

**Draft**  
**Governance Committee Meeting**  
**Wednesday, February 5, 2025 / 3:00 p.m.**  
**MINUTES**

**MEMBERS PRESENT:** Sheri Olson, Gui Cunha, Jeff Hayward, and Catherine McManus

**MEMBERS ABSENT:** Nicole Martz

**STAFF PRESENT:** Pam Nabors, Tadar Muhammad, Leo Alvarez, Steven Nguyen, Melanie Markes, Lance Willingham, Vince Bruno and Kaz Kasal

**GUEST PRESENT:** Heather Ramos / GrayRobinson

Agenda Item	Topic	Action Item / Follow Up Item
1	<b>Welcome</b> Ms. Olson, Vice Chair, called the meeting to order at 3:01 p.m.	
2	<b>Roll Call / Establishment of Quorum</b> Ms. Kasal reported a quorum present.	
3	<b>Public Comment</b> None offered.	
4	<b>Approval of Minutes:</b> <u>Approval of Minutes</u> <ul style="list-style-type: none"> <li>Reviewed draft minutes from 8/21/24.</li> </ul>	<b>Mr. Hayward made a motion to approve the minutes from the 8/21/24 Governance Committee Meeting. Ms. McManus seconded; motion passed unanimously.</b>
5	<b>Information / Discussion / Actions Items</b>	
	<p><u>Board Compliance to CareerSource Central Florida's (CSCF) Bylaws</u></p> <p><u>Bylaws – Review Revisions</u></p> <ul style="list-style-type: none"> <li>Ms. Ramos, Attorney with GrayRobinson, provided a review on the proposed revisions made to the CSCF Bylaws (attachment).</li> </ul> <p><u>Board Demographics – Review Historical</u></p> <ul style="list-style-type: none"> <li>Reviewed demographics, historical to current, on gender, ethnicity, race, age, and veteran representation (attachment). All categories have been moving in the right direction and towards alignment with regional representation, since tracking in 2016.</li> </ul> <p><u>Board Member Recruitment, Participation, Engagement and Development</u></p> <p><u>Board Engagement Results (7/1/2024 thru 12/31/2024)</u></p> <ul style="list-style-type: none"> <li>Reviewed PY 24-25 metrics on Board Engagement through 2<sup>nd</sup> quarter (7/1/2024 thru 12/31/2024), and in-line with mid-year goals.</li> </ul>	<b>Mr. Hayward made a motion, to move to Board for final approval, the proposed revisions to the CSCF Bylaws. Ms. McManus seconded; motion passed unanimously.</b>

	<p><b><u>Enterprise Risk Update</u></b></p> <ul style="list-style-type: none"> <li>• For period July 2024 through December 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"> <li>– Reviewed the proactive measures and next steps to address and mitigate cybersecurity risks</li> <li>– Removing IT, Loss of State Funding: is the highest risk and “Natural Disaster” is 2<sup>nd</sup> highest risk.</li> <li>– Employee turnover decreased 4%</li> <li>– Reviewed top 8 Future Risks (3-5 years)</li> <li>–</li> </ul> </li> </ul>	
6	<p><b>Other Business</b></p> <ul style="list-style-type: none"> <li>• None Offered.</li> </ul>	
7	<p><b>Adjournment</b> Meeting adjourned at 3:39 p.m.</p>	

Respectfully submitted,

Kaz Kasal  
Executive Board Coordinator