



GOVERNANCE COMMITTEE MEETING

CareerSource Central Florida | 2/5/25

CareerSourceCentralFlorida.com

ISHMENT
BEGINS WITH A DREAM.



2/5/25 GOVERNANCE COMMITTEE MEETING DETAILS

Meeting Details

Meeting Agenda

Welcome

Roll Call

Public Comment

Approval of Minutes

Information/

Discussion/

Action Items

Other Business

Adjournment

What: Governance Committee Meeting

When: Wednesday, February 5, 2025
3:00 p.m. – 4:30 p.m.

Where: CSCF Administration Office
390 N. Orange Ave., Suite 700 (7th Floor)
Orlando, FL 32801

or

Virtual Option via Zoom:

Link: <https://careersourcecf.zoom.us/j/87884646346?pwd=UWh1smytJwFqbV6MBtM2MpYLj5VoWj.1>

Dial In: 1 (929) 205-6099 / Meeting ID: 878 8464 6346 / Passcode: 329090

2/5/25 GOVERNANCE COMMITTEE MEETING DETAILS

Meeting Details	Agenda Item #"	Topic	Presenter	Action Item
Meeting Details	1.	Welcome	Sheri Olson	
▶ Meeting Agenda	2.	Roll Call / Establishment of Quorum	Kaz Kasal	
Welcome	3.	Public Comment		
Roll Call	4.	Approval of Minutes A. 8/21/24 Governance Committee Meeting	Sheri Olson	X
Public Comment	5.	Information / Discussion / Action Items	Committee Review/Discussion	
Approval of Minutes		A. Board Compliance to CSCF's Bylaws		X
Information/ Discussion/ Action Items		1) Bylaws – Review Revisions 2) Board Demographics – Review Historical		
Other Business		B. Board Member Recruitment, Participation and Development		
Adjournment		1) Board Engagement Results: (7/1/24 thru 12/31/24) C. Enterprise Risk Update		
	6.	Other Business		
	7.	Adjournment		



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WELCOME

GOVERNANCE COMMITTEE WELCOMES!



Gui Cunha

Administrator, Office of Economic Development and Tourism
Seminole County Government



Meeting Details

Meeting Agenda

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ROLL CALL



Meeting Details

Meeting Agenda

Welcome

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PUBLIC COMMENT



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APPROVAL OF MINUTES



Draft
Governance Committee Meeting
Wednesday, August 21, 2024 / 3:00 p.m.

MINUTES

- MEMBERS PRESENT:** Jeff Hayward, Nicole Martz and Catherine McManus
- MEMBERS ABSENT:** Heather Bigard and Sheri Olson
- STAFF PRESENT:** Pam Nabors, Tadar Muhammad, Steven Nguyen, Lance Willingham, Sean Masherella, Vince Bruno and Kaz Kasal
- GUEST PRESENT:** Heather Ramos / GrayRobinson

Agenda Item	Topic	Action Item / Follow Up Item
1	Welcome Mr. Hayward, Vice Chair, called meeting to order at 3:01 p.m.	
2	Roll Call / Establishment of Quorum Ms. Kasal reported a quorum present.	
3	Public Comment None offered.	
4	Approval of Minutes: <u>Approval of Minutes</u> <ul style="list-style-type: none"> Reviewed draft minutes from 5/8/24. 	Ms. Martz made a motion to approve the minutes from the 5/8/24 Governance Committee Meeting. Ms. McManus seconded; motion passed unanimously.
5	Information / Discussion / Actions Items	
	<p><u>Charter - Annual Review</u></p> <ul style="list-style-type: none"> Charter (attachment) and concurred no changes needed at this time. <p><u>Board Compliance to CSCF's Bylaws</u></p> <ul style="list-style-type: none"> <u>Board Demographics</u> Reviewed demographics of CSCF Board vs. regional comparison by gender, ethnicity, race, age, and veteran, and how each category trended from PY 2016-2017 to present (attachment). <u>Bylaws – Review</u> In readiness for review at 11/6/24 Governance Committee meeting, Mr. Hayward and Ms. McManus offered to review Bylaws for any edits. Ms. Ramos will also review the Bylaws. <p>Florida Commerce needs to send subgrantee agreement, which may involve additional edits.</p>	<p><i>Staff to provide trends on Board Composition over the last 4 years, to see if improved.</i></p> <p><i>Staff also to provide demographics by percentage on the region</i></p>

Agenda Item 4A



	<p><u>Board Member Recruitment, Participation, Engagement and Development</u></p> <p><u>Board Engagement Results (7/1/2023 thru 6/30/2024)</u></p> <ul style="list-style-type: none"> Reviewed PY 23-24 metrics on Board Engagement. Also, reviewed comparison historically, year-by-year, which showed a progressive increased with engagement over last 4 years. Exceeded goal in the Contribution category for the first time with 74% (goal 70%) (attachment). <p><u>Enterprise Risk Update</u></p> <ul style="list-style-type: none"> For period January 2024 through June 2024, reviewed methodology, pareto chart and updates on CSCF's current top five risks. Also reviewed actions staff have taken (attachment): <ul style="list-style-type: none"> Reviewed the proactive measures and next steps to address and mitigate cybersecurity risks Reviewed proactive actions taken regarding Talent Retention/Turnover risk Legislative Change/Risk #4: "A Stronger Workforce for America Act" bill introduction – executive staff are proactively discussing any upcoming changes in preparation to stay compliant and serve the community Executive staff <u>also</u> working to create an employee engagement strategy to address key areas for improvement as addressed in a recent Employee Satisfaction survey. 	
6	<p>Other Business</p> <ul style="list-style-type: none"> None Offered. 	
7	<p>Adjournment</p> <p>Meeting adjourned at 3:49 p.m.</p>	

Respectfully submitted,

Kaz Kasal
Executive Coordinator



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Meeting Agenda

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INFORMATION/ DISCUSSION/ ACTION ITEMS



BYLAWS - REVIEW



AMENDED and RESTATED BYLAWS
of
**CENTRAL FLORIDA REGIONAL
 WORKFORCE DEVELOPMENT BOARD, INC.**
d/b/a CAREERSOURCE CENTRAL FLORIDA
a not-for-profit Florida Corporation

ARTICLE I

NAME

The Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida shall be called "CSCF" in these Bylaws.

ARTICLE II

DEFINITIONS

- A. **Articles:** means the Articles of Incorporation of CSCF including any amendments or restatements.
- B. **Board of Directors or Board:** means the Board of Directors of CSCF.
- C. **Chief Elected Official:** means the Chairperson of the Consortium.
- D. **Consortium:** means the group of Mayors/Chairmen or designated County Commissioners from the Region.
- E. **Director:** means an individual member of the Board of Directors.
- F. **Region:** means Region 12 which consists of the five Florida counties served by CSCF: Lake, Orange, Osceola, Seminole and Sumter.

ARTICLE III

PURPOSE

CSCF's mission is to connect central Floridians to careers and develop skilled talent for business.



ARTICLE IV
POWERS OF CSCF

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 regional workforce and investment boards under state and federal laws.

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 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 law and policies. The Board of Directors will be composed of:
 - a. 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 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.

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. 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. The Chairperson may serve for only 2 consecutive terms, each term may not exceed 2 years. All other officers serve for 1 year terms. 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. The Governor or the Consortium may remove a Director for cause. The Board may recommend to the Consortium, removal of a Director.
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.
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 in accordance with 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. elect to be a member of any committee;
 - d. serve as Chairperson of the Executive Committee; and
 - e. 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 accounts of CSCF and report thereon at each regular meeting of the Board of Directors;
 - b. make a report at each meeting of the Board of Directors and special reports when requested; and
 - c. serve as Chairperson of the Finance Committee.
8. Duties of the Secretary. The Secretary will:



- a. ensure that minutes of the Board of Directors meetings are recorded;
- b. be responsible for advising the Board of Directors of omissions and corrections to the minutes; and
- c. 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 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 appoints the Chairperson of each committee and the committee members. Each committee must be chaired by a Director. With the exception of the Executive Committee, all other 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.

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 serves as chairperson of the Executive Committee. After completion of the Chairperson's term, he or she may serve on Executive Committee as Immediate Past Chair.

3. Finance Committee. The Finance Committee will be chaired by the Treasurer and will consist of those Directors appointed by the Chairperson of the Board of Directors. The Finance Committee will be responsible for 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, 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 CSCE;
- 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 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 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 require that at least 50% of the 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.



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. 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](#)



AMENDED and RESTATED BYLAWS
of
**CENTRAL FLORIDA REGIONAL
 WORKFORCE DEVELOPMENT BOARD, INC.**
d/b/a CAREERSOURCE CENTRAL FLORIDA
a not-for-profit Florida Corporation

ARTICLE I

NAME

The Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida shall be called "CSCF" in these Bylaws.

ARTICLE II

DEFINITIONS

- A. **Articles:** means the Articles of Incorporation of CSCF including any amendments or restatements.
- B. **Board of Directors** or **Board:** means the Board of Directors of CSCF.
- C. **Chief Elected Official:** means the Chairman-Chairperson of the Consortium.
- D. **Consortium:** means the group of Mayors/Chairmen or designated County Commissioners from the Region.
- E. **Director:** means an individual member of the Board of Directors.
- F. **Region:** means Region 12 which consists of the five Florida counties served by CSCF: Lake, Orange, Osceola, Seminole and Sumter.

ARTICLE III

PURPOSE

~~CSCF's mission is to connect central Floridians to careers and develop skilled talent for business. is dedicated to putting Central Florida residents to work, and finding and developing talent to help Central Florida businesses stay competitive.~~



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.

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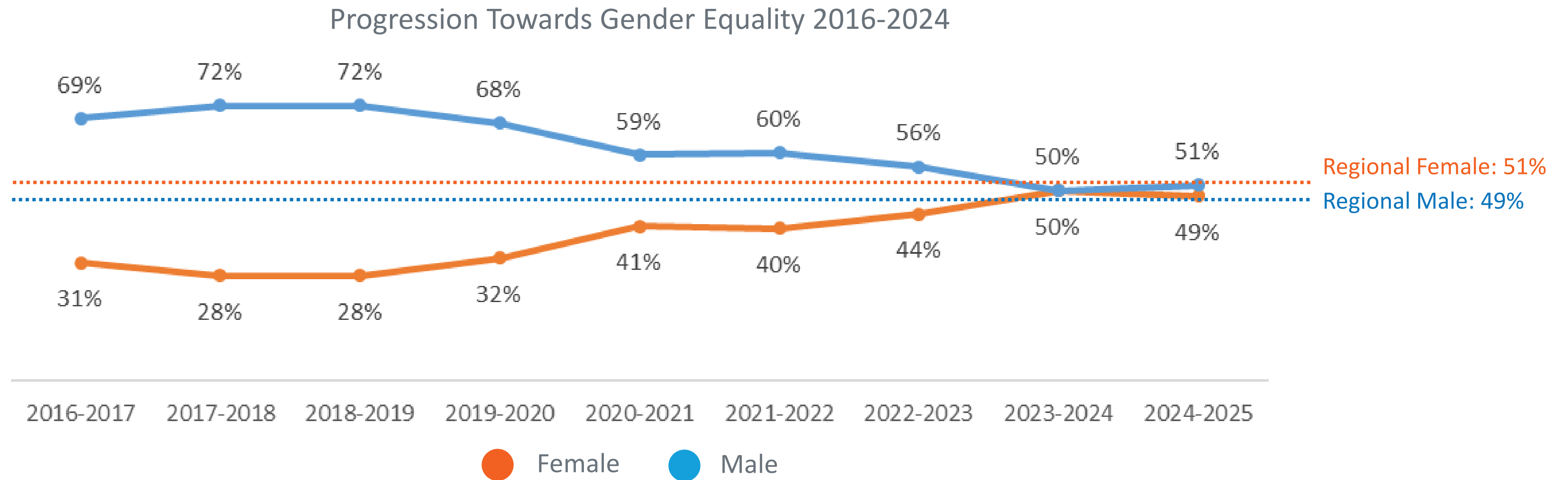


BOARD DEMOGRAPHICS

(HISTORICAL)

CSCF BOARD DEMOGRAPHICS

Gender Trends



2016
Women held approximately **31%** of board seats

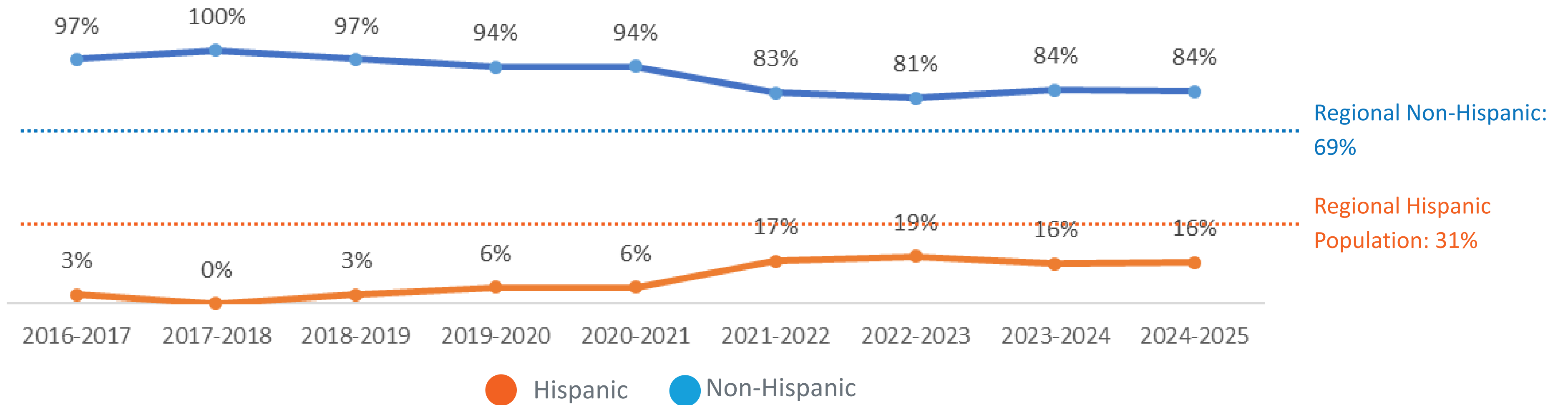
2024
Women hold around **49%** of board seats

35% ↓
Gender Gap decreased by **35%**

18% ↑
Percentage of female members increased by **18%**

Ethnicity Trends

Ethnicity Change Among Board Members 2016-2024



2016

Hispanic members held approximately **3%** of board seats



2024

Hispanic members hold around **16%** of board seats

26% ↓

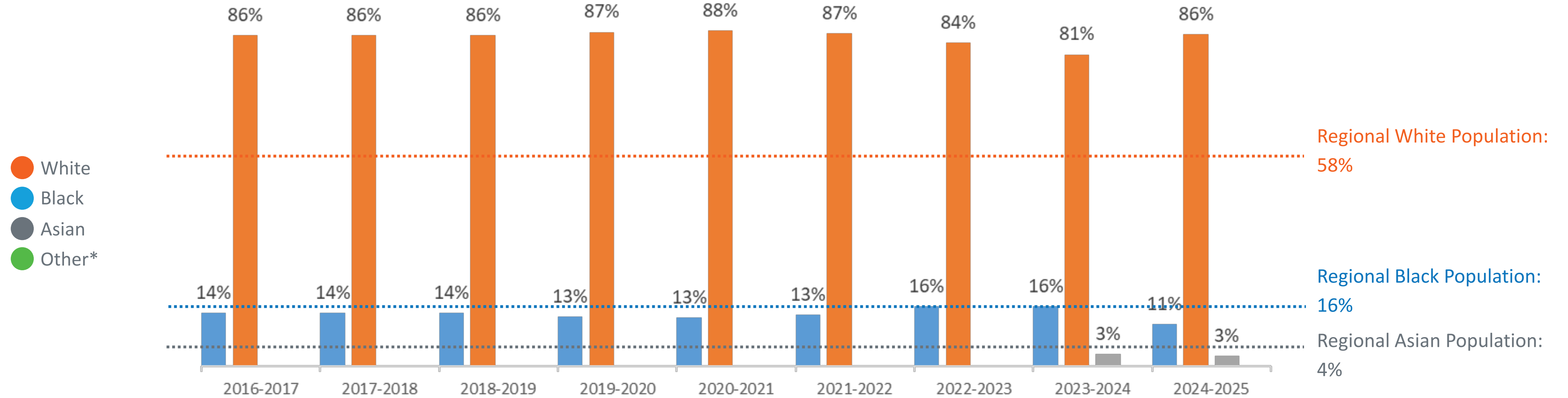
Ethnicity groups gap decreased by **26%**

13% ↑

Percentage of Hispanic members increased by **13%**

Race Trends

Shifts in Board Demographics by Race 2016-2024



2016

There were no Asian board members in 2016



2024

Asian member hold around **3%** of board seats

As of 2024...

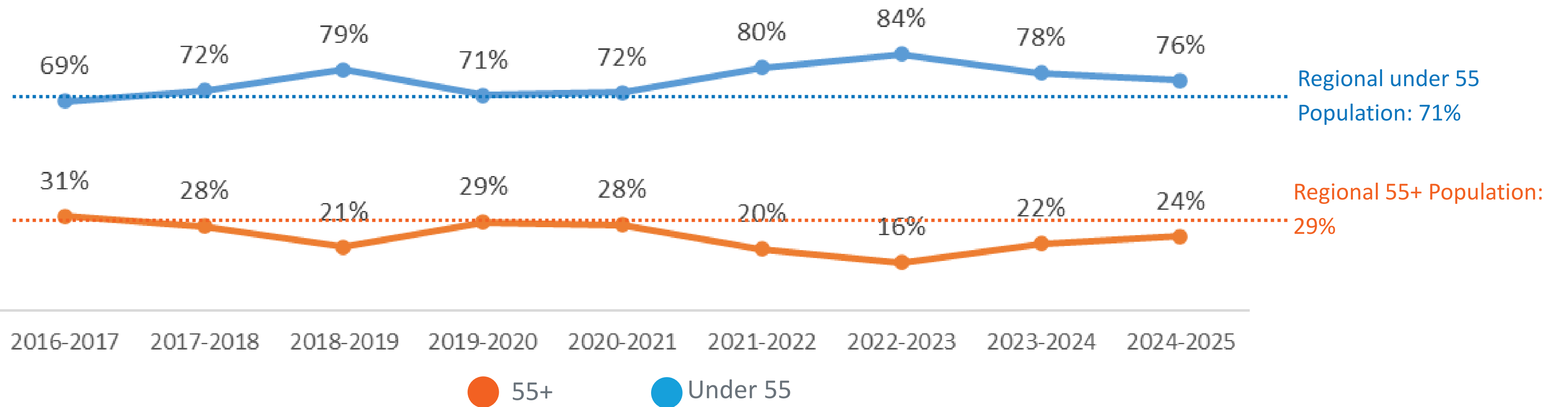
The gap between regional and board white population is **28%**.

The CSCF board only has members who are Black, White, or Asian, and no representatives from other racial groups.

“ Other*: Native Hawaiian or Pacific Islander, American Indian or Alaskan Native, and Two or More Races. ”

Age Demographics

Changes in Board Member Age Groups: Under 55 and 55+
2016-2024



2016
Under 55 members held **69%** of board seats

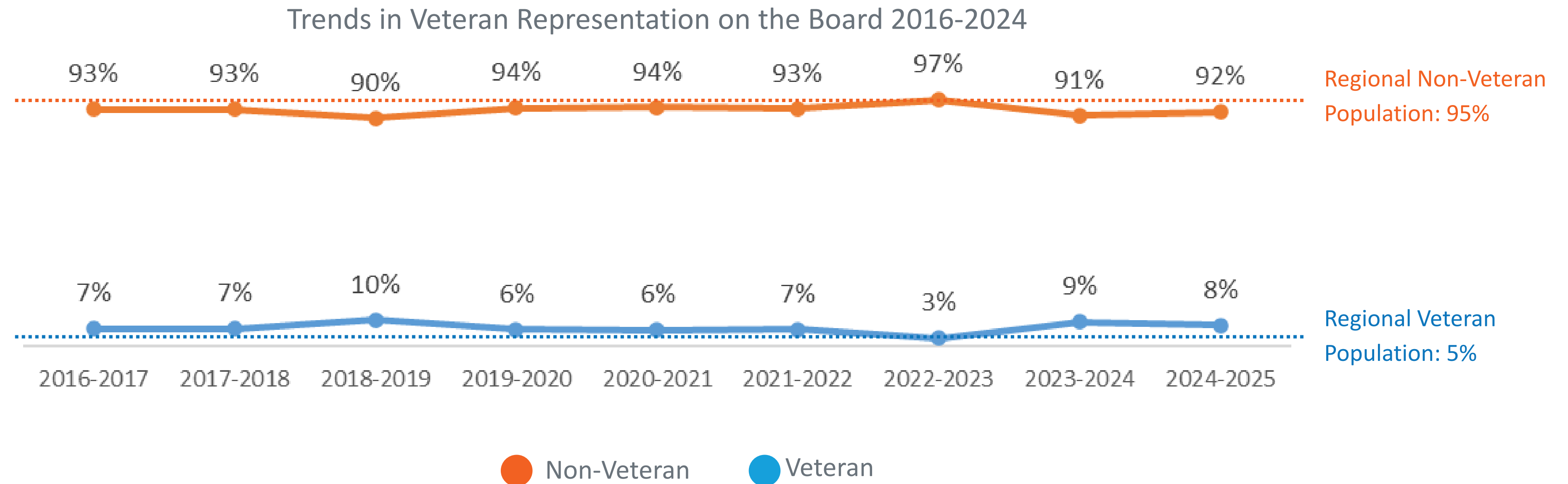
7% ↓
Percentage of 55+ members decreased by **7%**



2024
Under 55 members hold approximately **76%** of board seats

7% ↑
Percentage of Under 55 members increased by **7%**

Veteran Representation



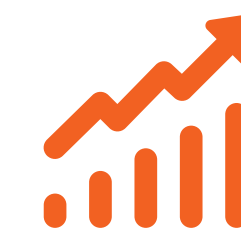
2016

Veteran members held **7%** of board seats



2024

Veteran members hold approximately **8%** of board seats



Compared to regional data, our board **consistently has higher percentage** of Veterans.

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BOARD ENGAGEMENT (7/1/24 – 12/31/24)



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

	PARTICIPATE*	DEMONSTRATE*	CONTRIBUTE*
GOAL	90% of Board Membership	80% of Board Membership	70% of Board Membership
KPI	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
Thru Q2 Update	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

ENGAGEMENT			
	PARTICIPATE	DEMONSTRATE	CONTRIBUTE
GOAL	90% of Board Membership	80% of Board Membership	70% of Board Membership
DESCRIPTION	<ul style="list-style-type: none"> ▪ Board Meetings ▪ Committee Meetings ▪ Board Orientation ▪ Board Conference Travel (NAWB, State Board Meetings) ▪ Individual Meetings with CSCF Staff ▪ Workforce Development-Related Meetings and Events 	<ul style="list-style-type: none"> ▪ Attending Company Sponsored / Industry Events ▪ Participate in Media Interviews ▪ Speaking Engagements (internal or external) ▪ Sharing the CSCF Story: Inclusion of News/Information in Company's Communications Channels (internal or external) ▪ CSCF Miscellaneous Business Activities ▪ Job Shadowing ▪ Center Visits ▪ The Board Source Quarterly Newsletter 	<ul style="list-style-type: none"> ▪ Annual Contribution (Suggested \$500) ▪ Participation in Fundraising Activities ▪ Contribution of In-Kind Donations ▪ Sponsor Summer Youth Program
KPI	Participate for 24 Hours, Per Year	Participate in One Occurrence, Per Year	Contribute to Revenue Generation and/or provide In-kind Contribution

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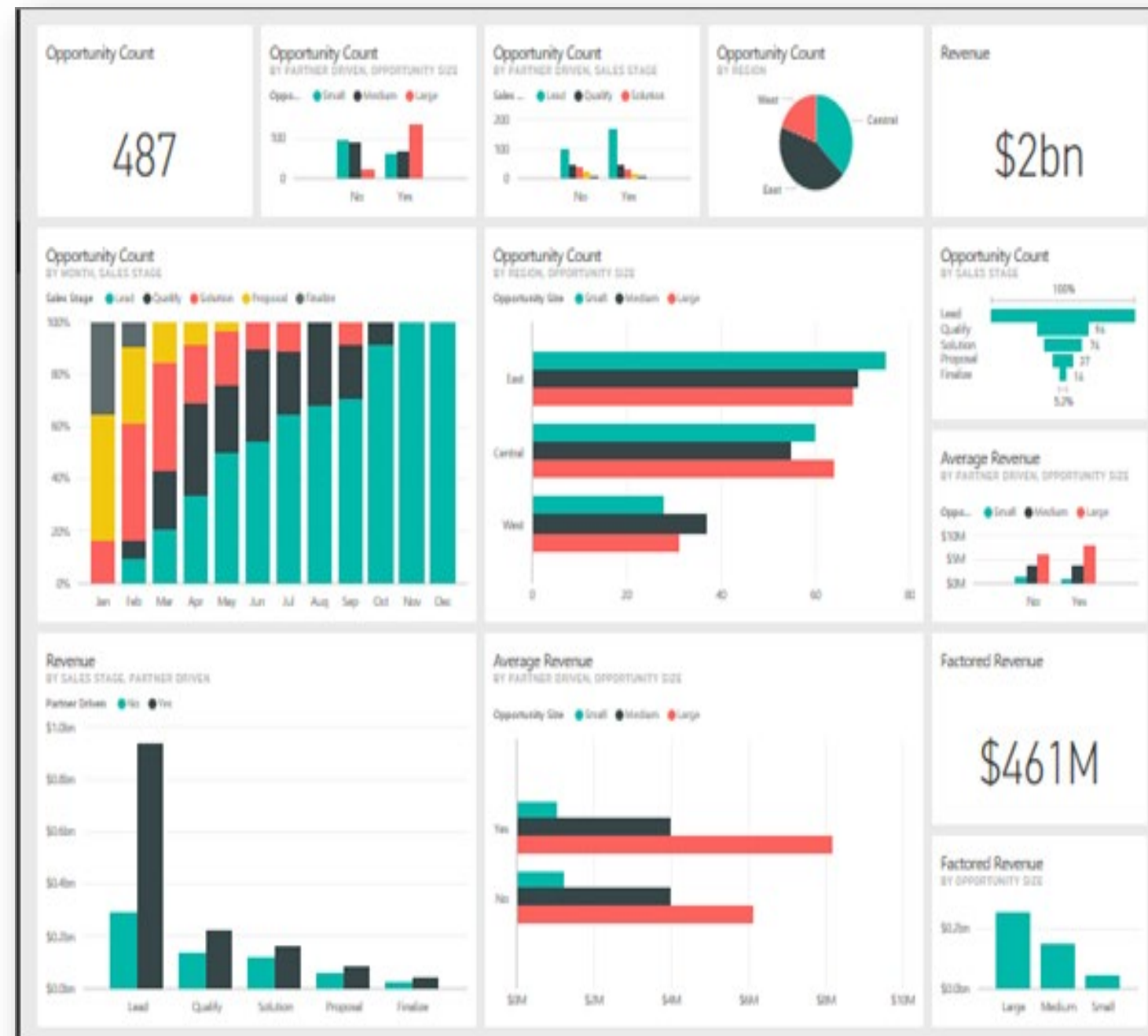
ENTERPRISE RISK MANAGEMENT

JULY 2024 – DECEMBER 2024

ENTERPRISE RISK MANAGEMENT MUST BE MEASURABLE

Methodology

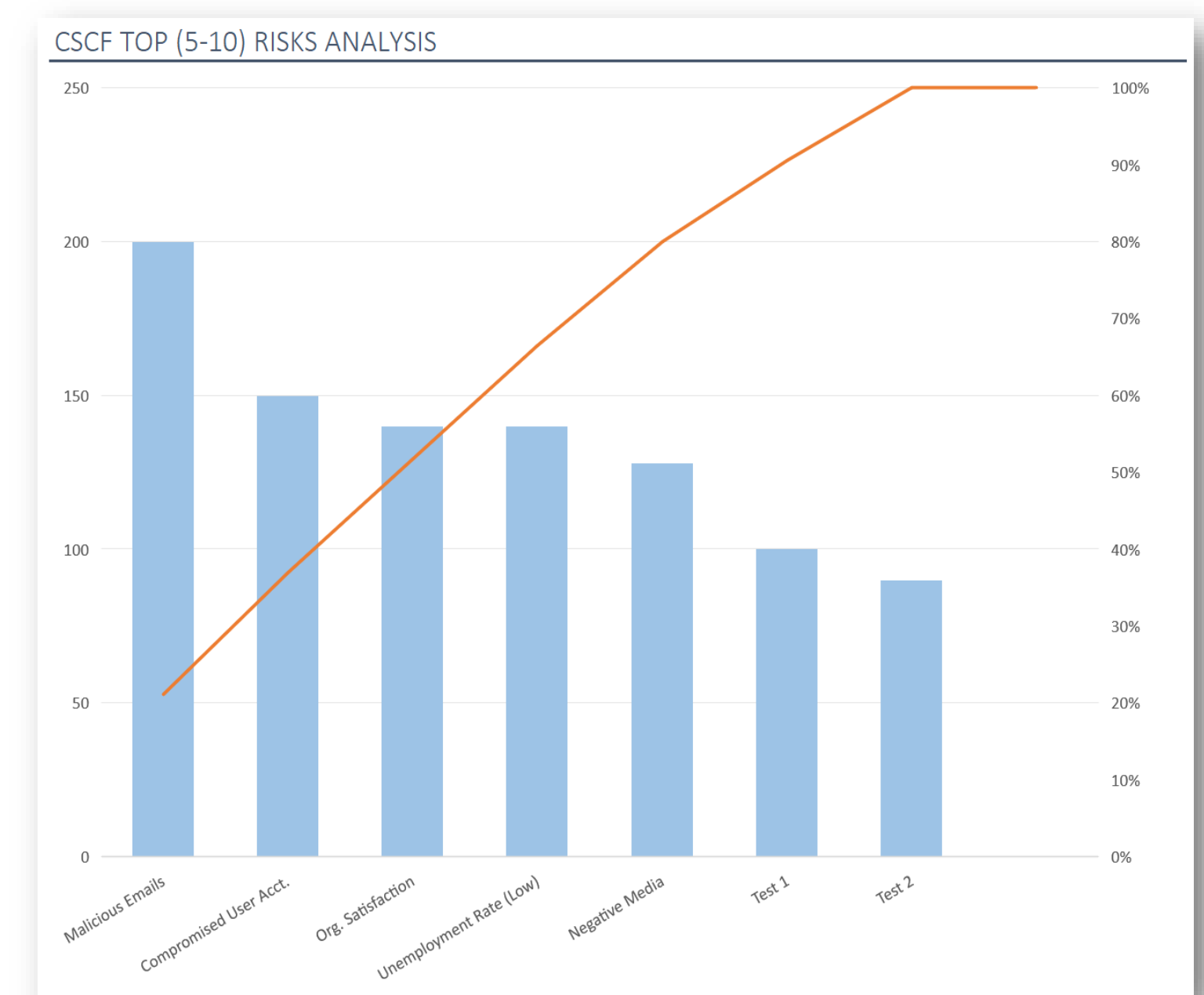
Baseline Data > Six Sigma FMEA Tool > Pareto “Top Risks” Chart



FMEA Form

Process/Problem Name: _____ Prepared By: _____
 Responsibility: _____ FMEA Date (Day): _____ (Mon): _____

Failure Mode	Failure Cause	Failure Effect	Severity	Occurrence	Detection	RPN	Control Plan
What if the control fails (change in behavior, user misinterpretation)?	How does this occur? (e.g. why change in behavior, why misinterpret?)	What is the likelihood of customer loss? (Scale on likelihood of customer loss)	What is the likelihood of damage to customer value? (Scale on likelihood of damage to customer value)	How often does this occur? (Scale on frequency of occurrence)	How likely is it to be detected? (Scale on likelihood of detection)		
What if the control fails (change in behavior, user misinterpretation)?	How does this occur? (e.g. why change in behavior, why misinterpret?)	What is the likelihood of customer loss? (Scale on likelihood of customer loss)	What is the likelihood of damage to customer value? (Scale on likelihood of damage to customer value)	How often does this occur? (Scale on frequency of occurrence)	How likely is it to be detected? (Scale on likelihood of detection)		
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What if the control fails (change in behavior, user misinterpretation)?	How does this occur? (e.g. why change in behavior, why misinterpret?)	What is the likelihood of customer loss? (Scale on likelihood of customer loss)	What is the likelihood of damage to customer value? (Scale on likelihood of damage to customer value)	How often does this occur? (Scale on frequency of occurrence)	How likely is it to be detected? (Scale on likelihood of detection)		



TOP 5 RISKS

JUL 2024 - DEC 2024

238

PHISH PRONE

2023: 225 2022: 200 2021: 200

169

COMROMISED USER ACCOUNT

2023: 123 2022: 123 2021: 140

120

DATA BREACH (MTR)

2023: 120 2022: 120 2021: 120

100

LOSS OF STATE FUNDING

2023: 20 2022: 20 2021: 20

99

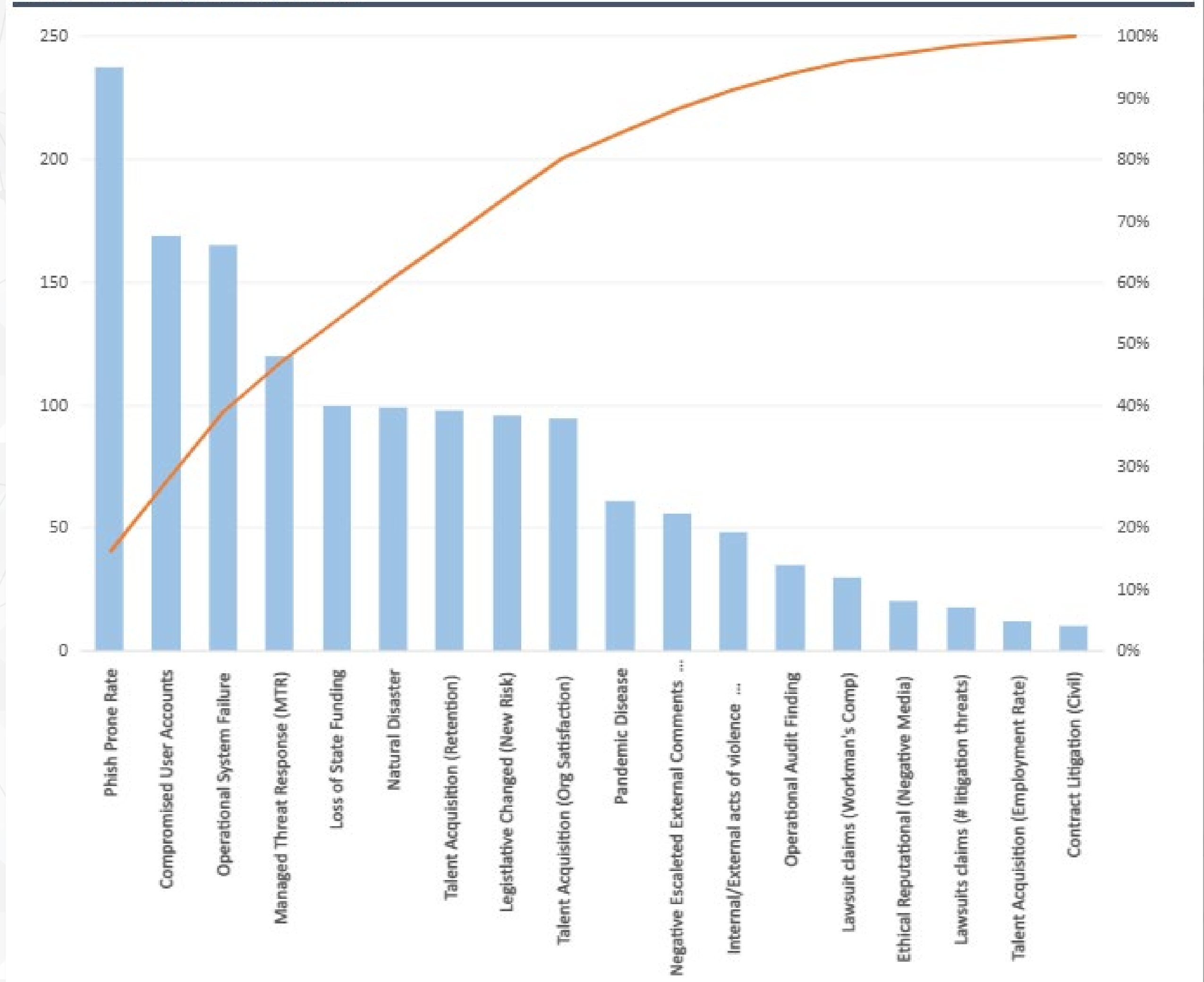
NATURAL DISASTER

2023: 108 2022: 81 2021: 81

ENTERPRISE RISK MANAGEMENT

2ND Half 2024

CSCF TOP RISKS ANALYSIS



TECHNOLOGY attributes to almost 47% of all CSCF of Risk.

PHISHING remains the highest risk to the CSCF organization by RPN.

94% of cybersecurity attacks start with a malicious email, clicking a link, or entering your info into websites.

ENTERPRISE
RISK
MANAGEMENT
2nd Half 2024

AI has significantly **increased** the sophistication and effectiveness of phishing attacks.

State funding **decreased** 15%

Majority **static** with very similar occurrence numbers

MANAGING CYBERSECURITY RISKS

Proactive Action

Monthly Gamified Phishing Campaigns for internal metrics and continuous training efforts.

AI services with 24/7 monitoring services in place for monitoring and response.

Next Steps

Bolstering email domain security technology and process (DMARC)

Increased cybersecurity training for staff continued.

TOP 5 RISKS

(No IT)

JUL 2024 - DEC 2024

100

LOSS OF STATE FUNDING

2023: 20 2022: 20 2021: 20

99

NATURAL DISASTER

2023: 108 2022: 81 2021: 81

98

TALENT ACQUISITION (RETENTION)

2023: 117 2022: 96 2021: 96

96

LEGISLATIVE CHANGES

2023: 120 2022: 40 2021: 80

95

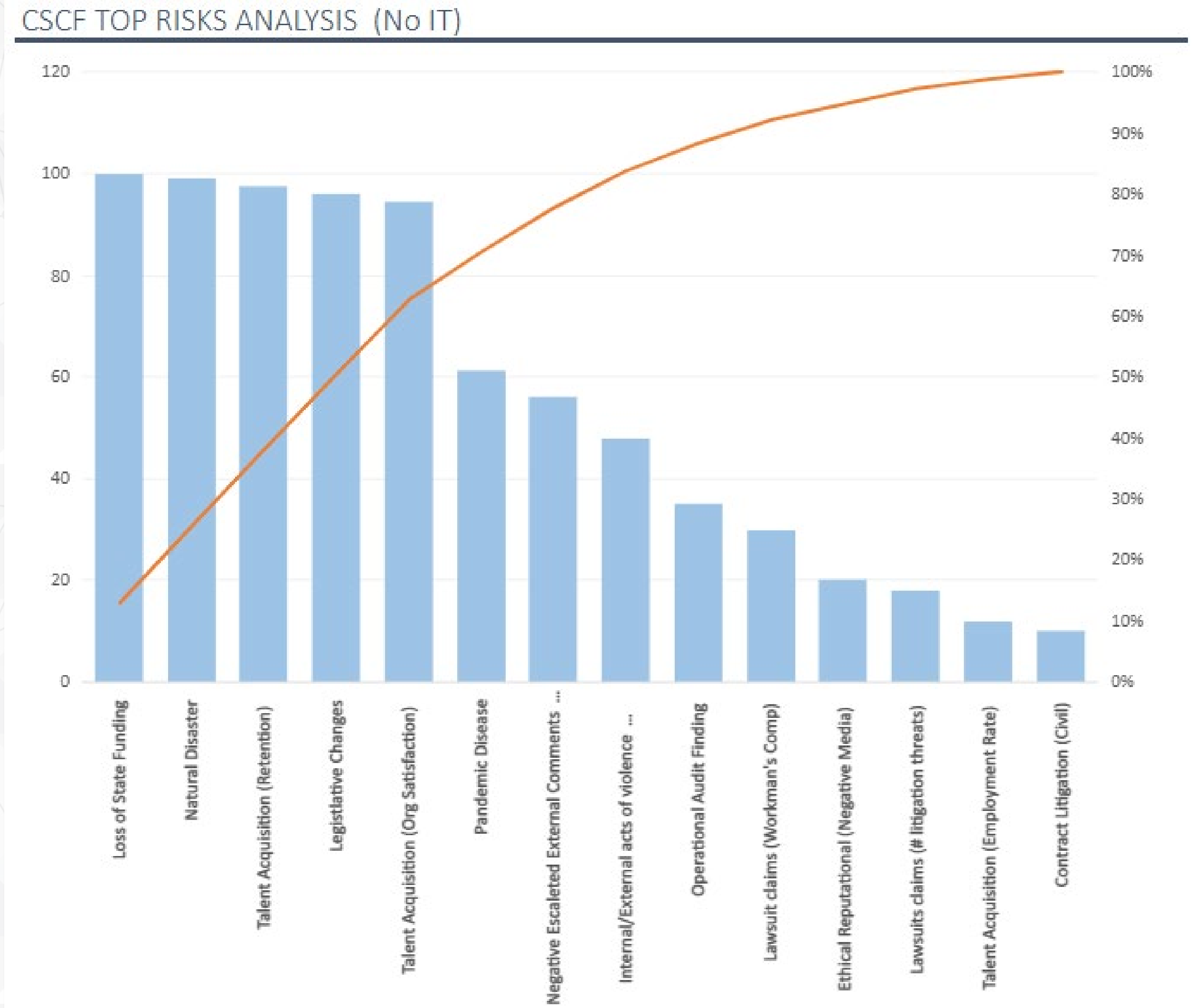
ORGANIZATION SATISFACTION

2023: 84 2022: 84 2021: 72

ENTERPRISE RISK MANAGEMENT (No IT)

Removing IT, "Loss of State Funding" is the highest risk.

Turnover is down 3.76% from the previous 6 months.



Risk Management Drives Action

Talent Retention

- Employee turnover has decreased by 4% (now 8.71%) since last program year-end. We continue monitoring FTE count for efficiency and business needs. Ongoing organizational restructures ensure performance goals are met while maintaining flexibility for future demands.

Organizational Satisfaction

- An Employee Engagement Committee, comprising diverse roles, experience, and tenure, meets monthly to develop action plans for enhancing company culture. Key focus areas include change management, leadership development, and communication. Insights gathered will shape a company-wide engagement strategy, launching in Q1 of PY 2025-26.

FUTURE RISKS IDENTIFIED 3-5 Years (TOP 8)

RISK
Cybersecurity Threats
Economic Volatility
Funding Instability and Competition
Generative AI Disruption
Public Perception and Transparency
Regulatory and Compliance Risks
Talent Acquisition and Retention
Workforce Skill Gaps



Meeting Details

Meeting Agenda

Welcome

Roll Call

Public Comment

Approval of Minutes

Information/
Discussion/
Action Items

▶ Other Business

Adjournment

OTHER BUSINESS



REMINDER:
NEXT GOVERNANCE MEETING
MAY 7, 2024



Meeting Details

Meeting Agenda

Welcome

Roll Call

Public Comment

Approval of Minutes

Information/
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Action Items

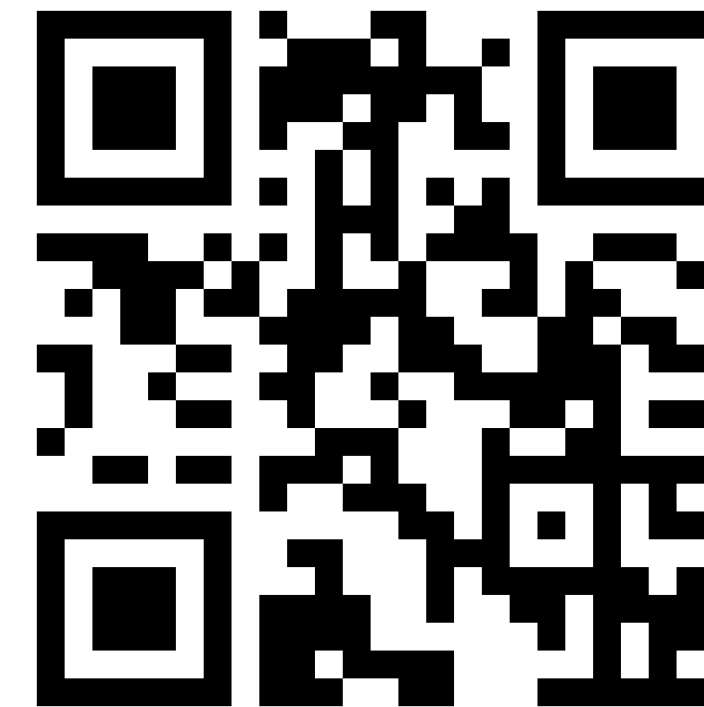
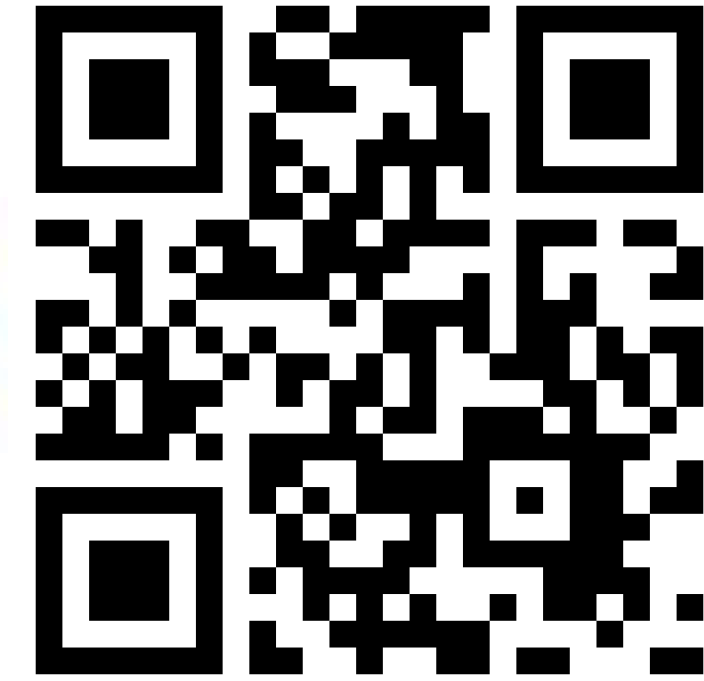
Other Business

▶ **Adjournment**

ADJOURNMENT



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