

**Governance Committee Meeting**

**CareerSource Central Florida  
390 North Orange Ave., Suite 700, Orlando, FL 32801**

**Wednesday, March 7, 2018  
2:00 p.m.**

**MINUTES**

**MEMBERS PRESENT:** Mark Wylie, Steve Ball, Greg Beliveau, Jeff Hayward, John Gill and Rick Walsh

**MEMBERS ABSENT:** Debbie Clements and Eric Jackson

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

Agenda Item	Topic	Action Item / Follow Up Item
1	<p><b>Welcome</b> Mr. Wylie, Committee Chair, called the meeting to order at 2:03 pm and welcomed those in attendance.</p>	
2	<p><b>Roll Call / Establishment of Quorum</b> Ms. Kasal reported that there was a quorum present.</p>	
3	<p><b>Public Comment</b> None Offered.</p>	
4	<p><b>Approval of Minutes</b> The Committee reviewed the draft minutes from the 1/9/18 Governance Committee meeting (attachment). Mr. Hayward noted Mr. Wylie’s name was misspelled under the “Welcome” section.</p>	<p><b>Mr. Ball approved the minutes, to include the mentioned revision, from the 1/9/18 Governance Committee Meeting. Mr. Hayward seconded; motion passed unanimously.</b></p>
5	<p><b>Information/Discussion/Action Items</b></p>	
	<p><u>Bylaws Review – Redlined</u> Mr. Ball reviewed the redlined Bylaws (attachment) and stated the revisions are based on the Committee’s discussion at its 1/9/18 meeting. Ms. Nabors stated the redlined Bylaws will be published on CSCF website on 3/8/18. As per Bylaws, this will meet the 30-day notice requirement, as the board meeting is scheduled on 4/12/18. Ms. Nabors also noted, per Bylaws, that two-thirds of entire Board will need to be present in order to vote to adopt of the amended Bylaws. Mr. Wylie thanked Mr. Ball for his work on amending the Bylaws.</p> <p><u>Board Engagement Updates</u> Ms. Nabors noted, as per the Board’s survey feedback, the Board is desiring more opportunities to engage. Ms. Nabors stated that Board shadowing business representatives and/or visiting the CSCF centers will continue, especially for those on the Board who have not had the chance to partake in this activity, or if they would to engage a second time. Ms.</p>	<p><b>Mr. Hayward made a motion to forward the Bylaws, as presented, to the Board for review and adoption. Mr. Beliveau seconded; motion passed unanimously.</b></p> <p><i>Staff to post “redlined” Bylaws on CSCF website on 3/8/18.</i></p>

	<p>Nabors stated the new board members are currently reviewing the committees to decide which they would like to join. The Committee discussed and concurred that Board surveys should be conducted annually and Mr. Wylie stated the next one should be conducted in the fall 2018.</p> <p><u>Board Member Review</u></p> <p>Ms. Nabors referred to the listing of Board Members active and proposed (attachment). Ms. Nabors reviewed the Boards seats expiring on 6/30/18 and the status of each seat. Ms. Nabors also reviewed two proposed new seats: Seminole County business seat - proposed candidate Mr. Matt Walton with MiGree Engineers, LLC and Orange County business seat – proposed candidate Mr. Andrew Albu with Albu &amp; Associates.</p> <p><u>Enterprise Risk Update</u></p> <p>Mr. Alvarez stated the Enterprise Risk Committee met on 2/27/18 and reassessed the top ten risks facing the organization, which are reflected on the “Enterprise Risk Management” memo (attachment). Mr. Alvarez the reviewed status of each risk and actions taken to mitigate risks that have increased. Mr. Alvarez also noted the risk of operational system failure decreased as CSCF’s operations have shifted its focus toward more attention with customer relationships and less reliance on systems.</p> <p>The Committee also discussed security and concurred for CSCF, with professional guidance, to continue: assessing each of its sites and off-site meeting locations, and providing refresher training for staff.</p>	
6	<p><b>Other Business</b></p> <p>Ms. Nabors stated the CSCF is in the process of reviewing and evaluating its HR Handbook and asked if the Committee could be part of this evaluation process. Mr. Ball and Mr. Hayward offered their assistance.</p>	
7	<p><b>Adjournment</b></p> <p>There being no other business, the meeting was adjourned at 3:28 p.m.</p>	

Respectfully submitted,  
Kaz Kasal