

**Draft
Governance Committee Meeting
Wednesday, August 21, 2024 / 3:00 p.m.
MINUTES**

MEMBERS PRESENT: Jeff Hayward, Nicole Martz and Catherine McManus

MEMBERS ABSENT: Heather Bigard and Sheri Olson

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

GUEST PRESENT: Heather Ramos / GrayRobinson

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome Mr. Hayward, Vice Chair, called meeting to order at 3:01 p.m.	
2	Roll Call / Establishment of Quorum Ms. Kasal reported a quorum present.	
3	Public Comment None offered.	
4	Approval of Minutes: <u>Approval of Minutes</u> <ul style="list-style-type: none"> Reviewed draft minutes from 5/8/24. 	Ms. Martz made a motion to approve the minutes from the 5/8/24 Governance Committee Meeting. Ms. McManus seconded; motion passed unanimously.
5	Information / Discussion / Actions Items	
	<p><u>Charter - Annual Review</u></p> <ul style="list-style-type: none"> Reviewed Charter (attachment) and concurred no changes needed at this time. <p><u>Board Compliance to CSCF's Bylaws</u></p> <ul style="list-style-type: none"> <u>Board Demographics</u> Reviewed demographics of CSCF Board vs. regional comparison by gender, ethnicity, race, age, and veteran, and how each category trended from PY 2016-2017 to present (attachment). <u>Bylaws – Review</u> In readiness for review at 11/6/24 Governance Committee meeting, Mr. Hayward and Ms. McManus offered to review Bylaws for any edits. Ms. Ramos will also review the Bylaws. <p>Florida Commerce needs to send subgrantee agreement, which may involve additional edits.</p> <p><u>Board Member Recruitment, Participation, Engagement and Development</u></p> <p><u>Board Engagement Results (7/1/2023 thru 6/30/2024)</u></p> <ul style="list-style-type: none"> Reviewed PY 23-24 metrics on Board Engagement. Also, 	<p><i>Staff to provide trends on Board Composition over the last 4 years, to see if improved.</i></p> <p><i>Staff also to provide demographics by percentage on the region</i></p>

	<p>reviewed comparison historically, year-by-year, which showed a progressive increased with engagement over last 4 years. Exceeded goal in the Contribution category for the first time with 74% (goal 70%) (attachment).</p> <p><u>Enterprise Risk Update</u></p> <ul style="list-style-type: none"> • For period January 2024 through June 2024, reviewed methodology, pareto chart and updates on CSCF’s current top five risks. Also reviewed actions staff have taken (attachment): <ul style="list-style-type: none"> – Reviewed the proactive measures and next steps to address and mitigate cybersecurity risks – Reviewed proactive actions taken regarding Talent Retention/Turnover risk – Legislative Change/Risk #4: “A Stronger Workforce for America Act” bill introduction – executive staff are proactively discussing any upcoming changes in preparation to stay compliant and serve the community • Executive staff also working to create an employee engagement strategy to address key areas for improvement as addressed in a recent Employee Satisfaction survey. 	
6	<p>Other Business</p> <ul style="list-style-type: none"> • Mr. Nguyen will present a high-level overview of Enterprise Risk Management at the 9/28/23 Board Meeting. 	
7	<p>Adjournment Meeting adjourned at 3:49 p.m.</p>	

Respectfully submitted,

Kaz Kasal
Executive Coordinator