

**Governance Committee Meeting**  
Heart of Florida United Way  
1940 Traylor Blvd., Orlando, FL 32804  
**Wednesday, March 2, 2016 / 1:30 p.m.**

**MINUTES**

**MEMBERS PRESENT:** Greg Beliveau, Debbie Clements, Eric Jackson and Rick Walsh

**MEMBERS ABSENT:** Robert Brown and Diana Bolivar

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

Agenda Item	Topic	Action Item / Follow Up Item
1	<b>Welcome</b> Mr. Jackson, Chairing on behalf of Mr. Brown, called the meeting to order at 1:32 pm 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. 8/26/15 Governance Committee Meeting	<b>Mr. Walsh made a motion to approve the minutes from the 8/26/15 Governance Committee meeting. Mr. Jackson seconded; motion passed.</b>
5	<b>Information/Discussion/Action Items</b>	
	A. <u>Consent Agendas - Discussion</u> Ms. Nabors referred to the information in the meeting packet pertaining to consent agendas (attachment), which is a meeting practice that takes all routine documentation not requiring discussion or independent action and groups it as one agenda item requiring one vote to approve. Ms. Nabors referred to the proposed sample consent agenda for CSCF. The Governance Committee concurred with idea of including a consent agenda and provided the following recommendations: <ul style="list-style-type: none"> <li>• Provide a higher level of operations and finance reporting and place within the President's Report.</li> <li>• All committee reports can be included on the consent agenda, unless there is an action item.</li> <li>• There is always the ability for a Board Member pull an item off the consent agenda – this does not require a motion.</li> </ul>	<b>Mr. Jackson made a motion forward the proposed consent agenda format, as discussed, to the Board for their review and approval. Mr. Walsh seconded; motion passed.</b>
	B. <u>Board Strategic Planning</u> Ms. Nabors referenced the three Board strategic goals (attachment), which were derived from the Board's strategic discussions. The Governance Committee concurred that the next step is to develop metrics for each of these goals.	<i>Ms. Nabors to work with Ms. Lauten of triSect to develop the metrics for the three Board strategic goals and bring to Board for their review and approval at the April meeting.</i>
	C. <u>Board Composition for PY 16-17 Review of Nominations</u> Ms. Nabors referenced the proposed Board Roster for PY 16-17 (attachment). In order to align with WIOA, staff is proposing to	<i>Ms. Nabors to follow-up with Department of Juvenile Justice (DJJ)</i>

	<p>include three additional seats: a business seat (from hotel and lodging industry) and two community-based organization seats (youth and individuals with disabilities respectively). This would bring the Board Membership total to 30.</p>	<p><i>and attain the listing of those who attended the focus group. The Governance Committee concurred that staff can forward final recommendations of the proposed Board Roster for PY 16-17 to the Executive Committee, and then to Consortium/Board Joint Meeting in June.</i></p>
	<p>D. <u>Slate of Officers</u>          The Committee concurred to defer discussion of slate of officers to the next committee meeting.</p>	<p><i>Staff to formalize procedures on rotating board seats and develop a succession plan.</i></p>
	<p>E. <u>Enterprise Risk Update</u>          Mr. Alvarez referenced the “Enterprise Risk Management” memo (attachment) and provided updates that have occurred since the last Committee meeting.</p> <p>The Committee reviewed and discussed the Enterprise Risk Management updates and provided the following recommendations:</p> <ul style="list-style-type: none"> <li>• “A breach of sensitive and confidential data/info” – leave at Level 3/Moderate for Probability, but move to Level 5/Extreme for Consequence.</li> <li>• Explore the possibility of expanding the purview of the existing Committee by looking at GRC (Governance, Risk and Compliance) which is a coordinated strategy for managing the broad issues of corporate governance, enterprise risk management (ERM) and compliance with regard to regulatory requirements. CSCF already tracks testing and reporting internally – this work becomes the agenda and reduces prep time for the meeting.</li> </ul>	<p><i>On the next State call, Ms. Nabors will ask how other workforce boards handle confidential data at the national and regional levels.</i></p> <p><i>Ms. Nabors to research GRC (Governance, Risk, and Compliance) and see if it makes sense to expand the purview of the existing committee.</i></p> <p><i>Enterprise Risk Management Committee to re-evaluate the levels of the risks and present results at the next Governance Committee meeting.</i></p>
6	<p><b>Other Business</b>          None offered.</p>	
7	<p><b>Adjournment</b>          There being no other business, the meeting was adjourned at 2:30 p.m.</p>	

Respectfully submitted,  
 Kaz Kasal