

**Governance Committee Meeting**  
Heart of Florida United Way  
1940 Traylor Blvd., Orlando, FL 32804  
**Wednesday, August 24, 2016 / 2:00 p.m.**  
**MINUTES**

**MEMBERS PRESENT:** Robert Brown, Greg Beliveau, Diana Bolivar, Debbie Clements, John Gill, Eric Jackson and Rick Walsh

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

Agenda Item	Topic	Action Item / Follow Up Item
1	<b>Welcome</b> Mr. Brown called the meeting to order at 2:01 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. 5/4/16 Governance Committee Meeting	<b>Ms. Clements made a motion to approve the minutes from the 5/4/16 Governance Committee meeting. Mr. Beliveau seconded; motion passed.</b>
5	<b>Information/Discussion/Action Items</b>	
	<p><u>Chair's Remarks</u> Mr. Brown introduced Mr. Gill, President/CEO of Quest, Inc. and stated he will be serving on Governance Committee. Mr. Gill is a new Board Member effective 7/1/16.</p> <p><u>Governance Committee Charter</u> Ms. Nabors reviewed the Governance Committee Charter and the Committee concurred that no changes to the Charter are needed at this time.</p> <p><u>Board Strategic Planning / Sterling Profile</u> Ms. Nabors referenced the document entitled "CareerSource Central Florida (CSCF) Organizational Profile" (attachment) and stated that this 5-page Sterling profile is for the Governance Committee's review to make sure it encapsulates the framework and processes of CSCF, as it will be incorporated in the Board Manual and the strategic process. The Committee concurred with the profile as presented.</p> <p>Ms. Nabors stated at the 6/23/16 Board meeting, the Board approved the strategic process for measuring Board Members' engagement in raising CSCF's profile. Ms. Nabors sent an email to the full Board last week notifying that Ms. Lauten,</p>	

	<p>CSCF’s strategic consultant, will be reaching out to each Board Member and Non-Board Committee Member to review the progress of their participation on: 1) business or career services activity, and 2) outreach effort on behalf of CSCF at an event, meeting, etc. Board Member efforts will be reviewed and discussed at the Board Retreat in the Spring to help further identify CSCF’s role as backbone organization and shape strategic planning around this.</p> <p><u>Enterprise Risk Update</u>          Mr. Alvarez stated the Enterprise Risk Committee met on 8/16/16 and reassessed top ten risks facing the organization which are reflected on the “Enterprise Risk Management” memo (attachment). Mr. Alvarez also reviewed the steps CSCF has taken to mitigate the risk of cyber attack (graded as highest potential risk on risk matrix).</p> <p>The Committee provided the following feedback:</p> <ul style="list-style-type: none"> <li>• Consider purchasing a terrorism rider on insurance policy. This provides continuity of business in the event that one area of business is shut down.</li> <li>• Explore the possibility of progressing to a GRC Committee (Governance, Risk and Compliance) vs. Enterprise Risk. CSCF already tracks testing and reporting internally – this work becomes the agenda and reduces prep time for the meeting.</li> </ul> <p><u>Board Member Characteristics</u>          Ms. Nabors referenced the “CSCF Board – Education and Areas of Expertise” chart (attachment) and stated this provides a quick snapshot to show where each Board Member can provide support based on their educational background and expertise. This chart also identifies where there are gaps which should be taken to consideration when filling future vacancies. The Committee concurred that the chart should be updated to include Board demographics and areas of representation. Also to work up a separate chart for Non-Board Committee Members. The Committee will review again at the next meeting to make sure CSCF is meeting all legal requirements.</p>	<p><i>Staff to research GRC to see if CSCF can use some applications.</i></p> <p><i>Staff to include additional details to Board Member Characteristics charts and also work up separate chart for non-Board Committee Members.</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 2:40 p.m.</p>	

Respectfully submitted,  
 Kaz Kasal