

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	Welcome Mr. Jackson, acting on behalf of the Committee Chair, Mr. Wylie, called the meeting to order at 9:04 am and welcomed those in attendance.	
2	Roll Call / Establishment of Quorum Ms. Kasal reported that there was a quorum present.	
3	Public Comment None Offered.	
4	Approval of Minutes A. 8/16/17 Governance Committee Meeting.	Ms. Clements approved the minutes from the 8/16/17 Governance Committee Meeting. Mr. Walsh seconded; motion passed unanimously.
5	Information/Discussion/Action Items	
	<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: <ul style="list-style-type: none">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.Include a "Board Information Session" component	

into the Board meetings instead of just having this session on an annual basis.

- Avoid using acronyms
- Continue to encourage the Board to participate in CSCF activities to increase their understanding:
 - Host “Lunch & Learns” at the various CSCF centers – so Board can better engage with staff and learn, on site, about CSCF service delivery.
 - Continue the Board engagement experience where a Board member job shadows a business representative and/or visits one of the Career Centers.
 - Invite some of the Board members to attend the National Association of Workforce Boards (NAWB) Convention, to show them the “big picture”

The Committee concurred to provide the Board with the previous survey to compare with the current survey.

Board Engagement

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.

Board Member / Officer Changes

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.

Ms. Nabors stated, as Dr. Sarnovsky no longer is serving on the Board, the Board Treasurer position is vacant. Ms.

Staff to rollout a couple of these initiatives over the next 6 months and see how engaged the Board gets.

Staff to provide the Board with current and previous survey.

Ms. Clements made a motion to forward recommendation for the Board’s

	<p>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><u>Bylaws Review – Status</u></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"> • 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...” • 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....” • 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. • Article IX, Section 17: D&O Insurance: adding the word “liability” in the 1st 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.” 	<p>approval to nominate Mr. Ushkowitz as Board Treasurer. Mr. Jackson seconded; motion passed unanimously.</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>Other Business</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>Adjournment</p> <p>There being no other business, the meeting was adjourned at 10:17 a.m.</p>	

Respectfully submitted,
 Kaz Kasal