



# BOARD OF DIRECTORS MEETING

CareerSource Central Florida | 2/27/25

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ISHMENT  
BEGINS WITH A DREAM.



# 2/27/25 BOARD OF DIRECTORS MEETING DETAILS

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What: CSCF Board of Directors Meeting

When: Thursday, February 27, 2025  
9:00 a.m. – 10:30 a.m.

Where: Neo City  
Osceola County Building / 3<sup>rd</sup> Floor, 194 Neo City Way, Kissimmee, FL 34744  
Kissimmee, FL 34744

or

Virtual Option via Zoom:

Link: <https://careersourcecf.zoom.us/j/83709922453?pwd=V1q5LabhIZOUPUYdO3llHxz3h7GfbT.1>

Dial In: 1 (929) 205-6099 / Meeting ID: 837 0992 2453 / Passcode: 487339

# 2/27/25 BOARD OF DIRECTORS MEETING AGENDA

Agenda Item #	Topic	Presenter	Agenda Item 5E)	Action Item
1.	Welcome <ul style="list-style-type: none"> <li>- Pledge of Allegiance</li> <li>- Roll Call / Establishment of Quorum</li> <li>- Host Welcome</li> </ul>	Richard Sweat		
2.	Spotlight Story			
3.	Panel Discussion:	Amanda Clavijo / Osceola County Jay Galbraith / BRIDG Tawny Olore / NSF Jeremiah Swartz/Jayden G. / NeoCity _____/Skywater		
4.	Public Comment	Richard Sweat		
5.	<u>Consent Agenda</u> <ul style="list-style-type: none"> <li>A. <u>12/11/24 Board Meeting – Minutes</u></li> <li>B. <u>Acceptance of 2CFR 200 Audit Report (Audit)</u></li> <li>C. <u>403(b) Retirement Audit Results (Audit)</u></li> <li>D. <u>FY 2024 Florida Commerce Monitoring (Audit)</u></li> <li>E. <u>Retirement Plan Recommendations (Finance)</u></li> <li>F. <u>Transfer Authority of WIOA Adult/DW Funding (Finance)</u></li> <li>G. <u>Banking Services Recommendation (Executive)</u></li> </ul>	Richard Sweat	X	
6.	Information / Discussion / Action Items <ul style="list-style-type: none"> <li>A. <u>Chair’s Report</u></li> <li>B. <u>President’s Report</u></li> <li>C. <u>Finance Report</u></li> <li>D. <u>Committee Reports</u> <ul style="list-style-type: none"> <li>1) Executive (met on 12/5/24 &amp; 2/20/25) <ul style="list-style-type: none"> <li>a) <u>2025 Summer Youth Contracts for Approval</u></li> </ul> </li> <li>2) Audit (met on 1/15/25 with Finance)</li> </ul> </li> </ul>	Richard Sweat Pamela Nabors Eric Ushkowitz  Richard Sweat Matt Walton		X

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Agenda Item #	Topic	Presenter	Action Item
6.	Information / Discussion <i>(continued)</i> 3) Finance <i>(met on 1/15/25 with Audit)</i> 4) Career Services <i>(met on 11/14/24 &amp; 2/13/25)</i> 5) Community Engagement <i>(met on 11/21/25 &amp; 2/12/25)</i> 6) Facilities Ad Hoc <i>(met 2/10/25)</i> 7) Governance <i>(met on 2/5/25)</i> a) <a href="#">Bylaws – Proposed Updates</a> b) <a href="#">Board Engagement thru 12/31/24</a> 8) Revenue Diversity & New Markets <i>(met on 1/29/25)</i>	Eric Ushkowitz Andrew Albu David Sprinkle Matt Walton Sheri Olson  John Gill	X
7.	Insight  A. State Legislative Update	Chris Carmody	
8.	Other Business		
9.	Adjournment		

**Upcoming Meetings:**

3/7/25	Facilities Ad Hoc	8:30 a.m. – 9:30 a.m.
4/9/25	Finance	2:30 p.m. – 4:00 p.m.
4/15/25	Board & Retreat	8:00 a.m. – 2:00 p.m.

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The background of the image is a close-up, slightly blurred view of the American flag, showing the stars and stripes in a wavy pattern. The text is overlaid on this background in a bold, white, sans-serif font with a black outline.

**I pledge allegiance  
to the flag  
of the United States of America  
And to the Republic  
for which it stands,  
One nation, under God,  
indivisible,  
With liberty and justice for all**



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# ROLL CALL / ESTABLISHMENT OF QUORUM



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**WELCOME**



# **SPECIAL THANKS TO OUR HOST**





# CSCF SPOTLIGHT STORY

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# PANEL DISCUSSION





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# PUBLIC COMMENT



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## CONSENT AGENDA

- [12/11/24 Board Minutes](#)
- Acceptance of 2 CFR 200 Audit Report (Audit)
- 403b Retirement Audit Report (Audit)
- Florida Commerce Monitoring Results (FY 2023-2024) (Audit)
- Retirement Plan Recommendation (Finance)
- Transfer Authority of WIOA/Adult/DW Funding (Finance)
- Banking Services Recommendation (Executive)
- [Transfer Authority of WIOA Adult/DW Funding \(Finance\)](#)

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# INFORMATION / DISCUSSION / ACTION ITEMS



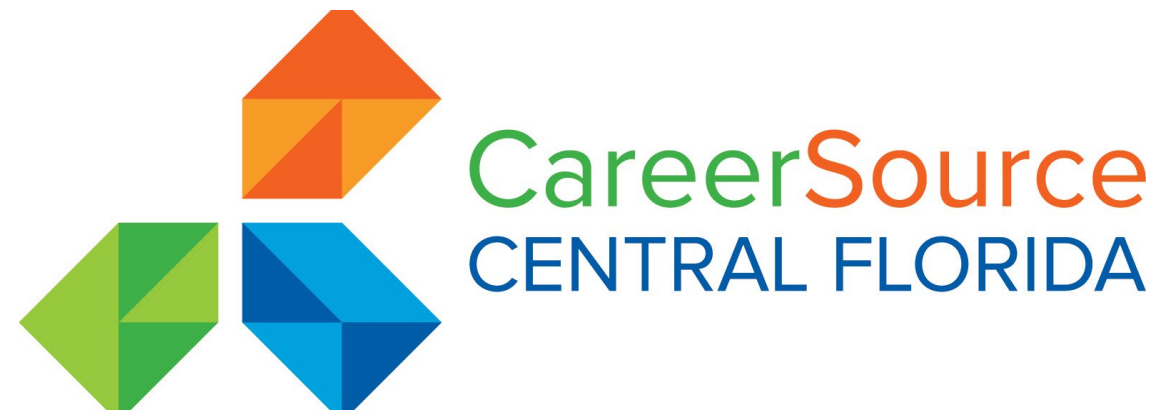
# CHAIR'S REPORT



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# **PRESIDENT'S REPORT**



## **CAREERSOURCE CENTRAL FLORIDA VALUE PROPOSITION**

**“WE DELIVER PERSONALIZED CAREER  
SUPPORT AND SKILL DEVELOPMENT TO  
BRIDGE SUCCESS BETWEEN PEOPLE  
AND BUSINESS.”**





# WORKFORCE OPERATIONS

Career Seeker  
Clients

16,946



68%  
OF 25K GOAL

Career Seekers  
Receiving Training

882



29%  
OF 3K GOAL

Career Seekers  
Hired

1,966



33%  
OF 6K GOAL

Career Seekers  
Average Wage

\$20.74



\$2.74  
ABOVE \$18 GOAL

# BUSINESSES

**Business Relationships**  
**4,618**



**115%**  
**OF 4K GOAL**

**Interviewed**  
**To**  
**Hired Ratio**



**3:1**



# CUSTOMER SATISFACTION

## BENCHMARK NUMBERS

**Overall  
Satisfaction**

**9.1**



**Loyalty  
Rating**

**9.3**



**Referral  
Rating**

**9.2**



**COLLECTION METHODS**

**HUBS**

**KIOSKS**

**QR CODES**

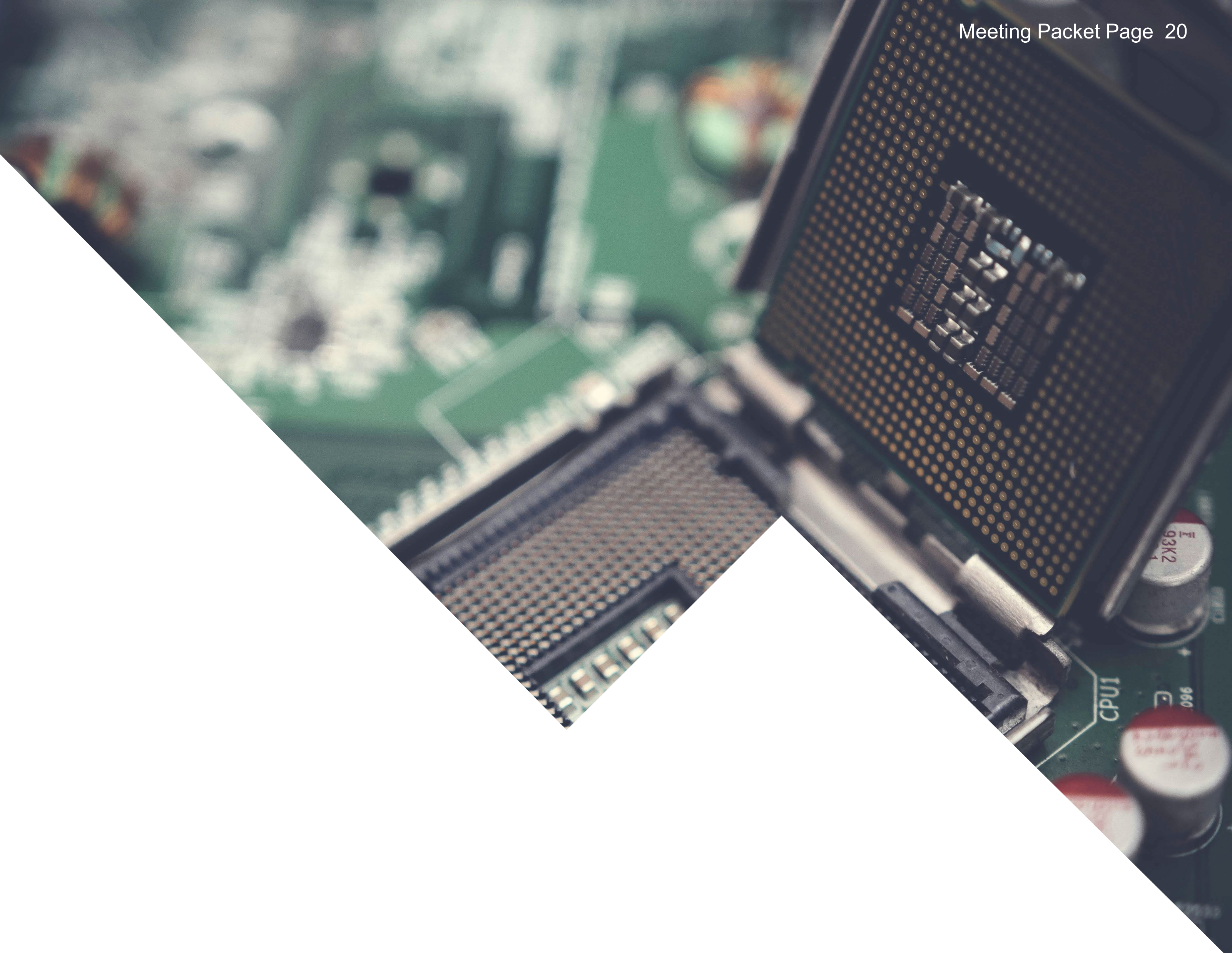
**OUTBOUND  
CALLS**

**All Centers**

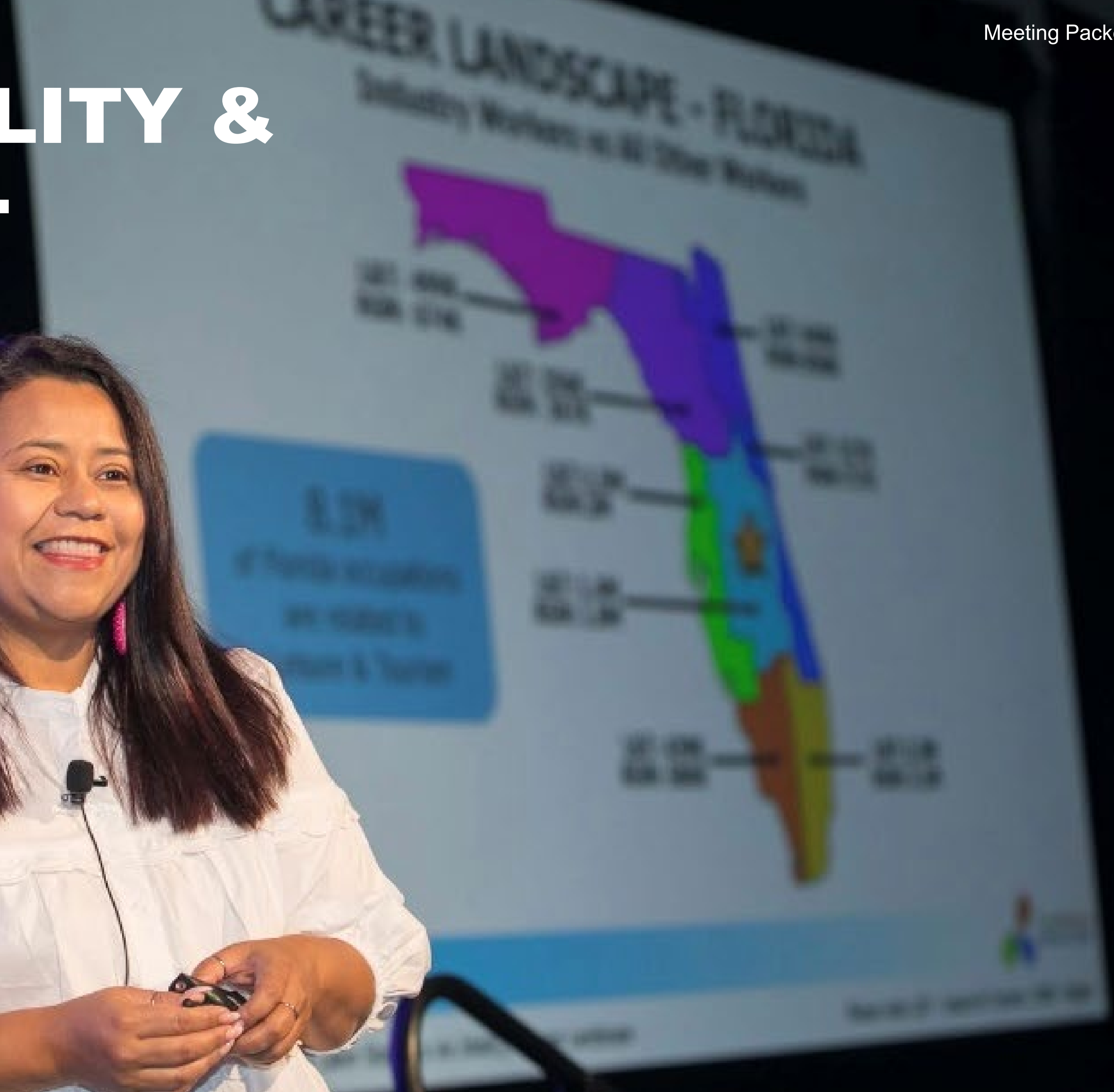
BASED ON A 10 POINT SCALE



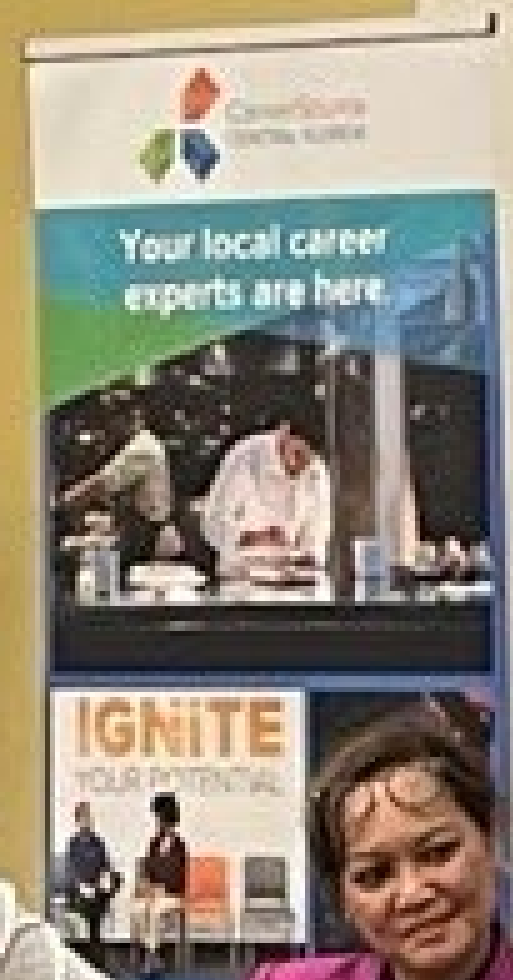
# UPDATES



# CFHLA HOSPITALITY & TOURISM EVENT



# EDUCATION INDUSTRY CONSORTIUM





## UPCOMING DATES

- APRIL 15TH - BOARD RETREAT AT ORLANDO SCIENCE CENTER
- JUNE 12TH - BOARD MEETING AT UNIVERSAL ORLANDO (TURKEY LAKE)

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# **FINANCE REPORT**

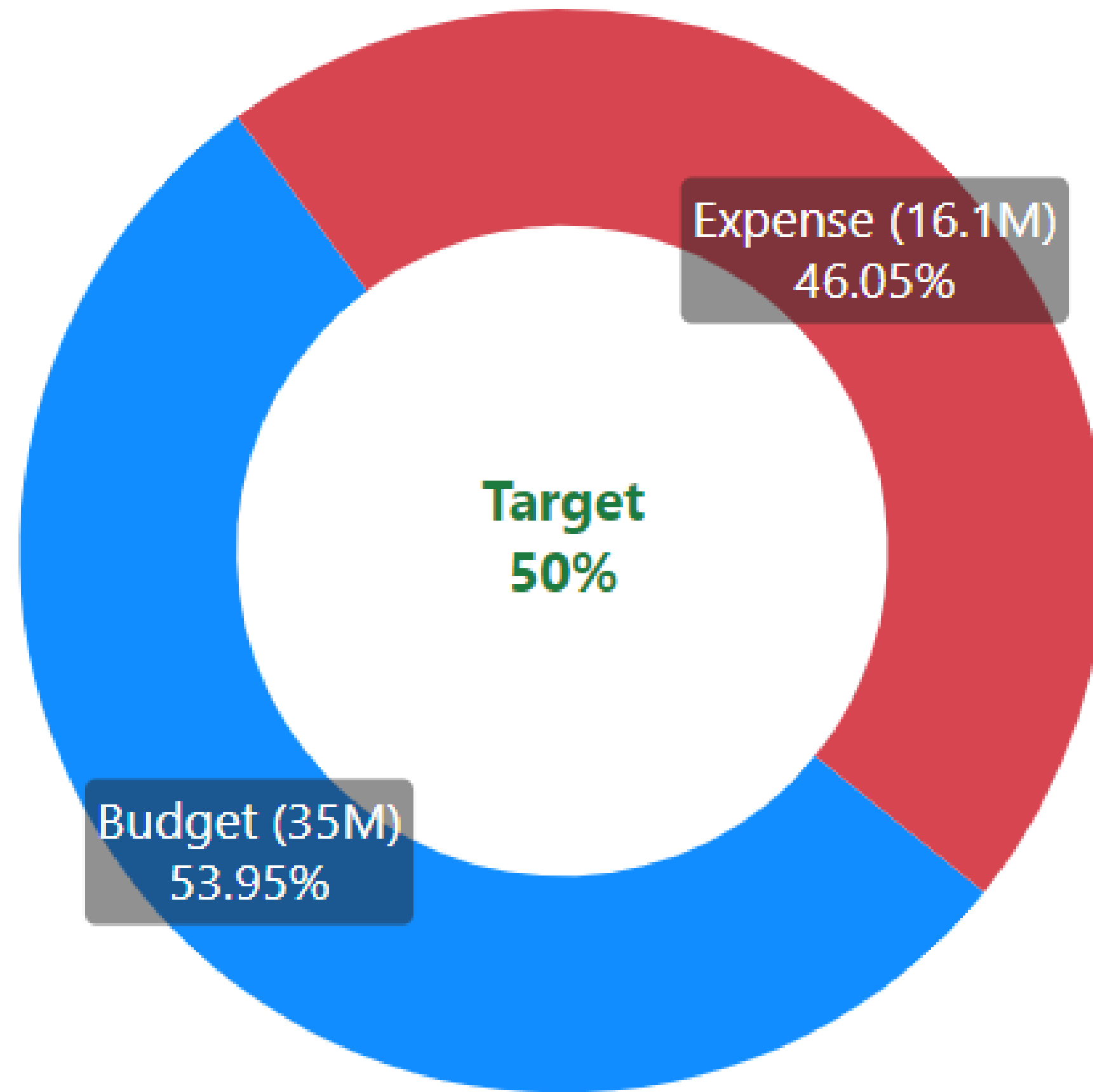
## **THRU Q2 (7/1/24 - 12/31/24)**



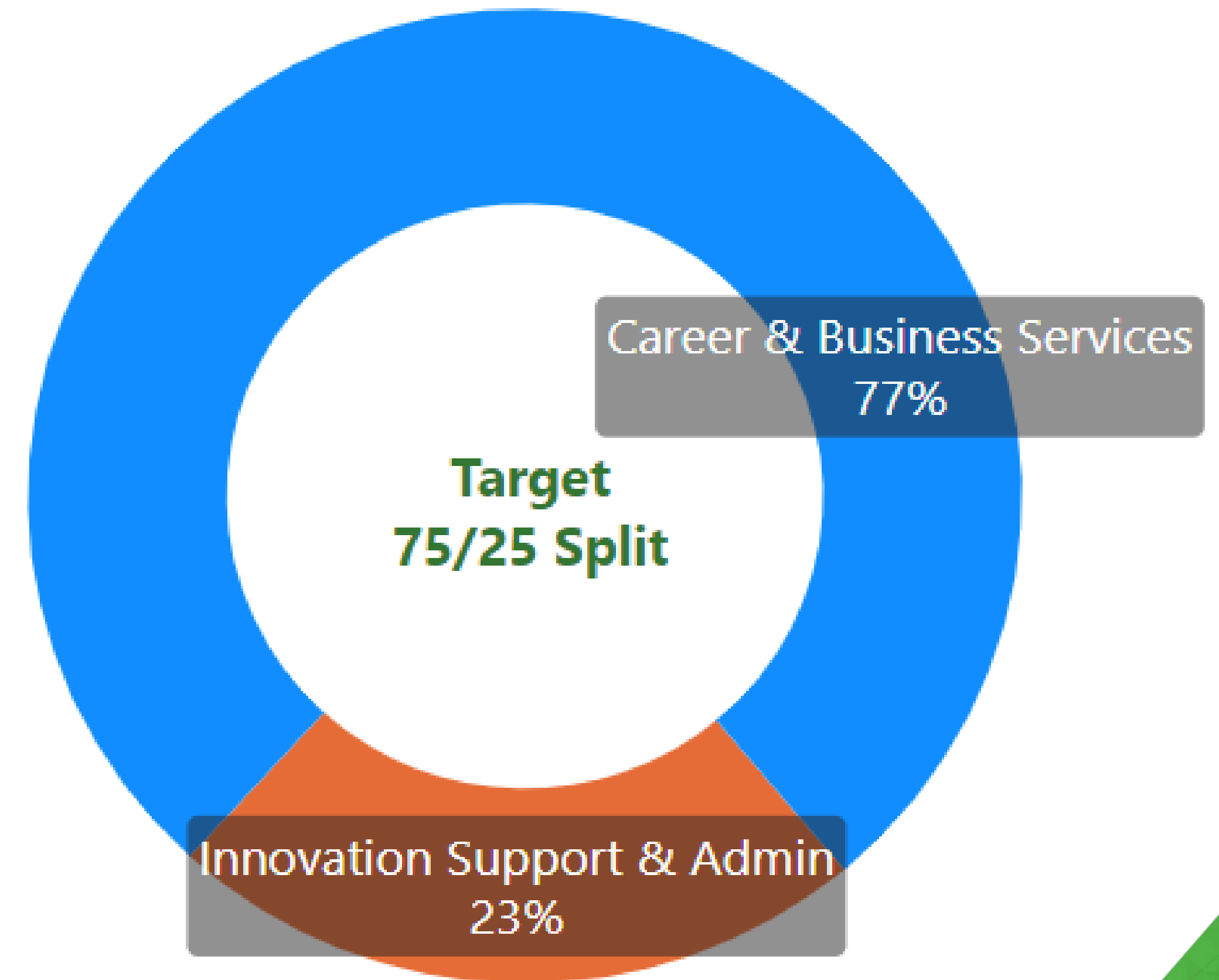


# BUDGET VS ACTUAL

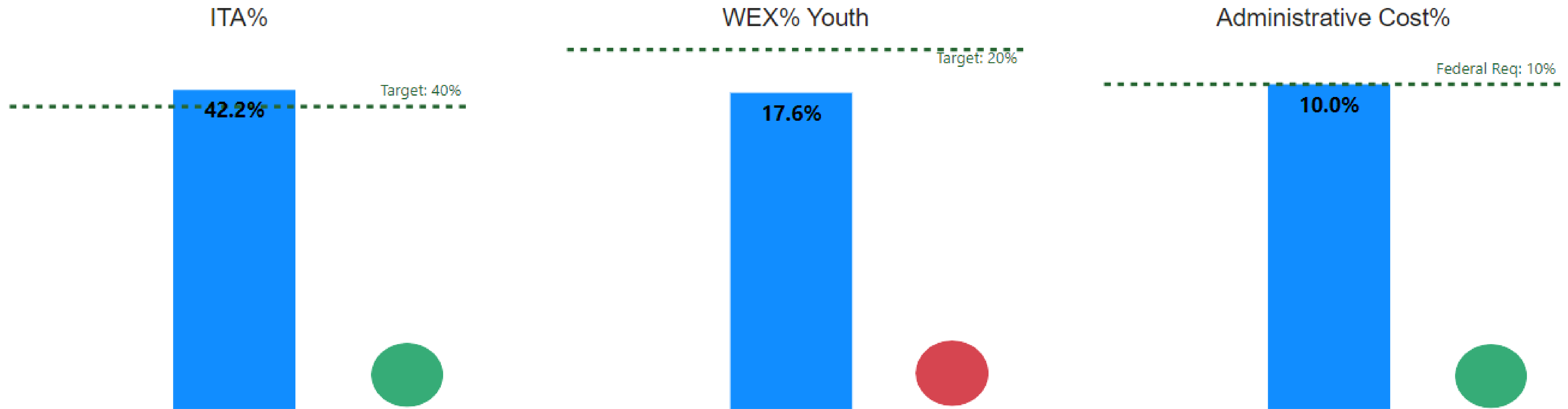
## BUDGET VS ACTUAL EXPENSES



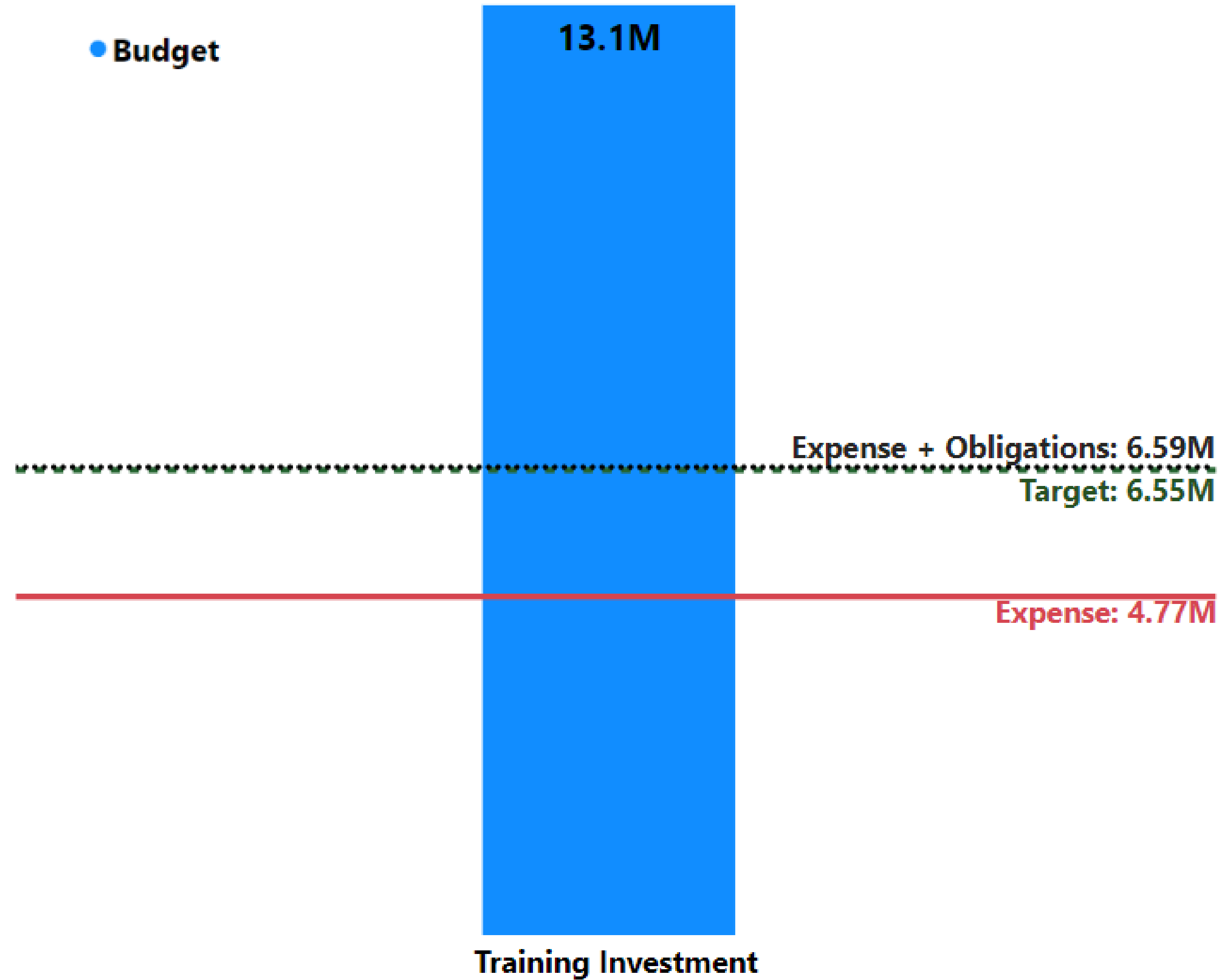
## BUDGET OPERATIONS/SUPPORT



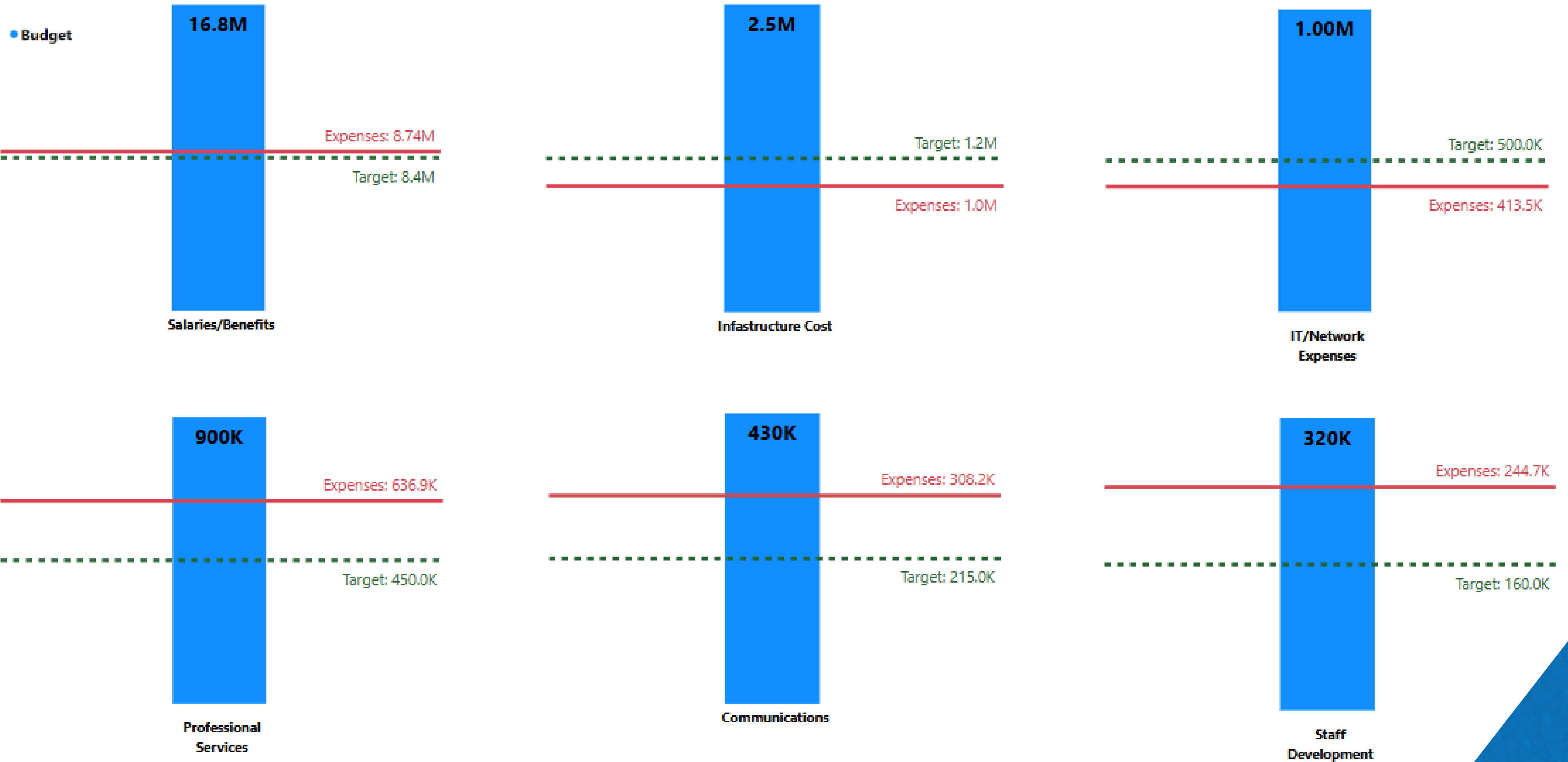
# BUDGET FEDERAL/STATE REQUIREMENTS



# BUDGET VS ACTUAL BY EXPENDITURE CATEGORY



# BUDGET VS ACTUAL BY EXPENDITURE CATEGORY



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# REPORTS BY COMMITTEE CHAIR

## Executive

**Audit**

**Career Services**

**Community Engagement**

**Facilities Ad Hoc**

**Finance**

## Governance

**Revenue Diversity & New Markets**

**Richard Sweat**

**Matt Walton**

**Andrew Albu**

**David Sprinkle**

**Matt Walton**

**Eric Ushkowitz**

**Sheri Olson**

**John Gill**



**ACTION ITEM**

To: CareerSource Central Florida Board of Directors  
 From: Executive Committee  
 Subject: 2025 Summer Youth Explore & Engage Programs Contract Renewal Budget  
 Date: February 27, 2025

A request for proposal (RFP) was completed in 2023 in efforts to leverage partnerships within CareerSource Central Florida’s five-county local operating area (Sumter, Lake, Orange, Osceola, and Seminole), for participation in its 2023 Summer Youth Program.

A budget of \$700K for the Explore Program & \$700K for the Engage Program was approved.

For the 2025 Summer Youth Program, CareerSource Central Florida is requesting to renew the contracts with the following partners: 1) Valencia College, 2) Collegiate Pathways Inc. (Tech Sassy Girlz), 3) Lake Technical College, 4) Christ the King Episcopal Church, Inc. (Christ the King) 5) My True Prosperity), 6) The School District of Osceola County (Osceola Technical College), 7) District Board of Trustees of Seminole State College of Florida (Seminole State College), and 8) School Board of Orange County (Orange Technical College).

Please see the contract budget for each below:

**EXPLORE PROGRAM**

Vendor Name	Program	#of Classes	#of Students per Class	Total # of Students	Cost Per Class	Cost per Student	2025 Total Cost
Valencia College	Explore	8	17	136	\$27,200	\$1,600	\$217,600
Osceola Technical College	Explore	1	30	30	\$36,000	\$1,200	\$36,000
Orange Technical College	Explore	4	25	100	\$34,100	\$1,364	\$136,400
Seminole State College	Explore	1	24	24	\$33,240	\$1,385	\$33,240
Lake Technical College	Explore	1	24	24	\$30,792	\$1,283	\$30,792
						<b>TOTAL</b>	<b>\$454,032</b>

## ENGAGE PROGRAM



Vendor Name	Program	#of Classes	#of Students per Class	Total # of Students	Cost Per Class	Cost per Student	2025 Total Cost
Tech Sassy Girlz	Engage	2	25	50	\$38,500	\$1,540	\$77,000
Osceola Technical College	Engage	2	15	30	\$20,250	\$1,350	\$40,500
My True Prosperity	Engage	3	15	45	\$19,170	\$1,278	\$57,510
Christ the King	Engage	6	12-15 – depending on program	84	\$24,219	\$1,730	\$145,314
Seminole State	Engage	1	20	20	\$33,240	\$1,662	\$33,240
Lake Technical College	Engage	1	18	18	\$28,602	\$1,589	\$28,602
Valencia College	Engage	8	16 to 20 – depending on program	150	\$33,750	\$1,800	\$270,000
						<b>TOTAL</b>	<b>\$652,166</b>

Per CSCF's procurement guidelines and Florida Commerce requirements, the CSCF Board of Directors must review financial agreements involving a member of the Board of Directors and/or their organization that could benefit financially from the agreement. The action must be approved by a two-third vote of the Board. The following serve as members of the CSCF Board and will need to abstain from voting on the recommendation action(s).

Explore Program

- Joseph Battista, Valencia College
- Dr. Molly Kostenbauder, Seminole State College
- Dr. Maria Vazquez, Orange County Public Schools
- DeAnna Thomas, Lake Technical College

Engage Program

- Joseph Battista, Valencia College
- Dr. Molly Kostenbauder, Seminole State College
- DeAnna Thomas, Lake Technical College

**ACTIONS:**

1. The Executive Committee recommends the CSCF Board approve to renew contracts with program provider vendors, as listed above "Explore Program" chart, with budget not to exceed \$455,000.
2. The Executive Committee recommends the CSCF Board approve to renew contracts with program provider vendors, as listed above "Engage Program" chart, with budget not to exceed \$653,000.

Approved:  
Executive Committee – 2/20/25

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## MEMORANDUM

AGENDA ITEM D 7) a)



<b>TO:</b>	CareerSource Central Florida Board of Directors
<b>FROM:</b>	Governance Committee
<b>DATE:</b>	February 27, 2025
<b>SUBJECT:</b>	Proposed Revisions to CareerSource Central Florida Bylaws

Then Governance Committee has reviewed, as prepared by CSCF's Attorney GrayRobinson P.A., revisions in track-changes format to the Bylaws for CareerSource Central Florida (CSCF) which were last amended in February, 2023. The majority of the amendments were made to accurately reflect the current operation and administrative functions of CSCF. Several amendments were made to reflect the requirements in CareerSource Florida's Workforce Policy 091 – Local Workforce Development Board Composition and Certification, and Policy 110 – Local Workforce Development Area and Board Governance, specially:

- Elaborating on the powers and responsibilities of the Board of Directors;
- Clarifying the membership composition of the Board of Directors;
- Stating that Board of Director vacancies must be filled within 12 months from the vacancy occurrence;
- Providing that newly appointed Directors must attend a mandatory orientation and training within 6 months of appointment;
- Providing that all Directors must receive annual training; and
- Specifying that the Chairperson of the Board of Directors may serve for only 2 terms and each term may not exceed 2 years.

**Action:** Governance Committee seeks approval from the CSCF Board to approve the proposed revisions to the Bylaws, as presented.

*Approved:*  
Governance Committee – 2/5/25



**BOARD ENGAGEMENT: PY 2024-2025**  
(7/1/24 Thru 12/31/24)

	<b>PARTICIPATE*</b>	<b>DEMONSTRATE*</b>	<b>CONTRIBUTE*</b>
<b>GOAL</b>	90% of Board Membership	80% of Board Membership	70% of Board Membership
<b>KPI</b>	Board Members Participate with 24 Hours per Year	Board Members Demonstrate One Occurrence per Year	Board Members Contribute to Revenue Generation and/or In-kind Contributions per Year
<b>Thru Q2 Update</b>	4 out of 36 attained annual KPI (24+ Hrs) 20 out of 36: 56% on track thru Q2 (12+ Hrs)	100% (36 out of 36) Demonstrated	47% (17 out of 36) Contributed

# Thank You Board Members



Thank you to those who have contributed to our mission to-date through monetary, in-kind and other supportive contributions.

- Andrew Albu
- Sharon Arroyo
- Joe Battista
- Wendy Brandon
- Gui Cunha
- Wendy Ford
- Tanisha Nunn Gary
- Mark Havard
- Shawn Hindle
- Lindsey LeWinter
- Catherine McManus
- Sheri Olson
- Gaby Ortigoni
- Amy Santorelli
- Jonathan Schaefer
- Stella Siracuza
- David Sprinkle
- Richard Sweat
- DeAnna Thomas
- Eric Ushkowitz
- Dr. Maria Vazquez
- Matt Walton

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# INSIGHT

# LEGISLATIVE UPDATE

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## GRAYROBINSON





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# OTHER BUSINESS



# **2024 SUMMER YOUTH PROGRAM**

## **VIDEO RECAP**





**REMINDER:**

**NEXT BOARD MEETING & RETREAT SCHEDULED**

**FOR:**

**TUESDAY, APRIL 15, 2025**

**AT**

**ORLANDO SCIENCE CENTER**



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**ADJOURNMENT**





# CONNECT WITH US



or in person by appointment, in your place of business or at one of our Career Centers.



# THANK YOU

Phone: 800.757.4598

Website: [www.CareerSourceCentralFlorida.com](http://www.CareerSourceCentralFlorida.com)



# APPENDIX

- **12/11/24 BOARD MEETING MINUTES (CONSENT AGENDA ITEM)**
- **ACCEPTANCE OF 2CFR 200 AUDIT REPORT (AUDIT/ CONSENT AGENDA ITEM)**
- **403(B) RETIREMENT AUDIT REPORT (AUDIT / CONSENT AGENDA ITEM)**
- **FLORIDA COMMERCE MONITORING RESULTS (AUDIT/ CONSENT AGENDA ITEM)**
- **RETIREMENT PLAN RECOMMENDATION (FINANCE / CONSENT AGENDA ITEM)**
- **TRANSFER AUTH. OF WIOA/ADULT/DW FUNDING (FINANCE / CONSENT AGENDA ITEM)**
- **BANKING SERVICES RECOMMENDATION (EXECUTIVE CONSENT AGENDA ITEM)**
- **FINANCIAL REPORTS THRU 2<sup>ND</sup> QUARTER**
- **BYLAWS WITH PROPOSED EDITS**

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# **MINUTES FROM 12/11/24 CSCF BOARD MEETING**



**DRAFT**  
**Board of Directors Meeting**  
**Wednesday, December 11, 9:00 a.m.**

AGENDA ITEM 5A

**MINUTES**

- MEMBERS PRESENT:** Richard Sweat, Andrew Albu, Sharon Arroyo, Joe Battista, Wendy Brandon, Gui Cunha, Casey Ferguson, Wendy Ford, Tanisha Nunn Gary, Kristin Gray, Mark Havard, Jeff Hayward, Molly Kostenbauder, Lindsey LeWinter, Nicole Martz, Catherine McManus, Sheri Olson, Gaby Ortigoni, Brinkley Ruffin, Amy Santorelli, Jonathan Schaefer, Stella Siracuza, David Sprinkle, DeAnna Thomas, Eric Ushkowitz, Matt Walton, and Kristin Williams
- MEMBERS ABSENT:** Sean Donnelly, John Gill, Shawn Hindle, Ben Larry, Snak Nakagawa, Chris Pascal, Tremayne Simpkins, Michelle Sperzel, Maria Vazquez, and Richard Watford
- STAFF PRESENT:** Pam Nabors, Tadar Muhammad, Leo Alvarez, Dyana Burke, Steven Nguyen, Nilda Blanco, Gina Ronokarijo, Emily Kruszewski, Marcela DeFaria, Vanessa Nogueira, Sean Masherella, Vince Bruno, and Kaz Kasal
- GUESTS PRESENT:** Daniel Harper, Yvette McCollough, Karmyn Hill, Kenyetta Williams / FloridaCommerce; Heather Ramos / GrayRobinson

Agenda Item	Topic	Action Item / Follow Up Item
1.	<b>Greetings</b> Mr. Sweat, Board Chair, greeted attendees and called the meeting to order at 9:06 a.m.	
2.	<b>Roll Call / Establishment of Quorum</b> Ms. Kasal, Executive Board Coordinator, reported a quorum present.	
3.	<b>Welcome</b> <ul style="list-style-type: none"> <li>• New Board Member:                             <ul style="list-style-type: none"> <li>- Mr. Sweat recognized new CareerSource Central Florida (CSCF) Board Member, Mr. Tremayne Simpkins, who the Consortium appointed on 12/9/24.</li> </ul> </li> <li>• Host Welcome:                             <ul style="list-style-type: none"> <li>- Ms. Raegan Richard, Events Manager with 4Roots, welcomed attendees to their 4Roots Farm Campus in Orlando. She provided an overview of the new campus and its mission that is "dedicated to unearthing the power of food to build healthy communities."</li> </ul> </li> <li>• Spotlight Story:                             <ul style="list-style-type: none"> <li>- Reviewed video regarding M. Likely, who was a career seeker whom CSCF connected to Intellisteel in Lake County. Intellisteel hired him and now M. Likely has moved up Training Specialist.</li> </ul> </li> </ul>	
4.	<b>Public Comment</b> <ul style="list-style-type: none"> <li>• None offered.</li> </ul>	
5.	<b>Consent Agenda</b> <ul style="list-style-type: none"> <li>• Mr. Sweat asked the Board if any item on consent agenda, as listed below (attachment), should be moved off for further discussion:                             <ul style="list-style-type: none"> <li>- Draft Minutes of 10/17/24 Board Meeting</li> </ul> </li> </ul>	<b>Mr. Walton made a motion to approve all items on the consent agenda. Mr. Sprinkle seconded; motion passed unanimously.</b>



6.	<p><b>Information / Discussion</b></p> <p><u>Chair's Report:</u></p> <ul style="list-style-type: none"> <li>Mr. Sweat stated the Ethics Training occurring later in the meeting will count towards the Board's required annual training refresher. Ms. Kasal will reach out to those on board who could not attend today and provide an alternative option so the requirement can be met.</li> </ul> <p><u>President's Report</u></p> <ul style="list-style-type: none"> <li>Ms. Nabors, President/CEO, provided following highlights:                     <ul style="list-style-type: none"> <li>CSCF has been named in Orlando Business Journal's Book of Lists in both Staffing and Non-Profit Organizations categories.</li> <li>Mr. Ruffin is featured in CSCF's most recent "Boldline" podcast entitled "Epic Opportunities: Universal Orlando Resort's New Theme Park and Job Market Impact."</li> </ul> </li> </ul> <p><u>Finance Report</u></p> <ul style="list-style-type: none"> <li>Mr. Alvarez, CFO, reviewed highlights on financials for 1<sup>st</sup> Quarter, 7/1/24 thru 12/31/24 (attachment).</li> </ul> <p><u>Committee Reports:</u> (deferred to next Board meeting)</p> <p><u>CSCF – 2023-2024 Annual Performance</u></p> <ul style="list-style-type: none"> <li>FloridaCommerce provided an overview on CSCF's performance during 2023-2024 reviewing current year allocations, financial expenditure requirements, performance accountability metrics, programmatic and monitoring results (attachment).</li> </ul>	
7.	<p><b>Insight</b></p> <ul style="list-style-type: none"> <li>Dr. Jason Lesandrini, Principal &amp; Founder of The Ethics Architect presented a training session on Ethical Leadership.</li> </ul>	
8.	<p><b>Other Business</b></p> <ul style="list-style-type: none"> <li>Ms. DeFaria, Vice President of Development, thanked those Board Members who have made a monetary or in-kind contribution thus far in PY 2024-2025</li> <li>Mr. Cunha announced that Seminole County Board of County Commissioners has increased their contribution to CSCF from \$50,000 to \$130,000.</li> <li>CSCF receives \$500,000 from JPMorganChase to go towards career awareness and training in the semiconductor manufacturing industry.</li> </ul>	



	<ul style="list-style-type: none"> <li>• Received \$250,000 from Osceola County's Community Action Board</li> <li>• Ms. Ortigoni recognized Ms. Nilda Blaco as being one of the finalists for the Don Quijote's "Professional of the Year" award.</li> </ul>	
9.	<p><b>Adjournment</b> Meeting adjourned at 11:09 a.m.</p>	

Respectfully submitted,

Kaz Kasal  
Executive Board Coordinator



# **ACCEPTANCE OF 2 CFR 200 AUDIT REPORT**



Central Florida Regional Workforce Development  
Board, Inc. d/b/a CareerSource Central Florida  
**Audit Executive Summary**

January 15, 2025

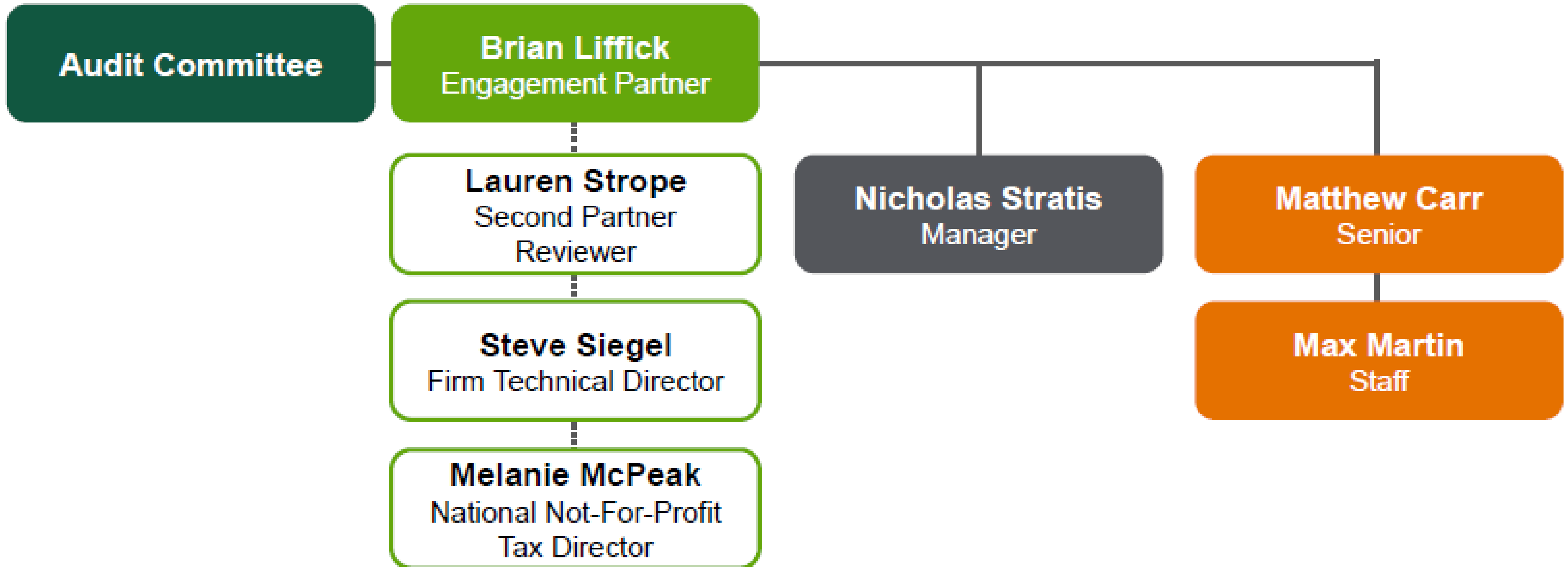
# Agenda

- ▶ Client Service Team
- ▶ Results of the Audit
- ▶ Internal Control and Compliance
- ▶ Internal Control Communication
- ▶ Corrected and Uncorrected Misstatements
- ▶ Qualitative Aspects of Accounting Practices
- ▶ Independence Considerations
- ▶ Other Required Communications
- ▶ Other Matters
- ▶ 403(b) Plan Status
- ▶ Financial Highlights

This information is intended solely for the use of the Audit Committee, the Board of Directors and management of Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida and is not intended to be, and should not be, used by anyone other than these specified parties.



# Client Service Team

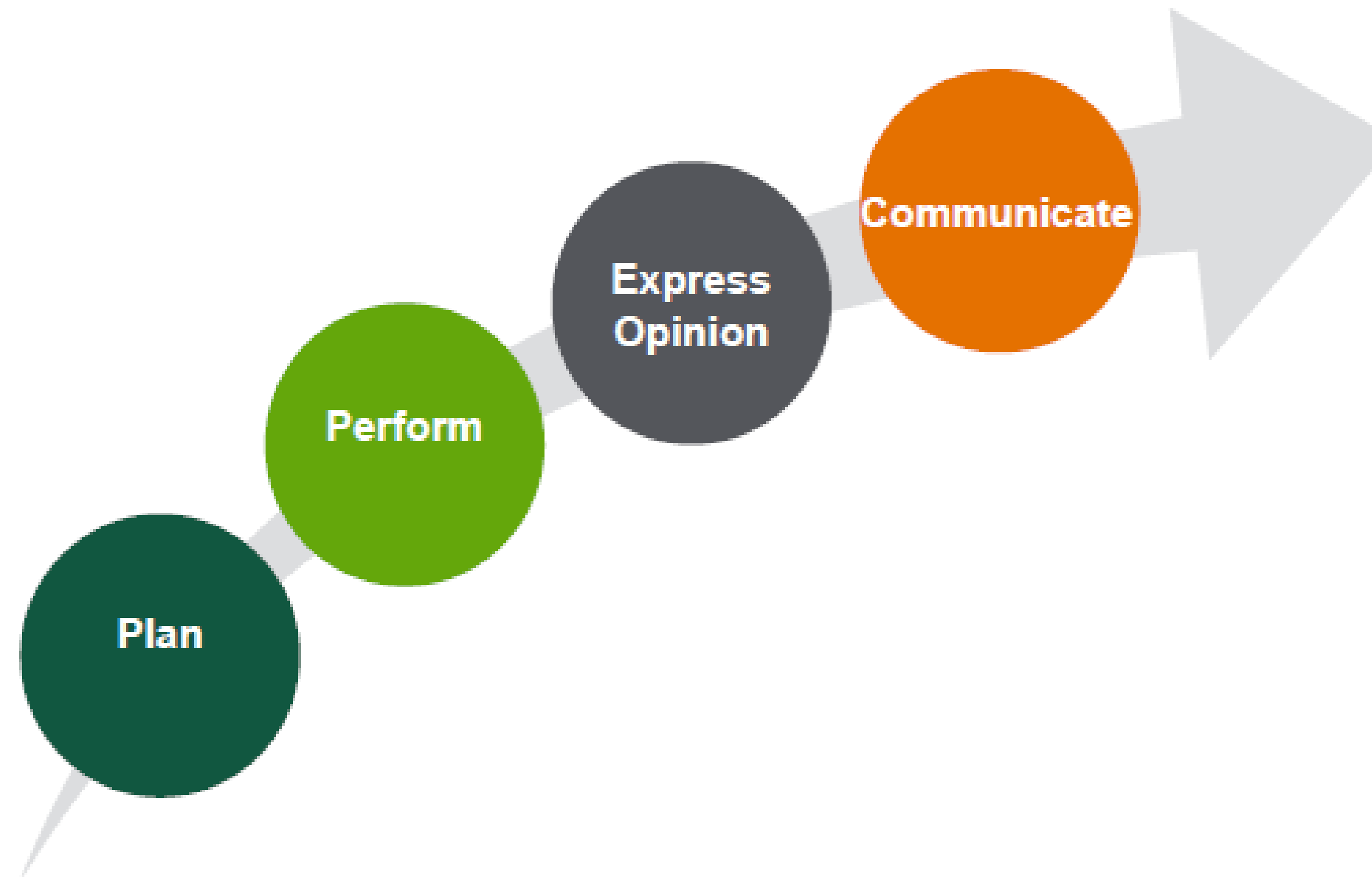


# Results of the Audit

We have audited the financial statements of Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida (the "Organization") for the year ended June 30, 2024 in accordance with generally accepted auditing standards and *Government Auditing Standards* and plan to issue our report thereon dated January 15, 2025.

We have also audited the Organization's compliance with the types of compliance requirements described in the OMB Compliance Supplement, that could have a direct and material effect on each of the Organization's major federal programs for the year ended June 30, 2024. We plan to issue our report thereon dated January 15, 2025.

We plan to issue an unmodified opinion on the financial statements and have no reportable findings on compliance required by the Uniform Guidance.



# Internal Control and Compliance Single Audit (Grants)

Federal  
Major  
Programs

- U.S. Department of Agriculture Supplemental Nutrition Assistance Program (SNAP Cluster)
- U.S. Department of Labor Employment Services Cluster
- U.S. Department of Labor National Emergency Grants
- U.S. Department of Treasury Coronavirus State and Local Fiscal Recovery Funds – Level Up Orange

Verified  
Compliance  
with Grant  
Agreements



# Internal Control Communication

In planning and performing our audit, we considered internal control over financial reporting (“internal control”) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization’s internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified. In addition, because of inherent limitations in internal control, including the possibility of management override of controls, misstatements due to error or fraud may occur and not be detected by such controls.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis.



# Internal Control Communication

## Material Weakness

- ▶ A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Organization's financial statements will not be prevented, or detected and corrected, on a timely basis.

## Significant Deficiency

- ▶ A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

There were no material weaknesses or significant deficiencies reported.



# Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management.

## Corrected Misstatements

- ▶ The following misstatement was detected as a result of audit procedures and was corrected by management:
  - ▶ Increase in accrued accounts payable and expenses as of 6/30/2024 by \$249,141.





# Corrected and Uncorrected Misstatements

## Uncorrected Misstatements

▶ None noted.

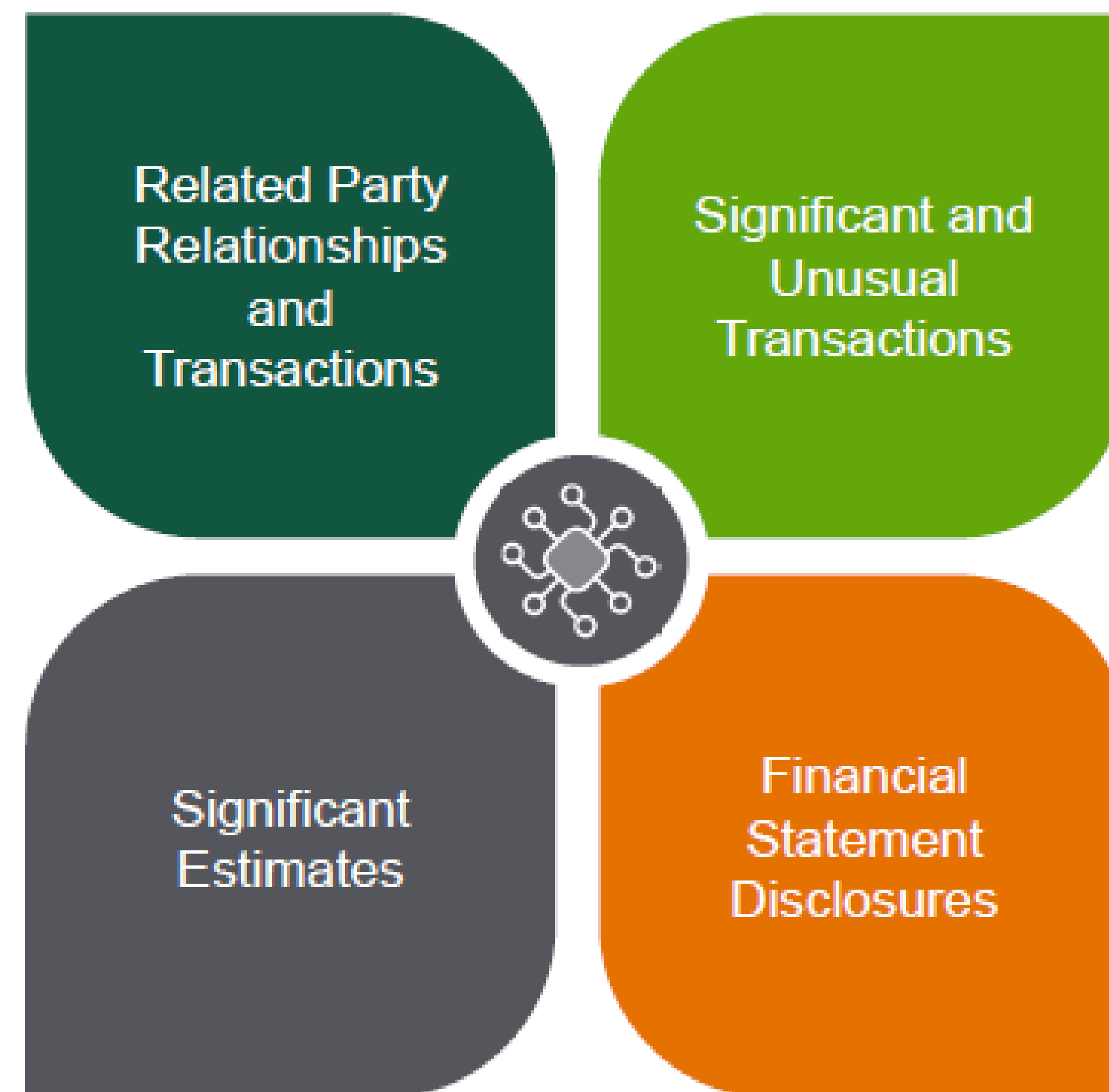


# Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Organization are described in Note 2 to the financial statements.

ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326)* was adopted at the beginning of the year; however, there was no material impact as a result of this standard.

The application of all other existing policies was not changed during the year. We noted no inappropriate accounting policies or practices.

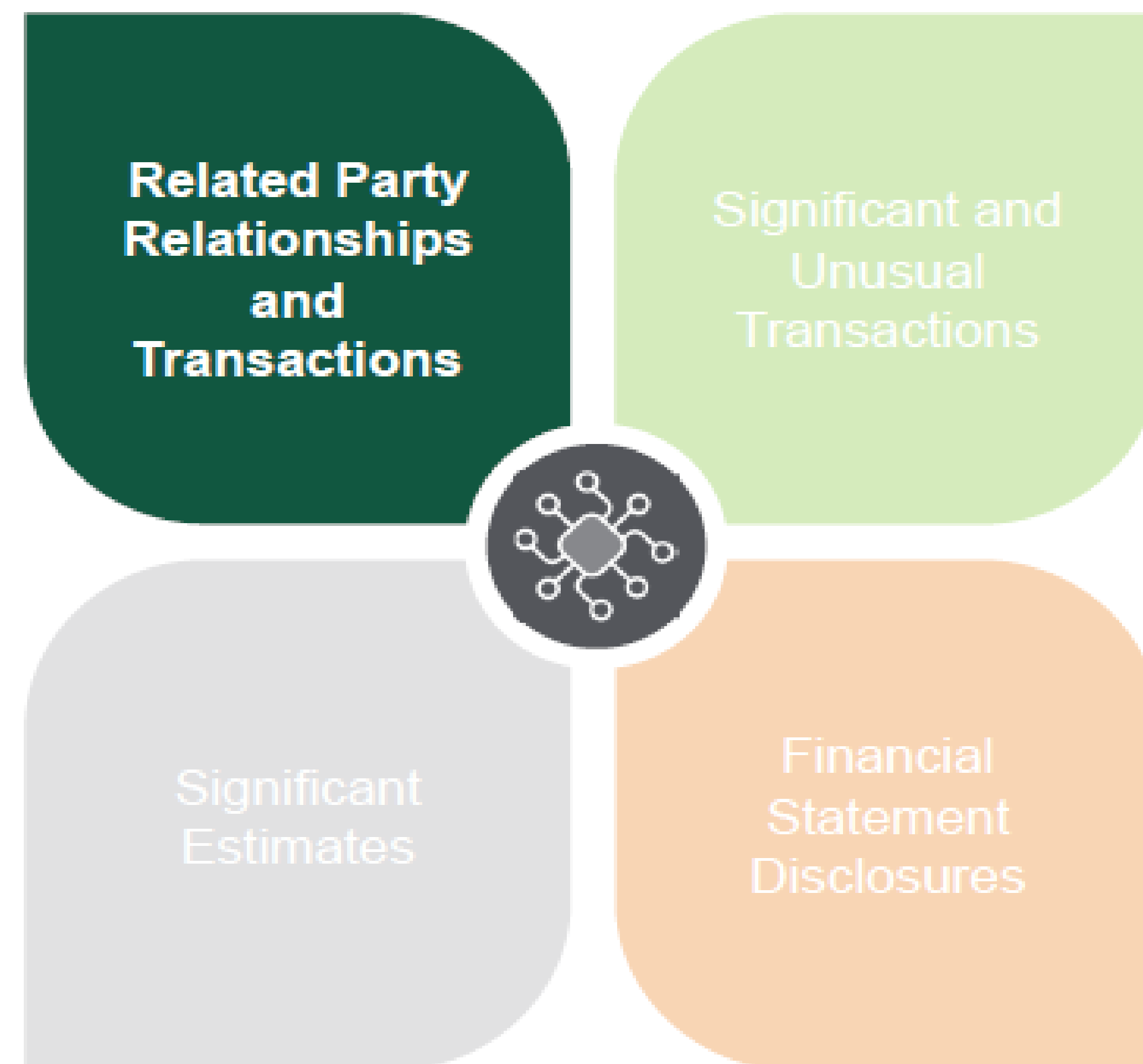


# Qualitative Aspects of Accounting Practices

As part of our audit, we evaluated the Organization's identification of, accounting for, and disclosure of the Organization's relationships and transactions with related parties as required by professional standards.

We noted none of the following:

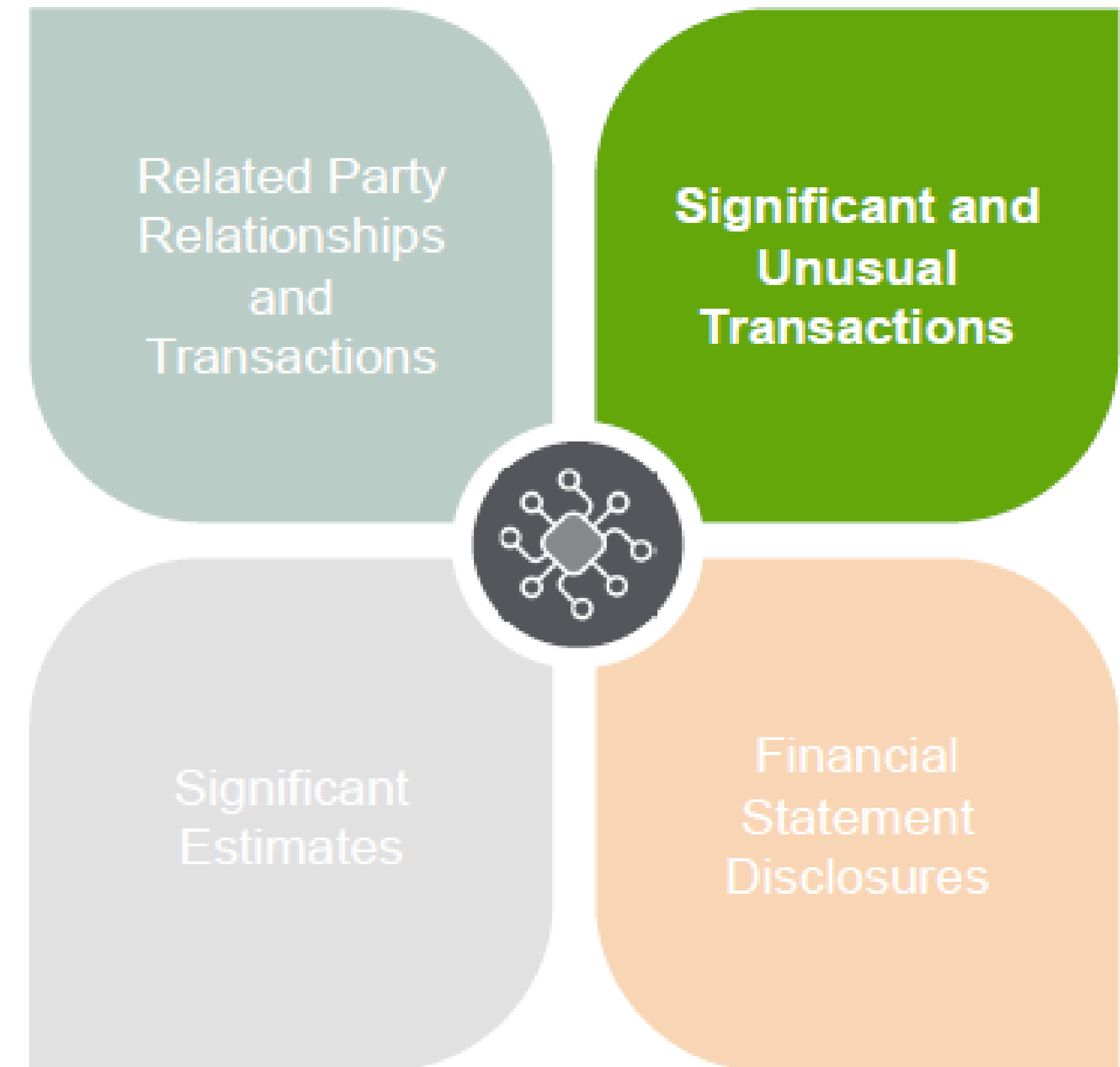
- Related parties or related party relationships or transactions that were previously undisclosed to us;
- Significant related party transactions that have not been approved in accordance with the Organization's policies or procedures or for which exceptions to the Organization's policies or procedures were granted;
- Significant related party transactions that appeared to lack a business purpose;
- Noncompliance with applicable laws or regulations prohibiting or restricting specific types of related party transactions;
- Difficulties in identifying the party that ultimately controls the entity.



# Qualitative Aspects of Accounting Practices

We noted no transactions entered into by the Organization during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

For purposes of this presentation, professional standards define significant unusual transactions as transactions that are outside the normal course of business for the Organization or that otherwise appear to be unusual due to their timing, size or nature. We noted no significant unusual transactions during our audit.

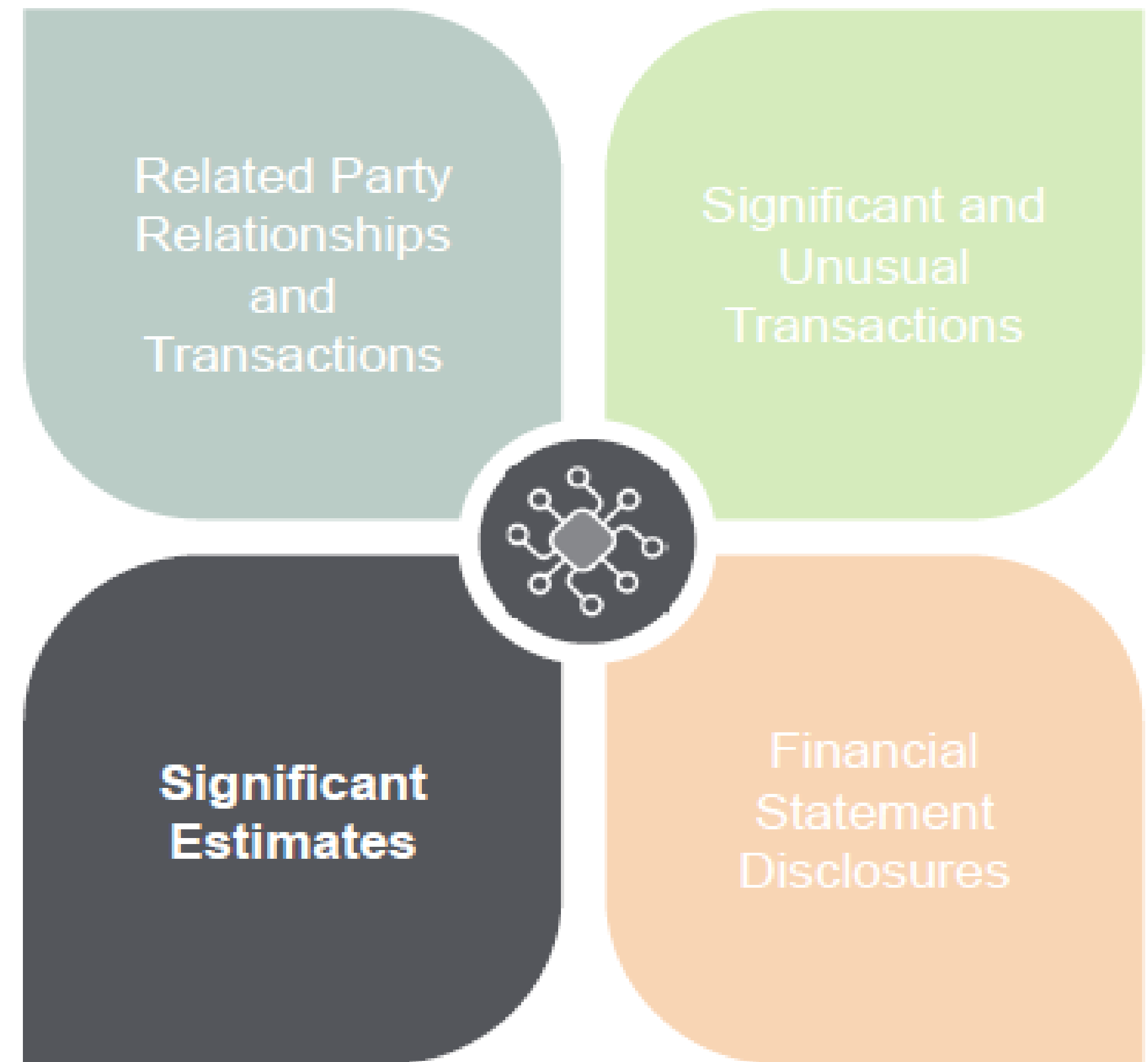


# Qualitative Aspects of Accounting Practices

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

- Management's estimate of depreciation is based on estimated useful lives of associated property and equipment.
- Management's estimate for functional expense allocation is based on an approved cost allocation plan or a negotiated indirect cost rate.

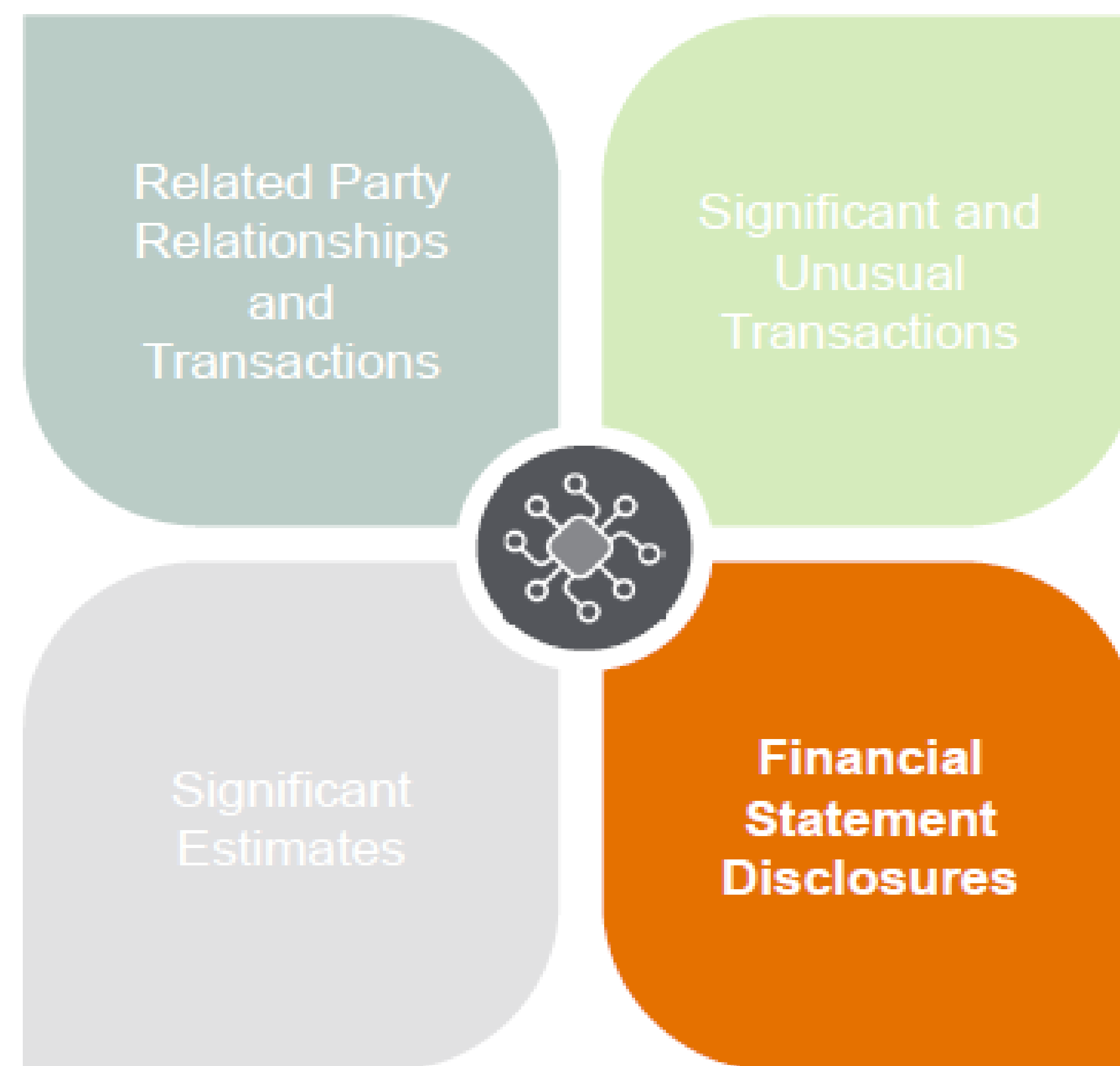
We evaluated the key factors and assumptions used to develop the estimates in determining that they are reasonable in relation to the financial statements taken as a whole.



# Qualitative Aspects of Accounting Practices

The financial statement disclosures are neutral, consistent, and clear.

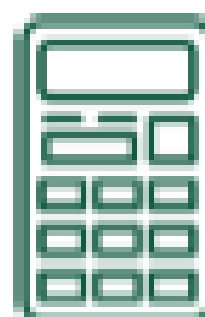
Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosure affecting the financial statements was the disclosure of the Organization's leases in Note 3 to the financial statements.



# Independence Considerations

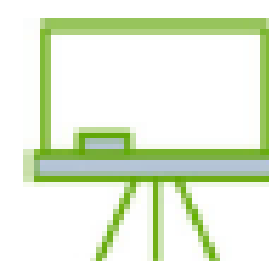
## Nonattest Services

- ▶ Prepare the Organization's federal and state tax returns.
- ▶ Complete the appropriate sections of and certify the Data Collection Form.
- ▶ Assist in the preparation of the financial statements and disclosures
- ▶ For all nonattest services we perform, you are responsible for designating a competent employee to oversee the services, make any management decisions, perform any management functions related to the services, evaluate the adequacy of the services, and accept overall responsibility for the results of the services.



## Independence Conclusion

- ▶ We are not aware of any other circumstances or relationships that create threats to auditor independence.
- ▶ We are independent of the Organization and have met our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits.



# Other Required Communications

## Difficulties Encountered

We encountered no significant difficulties in dealing with management in performing and completing our audit.

## Disagreements with Management

Includes disagreements on a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

## Auditor Consultations

We noted no matters that are difficult or contentious for which the auditor consulted outside the engagement team.

## Management Representations

We have requested certain representations from management that are included in the management representation letter dated January 15, 2025.





# Other Required Communications

## Management Consultations

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a “second opinion” on certain situations. To our knowledge, there were no such consultations with other accountants.

## Other Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards with management each year. These discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

## Fraud and Illegal Acts

As of the date of this presentation, no fraud, illegal acts, or violations of laws and regulations noted.

## Going Concern

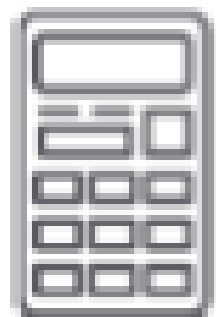
No events or conditions noted that indicate substantial doubt about the Organization’s ability to continue as a going concern.



# Other Matters

## Supplementary Information

With respect to the supplementary information (schedule of expenditures of federal awards) accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with U.S. generally accepted accounting principles, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.



# Financial Highlights

# Financial Highlights – Statement of Financial Position

	<u>2024</u>	<u>2023</u>
<b>Assets</b>		
Current Assets:		
Cash	\$ 4,118,400	\$ 2,909,609
Grants receivable	670,486	2,022,994
Other receivables	463,600	83,252
Prepaid expenses and other current assets	1,023,484	608,137
<b>Total Current Assets:</b>	<u>6,275,970</u>	<u>5,623,992</u>
Property and equipment, net	15,335	55,999
Operating lease right-of-use assets	2,112,809	3,226,453
Deposits	95,198	95,198
<b>Total Assets</b>	<u>\$ 8,499,312</u>	<u>\$ 9,001,642</u>
<b>Liabilities and Net Assets</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 975,519	\$ 2,231,311
Accrued compensation	1,126,314	1,119,786
Grant advances	1,195,336	414,661
Deferred revenue	1,875,090	-
Current portion of operating lease liabilities	1,162,390	1,369,410
<b>Total Current Liabilities</b>	<u>6,334,649</u>	<u>5,135,168</u>
Noncurrent Liabilities:		
Operating lease liabilities, net of current portion	<u>983,297</u>	<u>2,000,005</u>
Net Assets:		
Net Assets Without Donor Restrictions	<u>1,181,366</u>	<u>1,866,469</u>
<b>Total Liabilities and Net Assets</b>	<u>\$ 8,499,312</u>	<u>\$ 9,001,642</u>



# Financial Highlights – Statement of Activities

	2024	2023
<b>Revenues</b>		
Federal financial assistance	\$ 32,507,988	\$ 41,943,416
Contributions and other revenue	3,113,811	5,880,225
Interest income	10,441	7,370
<b>Total Revenues</b>	<u>35,632,240</u>	<u>47,831,011</u>
<b>Expenses</b>		
Program services	32,763,787	44,475,198
Management and general	3,553,556	3,925,192
<b>Total Expenses</b>	<u>36,317,343</u>	<u>48,400,390</u>
Change in net assets	(685,103)	(569,379)
Net assets without donor restrictions, beginning of year	1,866,469	2,435,848
Net assets without donor restrictions, end of year	<u>\$ 1,181,366</u>	<u>\$ 1,866,469</u>



# Questions

## Contacts

**Brian Liffick**

*Partner*

[bliffick@cbh.com](mailto:bliffick@cbh.com)

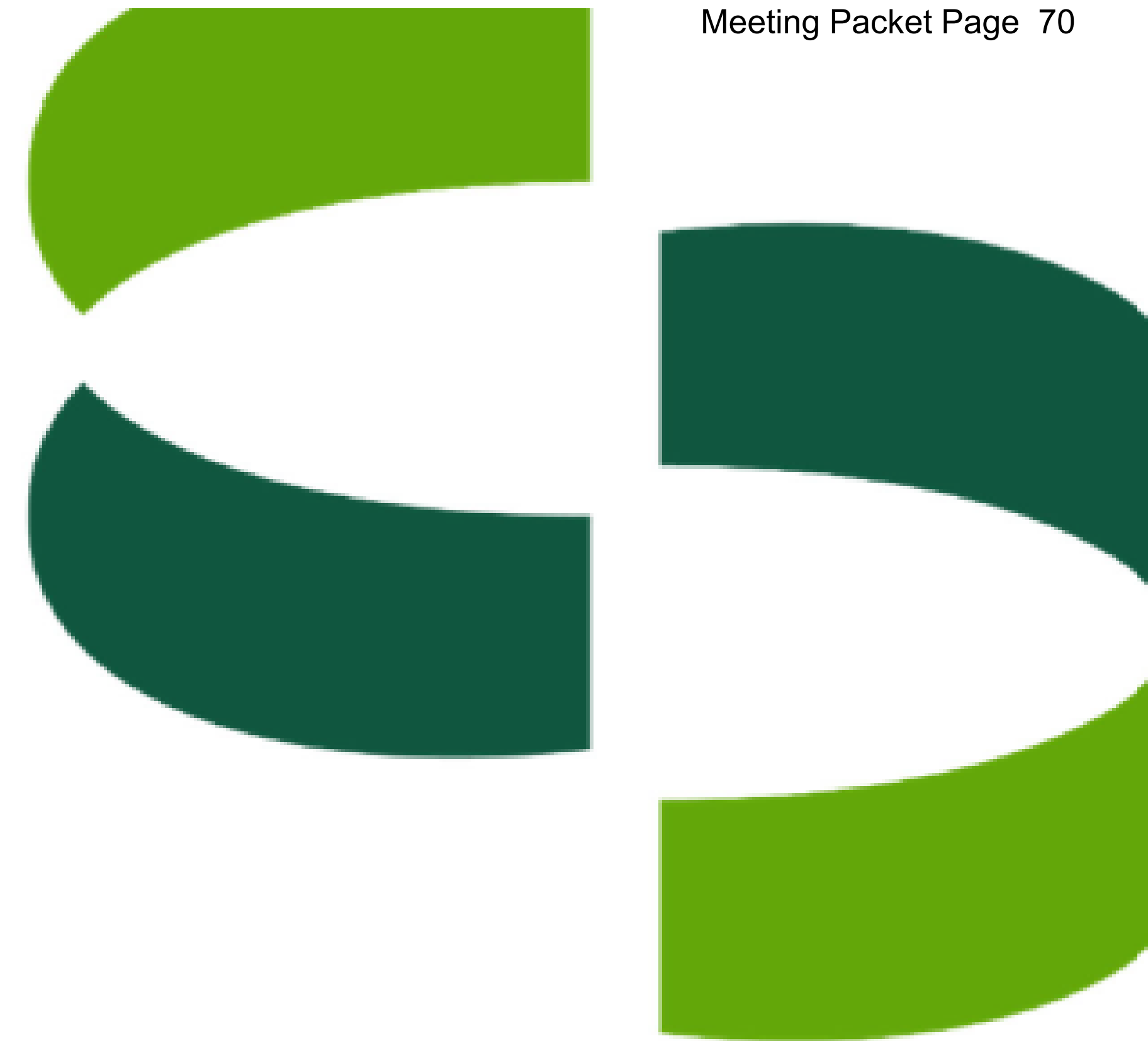
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# **RETIREMENT 403(b) AUDIT REPORT**

# 403(b) Plan Status

- Financial statements included in packet.
- ERISA 103 (a)(3)(c) report to be dated January 15, 2025.
- No written reportable findings noted.







# **FLORIDA COMMERCE MONITORING RESULTS (FY 2023-2024)**



## Memorandum

To: CareerSource Central Florida Board of Directors  
 From: Audit Committee  
 Subject: Fiscal Year 2024 Florida Commerce Monitoring  
 Date: February 27, 2025

**Purpose:**

The purpose of this memo is to summarize the Fiscal Year 2023-24 Florida Commerce financial monitoring results for the review period of 07/01/22 to 06/30/23.

**Scope of Monitoring:**

### I. DESCRIPTION OF MONITORING APPROACH

The scope of the financial review included an examination of CSCF’s internal controls, financial management systems, procurements, contract management processes, subrecipient monitoring, cost allocations, payroll, disbursement testing, and reporting and reconciliation of financial data in SERA to determine if appropriate processes, procedures, and controls were in place and properly implemented. In some instances, interviews were conducted with CSCF staff to gather information about financial management processes.

**Results of Monitoring:**

#### PY 2023-2024 Financial Monitoring Results

#### Findings

There were no findings identified during the financial monitoring review period of July 1, 2022, to June 30, 2023.

#### Other Noncompliance Issues

There were no other noncompliance issues identified during the financial monitoring review period of July 1, 2022, to June 30, 2023.

**Conclusion:**

Since there were no findings, other noncompliance issues, observations or technical assistance reported, there is no further action required by CSCF.



# Financial Monitoring Quality Assurance Report

CareerSource Central Florida  
Local Workforce Development Board – 12

Program Year 2023-2024

December 20, 2024

Prepared by



Division of Finance and Administration  
Bureau of Financial Monitoring and Accountability

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## ACRONYM TABLE

AP - Administrative Policy  
 CAP – Corrective Action Plan  
 CFR – Code of Federal Regulations  
 CSCF - CareerSource Central Florida  
 DVOP – Disabled Veterans Outreach Program  
 DWG – Disaster Recovery Dislocated Worker Grant  
 DW – Dislocated Worker  
 ETA – Employment and Training Administration  
 F.A.C. – Florida Administrative Code  
 FG – Final Guidance  
 FloridaCommerce - Florida Department of Commerce  
 FMA – Bureau of Financial Monitoring and Accountability  
 F.S. – Florida Statutes  
 FY – Fiscal Year  
 IT – Information Technology  
 ITA – Individual Training Account  
 IWT – Incumbent Worker Training  
 JVA – Jobs for Veterans Act  
 JVSG – Jobs for Veterans State Grant  
 LLC – Limited Liability Corporation  
 LVER – Local Veterans Employment Representative  
 LWDB – Local Workforce Development Board  
 MOU/IFA – Memorandum of Understanding & Infrastructure Funding Agreement  
 MSFW – Migrant and Seasonal Farmworker  
 ONI – Other Noncompliance Issue  
 PY – Program Year  
 RESEA – Reemployment Services and Eligibility Assessment Program  
 SNAP E&T – Supplemental Nutrition Assistance Program Employment and Training  
 SYEP – Summer Youth Employment Program  
 TAA – Trade Adjustment Assistance  
 TANF – Temporary Assistance for Needy Families  
 TCA – Temporary Cash Assistance  
 TEGL – Training and Employment Guidance Letter  
 U.S.C. – United States Code  
 WE – Work Experience  
 WFS – Workforce Services  
 WIOA – Workforce Innovation and Opportunity Act  
 WP – Wagner-Peyser  
 WSA – Work Search Activity  
 WT – Welfare Transition

\*The above table reflects all acronyms that may have been used in the PY 2023-2024 monitoring review cycle; however, all acronyms may not be used in this report.



SUMMARY TABLE OF FINANCIAL MONITORING RESULTS

PY 2023-24 Financial Monitoring Results					
Category	Issue	Prior Year Finding	Current Year Finding	Prior Year Other Noncompliance Issue	Current Year Other Noncompliance Issue
Results - All Categories					

Note: For prior year findings and other noncompliance issues, please see the section on Prior Year Corrective Action Follow-Up.

DEFINITIONS APPLICABLE TO FINANCIAL MONITORING

1. **Finding** – A high risk issue that directly impacts the integrity or effectiveness of financial operations or could potentially result in major financial deficiencies (e.g., lack of accounting records or no system of accounting, no documentation to support expenditures, lack of internal controls, lack of fully executed contracts, issues indicative of systemic problems in financial operations, has the appearance of fraud or abuse, potential questioned costs, etc.). Findings are expected to be responded to in the Corrective Action Plan (CAP).
2. **Other Noncompliance Issue** – A medium risk finding that results in deviation from process or practice not likely to result in failure of the management system or process but has a direct impact on financial operations (e.g., missing financial elements, failure to timely conduct follow-ups, etc.) ONIs could potentially be upgraded to a finding over time based on the nature of the deficiency (e.g., repeat violations, issues indicative of systemic problems in financial operations, questioned costs, etc.). ONIs are expected to be responded to in the CAP.
3. **Observation** – A low risk issue that is intended to offer constructive comments and an opportunity to improve current local practices, processes, and procedures that result in positive financial outcomes. Observations are not expected to be responded to in the CAP except when requested.
4. **Technical Assistance** – Any assistance provided by the financial monitoring team to LWDB staff.



**MONITORING REPORT  
CAREERSOURCE CENTRAL FLORIDA  
LOCAL WORKFORCE DEVELOPMENT BOARD - 12**

## I. DESCRIPTION OF MONITORING APPROACH

The scope of the financial review included an examination of CSCF's internal controls, financial management systems, procurements, contract management processes, subrecipient monitoring, cost allocations, payroll, disbursement testing, and reporting and reconciliation of financial data in SERA to determine if appropriate processes, procedures, and controls were in place and properly implemented. In some instances, interviews were conducted with CSCF staff to gather information about financial management processes.

### Compliance Review Abstract Information

- Financial Monitoring Review Dates: February 12, 2024, to February 16, 2024
- Financial Monitoring Sample Review Period Dates: July 1, 2022, to June 30, 2023

## II. FINANCIAL MONITORING REVIEW

FMA performed financial monitoring procedures based on the elements described in the PY 2023-2024 Financial Monitoring Tool. The results of financial monitoring testing are described below.

### Prior Year Corrective Action Follow-Up

There were no findings or ONIs identified in the prior year.

### PY 2023-2024 Financial Monitoring Results

#### Findings

There were no findings identified during the financial monitoring review period of July 1, 2022, to June 30, 2023.

#### Other Noncompliance Issues

There were no other noncompliance issues identified during the financial monitoring review period of July 1, 2022, to June 30, 2023.



**Observations/ Technical Assistance**

There were no observations identified or technical assistance provided during the financial monitoring review period of July 1, 2022, to June 30, 2023.

Financial Monitoring Review Dates: February 12, 2024 – February 16, 2024

Financial Monitoring Sample Review Period: July 1, 2023 – June 30, 2024

Name	Agency	Entrance Conference	Exit Conference
The joint entrance conference with LWDB staff was conducted on February 12, 2024. The financial monitoring exit conference was conducted on December 17, 2024. The entrance/exit conference attendees are listed below:			
Kim Ferree	FloridaCommerce	X	
Robert Meadows	FloridaCommerce	X	X
Yvette McCullough	FloridaCommerce		X
Leo Alvarez	CSCF	X	X
Kristi Vilardi	CSCF	X	X

[RETURN TO APPENDIX](#)

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# **RETIREMENT PLAN RECOMMENDATION**



Companies can make matching and/or non-elective contributions to employees under the 457(b) retirement plan. Employers may set various goals for employees to meet in order to receive company contributions.

### Performance-Based Goals:

- Meeting or exceeding individual performance targets
- Successful completion of projects or initiatives
- Achieving specific professional development milestones

### Company-Wide Goals:

- Meeting company-wide financial targets
- Achieving specific customer satisfaction or retention goals
- Improving overall company efficiency or productivity

### Proposed Contribution Structure:

<u>Level of Position</u>	<u>Eligibility of Range</u>
President/Chief Executive Officer	UP to 5% of salary
Chief Executive Level	UP to 4% of salary
Vice President Level	UP to 3% of salary



# **TRANSFER AUTHORITY OF WIOA/ADULT/DW FUNDING**



**Action**

To: CareerSource Central Florida Board of Directors  
 From: Finance Committee  
 Subject: Florida Commerce Approval for WIOA Transfer of Funds (Policy 118)  
 Date: February 27, 2025

**Purpose:** The purpose of this memo is to request approval from the CareerSource Central Florida (CSCF) Board of Directors to add transfer of funds flexibility between WIOA Adult and Dislocated Worker funding.

**Background:** Due to CSFL Policy # 118 released in September of 2021 regarding Workforce Investment Opportunity Act (WIOA) Adult and Dislocated Worker Funds Transfer Authority, a Prior Approval Transfer Request Form must be approved by the full board to transfer funds between the Adult and Dislocated Worker WIOA funding streams. In the past board staff had 100% authority to transfer between these funds, but the new policy requires the board of directors approve the transfer. The signed form along with corresponding board minutes must be provided to Florida Commerce for final approval. CSCF is requesting for authority to request up to 90% of Program Year 2023 Dislocated Worker program funding stream be transferred to the Adult funding stream. CareerSource Central Florida is currently administering \$17.8M in ARPA "Level Up Orange" funding to support the Dislocated Worker Population in Orange County. The request below allows CSCF greater flexibility to train the Adult population that does not meet the dislocated worker requirements.



Prior Approval Transfer Request Form - WIOA Adult and Dislocated Worker (DW) Programs  
 From 7/1/2024 through 6/30/2026

LWDB Number and Name (Requestor):		CareerSource Central Florida (LWDB #12)				
Name / Title of Requestor Representative:		Leo Alvarez, CFO				
Adult and Dislocated Worker Transfer Request						
Program Year	Program	Total Award Amount	Amount of Adult Requested to be Spent on DW	Percentage of Adult Requested to be Spent on DW	Amount of DW Requested to be Spent on Adult	Percentage of DW Requested to be Spent on Adult
2024	Dislocated Worker	4,240,239.00	0.00	0	2,816,215.10	90%

**Action:** Finance Committee seeks approval from the CSCF Board to approve the transfer request as presented above.

*Approved:*  
 Finance Committee – 1/15/25

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# **BANKING SERVICES RECOMMENDATION**



## **Action Item**

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To: CareerSource Central Florida Board of Directors  
 From: Executive Committee  
 Subject: Banking Services RFP Review Team Results and Recommendation  
 RFP Number FIN-BS-PY25  
 Date: 2/27/2025

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**Purpose:**

The purpose of this memo is to provide a recommendation to the CareerSource Central Florida (CSCF) Board of Directors for banking services. Based on the responses received, the Executive Committee is requesting that the CSCF Board approve for staff to move forward and complete negotiations with the selected firm.

**Background:**

A request for proposal (RFP) was developed to obtain the banking services of a financial institution to support its operations. CSCF manages a diverse range of funding sources and administrative functions, requiring robust and reliable banking services. These include, but are not limited to, the management of operating accounts, payroll processing, disbursements, investments, and other essential financial services. The RFP was released via the company website for a 45-day duration beginning December 17, 2024, with a bid closing date of January 31, 2025, in conjunction with inviting eight (8) financial institutions to participate in the RFP. The RFP was based on specifications developed by CareerSource Central Florida's Finance, Procurement, and Operations teams.

The banking institutions that were invited to respond were the following: Bank of America, TD Bank, City National Bank, Addition Financial Credit Union, Fairwinds Credit Union, JP Morgan Chase Bank, Truist Bank, and Valley Bank.

CSCF received a total of three proposals. The Review Team evaluated the submitted proposals and then convened to discuss their findings. Each team member assigned individual scores to each proposer and ranked the three proposals as follows:

1. JP Morgan Chase
2. Truist Bank
3. Valley National

**Action:**

The Executive Committee is recommending that the CSCF Board approve for staff to negotiate with the highest-evaluated proposer, JP Morgan Chase Bank.

*Approved:*  
*Executive Committee – 2/20/25*

[RETURN TO AGENDA](#)



# **FINANCIAL REPORTS**

## **THRU Q2 (7/1/24 - 12/31/24)**





CareerSource Central Florida  
Budget vs. Actual Report (Summary)  
As of 12/31/24

CSCF Budget FY 2024 - 2025			
Funding Sources	Total Revenue		
Carry In Funds From FY 2023- 24	11,955,576		
FY 24 - 25 Award	31,853,944		
Award Total - Available Funds	43,809,520		
LESS planned Carryover For FY 25 - 26	(8,809,520)		
<b>Total Available Funds Budgeted</b>	<b>35,000,000</b>	<b>Actual Expenditures</b>	<b>% of Expenditures</b>

EXPENDITURE BY CATEGORY

Salaries/Benefits	16,800,000	8,742,958	52.0%
Training Investment	13,100,000	4,768,523	36.4%
Professional Services	900,000	636,944	70.8%
Outreach	430,000	317,501	73.8%
Infrastructure/Maintenance & Related Cost	2,450,000	994,306	40.6%
IT Cost/Network Expenses	1,000,000	413,524	41.4%
Staff Development & Capacity Building	320,000	244,730	76.5%
<b>EXPENDITURES</b>	<b>35,000,000</b>	<b>16,118,486</b>	<b>46.1%</b>

TRAINING OBLIGATIONS	\$	% of Budget
Training Investment as of 12/31/24	\$ 4,768,523	36.4%
Obligations (Training not yet billed by vendors)	\$ 1,824,585	16.3%
<b>Total Training &amp; Expenditures</b>	<b>\$ 6,593,108</b>	<b>59.0%</b>

FEDERAL/STATE METRICS	\$	% of Budget
ITA % (Adult DW)	41.5%	40.0%
ITA% (Youth)	16.4%	20.0%
ADMINISTRATIVE COST %	10.0%	10.0%



CareerSource Central Florida  
Current Year Budget and 2 yr Expenditure Comparison  
As of 12/31/24

Funding Sources	CY Revenue	PY Revenue	\$ Difference	% Difference
Carry In Funds From FY 2023- 24	11,955,576	16,960,163	(5,004,587)	
FY 24 - 25 Award	31,853,944	30,039,920	1,814,024	
Award Total - Available Funds	43,809,520	47,000,083	(3,190,563)	
LESS planned Carryover For FY 25 - 26	(8,809,520)	(10,525,083)	1,715,563	
<b>Total Available Funds Budgeted</b>	<b>35,000,000</b>	<b>36,475,000</b>	<b>(1,475,000)</b>	<b>-4.0%</b>

	CY Budget	CY Expenditures	PY Expenditures	\$ Difference	% Difference
Salaries/Benefits	16,800,000	8,742,958	9,825,314	(1,082,356)	-11.0%
Career & Youth Services	13,100,000	4,768,523	7,220,029	(2,451,506)	-34.0%
Professional Fees	900,000	636,944	689,542	(52,598)	-7.6%
Outreach	430,000	317,501	184,952	132,549	71.7%
Infrastructure/Maintenance & Related Cost	2,450,000	994,306	1,194,806	(200,500)	-16.8%
IT Cost/Network Expenses	1,000,000	413,524	677,593	(264,069)	-39.0%
Staff Development & Capacity Building	320,000	244,730	281,428	(36,698)	-13.0%
<b>TOTAL EXPENDITURES</b>	<b>35,000,000</b>	<b>16,118,486</b>	<b>20,073,664</b>	<b>(3,955,178)</b>	<b>-19.7%</b>

	BUDGET	CY ACTUAL	PY ACTUAL
ITA %	30.0%	42.2%	52.1%
ADMINISTRATIVE COST %	10.0%	10.0%	9.1%





# CareerSource Central Florida

## Budget Versus Actual Report

### As of 12/31/24

CSCF Budget FY 2024 - 2025			INDIRECT COST	Funding Sources																				Valencia YB 1.0 - Orange	ARPA - Level-Up - Orange	Valencia YB 4.0 - Osceola			
Funding Source	Total Revenue	Adult		Youth	Dislocated Worker	DW Rapid Response	DW At-Risk-Floridians	WIOA Careers & Cares	WIOA Hope Florida	TANF (Welfare Transition)	Summer Youth - Other Public Funding	SNAP (FSET)	Wagner Payer	WP - Re-Entry Navigator	WP - Apprenticeship Navigator	WP - Hope Navigator	DVOP	LVER	RESA (Re-Employment Eligibility)	NOG - Opioid	Hurricane Ian	TAA - Trade Adjustment Assistance	WIOA AI Worker Training				WIOA Sector Based Training		
Carry In Funds From FY 2023-24	11,955,576	1,909,389	-	477,978	-	225,750	5,257	128,127	1,234,595	-	119,937	-	-	23,952	38,822	11,254	4,295	378,076	37,358	1,012,982	47,804	-	150,000	375,000	-	-	170,410	6,300,000	134,602
FY 24 - 25 Award	31,851,944	3,851,937	3,922,791	5,180,791	414,027	-	-	-	6,187,124	1,577,563	800,000	2,399,110	-	180,589	-	130,000	100,000	400,000	-	1,000,000	80,000	150,000	375,000	-	-	170,410	2,500,000	134,602	
Award Total - Available Funds	43,809,520	5,761,326	3,922,791	5,858,769	414,027	225,750	5,257	128,127	7,421,719	1,577,563	919,937	2,399,110	-	204,541	38,822	141,254	104,295	778,076	37,358	2,012,982	127,804	150,000	375,000	-	-	170,410	8,800,000	134,602	
LESS planned Carryover For FY 25 - 26	(8,809,520)	(1,082,922)	(500,000)	(1,484,036)	-	-	-	-	(1,000,000)	(577,563)	-	(100,000)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,000,000)	-	
<b>Total Available Funds Budgeted</b>	<b>35,000,000</b>	<b>4,678,404</b>	<b>3,422,791</b>	<b>4,374,733</b>	<b>414,027</b>	<b>225,750</b>	<b>5,257</b>	<b>128,127</b>	<b>6,421,719</b>	<b>1,000,000</b>	<b>919,937</b>	<b>2,299,110</b>	<b>-</b>	<b>204,541</b>	<b>38,822</b>	<b>141,254</b>	<b>104,295</b>	<b>778,076</b>	<b>37,358</b>	<b>2,012,982</b>	<b>127,804</b>	<b>150,000</b>	<b>375,000</b>	<b>-</b>	<b>-</b>	<b>170,410</b>	<b>6,800,000</b>	<b>134,602</b>	
<b>PROGRAM</b>	<b>Authorized Budget</b>																												
Salaries/Benefits	16,800,000	1,447,653	1,787,585	936,184	217,678	104,161	120,938	11,299	1,489,603	-	475,031	373,271	22,498	61,261	71,208	96,524	67,461	333,554	44,475	160,105	1,321	-	25,723	20,758	660,712	20,758	660,712	63,878	
Training Investment	13,100,000	-	646,970	204,738	11,461	-	96,694	-	47,939	1,491,734	854,331	313	122	-	-	-	-	-	27,599	159,192	-	-	-	-	7,150	908,788	6,335		
Professional Services	900,000	171,732	51,228	40,202	5,859	2,678	1,626	362	191,897	-	11,713	40,514	607	1,279	1,740	10,243	7,119	9,887	881	4,545	130	-	533	525	68,669	1,820			
Outreach	430,000	11,240	71,306	40,826	7,300	3,393	1,962	316	68,249	-	12,190	33,829	588	1,302	1,565	8,841	6,169	8,823	690	6,042	96	-	986	986	6,350	1,708			
Infrastructure/Maintenance & Related Cost	2,450,000	81,480	55,344	31,687	6,002	2,764	1,835	292	50,254	-	14,511	662,870	548	2,772	1,739	11,486	8,974	10,467	1,044	4,928	113	-	605	605	448	1,899			
IT Cost/Network Expenses	1,000,000	78,284	73,751	38,383	8,223	3,904	4,976	338	64,853	-	20,176	56,768	717	1,837	2,480	14,560	10,102	14,814	1,572	6,590	173	-	811	811	5,064	2,640			
Staff Development & Capacity Building	320,000	63,561	35,463	23,621	4,357	2,040	1,183	160	35,754	-	9,164	26,874	252	1,258	1,320	6,158	4,242	6,282	9,541	3,220	38	-	427	552	4,322	1,127			
Indirect Cost (13%)		(1,472,144)	292,991	148,394	26,754	12,865	27,128	1,661	5,510	412,094	-	63,062	63,067	3,274	7,231	9,671	16,485	11,582	44,111	11,148	54,597	239	-	2,135	2,373	206,363	8,719		
<b>EXPENDITURES</b>	<b>35,000,000</b>	<b>385,806</b>	<b>3,615,578</b>	<b>1,464,033</b>	<b>287,636</b>	<b>131,813</b>	<b>263,442</b>	<b>14,428</b>	<b>53,449</b>	<b>3,803,350</b>	<b>854,331</b>	<b>608,070</b>	<b>1,257,355</b>	<b>28,484</b>	<b>77,240</b>	<b>89,723</b>	<b>164,297</b>	<b>115,649</b>	<b>427,938</b>	<b>96,950</b>	<b>593,219</b>	<b>2,090</b>	<b>-</b>	<b>31,220</b>	<b>33,760</b>	<b>1,863,336</b>	<b>88,134</b>		
<b>FUNDING DECISIONS</b>	<b>-</b>	<b>-</b>	<b>(777,681)</b>	<b>76,915</b>	<b>1,306,187</b>	<b>-</b>	<b>-</b>	<b>(9,183)</b>	<b>-</b>	<b>-</b>	<b>(345,139)</b>	<b>38,478</b>	<b>(28,479)</b>	<b>-</b>	<b>(12,731)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(53,822)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(20,624)</b>	<b>-</b>	<b>(45,151)</b>		
<b>TOTAL BUDGET/EXPENDITURES</b>	<b>16,118,486</b>	<b>385,806</b>	<b>3,237,897</b>	<b>1,540,948</b>	<b>1,393,823</b>	<b>131,813</b>	<b>263,442</b>	<b>5,245</b>	<b>53,449</b>	<b>3,803,350</b>	<b>854,331</b>	<b>342,711</b>	<b>1,285,833</b>	<b>5</b>	<b>77,240</b>	<b>76,992</b>	<b>164,297</b>	<b>115,649</b>	<b>427,938</b>	<b>43,128</b>	<b>593,219</b>	<b>2,090</b>	<b>-</b>	<b>31,220</b>	<b>13,136</b>	<b>1,863,336</b>	<b>42,983</b>		
<b>TOTAL AVAILABLE FUNDS</b>	<b>18,881,514</b>	<b>(385,806)</b>	<b>2,440,507</b>	<b>1,881,843</b>	<b>2,780,910</b>	<b>282,214</b>	<b>(37,692)</b>	<b>12</b>	<b>74,678</b>	<b>2,618,369</b>	<b>145,689</b>	<b>557,206</b>	<b>1,013,277</b>	<b>(5)</b>	<b>127,301</b>	<b>(38,170)</b>	<b>(23,043)</b>	<b>(11,354)</b>	<b>350,138</b>	<b>(5,771)</b>	<b>1,413,763</b>	<b>125,714</b>	<b>150,000</b>	<b>340,780</b>	<b>157,274</b>	<b>4,936,664</b>	<b>91,619</b>		
<b>% OF FUNDS EXPENDED BY GRANT</b>	<b>46.1%</b>		<b>47.8%</b>	<b>41.0%</b>	<b>33.4%</b>	<b>31.8%</b>	<b>136.7%</b>	<b>99.8%</b>	<b>41.7%</b>	<b>59.2%</b>	<b>85.4%</b>	<b>39.4%</b>	<b>55.9%</b>	<b>#DIV/0!</b>	<b>37.8%</b>	<b>198.3%</b>	<b>116.3%</b>	<b>110.9%</b>	<b>55.0%</b>	<b>115.4%</b>	<b>29.8%</b>	<b>1.6%</b>	<b>0.0%</b>	<b>8.3%</b>	<b>7.7%</b>	<b>27.4%</b>	<b>31.9%</b>		
<b>% OF FUNDS EXPENDED (INCLUDING OBLIGATIONS)</b>	<b>51.3%</b>																												
<b>TRAINING OBLIGATIONS</b>	<b>\$</b>	<b>% of Budget</b>																											
Training Investment as of 12/31/24	4,768,523	A	36.4%	A - The state mandates that 40% of total WIOA adult and dislocated worker funds are spent in client intensive training activities.																									
Obligations (Training not yet billed by vendor)	1,824,585		16.3%																										
<b>Total Training &amp; Expenditures</b>	<b>6,593,108</b>		<b>59.0%</b>	B - The state mandates that total administrative cost are not to exceed 10% of total cost.																									
<b>NOVEMBER 2024</b>	<b>ACTUAL</b>	<b>TARGET</b>																											
ITA % (Adult DW)	39.0%	40.0%																											
ITAN (Youth)	14.0%	20.0%																											
ADMINISTRATIVE COST %	0.0%	10.0%																											

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# **BYLAWS PROPOSED EDITS**



ARTICLE IV  
POWERS OF CSCF

~~1. General Powers. Except as limited by the Articles or these Bylaws, CSCF will have and exercise all rights and powers in furtherance of its purpose now or hereafter conferred on not-for-profit corporations and under the laws of the state of Florida.~~

~~2. Workforce Powers. CSCF will have and exercise all rights and powers granted to regional workforce and investment boards under state and federal laws ~~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 CSCF 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 CSCF;
- 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;
- 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 CSCF;
- d. as the designated workforce development board for Region 12, carry out the functions provided in the Workforce Innovation and Opportunity Act ("WIOA") sec. 107(d), 20 CFR 679.370, and
- e. actively participate in convening the Region's workforce development system's stakeholders, broker relationships with a diverse range of employers, and leverage support for workforce development activities.

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 CSCF;
- c. ensure accountable management of real and personal property and the general business of CSCF, including authorization and approval of material contracts and agreements on behalf of CSCF, all in accordance with applicable law, the Articles and these Bylaws;
- d. approve general rules and regulations for the administration of CSCF and its personnel, and approve any substantial change in employee benefits of CSCF;
- e. designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents that are binding on CSCF;
- f. establish and develop additional committees necessary or appropriate to fulfill the responsibilities of CSCF's mission and purposes;
- g. hire and delegate authority to the President/CEO of CSCF;
- h. approve any affiliation by CSCF with one or more entities in any partnership, joint venture or joint enterprise;
- i. approve any merger or consolidation of CSCF with any other organization or entity; and
- j. comply with and carry out the functions in Section 445.007 of the Florida Statutes.

#### ARTICLE VI

##### MEMBERSHIP OF THE BOARD OF DIRECTORS

1. Appointment. Members of the Board of Directors will be appointed by the Consortium in accordance with applicable local intergovernmental agreements and in compliance with criteria established by the state of Florida and the federal government law and policies. The Board of Directors and will be composed of at least the following:

- a. representatives of the private sector, who must constitute a minimum of 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; A majority of Board members which represent businesses in the local area as individuals who (i) are owners of a business, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority, (ii) represent businesses, including small businesses, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development from in-demand industry sectors or occupations in the local area (at least two representatives of small businesses must be included), (iii) are



appointed from individuals nominated by local business organizations and business trade associations, and (iv) are not current members of the local area's Education and Industry Consortium.

b. such other representatives as may be required or permitted by applicable federal or state law, regulations or directives.

2. Term. Each Director shall serve staggered terms and may not serve for more than 8 consecutive years unless the Director is a representative of a governmental entity. Service in a term by a Director which commenced before July 1, 2021 does not count towards the 8-year limitation.

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. The President/CEO is notified promptly by staff of a Director vacancy. The President/CEO notifies the Governance Committee of such vacancies, and the Governance Committee identifies potential board members. Nominees for a board member vacancy are received from local organizations and business and economic development agencies~~Nominees are received from local organizations representing the category of membership.~~ The Consortium is notified of the vacancies and receives nominations from the organizations or agencies, and takes action to fill the vacancies through the same process followed for all appointments. Vacancies during the term of a Director's appointment will be filled in an appropriate timeframe upon receipt of sufficient nominations for the vacancy. For appointees required by WIOA Sec. 107(b)(2), such vacancies will be filled no more than 12 months from the vacancy occurrence. The person appointed by the Consortium will serve the remaining term of the prior Director. The person appointed to fill the vacancy are appointed to the same category of membership as that in which the vacancy occurred and will serve the remaining term of the prior Director and may be re-appointed as provided in Section 2 of this Article.

5. Participation. Within six months of appointment, Newly appointed Directors attend a mandatory orientation and training sessions to become familiar with the CSCF services offered and their responsibilities. Thereafter, Directors complete an annual training to remind them of the purpose of their appointment as a member of the Board of Directors. Board members are requested to participate in one of the committees based on their interests and skills, and are encouraged and provided opportunities to actively participate in strategic planning for CSCF and are educated on explaining CSCF and its workforce activities to the community.



ARTICLE VII  
OFFICERS AND THEIR DUTIES

1. Election of Officers. ~~All officers will serve 1 year terms.~~ The Chairperson may serve for only 2 consecutive terms, ~~each term may not exceed 2 years.~~ All other officers serve for 1 year 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 CSCF.
  
2. Removal of Directors. ~~Any Director may be removed at any time, with or without cause, by a majority vote of the Consortium. Except however, any Director who is a representative of the private sector may be removed only by the Consortium member of his or her respective county. Additionally, the Governor or the Chief Elected Official Consortium~~ may remove a Director for cause. The Board may recommend to the Chief Elected Official, or the Consortium, removal of a Director ~~when, in the judgement of the Board, the best interest of CSCF will be served.~~
  
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 CSCF as Directors. Directors may be reimbursed for expenses incurred when traveling on official business of CSCF if approved in advance by the Chairperson of the Board in accordance with CSCF's , ~~Such reimbursement must conform to CSCF's~~ established travel policy.
  
5. Duties of the Chairperson. The Chairperson must be a business representative and 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 elect to be a member ~~ex-officio~~ of any all committees;



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- d. ~~serve as Chairperson of 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
- de. perform all other duties assigned to the Chairperson under these Bylaws, applicable state policies, and those usually pertaining to the office of Chairperson.

6. Duties of the Vice Chairperson. The Vice Chairperson must be a business representative and 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 CSCF and the collection of interest thereon;~~
- ba. oversee the accounts of CSCF and report thereon at each regular meeting of the Board of Directors;
- cb. make a report at each meeting of the Board of Directors and special reports when requested; and
- d. ~~oversee the preparation and filing of reports and returns required by all governmental agencies; and~~
- ec. serve as Chairperson of the Finance Committee.

8. Duties of the Secretary. The Secretary will:

- a. ensure that minutes of each the Board of Directors meetings 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 CSCF are properly maintained;~~ and
- hc. 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 CSCF 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 incentives will be set by the Executive Committee. The President may only be terminated (i) upon the recommendation of a majority of the members of the Executive Committee and a 2/3 vote of the entire Board of Directors, (ii) by the Governor for cause, or (iii) by the Chief Elected Official Consortium for cause. The President will be the chief executive officer of CSCF and will be responsible for the general day-to-day and active management and leadership of the business and affairs of CSCF, subject to the direction of the Executive Committee and the Board of Directors.

10. Chief Operating Officer. The Chief Operating Officer (“**COO**”) may be hired by the President. The COO will not be a member of the Board of Directors, but will be a full-time employee of CSCF. The COO will direct, administer and coordinate the day-to-day activities of CSCF 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. The CFO will not be a member of the Board of Directors, but will be a full-time employee of CSCF. The CFO will direct CSCF’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.

## ARTICLE VIII

### BOARD COMMITTEES

1. Committees. The Board of Directors will create standing committees as follows: Executive, Finance, Audit, Career Services, Governance, Community Engagement, and Revenue Diversity & New Markets. 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 CSCF’s business. The Chairperson of the Board will make appointments to all committees and will appoints the chairperson-Chairperson of each committee and the committee members. A-Each committee must be chaired by a Director. With the exception of the Executive Committee, all other Any committees 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. Staff and employees of CSCF may not serve as members of a committee. 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.





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2. Executive Committee. The Executive Committee will have a minimum of 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 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 CSCF'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 which is a business representative 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 may serve on Executive Committee 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 CSCF; controlling and supervising the financial affairs of CSCF; overseeing CSCF's investment and 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 ~~and one staff member from each of the 5 counties that comprise Region 12.~~ The Audit Committee will be responsible for:

- a. overseeing the annual audit(s) of CSCF's programs required under applicable laws, regulations or directives including selection of the auditor and approval of annual audit plans;
- b. providing oversight of CSCF through review of monitoring reports and audits of CSCF;
- 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 CSCF's responses to any adverse findings regarding the financial affairs of CSCF, including, but not limited to, adverse monitoring



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- 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, CSCF'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 CSCF'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 CSCF's operations plan as part of the 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 CSCF's Articles and Bylaws and recommending changes to the Board of Directors; identifying a process to recruit board members and officers; evaluating CSCF's enterprise risk report; and evaluating the Board's effectiveness. Additionally, the Governance Committee is responsible for preparing and providing a slate of recommended officers to the Board of Directors to be used by the Board to nominate and elect the officers by a majority vote of the Directors present at the meeting.

7. 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 CSCF is, through appropriate outreach, aligned and engaged with other community, civic and economic-development activities.

8. Revenue Diversity & New Markets Committee. The Revenue Diversity & New Markets 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 Revenue Diversity & New Markets Committee will be responsible for providing strategic oversight in the development of CSCF's short-term and long-term revenue growth strategies, specifically the development of new, diversified funding streams.



ARTICLE IX  
CONDUCT OF BUSINESS

1. Annual Meeting. The Annual Meeting of the Board of Directors 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 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. CSCF's meetings will be held 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 50% of the Board members be present. 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 50% of the ~~Board members who are~~ committee members be present.
7. Voting. Directors may not be represented at any meeting by an alternate, nor may proxies be given. Each Director will have 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 CSCF'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, a quorum having been established.
9. Supermajority Rule. The following must be approved by a vote of 2/3 of the Board, a quorum having been established:
  - a. amendments to these Bylaws (as provided under Article X below); and
  - b. any contract or agreement between CSCF and a Director; a relative (as defined in s. 112.3143[1][c], Florida Statutes) of a Director; an organization or individual represented on the Board; or an employee of CSCF as permitted by Sec. 445.007 of the Florida Statutes.



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10. Use of Technology for Meetings. Members of the Board of Directors or any committee may use any form of technology to conduct business. If used, the technology must be accessible to the public for attendance. The use of technology must be included on all meeting notices. Any such participation by use of technology will constitute presence in person at the meeting.

11. 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.~~ CSCF's accounts and records will be audited annually by a firm of certified public accountants at the expense of CSCF; and a copy will be available on request for each Director to review.

12. Investments. Any investments of funds of CSCF must first be approved by the Finance Committee and recommended to the Board of Directors for its approval.

13. Fiscal Year. The fiscal year of CSCF will be July 1 to June 30.

14. Conflicts with Laws. CSCF 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. CSCF 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 CSCF 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 CSCF 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 CSCF, 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, CSCF will



nevertheless indemnify each director and officer of CSCF to the fullest extent permitted by portions of this section not invalidated, and to the fullest extent permitted by law.

17. D&O Insurance. CSCF will purchase and maintain in full force and effect a policy or policies of directors and officers liability insurance covering its Directors and officers 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, CSCF may purchase and maintain insurance on any person who is or was a Director, officer, employee, or agent of CSCF 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 CSCF would have the power to indemnify the person against such liability under the provisions of Section 16 of this Article IX.

#### ARTICLE X

##### AMENDMENTS AND EFFECTIVENESS

These Bylaws may be amended, revised, added to, repealed or rescinded by a vote of the Board of Directors, subject to approval by the Consortium.

[RETURN TO AGENDA](#)