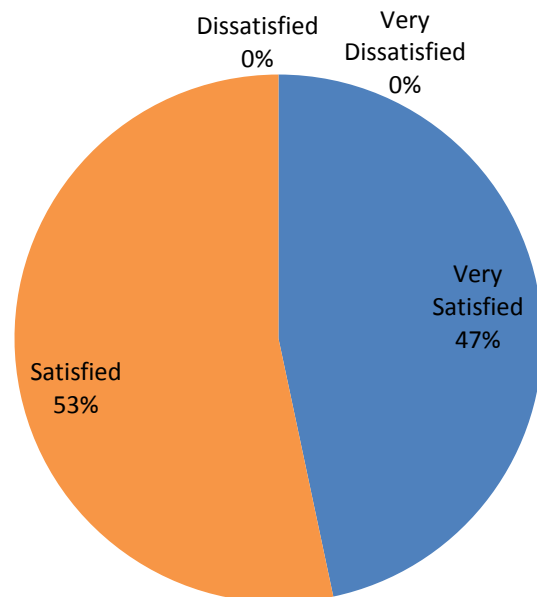
Follow trends and important developments in the organization's substantive field of interest



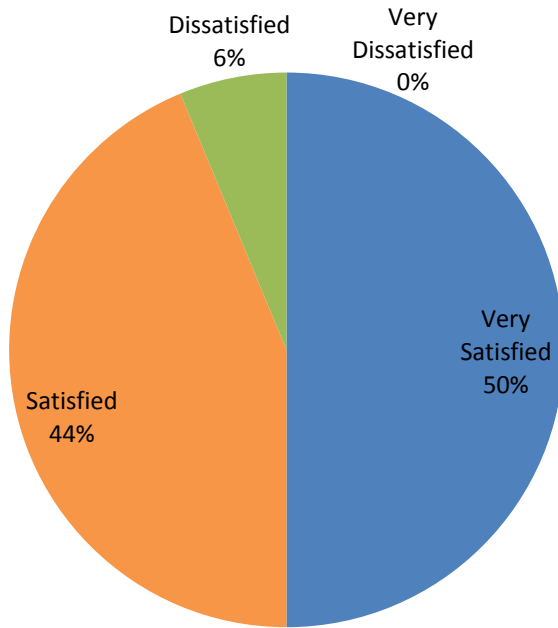
Read and understand the organization's financial statements



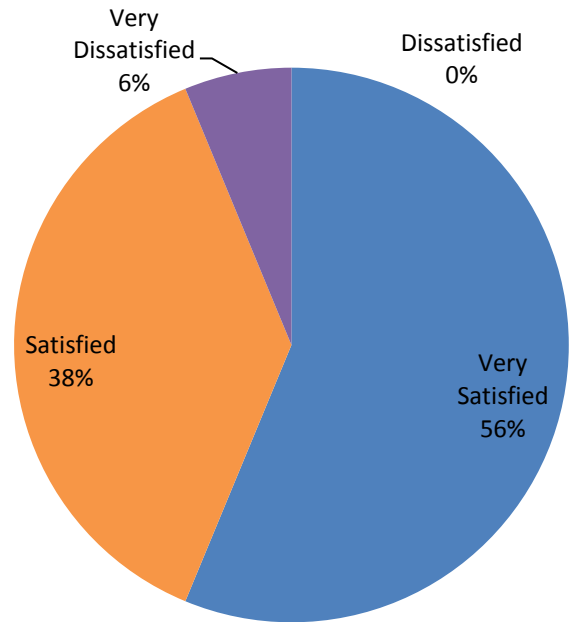
Act knowledgeably and prudently when making recommendations about how the organization's funds should be budgeted or spent



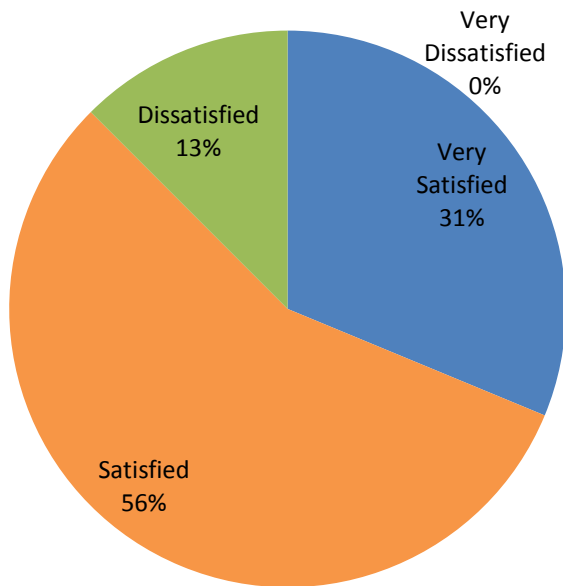
Focus your attention on long-term and significant policy issues rather than short-term administrative matters



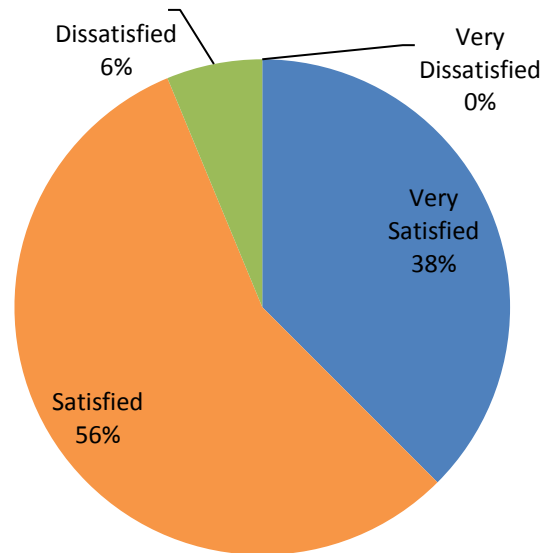
Prepare for and participate at board and committee meetings, as well as other activities of the organization



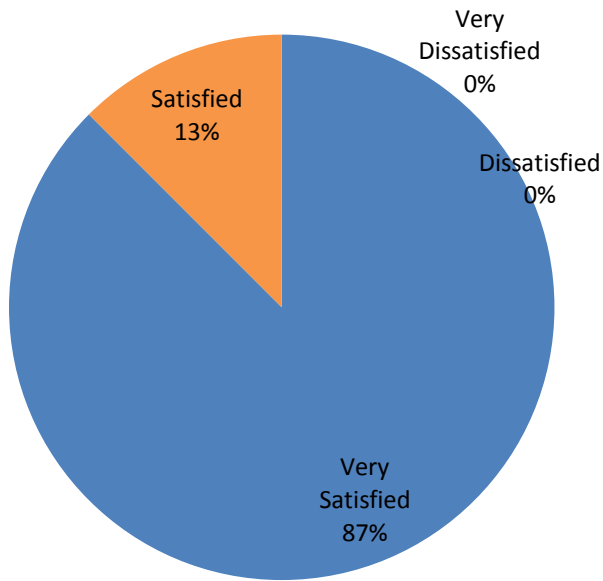
Willingly volunteer and use your special skills to further the organization's mission?



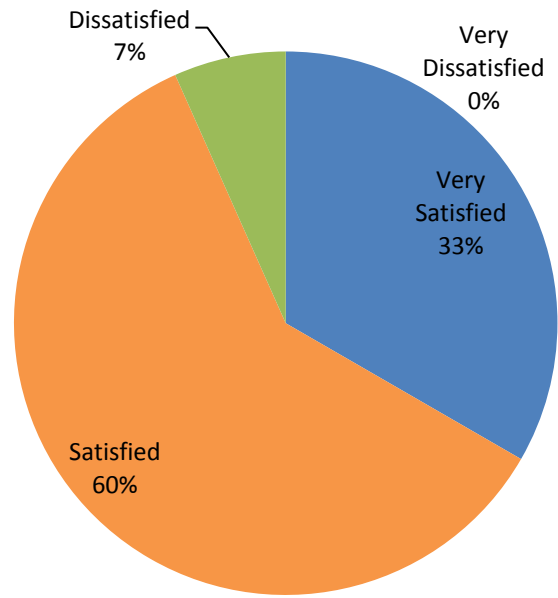
Take advantage of opportunities to enhance the organization's public image by periodically speaking to leaders in the community about the work of the organization



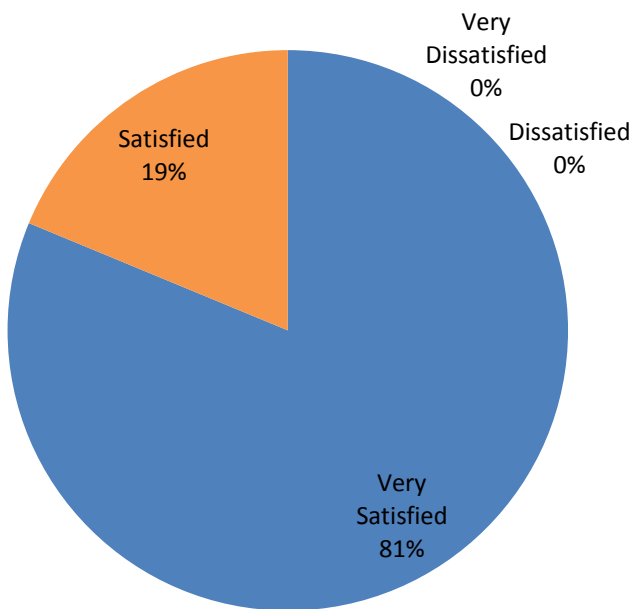
Respect the confidentiality of the board's executive decisions



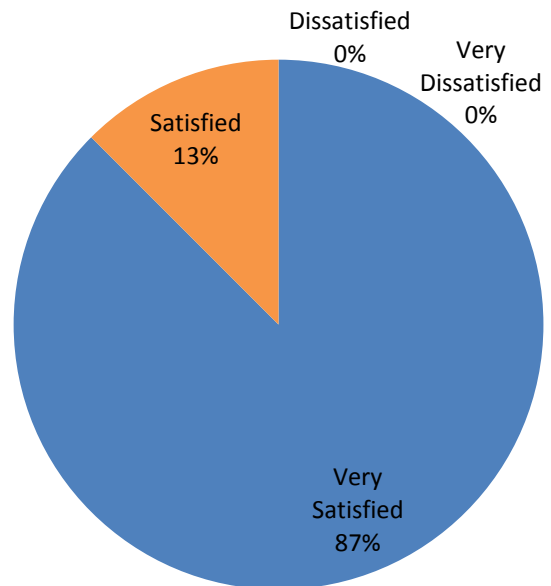
Suggest agenda items for future board and committee meetings



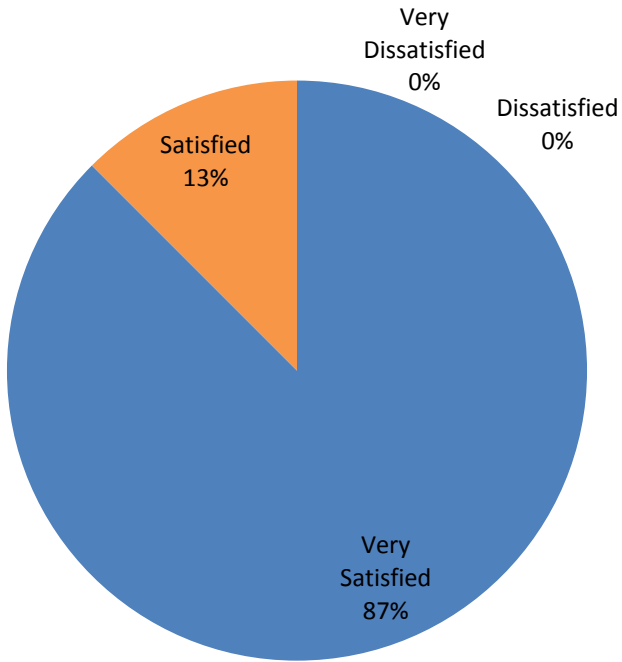
Advise and assist the chief executive when your help is requested



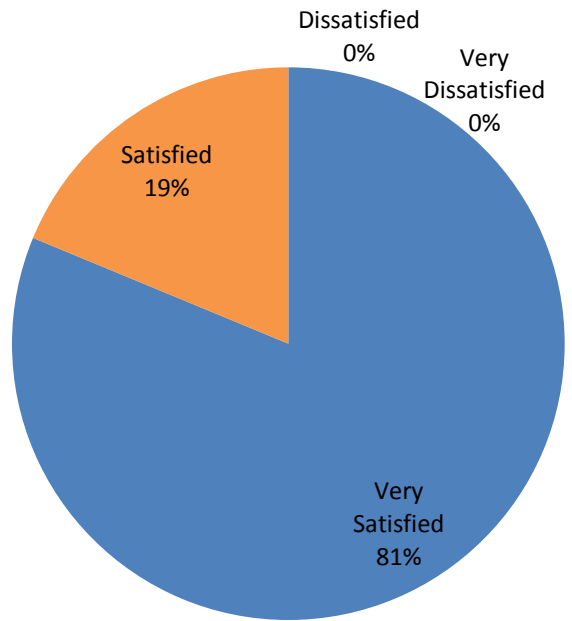
Avoid, in fact and in perception, conflicts of interest related to the board or organization, and disclose to the board in a timely manner any possible conflicts



Are heard and considered when you give your opinions and views



Find serving on the board to be a satisfying and rewarding experience



<p>CareerSource Central Florida Board Strategies</p>	<p>Raise the profile of CareerSource Central Florida by convening business for education and awareness.</p>	<p>Create a business-driven system supported by all providers that is intentional, focused, and coordinated.</p>	<p>Plan for ongoing board-level planning discussion to ensure a balance of board member responsibility to oversight and insight, and define what it will mean for the Board to become an innovative thought leader on workforce development</p>
	<p>Implement an education and outreach plan to increase business' awareness on workforce development issues and talent development opportunities.</p> <p>Engage each Board Member for quality referrals to obtain new business opportunities and raise the profile of CSCF</p> <p>Formalize an ad hoc group to create a process for feedback to the Board on the referral process</p>	<p>Support and champion the need for a comprehensive workforce system in Central Florida.</p> <p>Conduct a regional inventory of workforce programs and services to identify potential partners and areas of duplication.</p> <p>Research and inventory current programs and outcomes tied to high growth industries.</p>	<p>Continue to structure Board agendas and meetings to address oversight and allow time for Board members to gain insight by providing business intelligence on industry needs / trends, economic factors, and talent supply needs.</p>
	<p>Validate assumptions about business needs through formal and informal processes, and analyze results to deliver market-defined services.</p> <p>Convene strategic events for business that provide value to attendees and opportunities for CSCF Business Service staff to make new connections.</p>	<p>Convene a collective group of key regional non-profit organizations' Board Chairs and staff to discuss and create a shared vision and approach to develop the talent supply for business.</p>	<p>Conduct an annual retreat that is sufficient in length to fully engage Board members in discussion on goals, strategies, and organizational performance.</p>
	<p>Continue advocacy for the workforce system as a valuable resource that can support and enhance business growth.</p>	<p>Reshape current career centers to link to high growth industries through targeted strategies that connect business to needed talent.</p>	
		<p>Create youth engagement centers that provide comprehensive services and support youth connection to high growth industries.</p> <p>Engage local youth providers to develop a shared vision and strategy to help young people become more connected to educational opportunities, jobs and careers.</p>	



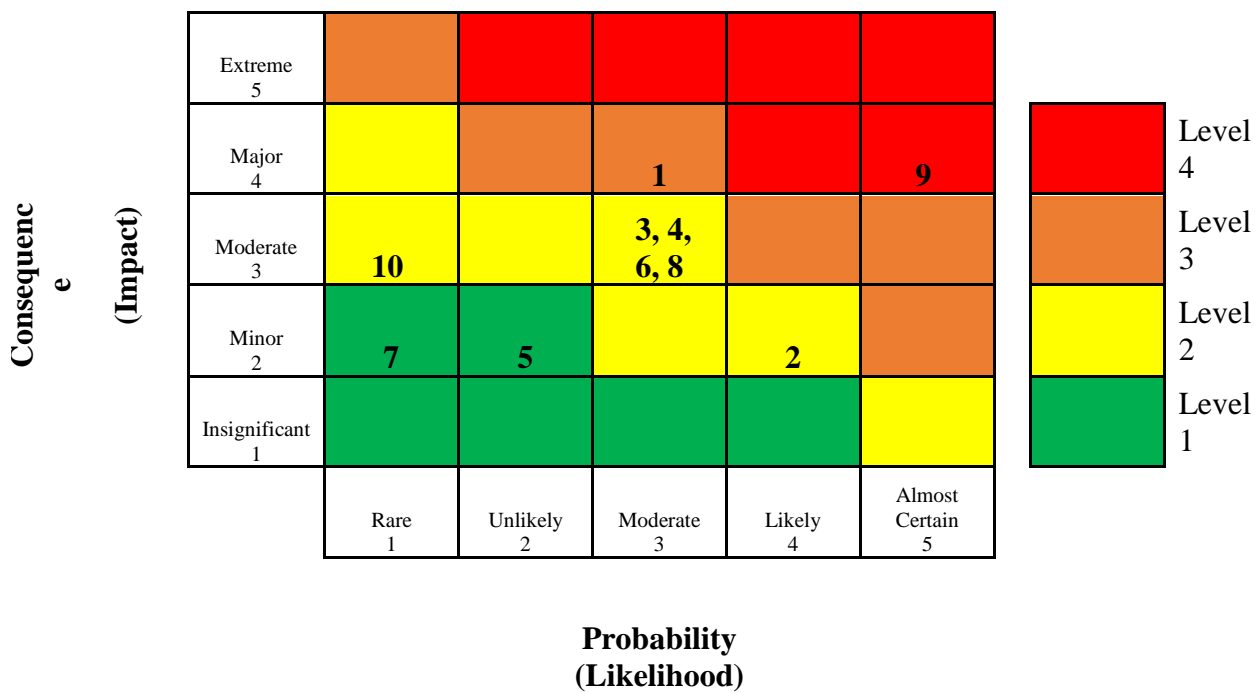
MEMORANDUM

To: Governance Committee
From: Leo Alvarez
Subject: Enterprise Risk Management
Date: August 16, 2017

Purpose/Background:

The purpose of this memo is to provide an update to the Governance Committee on Enterprise Risk Management (ERM). The ERM Policy requires that an evaluation of the top 10 risks facing the organization be reviewed semi-annually, with an update and discussion with Governance Committee. The Enterprise Risk Committee met on August 9th, to review the risks and assess them based on probability and consequence. Below is a listing of the top ten risks and where they fall within the risk matrix.

Risk Matrix:



<u>Top 10 Risks Facing CSCF Today:</u>	
1. A breach of sensitive & confidential data/info	6. Operational system failure
2. Lawsuit/Claims	7. Fiscal mismanagement/audit findings
3. Natural/Environmental disasters	8. Operational compliance
4. Internal/external acts of violence	9. Economic conditions
5. Infrastructure system failure	10. Ethical/reputational issues

Overall Breakdown of Risks:

Based on the discussions had by the Enterprise Risk Committee, the overall risk matrix levels have decreased in comparison to six months ago. Below is a summary breakdown of each risk level in comparison to the previous assessment provided 6 months ago:

1. A breach of sensitive & confidential data/info
 - Stayed the same
2. Lawsuit/Claims
 - Decreased the probability from likely moderate. Consequence remains at moderate. The decrease in probability is based on experience over the last five years.
3. Natural/Environmental disasters
 - Stayed the same
4. Internal/External acts of violence
 - Stayed the same
5. Infrastructure system failure
 - Stayed the same.
6. Operational system failure
 - Decreased the consequence from major to moderate. The likelihood remains at moderate probability. Our operational focus has shifted to be less reliant on our systems and more focused customer relationships. This allows us to operate more effectively when system issues occur. The State has rolled out system updates that have improved overall system functionality.
7. Fiscal mismanagement/audit findings
 - Decreased the probability from moderate to rare. Decrease the consequence from moderate to minor. The decrease is based on zero audit findings in the last 4 years.
8. Operational compliance
 - Decreased the probability from likely to moderate impact. Consequence remains at moderate. This is based on the decrease in findings on the annual state monitoring and the severity of the findings.
9. Economic conditions
 - Increased the probability from likely to almost certain. In the current fiscal year, we experienced a 10% decrease in funding. It is almost certain that we will experience additional reductions in resources in subsequent years unless we can find additional revenue resources. Remains a major impact.
10. Ethical/reputational issues
 - Stayed the same.

Treatment of Risks:

Level 4 (Red): CareerSource Central Florida has created an ad-hoc Committee from the Executive Committee of the Board of Directors to work with staff and develop a model and strategy for revenue diversification. The goal is to begin generating new revenue during this new fiscal year.