

# GOVERNANCE COMMITTE MEETING

CareerSource Central Florida | 8/21/24 CareerSourceCentralFlorida.com



#### 8/21/24 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, August 21, 2024

3:00 p.m. – 4:30 p.m.

Where: CSCF Administration Office

390 N. Orange Ave., Suite 700 (7th Floor)

Orlando, FL 32801

or

Virtual Option via Zoom:

Link: https://careersourcecf.zoom.us/j/88219932229?pwd=28YJhS6ytcTUOyhobpWLEzO0BITgnR.1

Dial In: 1 (929) 205-6099 / Meeting ID: 882 1993 2229 / Passcode: 226467

#### 8/21/24 GOVERNANCE COMMITTEE MEETING DETAILS

Meeting Details	Agenda Item #"	-	Presenter	Action Item
Meeting Details	1.	Welcome	Sheri Olson	
Meeting Agenda	2.	Roll Call / Establishment of Quorum	Kaz Kasal	
Welcome	3.	Public Comment		
Roll Call	4.	Approval of Minutes  A. <u>5/8/24 Governance Committee Meeting</u>	Sheri Olson	X
Public Comment  Approval of Minutes	5.	Information / Discussion / Action Items A. Charter – Annual Review	Committee Review/Discussion	
Information/ Discussion/ Action Items		<ul> <li>B. Board Compliance to CSCF's Bylaws</li> <li>1) <u>Board Demographics</u></li> <li>2) <u>Bylaws – Review</u></li> </ul>		
Other Business		C. Board Member Recruitment, Participation and Development		
Adjournment		<ul><li>1) Board Engagement Results: (7/1/23 thru 6/30/24)</li><li>D. Enterprise Risk Update</li></ul>		
	6.	Other Business		
	7.	Adjournment		



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/

Discussion/

**Action Items** 

**Other Business** 

Adjournment

### WELCOME



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/

Discussion/

**Action Items** 

**Other Business** 

Adjournment

## ROLLCAL



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/

Discussion/

**Action Items** 

**Other Business** 

Adjournment

### PUBLIC COMMENT



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/ Discussion/

**Action Items** 

**Other Business** 

Adjournment

## APPROVAL OF MINUTES



### Draft Governance Committee Meeting Wednesday, May 8, 2024 / 3:00 p.m.

#### MINUTES

MEMBERS PRESENT: Sheri Olson, Dr. Heather Bigard, Keira des Anges, Jeff Hayward and Nicole

Martz

MEMBERS ABSENT: None

Pam Nabors, Tadar Muhammad, Steven Nguyen, Lance Willingham, Marcela DeFaria, Sean Masherella, and Kaz Kasal STAFF PRESENT:

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome	
	Ms. Olson, Committee Chair, called meeting to order at 1:02 p.m.	
2	Roll Call / Establishment of Quorum	
	Ms. Kasal reported a quorum present.	
3	Public Comment	
	None offered.	
4	Approval of Minutes:	Mr. Hayward made a motion to
	Approval of Minutes	approve the minutes from the
	<ul> <li>Reviewed draft minutes from 2/14/24 Governance Committee</li> </ul>	2/14/24 Governance Committee
	meeting (attachment).	Meeting. Ms. Martz seconded;
_		motion passed unanimously.
5	Information / Discussion / Actions Items	
	<ul> <li>Proposed Roster for PY 2024-2025         <ul> <li>Reviewed seat composition and proposed new seats, renewals and replacements for PY 2024-2025 (attachment).</li> <li>Ms. Olson encouraged the Committee to think of ways to welcome and engage the new board members.</li> </ul> </li> <li>Approval of Slate of Officers         <ul> <li>Reviewed proposed slate of officers for FY 2024-2025 (attachment).</li> </ul> </li> <li>Board Engagement (7/1/2023 thru 3/31/24)         <ul> <li>Reviewed metrics on Board Engagement through 3<sup>rd</sup> quarter, 7/1/2023 thru 3/31/2024 (attachment). Exceeded annual goal of 80% in Demonstrate category with 97%, and on track in Participate and Contribute categories.</li> </ul> </li> </ul>	Ms. Martz approved forwarding to <u>Board</u> the proposed slate of officers, as presented. Ms. des Anges seconded; <u>motion</u> passed unanimously.
6	Other Business	
	<ul> <li>At next meeting Committee to review Bylaws and Enterprise Risk Update.</li> </ul>	
7	Adjournment	
	Meeting adjourned at 3:20 p.m.	

Respectfully submitted,

Kaz Kasal Executive Board Coordinator

Meeting Packet Page 8

Agenda Item 4A

**RETURN TO AGENDA** 



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/ Discussion/ **Action Items** 

**Other Business** 

**Adjournment** 

## DISCUSSION ACTION ITEMS

# INFORMATION/



## GOVERNANCE COMMITTEE CHARTER ANNUAL REVIEW



#### Governance Committee Charter

#### Purpose:

The Governance Committee reports to the Board of Directors and is charged with assessing and evaluating:

- Board Compliance to the Organization's By-Laws including ensuring Board representation reflects the demographics, business sectors, and expertise of the Central Florida Region.
- Board Member Recruitment, Participation, Engagement, and Development.
- Assessment of Organizational/Enterprise "Risks".

#### Responsibilities:

- Review By-Laws every other year and recommend modifications and/or changes.
  - Metric Updated By-Laws that are in compliance with federal/state requirements and support Board's strategic goals
- Evaluate Board demographics, geographic representation, businesses sectors, and expertise to ensure diversity and balanced representation of the Central Florida Region.
  - Metric –Evaluate annually to align Board representation to characteristics of region (i.e., demographics, geography, sectors, etc.)
- Recruit potential Board Members for submission to the Local Elected Consortium.
  - Metric Annual Board has all required seats filled in compliance with By-Laws by June of each Program Year.
- Assess Board Member participation and engagement.
  - Metric Goals annually: 70% Board meeting participation rate and 70% overall Board activities.
- Annually Nominate Board members to be Board Officers.
  - Metric present a slate of Officers to the Board in June for election.
- Assess identified Organizational/Enterprise risks biannually.
  - Metric Goal bi-annually: Decreasing the top three risks on Pareto Chart and Risk Priority Numbers year over year.

#### Skills/Expertise:

- · Willingness to participate and engage with the organization.
- Interest in developing board leadership.
- Prior experience as a board member desired.
- Prior experience of Board governance practices desired.



#### Structure:

- Membership of the Committee consists of Board members and community subject matter experts; the Board Chair appoints all committee members
- The Committee Chair is appointed by the Board Chair and is responsible to report on the Committee activities at the full Board meetings.
- The Governance Committee meets, at a minimum, once per quarter or 4 times annually.
- Agenda and minutes are kept and published on the CareerSource Central Florida website and supplied to <u>committee</u> in written form via email one week prior to meetings.

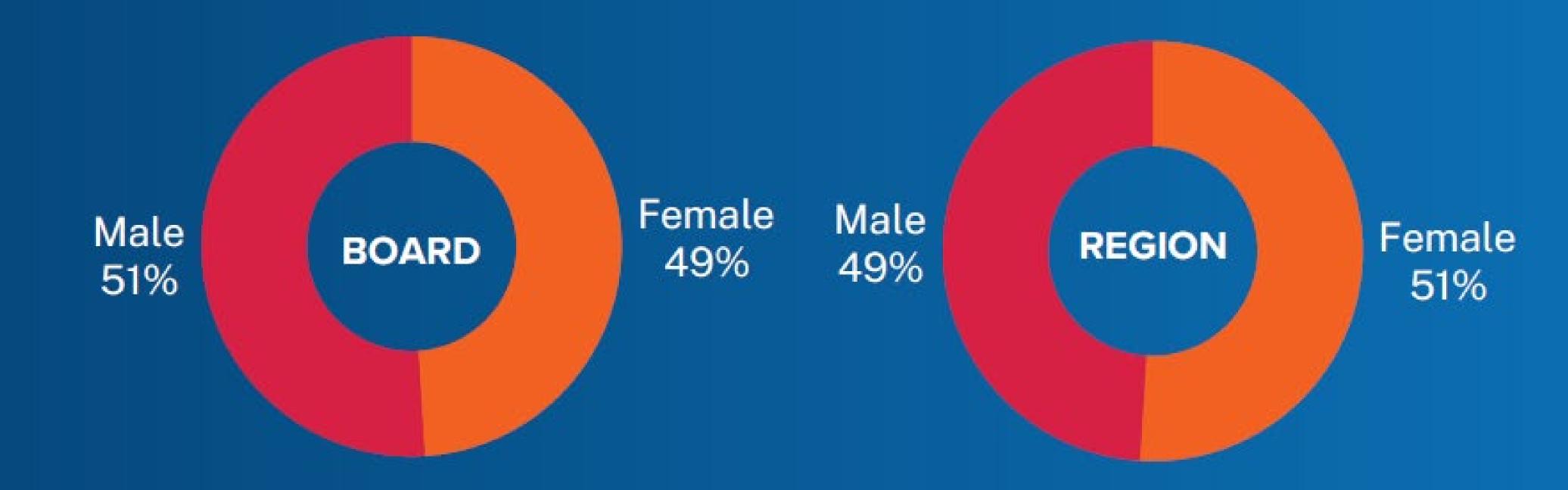


## BOARD VS. REGION DEMOGRAPHICS (CURRENT)

## Gender Comparison

#### 18 OUT OF 37

Board Members are female, resulting in a rearly 50/50 split

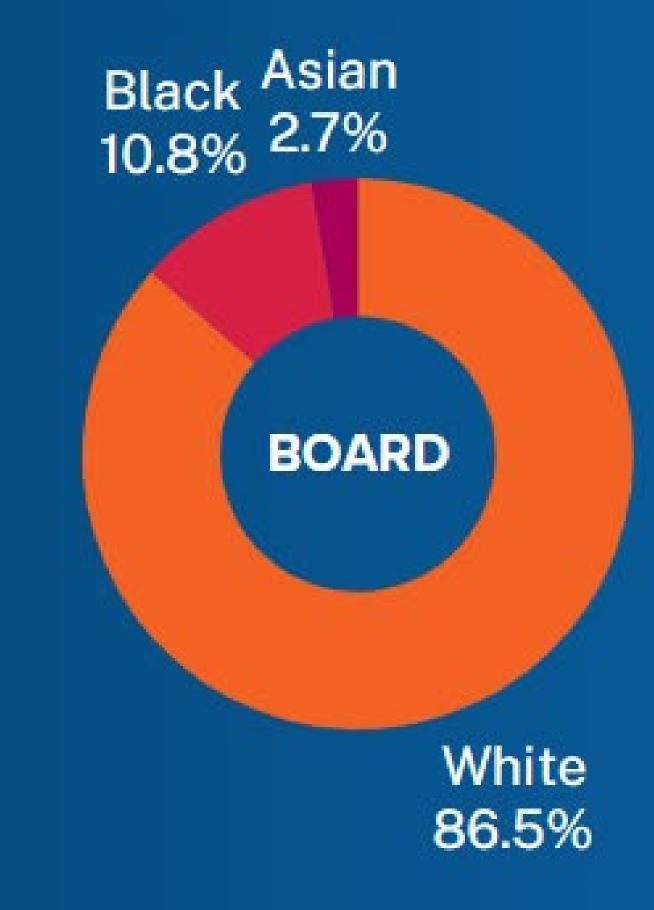


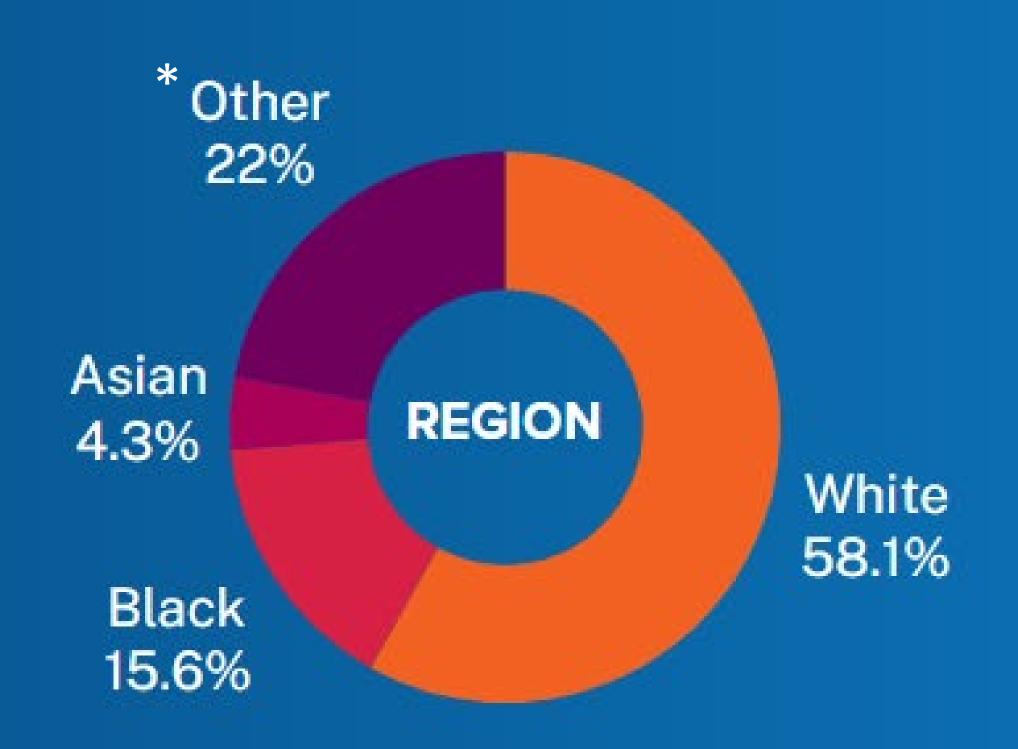


## Race Comparison

#### CONTINUE TO SEEK

diverse candidates when recruiting future board members



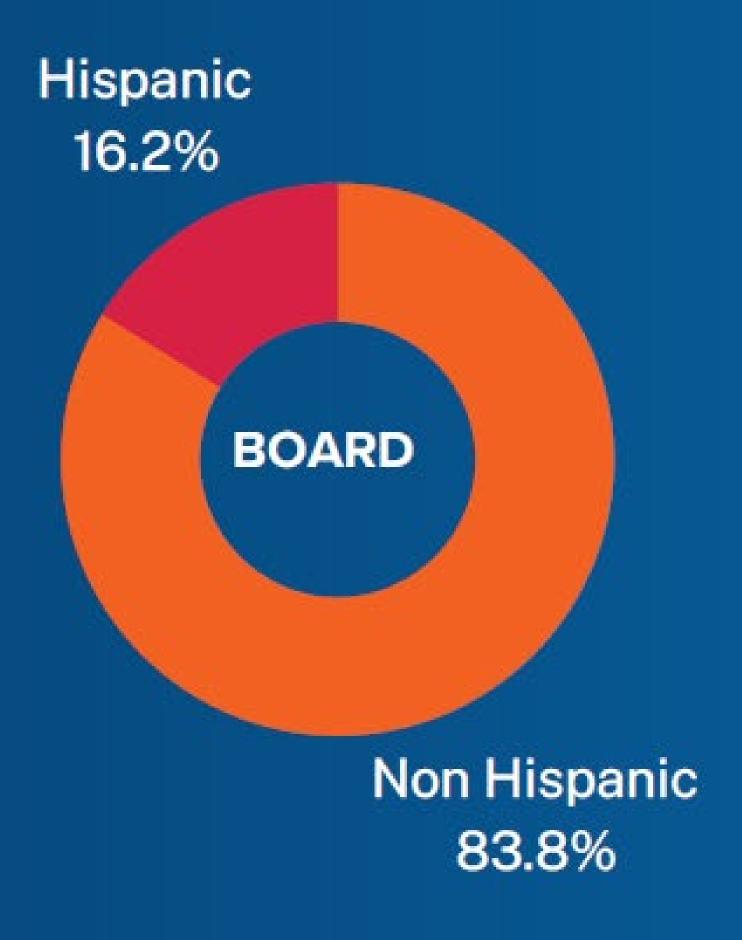


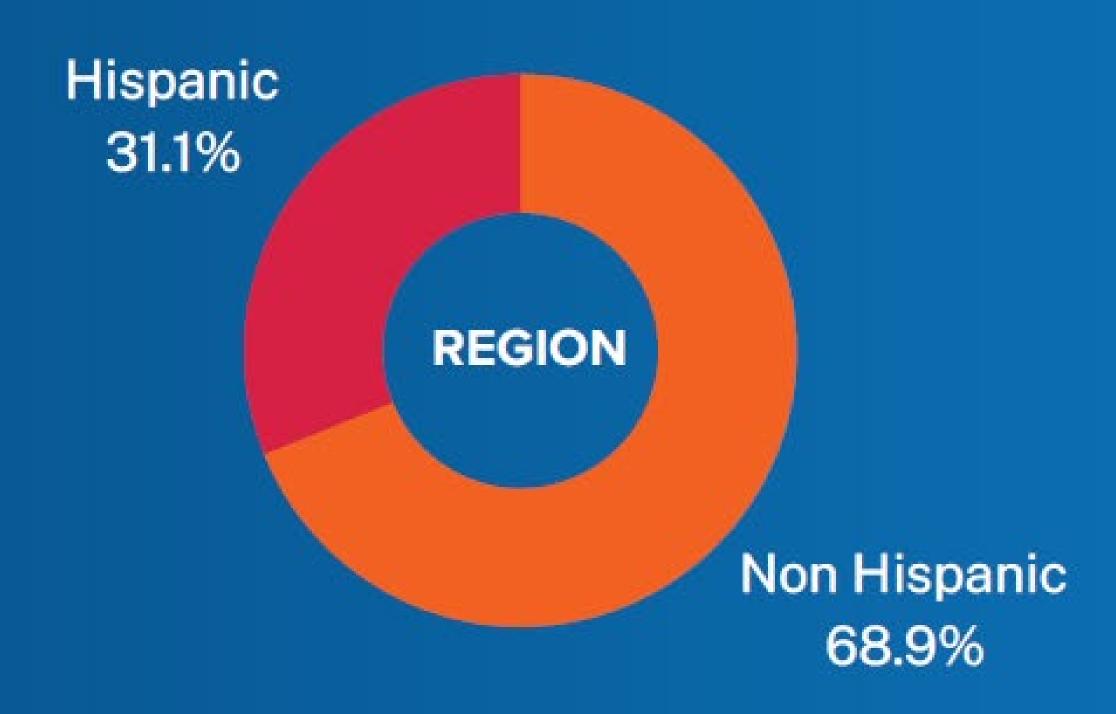


Source: Board Metrics; JobsEQ

\* Other: Biracial, Multiracial, American Indian, Alaska Native, Native Hawaiian, Alaska Native, Pacific Islander and Other

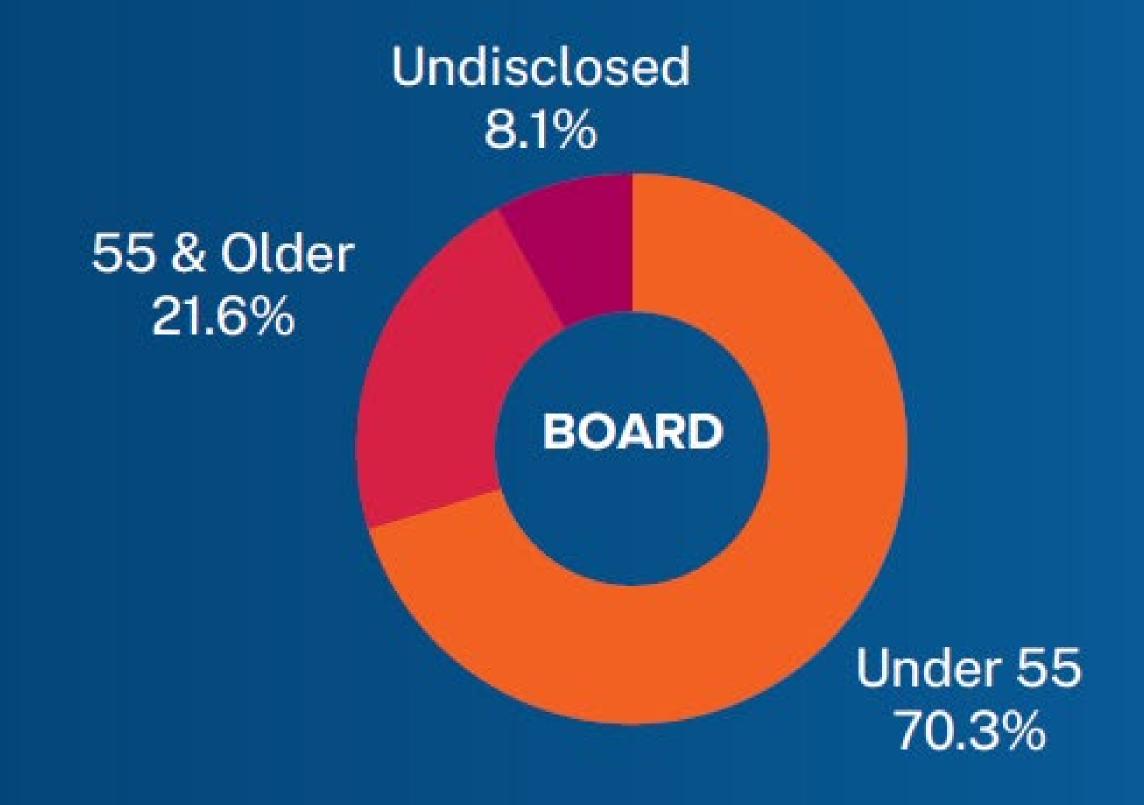
## Ethnicity Comparison

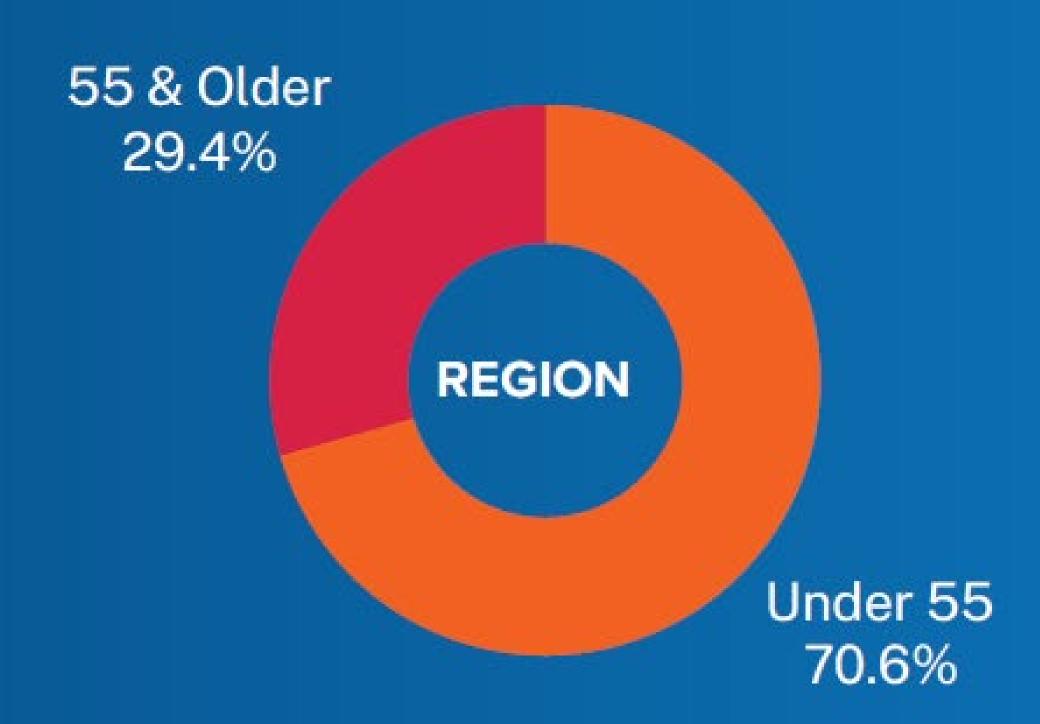






## Age Comparison





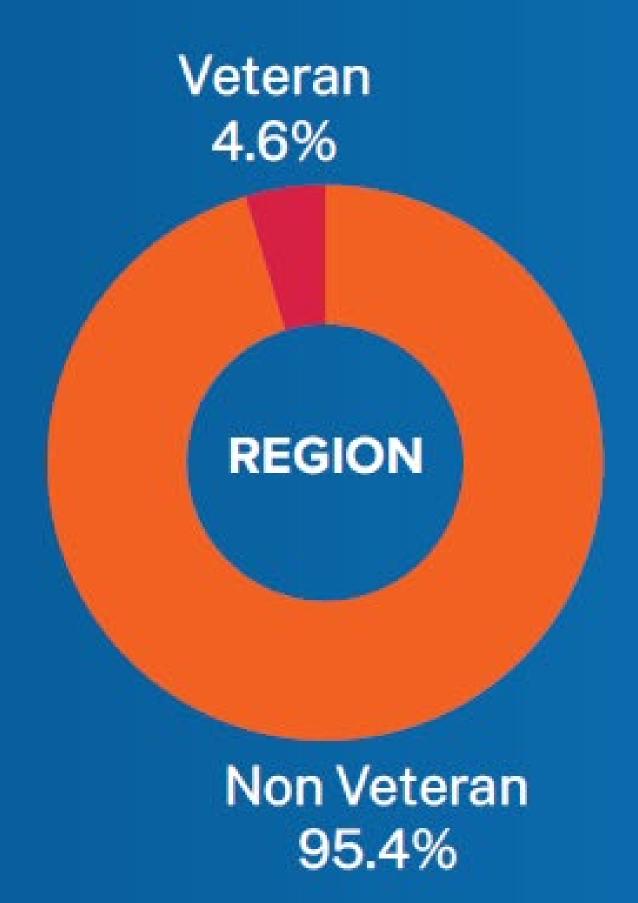


## Veteran Comparison

MORE VETERANS

on our Board than the average for our region









### BYLAWS - REVIEW



#### AMENDED and RESTATED BYLAWS

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## 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 Elected Official: 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.
- Region: means the five Florida counties served by CSCF: Lake, Orange, Osceola, Seminole and Sumter.

#### 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

- 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

- 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. <u>Functions</u>. The Directors' general functions will be to:
    - a. establish policies and guidelines for the operation of CSCF;
    - 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
    - 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;
  - 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;
- approve general rules and regulations for the administration of CSCF and its personnel, and approve any substantial change in employee benefits of CSCF;
- 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;
- approve any affiliation by CSCF with one or more entities in any partnership, joint venture or joint enterprise;
- 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 VI

#### MEMBERSHIP OF THE BOARD OF DIRECTORS

- Appointment. Members of the Board of Directors will be appointed by the 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 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
  - such other representatives as may be required or permitted by applicable federal or state law, regulations or directives.
- Term. 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.

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- 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. <u>Vacancies</u>. 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 <u>in</u> an appropriate timeframe upon receipt of sufficient nominations for the vacancy. The person appointed to fill the vacancy <u>are</u> 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. <u>Election of Officers</u>. 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;
  - 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 CSCF.

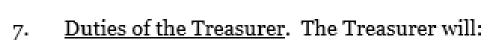
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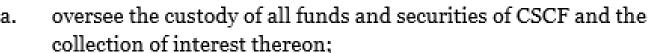




- 2. <u>Removal of Directors</u>. Any Director may be removed at any time, with or without cause, by a majority vote of the Consortium. Except however, any Director who is a representative of the private sector may be removed only by the Consortium member of his or her respective county. Additionally, the Governor or the Chief Elected Official may remove a Director for cause. The Board may recommend to the 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.
- 3. <u>Delegation</u>. 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. <u>Compensation</u>. 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. <u>Duties of the Chairperson</u>. 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;
  - 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. <u>Duties of the Vice Chairperson</u>. The Vice Chairperson must be a business representative and shall:
  - a. preside at all meetings of the Board in the absence of the Chairperson;
  - be a member of the Executive Committee;
  - assist the Chairperson, when requested, in the performance of the Chairperson's duties; and
  - d. <u>perform</u> 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.

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- oversee the accounts of CSCF and report thereon at each regular meeting of the Board of Directors;
- make a report at each meeting of the Board of Directors and special reports when requested;
- oversee the preparation and filing of reports and returns required by all governmental agencies; and
- e. <u>serve</u> as Chairperson of the Finance Committee.

#### 8. <u>Duties of the Secretary</u>. The Secretary will:

- a. ensure that minutes of each meeting are recorded;
- be responsible for advising the Board of Directors of omissions and corrections to the minutes;
- ensure that copies of the minutes are timely transmitted to all members of the Board of Directors;
- ensure that all meetings are noticed as required by statute, these Bylaws or regulations;
- 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
- 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 2/3 vote of the entire Board of Directors, (ii) by the Governor for cause, or (iii) by the 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.
- 10. <u>Chief Operating Officer</u>. 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

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established by the President and the Board of Directors and as set forth in the job description for this position.

11. <u>Chief Financial Officer</u>. 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 VIII

#### BOARD COMMITTEES

- 1. <u>Committees.</u> The Board of Directors will create standing committees as follows: Executive, Finance, Audit, Career Services, Governance, 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 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 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 Committee, he or she will serve as a voting member of the Executive Committee. After completion of the Chairperson's term, he or she may serve on Executive Committee as Immediate Past Chair. Except as otherwise set forth in these Bylaws, the Executive

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Committee will serve as the human resources committee with the delegated authority to take final action on all appropriate executive personnel matters.

- 3. <u>Finance Committee</u>. 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. <u>Audit Committee</u>. 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:
  - 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;
  - providing oversight of CSCF through review of monitoring reports and audits of CSCF;
  - making recommendations to the Board of Directors on the selection of an independent auditor and regarding such auditor's compensation and terms of engagement;
  - receiving and reviewing the annual audit reports from the independent auditor:
  - 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 committee deems appropriate, investigating any alleged violations of such policies and procedures.

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- 5. <u>Career Services Committee</u>. The Career Services Committee will be chaired by a <u>Director</u> 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. <u>Community Engagement Committee</u>. 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

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

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- Special Meetings. Special meetings of the Board of Directors may be held at the call of the Chairperson or by written request of 10 or more members of the Board of Directors.
- 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.
- 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 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 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 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. <u>Majority Rule</u>. All matters before the Board will be determined by a majority vote of Directors present, a quorum having been established.
- Supermajority Rule. The following must be approved by a vote of 2/3 of the Board, a quorum having been established:
  - amendments to these Bylaws (as provided under Article X below); and
  - 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 as permitted by Sec. 445.007 of the Florida Statutes.
- 10. Use of Technology for <u>Meetings</u>. 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. Any such participation by use of technology will constitute presence in person at the meeting.

CAREERSOURCE CENTRAL		10 of 12		Adopted February 23, 2023
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- 11. <u>Business Affairs; External Audit</u>. 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. <u>Investments</u>. Any investments of funds of CSCF must first be approved by the Finance Committee and recommended to the Board of Directors for its approval.
  - Fiscal Year. The fiscal year of CSCF will be July 1 to June 30.
- 14. <u>Conflicts with Laws</u>. 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. <u>Books and Records</u>. 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 be available to all Directors on request and to members of the general public in accordance with applicable law.
- 16. <u>Indemnity</u>. 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.

CAREERSOURCE CENTRAL	11 of 12	Adopted February 23, 2023
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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.

#### 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 ENGAGEMENT** (7/1/23 – 6/30/24)

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DADTICIDATE	DEMONSTRATE	CONTRIBUTE
		Meeting Facket Page 33

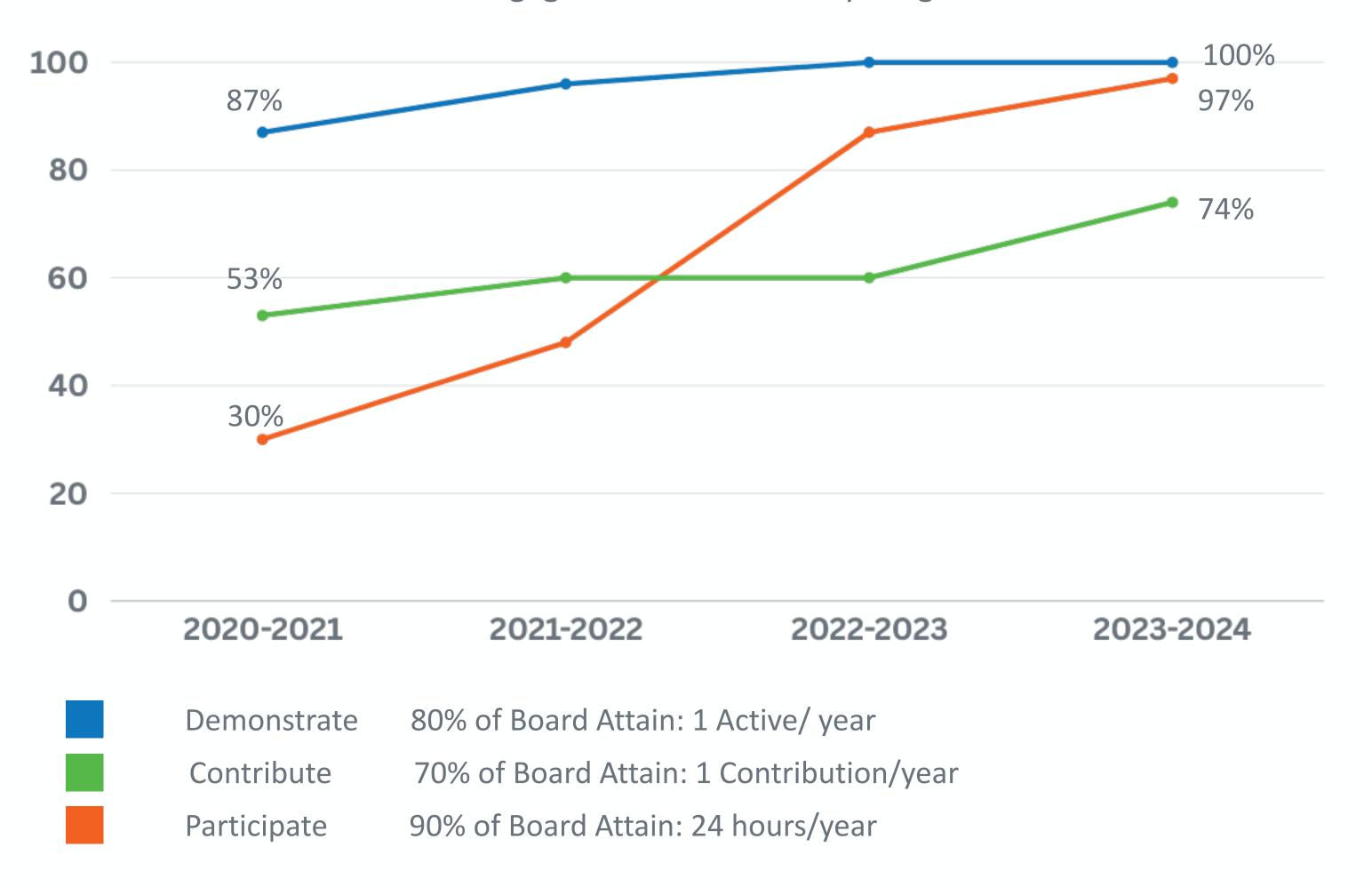
	PARTICIPATE	DEMONSTRATE	CONTRIBUTE
GOAL	90% of Board Membership	80% of Board Membership	70% of Board Membership
DESCRIPTION	<ul> <li>Board Meetings</li> <li>Committee Meetings</li> <li>Board Orientation</li> <li>Board Conference Travel (NAWB, State Board Meetings)</li> <li>Individual Meetings with CSCF Staff</li> <li>Workforce Development-Related Meetings and Events</li> </ul>	<ul> <li>Attending Company Sponsored / Industry Events</li> <li>Participate in Media Interviews</li> <li>Speaking Engagements (internal or external)</li> <li>Sharing the CSCF Story: Inclusion of News/Information in Company's Communications Channels (internal or external)</li> <li>CSCF Miscellaneous Business Activities</li> <li>Job Shadowing</li> <li>Center Visits</li> <li>The Board Source Quarterly Newsletter</li> </ul>	<ul> <li>Annual Contribution (Suggested \$500)</li> <li>Participation in Fundraising Activities</li> <li>Contribution of In-Kind Donations</li> <li>Sponsor Summer Youth Program</li> </ul>
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: PY 2023-2024 (7/1/23 Thru 6/30/24)

	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
FY 2023-2024	97% (33 out of 34) Participated	100% (34 out of 34)  Demonstrated	74% (25 out of 34) Contributed

#### CSCF Board Engagement Activities - by Program Year





## ENTERPRISE RISK UPDATE

## ENTERPRISE RISK MANAGEMENT JANUARY 2024 - JUNE 2024



### Methodology

Baseline Data > Six Sigma FMEA Tool > Pareto "Top Risks" Chart









#### ENTERPRISE RISK COMMITTEE RESPONSIBILITIES



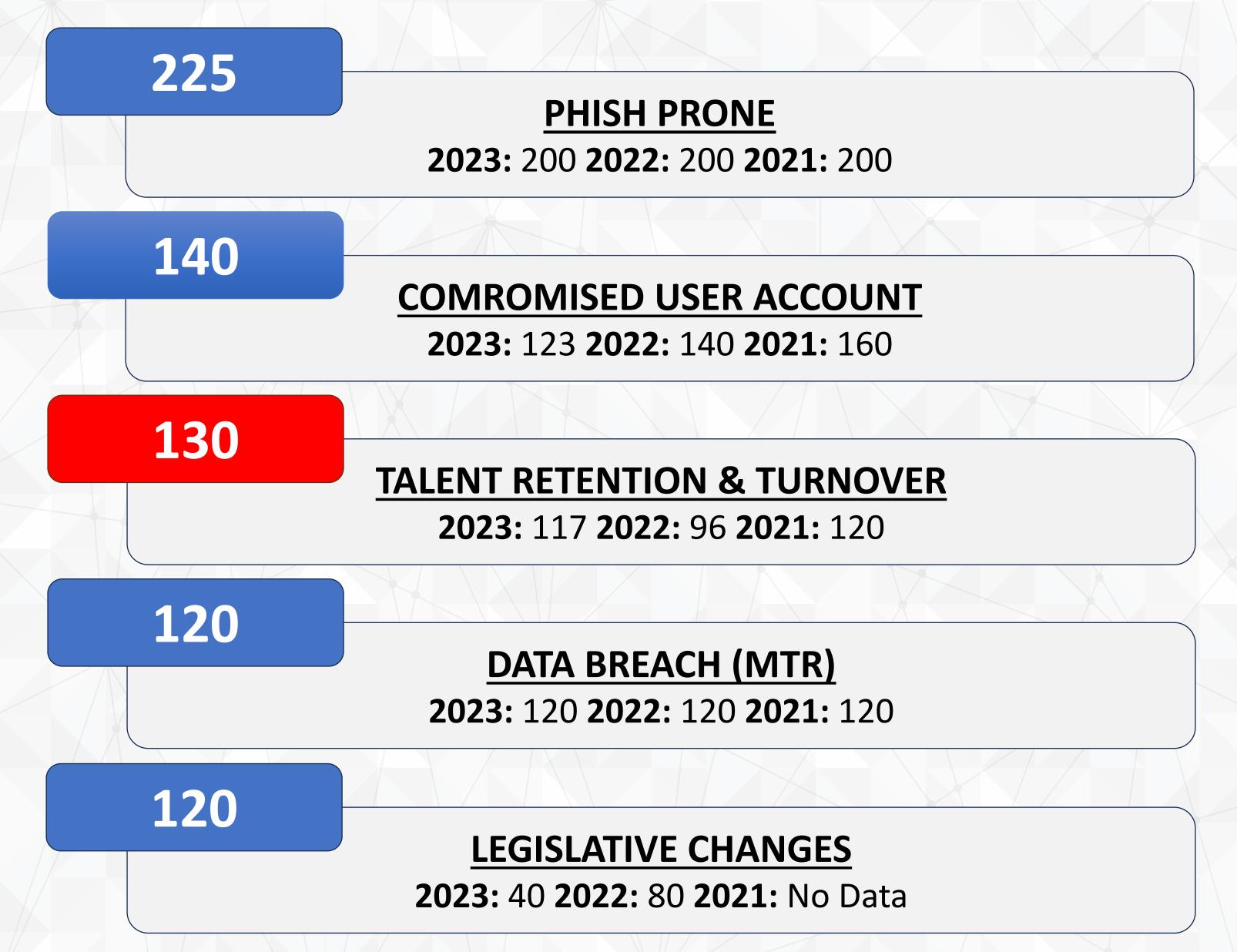


- Define CSCF risk measures, scales, and scores
- Develop baseline of overall risk occurrences
- Translate baseline data in FMEA tool and calculate Risk Priority Numbers
- Visualize the top 5 CSCF risks in a Pareto chart for Governance Committee review



### TOP 5 RISKS

January 2024 - July 2024





TECHNOLOGY attributes to almost 44% of all CSCF of Risk.

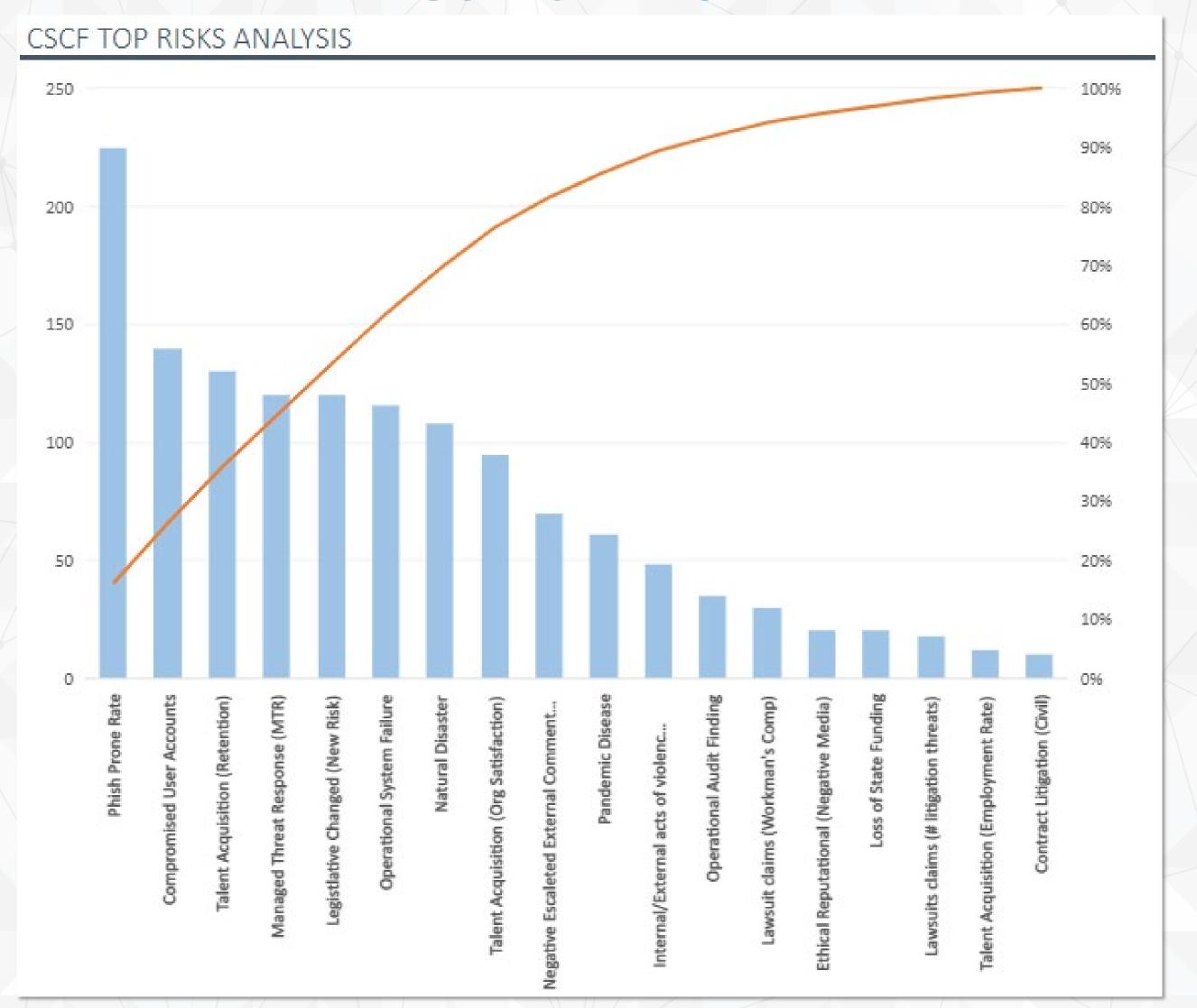
PHISHING remains the highest risk to the CSCF organization by RPN.

91% of cybersecurity attacks start with a malicious email, clicking a link, or entering your info into websites.

#### ENTERPRISE RISK MANAGEMENT

1st Half 2024

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# ENTERPRISE RISK MANAGEMENT 1st Half 2024

Talent Retention increased due to tightened budgets causing staff reductions.

Operational System Failure increased due to the State's database down for a prolonged period.

Majority static with very similar occurrence numbers

Pandemic Disease moves down the list from 6 to 10



### MANAGING CYBERSECURITY RISKS

### **Proactive action**

Upgraded cyber security vendor monitoring access

Next gen firewalls and endpoint protection logging all traffic

Customized network access to resources based on user needs

### Next Steps

Al log additional environment monitoring and analyzing trends

Increased cybersecurity training for staff

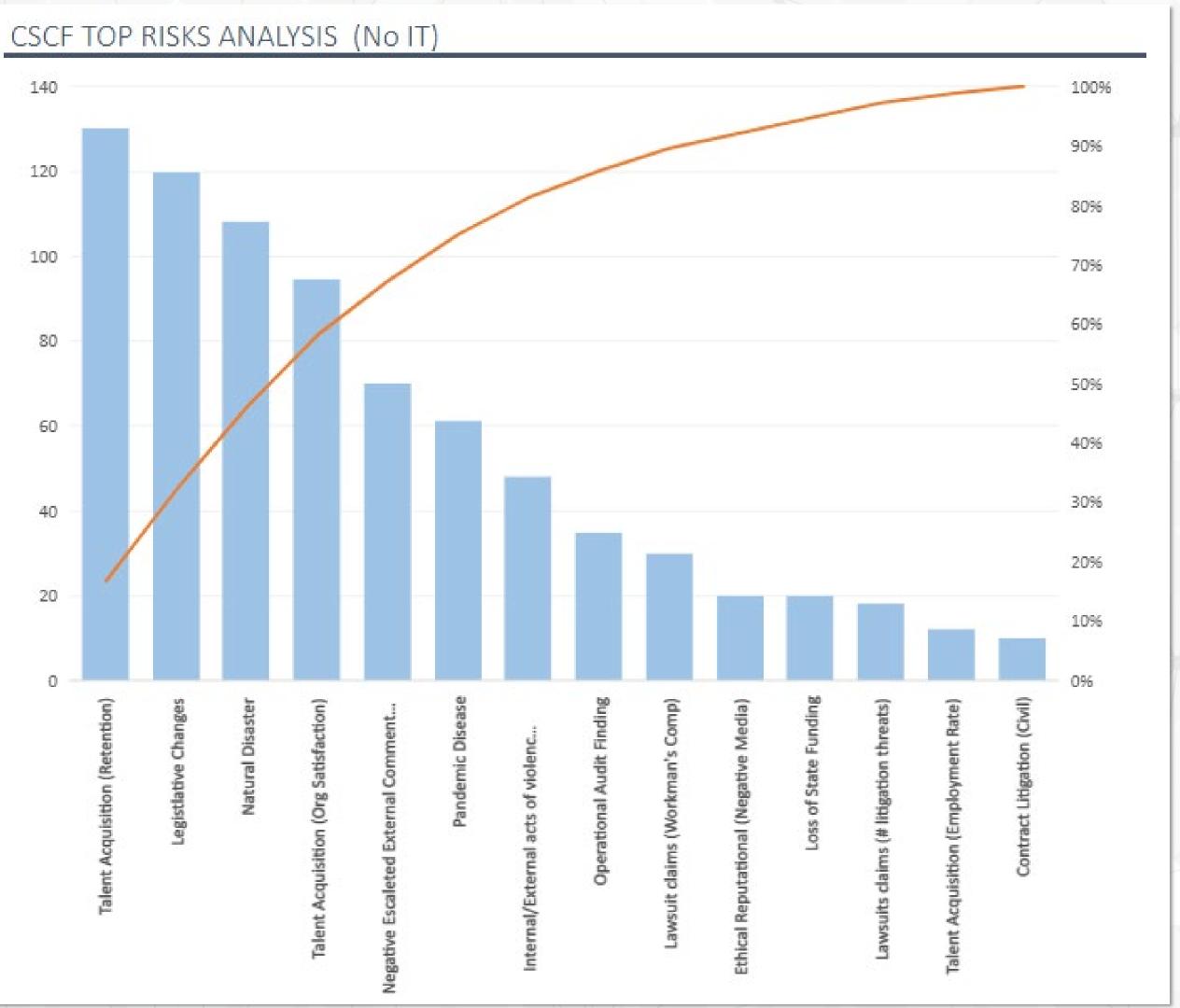
Realign Cybersecurity policy to incentivize skill attainment using gamification and rewards



### CSCF TOP RISKS ANALYSIS (No IT)

Removing IT, "TALENT RETENTION" is the highest risk.

"TALENT" related risks attribute to almost 30% of overall CSCF risk (excluding IT risks)



ENTERPRISE RISK MANAGEMENT

(No IT)



## TOP 5 RISKS (No IT)

January 2024 - July 2024





### Risk Management Drives Action

#### **Talent Retention**

 During 4Q PY23-24 CSCF analyzed our staffing plan in relation to decreased budget for next program year. In turn, we reduced headcount through addressing performance resulting in several terminations, as well as 7 additional position eliminations. We have held most open positions vacant to date as an additional way to bring headcount down through attrition.

#### Organizational Satisfaction

 Overall employee satisfaction is slightly down based on 2023 employee survey. Results are currently being analyzed to create an employee engagement strategy to address key areas in PY24-25.



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/

Discussion/

**Action Items** 

**Other Business** 

Adjournment



### OTHER BUSINESS



# REMINDER: NEXT GOVERNANCE MEETING NOVEMBER 6, 2024



**Meeting Agenda** 

Welcome

Roll Call

**Public Comment** 

**Approval of Minutes** 

Information/

Discussion/

**Action Items** 

**Other Business** 

**Adjournment** 



### ADJOURNMENT





or in person by appointment, in your place of business or at one of our Career Centers.







### THANKYOU

www.CareerSourceCentralFlorida.com 800.757.4598