



## Governance Committee Meeting

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

Wednesday, March 7, 2018  
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. 1/9/18 Governance Committee Meeting	X		Mark Wylie
5	<b>Information/Discussion/Action Items</b>			
	A. Bylaws Review - Redlined	X		Steve Ball
	B. Board Engagement Updates		X	
	C. Board Member Review		X	
	D. Enterprise Risk Update		X	Leo Alvarez
6	Other Business			
7	Adjournment			

Upcoming Meetings:

- Board Meeting and Board Retreat : 9:00 am to 2:00 pm, Thursday, 4/12/18 - Location: TBD
- Governance Committee Meeting: 2:00 pm to 3:30 pm, Wednesday, 5/2/18, 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**

**Tuesday, January 9, 2018**  
**9:04 a.m.**

**MINUTES**

**MEMBERS PRESENT:** Steve Ball, Greg Beliveau, Debbie Clements, Jeff Hayward, John Gill, Eric Jackson and Rick Walsh

**MEMBERS ABSENT:** Mark Wylie

**STAFF PRESENT:** Pam Nabors, Leo Alvarez, Ann Beecham and Kaz Kasal

**GUESTS PRESENT:** Tom Wilkes / GrayRobinson

Agenda Item	Topic	Action Item / Follow Up Item
1	<b>Welcome</b> Mr. Jackson, acting on behalf of the Committee Chair, Mr. Wiley, called the meeting to order at 9:04 am and welcomed those in attendance.	
2	<b>Roll Call / Establishment of Quorum</b> Ms. Kasal reported that there was a quorum present.	
3	<b>Public Comment</b> None Offered.	
4	<b>Approval of Minutes</b> A. 8/16/17 Governance Committee Meeting.	<b>Ms. Clements approved the minutes from the 8/16/17 Governance Committee Meeting. Mr. Walsh seconded; motion passed unanimously.</b>
5	<b>Information/Discussion/Action Items</b>	
	<p><u>CSCF Board Self-Evaluation Survey - Results</u> Ms. Nabors referred to the "Board Survey Results" (attachment) and stated 24 of 29 of the Board responded to the survey, which equates to an 83% response rate. Ms. Nabors stated that overall the majority of ratings were "satisfactory" or "very satisfactory." There were a few below satisfactory or "not sure" ratings and comments, which the Committee discussed and provided the following feedback:</p> <ul style="list-style-type: none"> <li>• On an annual basis, provide a brief history of how CSCF has evolved since the new board was installed in 2011 – this would be especially helpful to more recent board members.</li> </ul>	

	<ul style="list-style-type: none"> <li>• Include a “Board Information Session” component into the Board meetings instead of just having this session on an annual basis.</li> <li>• Avoid using acronyms</li> <li>• Continue to encourage the Board to participate in CSCF activities to increase their understanding:                         <ul style="list-style-type: none"> <li>– Host “Lunch &amp; Learns” at the various CSCF centers – so Board can better engage with staff and learn, on site, about CSCF service delivery.</li> <li>– Continue the Board engagement experience where a Board member job shadows a business representative and/or visits one of the Career Centers.</li> <li>– Invite some of the Board members to attend the National Association of Workforce Boards (NAWB) Convention, to show them the “big picture”</li> </ul> </li> </ul> <p>The Committee concurred to provide the Board with the previous survey to compare with the current survey.</p> <p><u>Board Engagement</u></p> <p>Ms. Nabors stated that there has been a struggle to attain a quorum at some of the committee and Board meetings. Referring to Article VII, Section 2 of the Bylaws: “failure to attend 75% of the regularly scheduled Board or committee meetings...may result in removal of the Board member.” The Committee discussed this matter in depth and concurred that a Board member should provide prior notification of his or her absence to the President in advance of the Board or committee meeting. Mr. Ball stated he will include wording to reflect this in the draft Bylaws. Ms. Nabors will put a procedural mechanism in place with the Board Chair.</p> <p><u>Board Member / Officer Changes</u></p> <p>Ms. Nabors stated that Seminole County received the following nomination letters to the CSCF Board: from Seminole State College nominating Dr. John Gyllin (replacing Dr. Joseph Sarnovsky), and from the Seminole County Regional Chamber of Commerce nominating Mr. David Sprinkle (replacing Ms. Melanie Cornell, who is resigning on 1/31/18). The Consortium will reaffirm these candidates at their Consortium meeting on 2/22/18.</p> <p>Ms. Nabors stated, as Dr. Sarnovsky no longer is serving</p>	<p><i>Staff to rollout a couple of these initiatives over the next 6 months and see how engaged the Board gets.</i></p> <p><i>Staff to provide the Board with current and previous survey.</i></p>
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	<p>on the Board, the Board Treasurer position is vacant. Ms. Nabors stated she asked Mr. Ushkowitz if he would be willing to serve as Treasurer, of which one of the Treasurer's duties is to serve as Chair of the Finance Committee. Mr. Ushkowitz expressed his willingness to serve as Treasurer.</p> <p><b><u>Bylaws Review – Status</u></b></p> <p>Mr. Ball stated he reviewed the Bylaws, made some stylistic changes and reviewed his suggested revisions to the Bylaws (in addition to the Bylaws revision discussed under “Board Engagement”), of which the Committee discussed, provided input and concurred as follows:</p> <ul style="list-style-type: none"> <li>• Article VII, Section 2: revising first sentence to read: “Any Director or officer may be removed by a two thirds (2/3) vote of a quorum of the Board at a properly noticed meeting...” (instead of “...by a vote of two thirds (2/3) of the Board...”)</li> <li>• Article VII, Section 9: adding the word “performance” to the third sentence to read: “The President’s performance will be reviewed annually by the Executive Committee....”</li> <li>• Article IX, Section 8 “Majority Rule”: for exceptions to majority rule, should add 8c “removal of the President (as provided in Article VII, Section 9 above)” – this should be included as part of the exceptions to the majority rule.</li> <li>• Article IX, Section 17: D&amp;O Insurance: adding the word “liability” in the 1<sup>st</sup> sentence to read....”directors and officers liability insurance....” and adding sentence: “In such case, the Directors shall immediately be notified by the Executive Committee that such directors and officers liability insurance no longer exists.”</li> </ul>	<p><b>Ms. Clements made a motion to forward recommendation for the Board’s approval to nominate Mr. Ushkowitz as Board Treasurer. Mr. Jackson seconded; motion passed unanimously.</b></p> <p><i>Mr. Ball will forward the draft Bylaws to Governance Committee to include revisions as discussed and concurred at this 1/9/18 meeting. The Governance Committee will re-review the draft “redlined” Bylaws at the 3/7/18 Governance Committee meeting, and then publically notice and provide the draft Bylaws at the 4/12/18 Board meeting for Board vote at the 6/21/18 Board meeting, which will require two-thirds of Board to be present in order to vote.</i></p>
6	<p><b>Other Business</b></p> <p>Mr. Wilkes, CSCF’s corporate attorney, provided an update on the Mendham lease settlement process approved by the board of directors at the 12/14/2017 board meeting.</p>	
7	<p><b>Adjournment</b></p> <p>There being no other business, the meeting was adjourned at 10:17 a.m.</p>	

Respectfully submitted,  
 Kaz Kasal

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

ARTICLE I

NAME

The corporation shall be known as the Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida (hereinafter the "Corporation"). .

ARTICLE II

DEFINITIONS

- A. **Articles:** means the Articles of Incorporation of the Corporation including any amendments or restatements.
- B. **Board of Directors** or **Board:** means the Board of Directors of the Corporation.
- C. **Region:** means the five Florida counties served by the Corporation: Lake, Orange, Osceola, Seminole and Sumter.
- D. **Director:** means an individual member of the Board of Directors.

ARTICLE III

PURPOSE

The Corporation 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 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 year three (3) hence, except that a Director may serve until December of the last year of the term, or until action regarding that Director's seat is taken, whichever occurs first. Subject to applicable law, one third (1/3) of all terms will expire annually. Directors will be eligible for re-appointment without re-nomination for an additional term having a maximum of three (3) years [by the Consortium of Elected Officials](#).

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

- a. appoint such other officers it deems necessary or appropriate;
- b. fill any vacancy in any office occurring for any reason whatsoever, by election, by majority vote of a quorum; and
- 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 two thirds (2/3) vote of a quorum 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 Chairperson of the Board, prior notification to the President~~ may result in the ~~immediate~~ removal of a Director or officer by a two thirds (2/3) vote of a quorum of the Board at a properly noticed meeting. Prior notification may be accomplished by either emailing or calling the President in advance of the Board meeting or committee meeting.

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

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

5. Duties of the Chairperson. The Chairperson shall:

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

6. Duties of the Vice Chairperson: The Vice Chairperson shall:

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

7. Duties of the Treasurer. The Treasurer will:
- a. oversee the custody of all funds and securities of 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 Chairperson of the Finance Committee.
8. Duties of the Secretary. The Secretary will:
- a. ensure that minutes of each meeting are recorded;
  - b. be responsible for advising the Board of Directors of omissions and corrections to the minutes;
  - c. ensure that copies of the minutes are timely transmitted to all members of the Board of Directors;
  - d. ensure that all meetings are noticed as required by statute, these Bylaws or regulations;
  - e. ensure that attendance is recorded at meetings;
  - f. ensure that committee reports are maintained;
  - g. ensure that the record books of the Corporation are properly maintained; and
  - h. perform such other duties as may be delegated by the Board of Directors.
9. President and Chief Executive Officer. The President and Chief Executive Officer (“**President**”) will be nominated by the Executive Committee and confirmed by the Board of Directors. The President will be a full-time employee of the Corporation 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 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 two thirds (2/3) vote of the entire Board of Directors ~~constituting a quorum~~. 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 ~~and consent~~ of the 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 ~~and consent~~ of the Chairperson. 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 of Directors will create standing committees as follows: Executive, Finance, Audit, Career Services , Governance, ~~;~~ and Community Engagement. 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 the Corporation’s business. The Chairperson of the Board will make appointments to all committees and will appoint the chairperson of each committee. 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. Any item voted on by a committee (other than approval of meeting minutes and meeting adjournments) will be reported to the Executive Committee at its next meeting.

2. Executive Committee. The Executive Committee will have a minimum of five (5) members, consisting of the officers elected under Article VII, Section 1, and the chairs of the standing committees. The Chairperson will endeavor to ensure that each of the five (5) counties in the Region is represented on the Executive Committee. The Executive Committee will have and exercise the full authority of the Board of Directors in the management of the Corporation’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 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 will serve on Executive Committee for 1 year as Immediate Past Chair. Except as otherwise set forth in these Bylaws, the Executive Committee will serve as the human resources committee with the delegated authority to take final action on all appropriate executive personnel matters.

3. Finance Committee. The Finance Committee will be chaired by the Treasurer and will consist of those Directors recommended by the Treasurer and appointed by the Chairperson of the Board of Directors. The Finance Committee will be responsible for assisting the Treasurer in the conduct of his or her responsibilities as set forth in Article VII, Section 7; reviewing periodic reports on the financial activities of 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 Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Audit Committee will be responsible for:

- a. overseeing the annual audit(s) of 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

Chairperson 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 Chairperson of the Board of Directors and will consist of members appointed by the Chairperson 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 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 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 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 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 during 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 Chairperson or by written request of ten (10) or more members of the Board of Directors.

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

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

7. Voting. Directors may not be represented at any meeting by an alternate, nor may proxies be given. Each Director will have one (1) vote upon every issue properly submitted for vote at any meeting of the Board of Directors, except that no Director may cast a vote on any matter on which he or she has or appears to have a conflict of interest, as defined by federal or state law or under 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.

[c. removal of the President \(as provided in Article VII, Section 9 above\).](#)

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 sub-recipient 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 total 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 liability 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 such case, the Directors shall immediately be notified by the Executive Committee that such directors and officers liability insurance no longer exists. 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 IX.

Document comparison by Workshare Compare on Monday, February 26, 2018  
10:35:49 AM

Input:	
Document 1 ID	interwovenSite://HKDMS/Active/54588460/1
Description	#54588460v1<Active> - STB/Ind/CareerSource ByLaws with STB Comments
Document 2 ID	interwovenSite://HKDMS/Active/55347833/1
Description	#55347833v1<Active> - CareerSource Central Florida/Bylaws as approved by Governance Committee
Rendering set	standard

Legend:	
	<u>Insertion</u>
	<del>Deletion</del>
	<del>Moved from</del>
	<u>Moved to</u>
	Style change
	Format change
	<del>Moved deletion</del>
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	9
Deletions	11
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	20

Yellow: Seats Expiring 6/30/18

Green: Proposed New Seat

TOTAL NUMBER OF ACTIVE BOARD MEMBERS: 28

NUMBER OF VACANCIES: 2

EFFECTIVE DATE: 7/1/18

MEMBERSHIP

REGIONAL WORKFORCE BOARD (RWB)

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

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NAME OF RWB MEMBERS	AREAS (S) OF REPRESENTATION	COUNTY LOCATION	ORGANIZATION	PERIOD OF APPOINTMENT	COMMENTS
Albu, Andrew	BU	Orange	Albu & Associates	7/1/18 - 6/30/21	Received nomination letter from Brian Butler, Board Chair of National Association of Minority Contractors, nominating Matt Albu to serve in business seat for Orange County.
Ball, Stephen	BU	Multi-county (Orange)	Holland & Knight	7/1/17 - 6/30/20	
Beliveau, Greg	BU	Lake	LPG Urban & Regional Planners, Inc.	7/1/16 - 6/30/19	
Bough, Paul	BU	Orange	Berkeley Research Group	7/1/16 - 6/30/19	
Brandon, Wendy	BU	Seminole	Central Florida Regional Hospital	7/1/17 - 6/30/20	
Casel, Glen	WOY (CBO representing Youth)	Multi-county	Community Based Care of Central Florida	7/1/16 - 6/30/19	
Clements, Debbie	BU	Multi-county (Orange)	Duke Energy	7/1/15 - 6/30/18	Debbie has agreed to serve another term. As this will be her 3 <sup>rd</sup> term, re-nomination is required. Tim Giuliani/Orlando Economic Partnership will provide a nomination letter.
D'Aiuto, William	GRO	Multi-county	Florida Department of Children & Families	7/1/16 - 6/30/19	
Davis, John	BU	Multi-county (Orange)	African American Chamber of Commerce	7/1/15 - 6/30/18	John Davis is now Executive Vice President of the Orlando Regional Chamber of Commerce. Tim Giuliani/Orlando Economic Partnership is reviewing with John to see if he can serve another term.
Gill, John	WOD (CBO representing Individuals & Disabilities)	Multi-county	Quest, Inc.	7/1/16 - 6/30/19	
Guillet, Nicole	GREB	Seminole	Seminole County Board of County Commissioners	7/1/17 - 6/30/20	
Gyllin, John	ETPA	Seminole	Seminole State College	2/22/18 - 6/30/18	Term 7/1/18 - 6/30/21 also approved at the 2/22/18 Workforce Investment Consortium meeting
Havard, Mark	BU	Multi-County (Orange)	Hyatt Regency Orlando / Central Florida Hotel & Lodging	7/1/16 - 6/30/19	
Hayward, Jeff	WOD/WOV (CBO representing Disabilities/Veterans)	Multi-county	Heart of Florida United Way	7/1/17 - 6/30/20	

NAME OF RWB MEMBERS	AREAS (S) OF REPRESENTATION	COUNTY LOCATION	ORGANIZATION	PERIOD OF APPOINTMENT	
des Anges, Keira	GRVRD (VR & individuals w/disabilities)	Multi-county	Division of Vocational Rehabilitation, Florida Department of Education	2/22/18 - 6/30/20	
Olson, Sheri	BU	Lake	South Lake Hospital	7/1/15 - 6/30/18	Sheri has agreed to serve another term. As this will be her 3 <sup>rd</sup> term, re-nomination is required and Sheri is coordinating attainment of nomination letter.
Pittman, John	ETPC	Multi-county	University of Central Florida	7/1/17 - 6/30/20	
Plinske, Kathleen	ETPC	Multi-county	Valencia College	7/1/15 - 6/30/18	Kathleen has agreed to serve another term. As this is her 2 <sup>nd</sup> term, she is eligible for re-appointment without re-nomination by the Consortium.
Sprinkle, David	BU	Seminole	Veritas Recruiting Group, LLC	2/22/18 - 6/30/18	<b>Term 7/1/18 - 6/30/21 also approved at the 2/22/18 Workforce Investment Consortium meeting</b>
Sullivan, Jim	WOLO/WOJ	Multi-county	Central Florida Electrical Joint Apprenticeship & Training Committee (J.A.T.C.) / Central Florida AFL-CIO	7/1/17 - 6/30/20	
Sweat, Richard	BU <i>Small Business</i>	Seminole	.decimal	7/1/16 - 6/30/19	
Sweet, Jody	BU	Multi-county (Orange)	Walt Disney Parks & Resorts	7/1/16 - 6/30/19	
Todd, Chuck	BU	Sumter	Circle C Farms	7/1/15 - 6/30/18	Chuck is choosing not to serve a 3 <sup>rd</sup> term. Bradley Arnold/Sumter County is working with Frank Calascione/Sumter County Economic Development to attain candidate to replace Chuck.
Trnka, Jane	ETPC	Multi-county	Rollins Crummer Graduate School of Business	7/1/16 - 6/30/19	
Trombetta, Al	WOLO/WOJ	Multi-county	International Union of Painters & Allied Trades, Florida Finishing Trades (IUPAT DC 78)	7/1/17 - 6/30/20	
Ushkowitz, Eric	GRED	Orange	Orange County Government	7/1/15 - 6/30/18	Eric has agreed to serve another term. As this will be his 3 <sup>rd</sup> term, re-nomination is required. At CSCF's request, letter recommending appointment will come from Mayor Jacobs.

NAME OF RWB MEMBERS	AREAS (S) OF REPRESENTATION	COUNTY LOCATION	ORGANIZATION	PERIOD OF APPOINTMENT	
Walter, Larry	BU	Osceola	Hanson, Walter & Associates, Inc.	7/1/15 - 6/30/18	Larry has agreed to serve another term. As this will be his 3 <sup>rd</sup> term, re-nomination is required and Larry is coordinating attainment of nomination letter.
Walton, Matt	BU	Seminole	MiGre Engineers, LLC	7/1/18 - 6/30/21	Received nomination letter from John Bartkovich, Board Chair of Associated Builders, nominating Matt Walton to serve in business seat for Seminole County.
Wylie, Mark	BU	Multi-county (Osceola)	Central Florida Chapter Associated Builders and Contractors, Inc.	7/1/17 - 6/30/20	

Key Codes:

## Areas of Representation:

- BU – Business **(18 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)



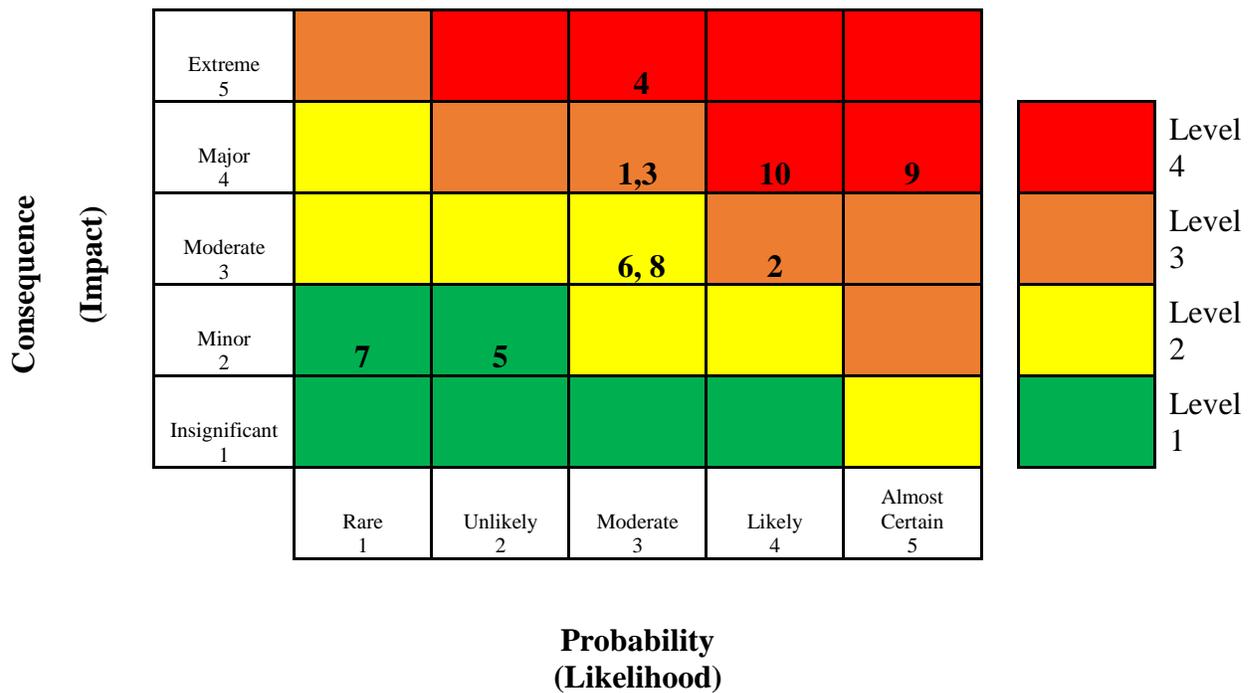
MEMORANDUM

**To: Governance Committee**  
**From: Leo Alvarez**  
**Subject: Enterprise Risk Management**  
**Date: March 7, 2018**

**Purpose/Background:**

The purpose of this memo is to evaluate CareerSource Central Florida’s semi-annual top 10 risks facing the organization. The Enterprise Risk Committee met on February 27th, to review the risks and assess them based on probability and consequence. Below is a listing of the top ten risks identified and where they fall within the risk matrix.

**Risk Matrix:**



<b><u>Top 10 Risks Facing CSCF Today:</u></b>	
1. A breach of sensitive and confidential date/info.	6. Operational system failure
2. Lawsuit/Claims	7. Fiscal mismanagement/audit findings
3. Natural/Environmental disasters	8. Operational compliance findings
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
  - Increased the probability from moderate to likely. Consequence remains at moderate. The increase in probability is based on current experience and current industry climate.
3. Natural/Environmental disasters
  - Increased the consequence from moderate to major. The probability remains at moderate. The increase consequence is based on the two hurricanes that affected central Florida in late 2017 and the operational changes required to respond timely and effectively.
4. Internal/External acts of violence
  - Increase in consequence from moderate to extreme. The probability remains at moderate. The increase in risk is due to the ongoing gun violence issue in our country.
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
  - Remains the same
8. Operational compliance
  - Remains the same
9. Economic conditions
  - Remains the same. The high-risk rating is due to funding challenges and political climate, both federal and state. 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
  - Increase the probability from rare to likely and increase the consequence from moderate to major. The high-risk rating is based on the current industry climate.

## Treatment of Risks:

### **Level 4 (Red):**

- #4 – CareerSource Central Florida is responding to potential acts of violence by providing staff training on protocol and process in case of emergency. Staff are also looking to hire a third party consultant to complete a walkthrough of all sites to assess safety needs and provide recommendations.
- #9 - 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.
- #10 – CareerSource Central Florida has engaged Gray Robinson to ensure that our Public Records request policy and process meets all requirements. In the absence of a Director of Communications, CSCF have engaged a consulting firm to help respond to any potential media inquiries.