

Agenda

Governance Committee Meeting

8/12/2021

3:30 p.m.



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|---|-------------------------------|--|
| I. Welcome | Holly Henderson, Chair | |
| II. Meeting Minutes Approval – April 1, 2021 | Action Item I | Page:1-3 |
| III. New Gadsden Co. Commissioner a. Kimblin NeSmith - Gadsden Co. | Jim McShane | Verbal |
| IV. New Board Members a. Mike Temple – Gadsden Co. b. Terrence Watts – Leon Co. – FL Dept. of Children and Families c. Monique Gustafson – Florida Vocational Rehabilitation | Jim McShane | Verbal |
| V. New Member Required Orientation with Sunshine Law Presentation On August 26, 2021 - 2pm-5pm a. Mike Temple – Gadsden Co. b. Terrence Watts – Leon Co. – FL Dept. of Children and Families c. Monique Gustafson | Jim McShane | Verbal |
| VI. New Members Required to Attend <u>Only</u> the Sunshine Law Presentation On August 26, 2021 a. Amy Geiger – Wakulla EDC b. Erin Gillespie – Leon Co. c. Mandy Bianchi – Leon Co. | Jim McShane | Verbal |
| VII. Strategic Discussion – Review DEO Policies a. CSCR Bylaws b. CSCR Board Member Policy c. DEO Administrative Policy No. 091 d. DEO Administrative Policy No. 110 | Jim McShane | Verbal Pages: 4-21 Pages: 22-49 Pages: 50-56 Pages: 57-74 |
| VIII. Adjourn | | |

**Next Meeting
TBD**

Minutes



Governance Committee Meeting

4/1/2021

2:00 p.m.

ATTENDEES: Holly Henderson, Scott Watson, Martina McDowell, Regina Browning, Rebecca Kelly-Manders, and Danielle Price-Andrews

Members Absent: Fred Seamon

Staff Present: Jim McShane and Dee Robinson

RECORDING: Patricia McCray

I. Call To Order

Chair Henderson welcomed everyone and called the meeting to order at 2:06 PM. She explained that anyone attending from the public could participate; however, public comment is held to a three (3)-minute limit.

II. Action Item I Meeting Minutes Approval

Chair Henderson drew the Committee's attention to the April 1, 2021, Governance Committee meeting minutes. She asked if anyone had any questions or comments about the minutes. There were none.

MOTION: Chair Henderson entertained a motion to approve the minutes; Martina McDowell made the motion, Regina Browning seconded. **Action Item Approved.**

III. Legislative Updates

- a. **Senate Bill 98** - Jim stated that Senate bill 98 is in the House Committee and has been there for two weeks. One of the items in the Bill is that Board memberships will now be reduced to 6 years from 9 years. There will be changes, but it is still not know how it will affect CSCR.
- b. **House Bills 1505 and 1507** – House Bills the House Committee is still reviewing 1505 and 1507.
- c. **Governor's Budget** – Jim stated that CareerSource Capital Region is not in the Governor's budget. The money that the Governor has will be distributed to the community colleges and technical schools. And that's my report any questions.

IV. **Audit Report** – Jim stated Matt had another 20 successes with a no findings Audit Report.

V. New Board members

- a. **Orientation – April 20, 2021** - Jim stated that Orientation would be held on April 20, 2021. All **New Board members** will be required to attend – Amy Geiger, Erin Gillespie, Mandy Bianchi and Stella Murray.

VI. Strategic Discussion – Review DEO Policies

- a. **CSCR Bylaws** – Jim stated that the Executed December 2020 Bylaws would be reviewed and updated based on the requirements of DEO.
- b. **CSCR Board Member Policy** – Jim stated that the CSCR Board Member Policy would be reviewed and updated based on the requirements of DEO.
- c. **DEO Administrative Policy No. 091** – Jim read the first paragraphs and some of the pages of the Administrative Policy No. 091 to the **PURPOSE AND SCOPE**
The purpose of this policy is to provide Local Workforce Development Boards (LWDBs) with the requirements for LWDB membership composition under the Workforce Innovation and

Minutes



Governance Committee Meeting

4/1/2021
2:00 p.m.

Opportunity Act (WIOA) and Chapter 445, Florida Statutes (F.S.), and the process for certification of LWDBs.

BACKGROUND - Each local workforce development area in the state must establish a local workforce development board to carry out the functions specified for the local board under WIOA sec. 107(d) for such area. The CareerSource Florida Board of Directors, in consultation with the Department of Economic Opportunity, will ensure LWDBs have a membership consistent with the requirements of federal and state law and have developed a plan consistent with the state's workforce development plan.

d. DEO Administrative Policy No. 110 - – Jim read the first paragraphs and some of the pages of the Administrative Policy No. 091 to the **PURPOSE AND SCOPE**

The purpose of this policy is to provide guidance to Chief Local Elected Official (CLEOs), Fiscal Agents, Local Workforce Development Boards (LWDBs), LWDB Chairpersons, LWDB Executive Directors, LWDB staff, and workforce system partners on the requirements for local workforce development area ("local area") and LWDB governance. This policy outlines key roles, responsibilities, and requirements of the entities/individuals that make up the workforce development system within a local area. This policy also identifies and describes required agreements to ensure the local area serves as a jurisdiction for the administration of workforce development activities and expenditure of Workforce Innovation and Opportunity Act (WIOA) adult, dislocated worker, and youth funds allocated to LWDBs by the state.

II. BACKGROUND

WIOA envisions a workforce development system that focuses on the needs of job seekers and businesses; and, anticipates and responds to the needs of local and regional economies. WIOA requires LWDBs and CLEOs to design and govern the system regionally, align workforce policies and services with regional economies and support service delivery strategies tailored to those needs. The local area serves as a jurisdiction for the administration of workforce development activities which requires the CLEO to play an active role in both the strategic planning and ongoing operation of the local system. Agreements between the CLEO and the entities responsible for the local workforce development system will address how the local area functions, and how administrative tasks will be carried out within the local area.

VII. Adjourn

Chair Henderson thanked everyone for attending today and asked if anyone had any further questions before adjourning the meeting. There were none.

MOTION: Chair Henderson entertained a motion to adjourn the meeting; Scott Watson made the motion, Regina Browning seconded. **Meeting Adjourned at 2:47 PM.**

Next Meeting

TBD

BYLAWS of the BIG BEND JOBS AND EDUCATION COUNCIL, INC.

ARTICLE I - NAME

This Corporation shall be known as the BIG BEND JOBS AND EDUCATION COUNCIL, INC., a not-for-profit FLORIDA corporation d/b/a CareerSource Capital Region (CSCR).

ARTICLE II - DEFINITIONS

- A. *BOARD OF DIRECTORS* - Refers to the group of individuals that meet the criteria defined by the Governor and State Workforce Development Board and are appointed by the Local Elected Officials for each county within the Local Workforce Development Area to lead efforts to implement and oversee workforce programs.
- B. *LOCAL WORKFORCE DEVELOPMENT AREA (LWDA)* – Refers to the area designated by the Governor to administer Workforce Innovation & Opportunity Act services. Factors that are considered in the designation include geographic location, population, and commonality of labor market areas. CSCR's LWDA is comprised of the geographic area of Gadsden, Leon and Wakulla counties.
- C. *LOCAL WORKFORCE DEVELOPMENT BOARD (LWDB)* - Refers to the local workforce development entity established by the LWDA to carry out the functions specified under WIOA sec. 107(d) for such area; also referred to as "LWDB 5".
- D. *MEMBER* - Refers to an individual member of the BOARD OF DIRECTORS.
- E. *WORKFORCE DEVELOPMENT CONSORTIUM* - Refers to the group of assigned individuals (Local Elected County Commissioners) appointed by the respective County Commissions that assist in the appointment of the LWDB Board members. They form the CSCR WORKFORCE DEVELOPMENT CONSORTIUM; also referred to as "Consortium".
- F. *CLEO* – Chief Local Elected Official is elected annually by the Consortium as the Chair of the WORKFORCE DEVELOPMENT CONSORTIUM.
- G. *STATE WORKFORCE DEVELOPMENT BOARD* – Appointed by the Governor to oversee the state workforce system.
- H. *LEO* – Local Elected Official designated by their respective county commissions to serve on the CONSORTIUM.

ARTICLE III - PURPOSE

CSCR is constituted in accordance with the requirements of Section 107 of the Workforce Innovation and Opportunity Act (WIOA) – Public Law 113-128 and 'Florida's Workforce Innovation Act – Chapter 445, Florida Statutes. The purpose of CSCR is to provide for enhanced coordination, cooperation, collaboration, and outcomes, by and between the several entities, both public and private, which are involved at the local level in providing youth and adults with opportunities to develop and continuously upgrade their knowledge and skills to advance economically and socially. As the business community (employers) is the primary customer of the workforce system, CSCR also focuses on providing employers with the skilled workforce necessary to be competitive

BYLAWS of the **BIG BEND JOBS AND EDUCATION COUNCIL, INC.**

in local, state, national, and/or global markets.

- A. Under the Board and the 'Consortium's direction, CSCR either directly or through contracted service providers, may provide for the delivery of such services as may be required in order to assist in providing market-driven services to employers, incumbent workers and job seekers in the LWDB.
- B. The duties and functions of the LWDB include:
 - 1. Develop and submit the LWDB's comprehensive four-year local (strategic and operating) plan, in partnership with the local elected officials, including feedback from stakeholders;
 - 2. Conduct workforce research and regional labor market analysis for regular updates of economic conditions, needed knowledge and skills, workforce, and workforce development activities (including education and training) in addition to an analysis of strength and weaknesses of services to address the needs of the workforce system and employment needs of employers;
 - 3. Promote business representation (particularly individuals with optimum policy-making or hiring authority) on the Board of Directors reflecting existing and emerging employment opportunities in the local area;
 - 4. In consultation with the Consortium, develop and implement clear processes and procedures for recruiting, vetting, and nominating members for the Board of Directors and documenting their qualifications in alignment with WIOA and compliant with all state and federal requirements.
 - 5. Develop effective linkages with employers in the local area to support use of the local workforce development system and to support local workforce activities;
 - 6. Develop and implement promising strategies for meeting employment and skill needs employers and workers as well as expand employment and career advancement opportunities for program participants in in-demand industry sectors/occupations;
 - 7. Lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education and supportive services needed by program participants, especially those with barriers to employment;
 - 8. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, incumbent workers and job seekers;
 - 9. Facilitating access to services provided through the one-stop delivery system, including access in remote areas and those with employment barriers;
 - 10. Ensure the appropriate use and management of the funds provided under WIOA and the one-stop delivery system in the local area to maximize performance outcomes;
 - 11. Negotiate with required partners on funding the infrastructure costs of one-stop centers in the local area;

BYLAWS of the BIG BEND JOBS AND EDUCATION COUNCIL, INC.

12. Negotiate and reach agreement on local performance indicators with the Consortium in addition to establishing and evaluating performance standards and measures for programs administered in the LWDB;
 13. Contracting with public and private entities as necessary to carry out the programs;
 14. Ensure there are sufficient numbers and types of providers of career and training services in the local area to maximize consumer choice;
 15. Identifying occupations for which there is a demand in the LWDB and selecting training institutions that may provide training, in accordance with procurement guidelines and procedures;
 16. Selecting a One-Stop Operator through a competitive process;
 17. Developing an annual budget for review and approval by the CONSORTIUM and submitted to the State Workforce Board.
 18. Soliciting the input and participation of the local business community in the provision of services for the residents of the LWDB;
 19. Providing policy guidance and procedures for programs established by CSCR;
 20. Reporting to appropriate state agencies and providing an annual report;
 21. Selecting sub-recipients, under procurement guidelines and procedures;
 22. Prioritizing of specific support services;
 23. Providing oversight and monitoring activities for workforce activities under WIOA and the entire one-stop delivery system in the local area;
 24. Annually assess the physical and programmatic accessibility of all one-stop centers in the local area in accordance with WIOA and Americans with Disabilities Act of 1990;
 25. Coordinate activities with education and training providers in the local area to enhance the provision of services to individuals with disabilities;
 26. Hiring/firing the Chief Executive Officer to support the Board's directives; and,
 27. Providing a compensation package for the Chief Executive Officer that complies with the US Department of Labor limits.
- C. CSCR is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IV – RESPONSIBILITIES OF CSCR

The authorities and responsibilities of the BOARD OF DIRECTORS shall include all duties and functions of CSCR and all authorities and responsibilities delegated to it by applicable Federal, State, and Local laws and mandates.

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4.1 SUB-GRANT RECIPIENT AND ADMINISTRATIVE ENTITY/FISCAL AGENT -

In accordance with the Interlocal Agreement between the Gadsden, Leon, and Wakulla Boards of County Commissioners, the LOCAL WORKFORCE DEVELOPMENT BOARD shall act as the sub-grantee recipient and shall also be the administrative entity/fiscal agent for the service delivery area defined as LWDA 5. The sub-state area consists of Gadsden, Leon, and Wakulla counties in the LWDA pursuant to all applicable Federal, State, and local laws, rules, and regulations. The BOARD OF DIRECTORS thereby assumes all fiscal and administrative liability for program operations in said service delivery area.

4.2 RESTRICTED ACTIVITIES -

No substantial part of the activities of CSCR shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CSCR shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4.3 501(c)3 LIMITATIONS -

Notwithstanding any other provision of these articles, CSCR shall not conduct any other activities not permitted to be performed (a) by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code). Or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE V – MEMBERSHIP OF THE BOARD OF DIRECTORS

The BOARD OF DIRECTOR's membership shall number twenty-two (23) voting members – 12 representatives of local business and eleven (11) mandatory/optional representatives as required by WIOA and further explained in sections 5.1 and 5.2 of this Article.

- A. Terms of the MEMBERS shall be **TWO (3) year Terms and One two Year Term (Eight years total)**
- B. A majority of the BOARD OF DIRECTORS shall be representatives of businesses in the local area, who shall be owners of business concerns, executives, or chief operating officers of non-governmental employers, or other private-sector executives who have substantial management, hiring or policy responsibility.
- C. MEMBERS representing business can serve up to three rotations (for a total of up to **Eight (8) years**) and then must sit off the Board for a minimum of one (1) year.
- D. Non-business MEMBERS shall be appointed, by the designated authorities for fixed terms and may serve until their successors are appointed. WIOA law designates these members as partners.
- E. Any vacancy in the membership of the BOARD OF DIRECTORS shall be filled in the same manner as the original appointment and for the remainder of the term of the person being replaced. The Nominating Committee and the Consortium is tasked with the recruitment

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of replacement MEMBERS who support the strategic objectives of the BOARD OF DIRECTORS and the Local Elected Officials (the Consortium).

- F. Nomination documentation must be retained for five years.
- G. Any MEMBER of the BOARD OF DIRECTORS can be removed by the appointing entity or by the Governor of Florida for cause.
- H. The Chair of the BOARD OF DIRECTORS shall be a representative of the local business community and shall be selected by the membership of the BOARD OF DIRECTORS.

5.1 REPRESENTATIVES OF LOCAL BUSINESSES -

The representatives of local businesses on the BOARD OF DIRECTORS shall number twelve (12) and shall be selected in the following manner:

- A. Nominations for the business community seats shall be submitted by the Nominating Committee to the respective local business organizations such as the local chambers of commerce and/or associations. The local business organization will issue a letter of recommendation to the respective Board of County Commissioners (BOCC). From there, the BOCC will appoint the MEMBER to the BOARD OF DIRECTORS.
- B. In addition, the number of business community seats appointed by the respective Boards of County Commissioners shall be apportioned as follows:
 - 1. Leon County Commission, seven (7);
 - 2. Gadsden County Commission, three (3); and
 - 3. Wakulla County Commission, two (2).

5.2 MANDATORY AND OPTIONAL REPRESENTATIVES -

Eleven (11) of the remaining board seats are not nominated by the three (3) respective Boards of County Commissioners, but are appointed as specified in WIOA law:

- A. One (1) adult education and literacy representative
- B. One (1) institution of higher education (including community colleges) representative;
- C. Two (2) economic and community development representatives nominated by the economic development agencies in either Gadsden, Leon, or Wakulla counties;
- D. Two (2) organized labor representatives (or other representative(s) of the workforce within the local area, if unavailable);
- E. One (1) community-based organization serving veterans representative;
- F. Two (2) governmental agencies representing Vocational Rehabilitation and Public Assistance representatives; and
- G. One (1) philanthropic organization representative
- H. One (1) independent institution of higher education (State Requirement)

5.3 QUALIFICATIONS -

MEMBERS of the BOARD OF DIRECTORS shall be citizens of the United States of America, residents of the State of Florida, duly appointed and shall always comply with criteria established

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by the State of Florida. Additionally, MEMBERS should be senior-level managers as preferred by WIOA.

5.4 FINANCIAL DISCLOSURE -

Each member is required to file a full and public disclosure of financial interests pursuant to s.8, Art. II of the State Constitution or s. 112.3144, shall file a statement of financial interests pursuant to s. 112.3145. Per the 2012 Florida Workforce Board Accountability Act (hereinafter referred to as "Florida's Workforce Accountability Act"), each member of the BOARD OF DIRECTORS is required to file an annual Financial Disclosure Form 1. Members that fail to file the required form by the deadline will be considered resigned from the BOARD. However, this does not absolve them from the responsibility of paying the penalty which is \$25 assessed each day past the submission deadline. Note: The filing is required if the MEMBER served any time on the BOARD in a calendar year.

5.5 BOARD COMPENSATION -

No compensation except related to travel as defined in the CSCR Administrative Plan, shall be paid to the BOARD OF DIRECTORS for the services performed by them for CSCR in any capacity. Additionally, no part of the net earnings of CSCR shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that CSCR shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

5.6 RESIGNATION OF MEMBERS REPRESENTING BUSINESS –

Any MEMBER may resign upon written notification to the Chair of the BOARD OF DIRECTORS and to their appointing government entity. The Executive Committee may accept a resignation in absentia if the BOARD member has changed positions, left the region, or indicated their intention to resign (verbal or written).

5.7 VACANCIES –

Vacancies during the term of appointment occurring among the MEMBERS of the BOARD OF DIRECTORS shall be filled within a reasonable time frame of the vacancy's occurrence. The goal is to have the vacancy filled within 90 days. The Nominating Committee and the Consortium will be tasked with recruiting replacement board members that support the strategic objectives of CSCR and its BOARD OF DIRECTORS. The current composition of the BOARD OF DIRECTORS in terms of diversity, as well as county and industry-sector representation, will be considered when recruiting new board members.

Appointed members by WIOA law shall have a letter from their agency head that nominates them to the BOARD to fulfill the legal requirements.

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ARTICLE VI – POWER TO EMPLOY CHIEF EXECUTIVE OFFICER (CEO)

The BOARD OF DIRECTORS shall have the power to employ and terminate a Chief Executive Officer who shall be responsible for the operational and administrative functions of CSCR. The Chief Executive Officer shall report to the BOARD OF DIRECTORS and shall be responsible for the employment of such other staff as required to carry out the duties assigned to the BOARD OF DIRECTORS. The Chief Executive Officer is required to file a statement of financial interests pursuant to F.S. 112.3145.

6.1 CEO REMOVAL –

The Governor may remove the Chief Executive Officer of CSCR, for cause. As used in the paragraph, the term "cause" includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, or lack of performance.

ARTICLE VII – DUTIES OF THE BOARD

The BOARD OF DIRECTORS shall transact all business of CSCR. It shall determine the policies and, in general, assume responsibility for the guidance of the affairs of CSCR.

7.1 BUSINESS DEALINGS WITH SPOUSE/CHILDREN AND CONTRACTING WITH RELATIVES -

- A. CSCR shall not, either directly or indirectly, purchase, rent, or lease any realty, goods, or services from any business entity of which any MEMBER, the MEMBER's spouse or child is an officer, partner, director, or proprietor or in which they have any material interest.
- B. There is hereby declared to be an exemption from Section "A" hereof, in accordance with Section 112.313(12) Florida Statutes, 1995, if:
 1. The business with the MEMBER is transacted under a rotational system whereby the business transactions are rotated among all qualified suppliers of the goods and services within the LWDB 5 service delivery area;
 2. The business is awarded under a system of sealed competitive bidding to the bidder that is most responsive to the needs outlined in the request;
 3. The member, the MEMBER 's spouse or child, has in no way participated in the determination of the bid specifications or the determination of the bidder;
 4. The MEMBER, the MEMBER's spouse or child, has in no way used or attempted to use their influence to persuade CSCR or any personnel thereof to enter such a contract other than by the mere submission of the bid; and
 5. CSCR enters into an agreement with an organization or an individual represented on the BOARD OF DIRECTORS; the contract must be approved by a 2/3 vote of the entire BOARD OF DIRECTORS, with the benefiting MEMBER abstaining from

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the vote. All conflicts of interest must be disclosed before the vote. Such contracts, as well as documentation demonstrating adherence to this section as specified by CareerSource Florida Inc., must be submitted to the Department of Economic Opportunity (DEO) for review and recommendation according to criteria to be determined by CareerSource Florida Inc.

6. A contract under ~~\$25,000~~ \$10,000 between CSCR and a MEMBER of the BOARD OF DIRECTORS or between a relative, as defined in s. LL 12.3143(1)(b), of a MEMBER or an employee of the BOARD OF DIRECTORS is not required to have the prior approval of CareerSource Florida Inc. but must be approved by a two-thirds vote of the BOARD OF DIRECTORS, a quorum having been established, and must be reported to DEO and CareerSource Florida Inc., within thirty (30) days of approval.
7. A contract cannot be approved by CareerSource Florida Inc., a review of the decision to disapprove the contract may be requested by CSCR or other parties to the disapproved contract.
8. Any other exemption created under Section 112.313(12) Florida Statutes or any other applicable Florida or United States statutes applies.

ARTICLE VIII – OFFICERS

The membership of the BOARD OF DIRECTORS shall elect a Chair, Vice-Chair, Secretary, and Treasurer by a majority vote of a quorum. The Past Chair will serve as ex-officio on the Executive Committee.

- A. The Officers' term of office shall commence July 1 following the election. Note: MEMBERS who are appointed to mandatory and optional seats may serve in all officer positions except Chair.
- B. The term of office for the elected officers shall be two (2) years. Holding an officer position has a term limit of two terms maximum in one position.
- C. The membership of the BOARD OF DIRECTORS shall have the power to appoint such other officers, as it deems necessary for the transaction of the business of CSCR.
- D. The BOARD OF DIRECTORS shall have the power to fill any vacancy in any office for any reason whatsoever, by-election, and by a majority vote of a quorum.

8.1 DUTIES OF CHAIR –

The Chair of the BOARD OF DIRECTORS shall:

1. Preside at all meetings of the BOARD OF DIRECTORS.
2. Be a member of the Executive Committee.
3. Appoint MEMBERS to serve on the Audit Committee.

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4. Be a member ex-officio of all standing committees except for the Executive Committee, for which the Chair serves as Committee Chair.
5. Serve on the State Association for Workforce Development Chairs representing LWDB 5.
6. Perform all other duties usually pertaining to the office of Chair.

8.2 DUTIES OF VICE CHAIR –

The Vice-Chair shall:

1. Preside at all meetings of the BOARD OF DIRECTORS in absence of its Chair.
2. Be a member of the Executive Committee.
3. Consider succeeding to the Chair position at the conclusion of the two-year term.
4. Serve as back-up to the Chair for the State Association for Workforce Development Chairs, when needed.
5. Perform all other duties usually pertaining to the office of Vice-Chair.

8.3 DUTIES OF THE TREASURER –

The Treasurer shall:

1. Be a member of the Executive Committee;
2. Confer with CSCR's Chief Financial Officer regarding financial reports;
3. Serve as Chair of the Finance Committee.
4. Oversee the budget process annually.
5. Serve as a signatory for all CSCR checks over the amount of \$2,500.
6. Ensure that CSCR's accounts and records are audited annually and that a copy thereof be furnished to each MEMBER to review.
7. Consider succeeding to the Vice-Chair position at the conclusion of the two-year term.
8. Perform all other duties usually pertaining to the office of Treasurer.

8.4 DUTIES OF SECRETARY –

The Secretary shall:

1. Be a member of the Executive Committee;
2. Confer and sign off with CSCR's Administrative Assistant on all minutes passed by the BOARD OF DIRECTORS;
3. Create a report of the accomplishments of CSCR over the prior year for presentation at the Annual Meeting and inclusion in the CSCR annual report.
4. Consider succeeding to the Treasurer position at the conclusion of the two-year term.

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5. Perform all other duties usually pertaining to the office of Secretary.

ARTICLE IX – COMMITTEES

Certain standing committees shall be appointed to assist CSCR and its BOARD OF DIRECTORS in its conduct of business. The Chair of the BOARD OF DIRECTORS will select a Chair for each Committee. All standing committee Chairs must be a MEMBER of the BOARD of DIRECTORS. All standing and Special Committees may be comprised of both Board and community members who possess relevant experience and expertise in the subject area of the respective Committee. All committees shall contain no less than three (3) and no more than twelve (12) members. The membership of the standing Committees shall be comprised of a minimum of three (3) of MEMBERS of the BOARD of DIRECTORS. All items approved within the standing committees shall be followed by actions taken by the Executive Committee and then the full BOARD OF DIRECTORS.

9.1 STANDING COMMITTEES -

The standing committees shall include the Executive Committee, Strategic Policy, and Planning Committee, Finance Committee, Governance Committee, and the Career Center Partners Committee.

A. Executive Committee

The Executive Committee shall be composed of the elected officers of the BOARD OF DIRECTORS as well as the Chairs of the standing committees. Chairs of special committees shall serve as non-voting members of the Executive Committee. Due diligence should be exercised to ensure there is representation from each of the three counties served in the LWDB on the committees.

The Executive Committee shall have and exercise the authority of the BOARD OF DIRECTORS between quarterly meetings of the BOARD OF DIRECTORS. The Chair of the BOARD OF DIRECTORS serves as Chair of the Executive Committee.

The Executive Committee shall serve as both the personnel committee for the Chief Executive Officer and the operational monitoring committee. **In addition, at least one of the Local Elected Officials from the CONSORTIUM will be invited to serve as a member of the personnel committee.**

Committee/Council Chairs shall report proposals from their respective committee or council to the Executive Committee for vetting and approval prior to going before the Board for final approval.

B. Strategic Policy and Planning Committee

The Strategic Policy and Planning Committee is formed to make recommendations to the BOARD OF DIRECTORS on specific policies, strategies, programs, and activities affecting workforce development. The members shall:

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1. Lead the effort of developing and approving the local four year plan which outlines the Board's delivery and administration of all workforce services delivered in the LWDA;
2. Make recommendations on policies and procedures for workforce services and programs;
3. Develop and submit occupations in demand, to be placed on the Regional Targeted Occupations List (RTOL) for the LWDB;
4. Participate in sector-driven strategies regionally and develop a feedback process on current talent demands and gaps in training;
5. Develop the criteria for training provider applications and select training providers using the established standards.
6. Develop programs and policies to promote adult workers in career advancement;
7. Make recommendations on implementing programs and expending funds for services to reduce recidivism (including that of ex-offenders) and contribute to employer and employee retention;
8. Provide oversight for all programs affecting adults in the LWDB, including persons with barriers to employment.
9. Develop criteria for the Request for Proposals (RFPs) for workforce services (including the One-Stop Operator).
10. Rate bids and proposals that are in response to RFPs.

Additionally, the Strategic Policy and Planning Committee will solicit the input of the regional economic development professionals and provide a forum for the economic development organizations to report out on business recruitment, retention and expansion efforts over the previous quarter.

C. Governance Committee

As further prescribed in the Governance Committee Charter, the Committee shall serve a variety of roles for the BOARD OF DIRECTORS. The members shall:

1. Develop and monitor the BOARDS performance against the organization's mission, vision, and strategic plan;
2. Guide the BOARD OF DIRECTORS on policies and procedures, leadership and composition, CSCR board guidelines, and conflicts of interest;
3. Assist in new MEMBER orientation programs;
4. Evaluate the effectiveness and accountability of the BOARD OF DIRECTORS ~~through a self-evaluation survey administered every other year;~~
5. Administer and share the results of the self-evaluation with the BOARD OF DIRECTORS;
6. Review the overall governance structure of the organization;

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7. Monitor BOARD MEMBER attendance for compliance purposes; and,
8. Notify MEMBERS when they have missed two BOARD meetings in a row that a third would automatically qualify as a resignation.

D. Finance Committee

The Chair of the Finance Committee is the Treasurer. The Finance Committee shall:

1. Review and approve the budget for all programs;
2. Develop criteria for Request for Proposals (RFPs) for consulting and IT services;
3. Rate bids and proposals that are in response to RFP submissions for consulting and IT services.
4. Have oversight responsibility of all financial activities of CSCR; and,
5. Submit a report at all regularly scheduled quarterly board meetings and special reports as requested by the BOARD OF DIRECTORS.

E. Audit Committee

The Chair of the BOARD OF DIRECTORS shall appoint an Audit Committee, which will be composed of MEMBERS who currently do not serve on the Finance Committee. The committee members shall:

1. Develop criteria and review proposals related to procuring auditing services.
2. Review of the audit report and presentation to the Executive Committee; and,
3. Review and recommend approval of the audit report, and management recommendations, and approval of the IRS 990 submission.

F. Nominating Committee

The Nominating Committee shall be appointed by the Executive Committee. The Nominating Committee shall consist of no less than three (3) and no more than seven (6) members of the BOARD OF DIRECTORS and at least one Consortium member.

1. No person shall be nominated unless they have indicated a willingness to serve prior to nomination.
2. Recommendations for Nominations of officers must be submitted in writing to any member of the Nominating Committee by a MEMBER or CLEO in the quarter prior to a change in officer positions that are scheduled (every two years).
3. The Chair of the Nominating Committee shall be the immediate past chair of the BOARD OF DIRECTORS.
4. The Nominating Committee shall present a slate of officers to the BOARD OF DIRECTORS at the Spring Board Meeting for a vote. MEMBERS may nominate from the floor. If more than one MEMBER is seeking an officer position, a paper ballot will be provided for Members to vote.
5. The Nominating Committee, along with the Consortium, will recruit replacement

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MEMBERS whenever vacancies occur.

G. Career Center Partners Committee

The Workforce Innovation and Opportunity Act requires CSCR to work with regional partners and service providers to ensure there is not a duplication of services. Besides, partners signing a Memorandum of Understanding (MOU) are investors into the workforce system that allow a variety of services to be delivered in the career centers as well as through cross-referrals between CSCR and its career center partner organizations. As such, the partners will form the Career Center Partners Committee. This Committee will meet to:

1. Discuss ways to reach common goals (i.e. performance, financial, customer satisfaction).
2. Leverage resources across partner organizations for the greater good of those served, in particular, those with barriers to employment (i.e. individuals with disabilities, returning citizens, older workers) and may require long-term services towards gaining employment.
3. Discuss programmatic and financial issues faced by the partners as well as any misunderstandings/myths that may exist between the participating partners (troubleshooting of issues).
4. Discuss how to improve and maintain an effective and successful one-stop system.
5. Discuss opportunities for collaboration on potential grant opportunities that serve the core mission of the one-stop system and partner organizations.
6. Share details on flagship programs, events and initiatives.
7. Share pertinent information on services and referrals.
8. Coordinate community responses to challenging concerns.
9. Improve communication, establish referral processes, and address each organizations' performance measures as it relates to mutual/shared customers.

10. The One Stop Operator (OSO) shall serve as the staff support for this committee.

9.2 SPECIAL COMMITTEES –

Other special committees may be appointed or eliminated as needed. The Chair of the BOARD OF DIRECTORS will select a Chair for each special Committee.

ARTICLE X - REMOVAL

10.1 GOVERNOR'S AUTHORITY –

The Governor may remove a MEMBER for cause. As used in this paragraph, the term "cause" includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, or lack of performance.

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10.1 REMOVAL OF MEMBERS FOR ABSENTEEISM –

Any member of the BOARD OF DIRECTORS may be removed automatically after three unexcused or unexplained absences. The affected MEMBER may, in writing, make a request for an appeal for reinstatement to the BOARD OF DIRECTORS. The appeal would go to the Executive Committee for review, and if a recommendation to reinstate is determined by the Executive Committee, it will go in front of the full BOARD OF DIRECTORS for a vote.

10.2 REMOVAL OF OFFICERS -

Any officer of the BOARD OF DIRECTORS may be removed either with or without cause, at any time, by a majority vote of the MEMBERS at any regular quarterly Board meeting, or any special meeting of the BOARD OF DIRECTORS called for such purpose.

ARTICLE XI – BOARD MEETINGS

11.1 REGULAR MEETINGS -

Regular meetings shall be held no less than quarterly or more often as needed.

11.2 SPECIAL MEETINGS -

Special meetings of the BOARD OF DIRECTORS may be held at the call of the Chair or by written request of one-third of the MEMBERS.

11.3 NOTICE -

Reasonable notice in writing of each meeting, whether regular or special, shall be provided to each MEMBER at his/her usual place of business or residence. The BOARD OF DIRECTORS and the Workforce Development CONSORTIUM meetings shall be publicly announced in accordance with Florida's Government-in-the-Sunshine Act.

The following information must be posted on the Board's website in a manner easily accessible by the public:

- Notice of all Board meetings at least seven days before the meeting is to occur.
- Notice of special Board meetings must be posted seventy-two hours before the meeting is to occur.
- Employee positions and salary information for each position including any benefits and performance bonuses.
- A plain language version of any contract that is estimated to exceed \$35,000 with a private entity, municipality, city, town, or vendor of services, supplies, or programs, including marketing, or for the purchase or lease or use of lands, facilities or properties.
- A list of all Board members, company, or entity that the Board member is employed by or owns, and their terms of service.
- Interlocal Agreement(s) as applicable.
- Single Audit for the last two years.

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- Board meeting minutes within 15 days of Board approval.
- All active agreements with a Board member that delegates partial or complete responsibility for any duties the BOARD OF DIRECTORS is expected, required, or mandated to perform under the Workforce Innovation & Opportunity Act.

11.4 ORDER OF BUSINESS -

Business shall be conducted in accordance with Roberts Rules of Order as newly revised.

11.5 CONSENT AGENDA -

CSCR relies on its committee structure to address pressing issues, meet compliance and oversight requirements, and carry out the mission of the BOARD OF DIRECTORS. As such, items that are vetted and passed in the committees are presented to the Executive Committee for review and either rejection, modification, or approval. This process ensures that the BOARD OF DIRECTORS is fully engaged in determining its functional requirements and that the committees perform work in support of the BOARD OF DIRECTORS. Therefore, all items that have been first fully vetted through a committee and then the Executive Committee are packaged in the Consent Agenda for the BOARD OF DIRECTORS. MEMBERS are free to pull out an item for further discussion at the time the Consent Agenda is up for a vote. The goal of the Consent Agenda is to build trust in the committee process of peers and allow for adequate time for the BOARD OF DIRECTORS to discuss regional workforce issues during the quarterly board meetings.

11.6 QUORUM –

A quorum for all regular meetings of the BOARD OF DIRECTORS shall exist when a majority of the MEMBERS are present. MEMBERS are expected to attend each BOARD OF DIRECTORS meeting. Additionally, the BOARD OF DIRECTORS and its committees may use any method of telecommunications to conduct meetings, provided that the public is given proper notice of the meeting and is given reasonable access to observe and, when appropriate, participate. If a MEMBER is unable to attend a BOARD OF DIRECTORS meeting in person, arrangements may be made under special circumstances for that MEMBER to participate in the meeting remotely. MEMBERS attending BOARD OF DIRECTORS meetings both in-person and remotely will be counted to establish a quorum.

A quorum for all legally called special and committee meetings shall exist when at least 33 1/3% of the BOARD OF DIRECTORS be present, but if at any meetings there shall be less than a quorum, a majority of those present may vote to continue the meeting. Following that meeting, minutes and recommended action items will be provided to all members, and a written vote will be accepted. Such details will not be considered approved until a majority of votes have been recorded.

11.7 VOTING -

Every MEMBER of the BOARD OF DIRECTORS shall have the right to be entitled to one vote upon every issue properly submitted to vote at a meeting of the BOARD, except if there is a conflict of

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interest. Voting may be accomplished in person or via remote communication if such a vote by remote communication is achieved concurrently with the proceedings and recorded in the official meeting record. Due to the Sunshine Law in Florida, **proxies are not permitted to vote but may participate in the discussion. The LEOs are not voting members, but are encouraged to participate in the meetings and give guidance.**

11.8 CONFLICT OF INTEREST -

- A. Any MEMBER who significantly participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.
- B. Any MEMBER who significantly participates in a board discussion or decision relating to specific terms of a contract, the determination of specific standards for performance or a contract, the development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar discussions or decisions is prohibited from receiving any direct financial benefit from any resulting contract. Also, no corporation, partnership, firm, association, or other entity shall receive the contract if it would create a conflict of interest for CSCR who significantly participated in the manner described above.
- C. The prohibition regarding the conflict of interest shall also apply to contracts entered into or responses to RFPs accepted from immediate family members of any interested party or a corporation or business in which the immediate family member may occupy a management position or own shares of some portion of the company or business of subsidiary or related business.
- D. Any MEMBER with a potential or actual conflict of interest must disclose that fact to the Secretary of the BOARD OF DIRECTORS as soon as the potential conflict is discovered and, to the extent possible, before the agenda for a meeting involving the matter at issue is prepared. If it should be determined during a meeting that a conflict of interest exists, the MEMBER must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such MEMBER must excuse him/herself from the remainder of the discussion and the voting.
- E. Each MEMBER is responsible for determining whether any potential or actual conflict of interest exists or arises during his/her service on the Board.
- F. The BOARD OF DIRECTORS is responsible for reporting such potential or actual conflict of interest as soon as it is discovered that such a condition exists. The MEMBER must submit a letter to the Secretary of the BOARD OF DIRECTORS declaring the conflict or the potential thereof.
- G. When a contract or purchase is made by CSCR involving its MEMBER or an entity with which the MEMBER is associated, the BOARD OF DIRECTORS must establish and document to the reasonable satisfaction of CareerSource Florida, Inc. that the contract or purchase was adequately bid or negotiated and that the terms of the contract or price of the purchase are fair and reasonable to CSCR.



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- H. CSCR shall adopt a policy that serves to minimize the appearance of conflicts of interest.
- I. The One-Stop Operator and/or Workforce Development Services Provider will not serve on the BOARD OF DIRECTORS or any committees that deal with oversight of the One-Stop system or allocation of resources that would potentially be allocated to that MEMBER's program(s).
- J. This restriction shall not apply to representatives of the business community or representatives who do not realize a pecuniary benefit as a result of their action or vote.

11.9 CODE OF ETHICS –

Any MEMBER, including a One-Stop Operator and/or Workforce Development Services Provider, who significantly participates in the development of contract specifications, or the specifications of the contract process, is prohibited from bidding on, or competing for, those contracts or supervising staff who are paid from funding awarded under such contracts.

CareerSource Florida Inc. has determined that at the discretion of the BOARD OF DIRECTORS, an exemption may be made on contracts with a MEMBER receiving a grant for workforce services under federal, state, or other governmental workforce programs.

11.10 BUSINESS AFFAIRS -

The BOARD OF DIRECTORS may solicit, borrow, accept, and receive funds from any public or private source. CSCR may contract with public and private entities as necessary to further the purpose of the BOARD OF DIRECTORS with public and private entities as necessary to further the purpose of CSCR.

11.11 ANNUAL REPORTS –

The Secretary shall present the annual report for the operation of the BOARD at each annual meeting of the BOARD OF DIRECTORS in September.

ARTICLE XII – FISCAL YEAR

The fiscal year of the BOARD shall be July 1 to June 30.

ARTICLE XIII - INDEMNIFICATION

Each MEMBER and each officer of the BOARD OF DIRECTORS now and hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil criminal, administrative or investigative (other than by an action by, or in the right of, CSCR), by reason of the fact that he or she is or was a MEMBER, officer or agent of CSCR or is or was serving at the request of CSCR as a MEMBER, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit



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or 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 interest of CSCCR, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct for performance of his or her duty to CSCCR unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is thoroughly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The indemnity shall only be provided concerning any criminal action or proceeding, which the MEMBER or officer or another agent of CSCCR has no reasonable cause to believe was unlawful.

The amount paid to any officer or MEMBER by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved. Any indemnification under this Article shall be made by CSCCR only as authorized in the specific case by the determination that indemnification of the MEMBER, officer, or agent is proper in the circumstances because he or she has met the applicable standards of conduct. The BOARD shall make such determination by a majority vote of a quorum consisting of MEMBERS who were not parties to such action, suit or proceeding. The preceding right of indemnification shall be in addition to but not exclusive of any other right to which such MEMBER, officer or agent of the COUNCIL may otherwise be entitled by law.

ARTICLE XV – AMENDMENTS TO THE BYLAWS

Any MEMBER of the BOARD OF DIRECTORS may propose amendments to the Bylaws. The BOARD OF DIRECTORS, by a two-thirds vote of those present at a meeting having a quorum, may amend, replace, or repeal the Bylaws.

ARTICLE XVI – DISSOLUTION OR LIQUIDATION

Upon the dissolution of the Corporation, the officers shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets of the BOARD by returning them to the US Department of Labor (DOL), the state designee, or, if DOL and state designee agrees, giving those assets to local charitable, educational, religious, or scientific purposes which at the time qualify as a 501(c) 3 non-profit organization under the Internal Revenue Code.

BYLAW APPROVAL AND SIGNATURES

In witness thereof, the undersigned parties agree to the terms outlined herein as of the date last executed by the parties.

Approved by the Board on _____ day of _____, 2020

Signed: _____ Chair of the Board

Signed: _____ Secretary of the Board



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Approved by the Workforce Development Consortium _____ day of _____,
2020

Signed: _____ Local Elected Official (Gadsden County)

Signed: _____ Local Elected Official (Leon County)

Signed: _____ Local Elected Official (Wakulla County)



Board Member General Policy Manual

Revised 2021

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1.0 Our Brand Journey

Florida's workforce system operates under a unified brand and logo. The master brand, CareerSource Florida, refers to the statewide workforce system as a whole. CareerSource Florida is also the brand name for the state workforce investment board (formerly known as Workforce Florida, Inc.) that sets policy and oversees the 24 Regional Workforce Boards. There are 24 sub-brands that refer to the 24 Regional Workforce Boards and their respective One-Stop Career Centers throughout the state that design and deliver workforce services regionally. Workforce services in Region 5 - Gadsden, Leon, and Wakulla Counties - are delivered through Big Bend Jobs & Education Council, Inc. d/b/a CareerSource Capital Region.

1.1 Mission

CareerSource Capital Region connects employers with qualified, skilled talent and Floridians with employment and career development opportunities to achieve economic prosperity in Gadsden, Leon, and Wakulla Counties.

1.2 Vision

Florida will be the global leader for talent.

VISION is a "to be" statement for the system. A simple, clear description of our compelling aspiration. The brand vision is intentionally aspirational; it is high-reaching and reflective of a goal not only for the system but for everyone it touches.

1.3 Values

VALUES are the unswerving core beliefs and foundation of the system. These values express the things about the Florida Workforce System brand that won't change over time; they are the bedrock and are embraced by the entire system and everyone doing business with it.

- **Business-Driven:** We believe Florida employers – the state's job creators – are essential to our overall success in providing effective, market-relevant workforce solutions that drive economic growth and sustainability.
- **Continuous Improvement:** Driven by our commitment to excellence, we respond to changing market dynamics. We continually strive to improve our performance to better anticipate and address the talent needs of employers and the employment and skills needs of job seekers and workers. We identify, measure and replicate success.
- **Integrity:** We fulfill our mission with honesty and accountability and strive in every decision and action to earn and protect the public trust.
- **Purpose-Driven:** Our work is meaningful and through it, we can inspire hope, achievement and economic prosperity in the lives of the customers we serve.
- **Talent Focus:** We believe in the power of talent to advance every enterprise and open the door to life-enhancing economic opportunities for individuals, businesses and communities. Our commitment is to make talent Florida's key competitive asset.

1.4 Tagline

"Solutions that work for you."

1.5 Pillars

Collaborate. Innovate. Lead.

These are the pillars of the CareerSource Florida system. They represent the cornerstone of our past achievements as a national model for workforce development and reflect our commitment today and in the future to serving Florida employers, job seekers and workers.

1.6 Brand Promise (to customers)

Florida's Workforce System promises a dedicated team of professionals who possess an understanding of your needs. Uniquely positioned, we offer assets, expertise and effective partnerships to deliver seamless and efficient services, demonstrate our value to all customers through results; and drive economic priorities through talent development.

1.7 Elevator Speech

CareerSource Capital Region provides comprehensive employment and workforce services to Gadsden, Leon, and Wakulla counties. CareerSource Capital Region assists more than 1,900 employers by connecting them with over 25,000 job seekers each year.

2.0 Strategic Goals

The CareerSource Capital Region Board of Directors has established the following strategic goals:

1. Develop a streamlined model to support employers.
2. Improve the effectiveness of our service delivery.
3. Attract, develop and retain top talent.
4. Develop and improve partnerships that enhance workforce development.
5. Ensure that the community understands and recognizes our value and services.

3.0 Roles and Responsibilities

The Board will support the work of CareerSource Capital Region and provide mission-based leadership and strategic governance. While day-to-day operations are led by CareerSource Capital Region's Chief Executive Officer (CEO), the Board-CEO relationship is a partnership. The appropriate involvement of the Board Members is critical and expected. In addition, the Chief Local Elected Official (CLEO) and the other Local Elected Officials (LEOs) in the "Consortium" have specific duties to carry out with the Board. Specific Board member responsibilities include:

3.1 Leadership, Governance, and Oversight

- Serve as the grant recipient or designate a subgrantee.
- Request from the Governor a local area designation
- Select the fiscal agent
- Create an interlocal agreement that the three counties sign
- Set up a Workforce Consortium made up of one elected official designee from each county commission.
- Serving as a trusted advisor to the CEO as s/he develops and implements CareerSource Capital Region's strategic plan.
- Reviewing outcomes and metrics created at the federal, state, and local levels to evaluate its impact and regularly measuring its performance and effectiveness using those metrics.
- Reviewing agenda and supporting materials prior to Board and committee meetings.
- Advising the Board on community feedback and issues that arise.
- Approving CareerSource Capital Region's annual budget, audit reports, and material business decisions; informed of and met all legal and fiduciary responsibilities.
- Contributing to an annual performance evaluation of the CEO as requested by the Executive Committee, if necessary.
- Assisting the CEO and Board Chair in identifying and recruiting Board members for vacant seats in their county
- Set policy for the local Board.
- Approve non-mandatory one-stop partners.
- Select and/or terminate the One-Stop Operator
- Provide oversight of the local workforce board.
- Negotiate with the state on the performance measures.
- Partnering with the CLEO, CEO, and other Board members to ensure that the organization's Bylaws are carried out.
- Serving on committees or task forces and taking on special assignments.
- Representing CareerSource Capital Region to stakeholders; acting as an ambassador for the organization.
- Ensuring CareerSource Capital Region's commitment to a diverse Board and staff reflects the communities of Gadsden, Leon, and Wakulla counties.

3.2 Fundraising

CareerSource Capital Region Board members will consider CareerSource Capital Region a philanthropic priority and make annual gifts that reflect that priority. So that CareerSource Capital Region can credibly solicit contributions from foundations, organizations, and individuals.

CareerSource Capital Region expects to have 100 percent of Board members make an annual contribution commensurate with their capacity.

3.3 Board Terms/Participation

CareerSource Capital Region's Board members will serve terms consistent with those stated in the organization's Bylaws. Board meetings will be held at least quarterly and committee meetings in coordination with full Board of Director's meetings.

3.4 Qualifications

Serving on this Board is an extraordinary opportunity for an individual passionate about CareerSource Capital Region's mission and has a track record of board leadership. Selected Board members will have achieved leadership stature in business, government, philanthropy, or the nonprofit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board members. The makeup of the Board is determined by legislation and must be at least 51% business-led and appointed by the LEOs.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector.
- A commitment to and understanding of CareerSource Capital Region's beneficiaries, job seekers, and employers, preferably based on experience and use of the system.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of CareerSource Capital Region's beneficiaries.

Service on CareerSource Capital Region's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs concerning Board members' duties.

See the Board Member Job Description for more specific information on roles and responsibilities.

(Source: Modified from Board Source)

4.0 Board Leadership Positions

Board of Directors' leadership positions includes the Chair, Vice-Chair, Treasurer, and Secretary. In addition to the duties outlined in the organization's Bylaws, Board members holding Board leadership positions are expected to:

- Attend all Board meetings
- Serve on the Executive Committee

Each Board leadership position also has specific responsibilities as outlined below:

4.1 Chair

- Presides at Board and Executive Committee meetings
- Works in partnership with the Chief Executive Officer to ensure the organization's Bylaws are carried out
- Calls special meetings as necessary
- Appoints all committee chairs, and with the Chief Executive Officer, recommends who will serve on committees
- Assists Chief Executive Officer in preparing the agenda for Board meetings
- Assists Chief Executive Officer in conducting new Board member orientation
- Oversees searches for a new Chief Executive Officer
- Coordinates Chief Executive Officer's annual performance evaluation
- Works with the Governance and Planning Committee to recruit new board members
- Acts as a spokesperson for the organization as necessary
- Periodically consults with board members on their roles and helps them assess their performance

4.2 Vice-Chair

- Completes special assignments as requested by the Board Chair
- Understands the responsibilities of the Board Chair and performs them in the Chair's absence
- Participates as a vital part of the Board leadership

4.3 Treasurer

- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Understands financial accounting for nonprofit organizations
- Serves as the Chair of the Finance Committee
- Manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities
- Works with the Chief Executive Officer and the Chief Financial Officer to ensure that appropriate financial reports are made available to the Board on a timely basis
- Presents the annual budget to the Board for approval
- Reviews the annual financial audit and answers board members' questions about the audit

4.4 Secretary

- Ensures the safety and accuracy of all Board records

- Reviews Board minutes before distribution
- Assumes responsibilities of the Board Chair in the absence of the Board Chair and Vice-Chair
- Ensures the public notice of Board and committee meetings when such notice is required
- Provides the Board at the annual meeting with a summary of the accomplishments of the past program year.

(Source: Modified from Board Source 2010)

5.0 Committees of the Board of Directors

It is the expectation of the Board Chair and the CEO that each Board member commits to serve on at least one standing Board Committee. As outlined in the organization's Bylaws, the current standing committees include the:

- Executive Committee (the Chair, Vice-Chair, Treasurer, and Secretary are required members)
- Finance Committee (the Treasurer is a required member)
- Governance Committee
- Nominating Committee
- Strategic Policy & Planning Committee
- Audit Committee (members cannot serve on the Finance Committee)

Board members will be appointed to committees based upon their indication of interest and/or the alignment of the Board member's skills and interests with the overall charge of the Committee. Each Committee has a charter that outlines the roles, responsibilities, membership, meetings, and the CareerSource Capital Region employee(s) designated as staff to the Committee.

4.2 Councils of the Board of Directors

The councils may include members of the Board of Directors but are also made up of other community stakeholders. The current councils include the:

- Career Center Partners Council
- Career Pathways Council
- Business Partnership Advisory Council

5.0 Consent Agenda

The CareerSource Capital Region Board of Directors is committed to the following procedure and ensuring that the committee structure in place meets the needs for the work of the Board. The Board committees are where the policies and activities of the Board are discussed, vetted, and voted upon for the good of the organization.

The CareerSource Capital Region Board believes in this process. It trusts that board representation is sufficient to avoid hidden agendas and conflicts of interest on items brought before the committees at the committee level.

Before action items are presented to the Executive Committee, and they have been reviewed and voted upon by at least one other Committee, The proposed action items are then forwarded to the Executive Committee, where the action items are vetted once again for their impact and consistency with the Mission and Vision of the organization. Therefore, by the time an action item reaches the entire Board, it has been reviewed twice - by the Committee charged with responsibility and oversight of the item and the Executive Committee.

The consent agenda is utilized to keep the Board on track, honor the work of its committees, and move past the committee work to the real work of the Board, which is to discuss and strategize on activities related to the regional needs of the job seekers and employers. Further, the goal of the consent agenda is to allow the Board of Directors time to discuss strategic initiatives and policy proposals that will enhance and improve the overall organization's value in the community.

Consent agendas always present the opportunity for a further discussion by allowing any Board member to pull a consent agenda item for further discussion. This usually occurs when an action item is controversial, or a Board member requires additional information prior to making a decision. The consent agenda items to be pulled for discussion will be identified, and a motion will be made to approve the remaining consent agenda items. The items removed from the consent agenda are discussed and voted upon individually.

6.0 Board Governing Style

The Board of Directors will govern with an emphasis on (1) outward vision rather than internal preoccupation; (2) encouragement of diversity in points of view; (3) strategic leadership rather than administrative detail; (4) a clear distinction between board and executive director roles and responsibilities; (5) board consensus rather than individual decision-making; (6) future rather than past or present; and (7) proactivity rather than reactivity.

1. The Board of Directors will cultivate a sense of group responsibility. The Board and not the staff will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use individual members to enhance the ability of Board's members to strengthen the ability of the Board's individual members' expertise to enhance the Board's ability as a body rather than substitute individual judgment for the Board's values. The Board will allow no officer, individual, or board committee to hinder or be an excuse for not fulfilling its commitments.
2. The Board of Directors will direct, control, and inspire the organization by carefully establishing broad-written policies reflecting the Board's values and perspectives about achieving ends and the operational methods to be avoided in pursuing the organization's set objectives. The Board's primary policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board of Directors will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to attendance, preparation, policymaking principles, respect of roles, and ensuring the continuance of governance capability. The Board will introduce new board members to the Board's governance process through an orientation process. Additionally, the Board will periodically focus on process improvement strategies.
4. The Board of Directors will monitor and discuss its performance on an ongoing basis. Self-monitoring will include a comparing the board activities and discipline to the federal, state, and local laws, rules and policies governing workforce development programs, the policies provided for in its governance process; and Board/Chief Executive Officer linkage documents. On an annual basis, the Board of Directors will conduct a self-assessment as outlined in the Self-Assessment section of this policy manual.

7.0 Board Engagement Expectations

Service as a Board member is advantageous for both the Board member and the organization. Board members are best able to serve the organization when they know and understand key engagement expectations:

- **7.1 Participate in all meetings** - The skills you bring to the table do not matter if you are not present. Board members who repeatedly miss meetings should be candidates for removal. Their absence can drain the morale of other board members — and ultimately the confidence of others in the organization. Board members who are unable to attend in person are always encouraged to participate by conference call.
- **7.2 Be prepared and informed** - Before each meeting, read the meeting materials sent to you. Come prepared to ask questions and make comments. Stay informed of trends and developments in the type of work that the organization performs so that you can bring a broader perspective. In addition, stay abreast of good governance practices as they evolve.
- **7.3 Speak your mind and ask hard questions** - Some organizations have suffered because board members were more concerned about appearances than they were about discussing complex or challenging issues. But it would help if you addressed them when they arise. As a board member, your primary responsibility is to protect the organization's good name and the people you represent and ensure that the organization's staff and money are being used consistently with good practice.
- **7.4 Take responsibility for your stewardship of the organization's assets** - The Board must make certain that funds are used consistent with the intent of those who have provided them. The Board must satisfy itself that sufficient funds are allocated to each function and that those allocations are consistent with its priorities.
- **7.5 Watch others at the table** - Check to ensure that other board members are pulling their weight. Only when the entire Board acts in cohesion can the organization's mission be fully accomplished.
- **7.6 Do your due diligence** - The most critical asset of your organization is its good name. The second most important asset is the confidence of its funders in the organization's capacity to manage and spend funds prudently. The Board should make certain — both in its practices and policies and those of the staff — that the highest fiduciary standards are maintained and that personal agenda's or individual goals do not supersede the goals of the organization and the people they serve.
- **7.7 Remember that integrity is paramount** - If the Board sets a good example, the organization will most likely follow it. The Board members are expected to exemplify the quality and integrity expected of the staff and the system.
- **7.8 That this is an egalitarian Board** - That means that each person is equally empowered to vote and influence the Board's direction. No one person can speak for the Board without the Board's consent or where a particular position of the Board has come to a consensus. This prevents individual Board members from speaking out publically on an issue conveying the

perception that this issue is supported by the Board when it has not been endorsed or voted on by the Board.

8.0 Board Member Attendance

The CareerSource Capital Region Board of Directors is committed to the full participation of its members. Persons on the Board are responsible to the general public, the clients that are served, and the specific cohort that may be represented, such as a federal partner agency, the business or labor community, or the nonprofit community.

Accordingly:

1. A designated CareerSource Capital Region staff person will record and track attendance for all committee and Board meetings.
2. Following the CareerSource Capital Region Bylaws, proxies are not permitted. However, representatives are always welcome to attend Board meetings to keep open communication with absent board members.
3. The Executive Committee will review the Board meeting attendance annually (in March) before the renewal process of Board members.
4. An active Board member is expected to attend 50% of all Board and committee meetings, to which they are assigned, within one year (July through June).
5. Suppose a Board member is missing more than 50% of his/her designated meetings. In that case, a letter will be sent by the Board Chair notifying the Board member of his/her delinquency and asking for a response before being officially notified of his/her removal. The Executive Committee will consider all responses and have the sole authority to determine the dismissal from the Board of Directors for non-compliance with policy or setting a probationary period for the Board member to show a re-commitment to the organization.
6. Every Board member who is up for re-appointment will be sent a letter asking them if they would like to recommit to the Board.

9.0 Board Training and Travel

The CareerSource Capital Region Board of Directors is committed to improving the capacity and competence of Board members and, as such, expects to encourage Board leadership to participate in webinars, the National Association of Workforce Boards (NAWB) annual conference, attend state-coordinated training opportunities, and engage in learning how to practice more effective governance for CareerSource Capital Region.

"Section 6.11.1 Business Travel Expenses" of the CareerSource Capital Region Policy and Procedures Manual contains the procedures for authorizing and obtaining reimbursements of travel expenses by employees and other authorized persons of CareerSource Capital Region.

Accordingly, as further outlined and explained in the above-referenced policy:

1. The Board Chair shall approve all CareerSource Capital Region related to travel for board members.
2. The CareerSource Capital Region Administrative Assistant will be responsible for or assist with coordinating travel for Board members.
3. An *Authorization to Incur Travel Expense form*, along with required backup documentation, must be completed and signed by the Board Chair or designee.
4. Transportation costs, lodging expenses, meal allowances and per diem, and reimbursable incidental expenses shall be reimbursed per the organization's travel policy.
5. Upon return from travel, a *Travel Expense form* must be submitted, along with required backup documentation and receipts, for reimbursement of travel expenses to occur.

Note: Board members should review the full travel policy to ensure understanding and compliance.

10.0 Sunshine Laws, Public Comment, and Public Records

Sunshine Law

CareerSource Capital Region is a nonprofit receiving and dispersing federal funds. As such, the organization is obligated to operate under the Florida "Open Meetings Laws," also referred to as the "Sunshine Law," Chapter 286, Florida Statutes.

The purpose of this statute includes: (1) protecting the public from "closed-door" decision-making; and (2) providing an opportunity for access to government meetings.

- Florida law establishes a fundamental right to access all meetings of boards or commissions and other governing bodies of state and local governmental agencies or authorities (elected or appointed), with limited exceptions.
- Three basic requirements:
 - Meetings of public "entities" must be open to the public;
 - Meetings must be noticed (time, place, and subject); and
 - Minutes of the meetings must be taken, promptly recorded, and open to public inspection.
- Board members may not use electronic communications (i.e., email, text messaging, social media channels, or telephone) to conduct a private discussion about Board business.
- Board meetings should not be held in private homes. Meeting places must be accessible to the public.
- Communications should be distributed by staff or otherwise officially distributed so that documents and communications are preserved as public records and therefore later available for public inspection.
- While a Board member is not prohibited from discussing Board business with staff or a non-Board member, those individuals cannot be used as a liaison to communicate information between Board members.
- Votes must be publicly taken.
- Sunshine Law is broadly construed, and exemptions are narrowly construed.
- There are only a few limited exceptions to the Sunshine Law, including, but not limited to, specific discussions over pending litigation and collective bargaining sessions with a Board's attorney, certain portions of a meeting of some agencies may be closed when making probable cause decisions, and discussions that would reveal a security system plan or portion thereof.
- Only the Legislature can create an exemption to the Sunshine Law (by a 2/3 vote) and allow a Board to close a meeting.

- Members of the public shall be given a reasonable opportunity to be heard on a proposition before a Board or commission.
- Any member of the Board who knowingly violates the Sunshine Law is guilty of a second-degree misdemeanor punishable as provided in Section 775.082 or Section 775.083, Florida Statutes.
- An unintentional violation may be prosecuted as a noncriminal infraction resulting in a civil penalty up to \$500.
- The Sunshine law provides that no resolution, rule, regulation, or formal action shall be construed binding except as taken or made at an open meeting.
- Courts have held that any action taken by a Board in violation of Sunshine Law is void *ab initio*.

10.1 Public Comment

The public is always welcome to attend Board and committee meetings posted in advance on the organization's website.

Further, the Sunshine Law provides that "Members of the public shall be given a reasonable opportunity to be heard on a proposition before aboard." The CareerSource Capital Region Board of Directors has determined the following process for allowing such public comment:

1. Before any vote is taken in Committee or by the Board, the Chair will ask if there is any public comment after Board member discussion has ended.
2. Comments will be received on the item up for a vote in writing or by vocal comment. Comments are limited to three (3) minutes each but can be extended by the Chair of the Committee or Board.
3. Comments must pertain to the question at hand.
4. After the comment period is closed (maximum 10 minutes), the vote is taken.

10.2 Public Records

Chapter 119, Florida Statutes, the "Public Records Law," provides an opportunity for access to records made in connection with official public business.

- Florida began its tradition of openness back in 1909 with the passage of Chapter 119. This law provides that any records made or received by any public agency in the course of its official business are available for inspection unless specifically exempted by the Florida Legislature.
- Public Records are: "all documents, papers, letters, maps, books, tapes, photographs, film, sound recordings, data processing software, or other material" regardless of physical form or means of transmission made or received according to law or in connection with the transaction of official business by the organization.

Conflict of Interest Policy

10.3 Background

(Ref. F.S. 445.007(11)) To increase transparency and accountability, Regional Workforce Boards (RWBs) shall comply with the requirements of this section before contracting with a member of the Regional Workforce Board. Such contracts shall not be executed before or without the approval of CareerSource Florida, Inc. Such contracts, as well as documentation demonstrating adherence to this section as specified by CareerSource Florida, Inc., must be submitted to the Department of Economic Development for review and recommendation according to criteria to be determined by CareerSource Florida, Inc. Contracts between relatives, as defined in s. 112.3143(1)(b), of a Board member or employee of a Board, must be approved by a two-thirds vote of the entire Board; all conflicts must be disclosed before the vote; and any member who may benefit from the contract, or whose relative may benefit from the contract, must abstain from the vote and the contract must be reviewed and approved as stated above. Contracts under \$25,000 between an RWB and a member of that Board or between relatives, as defined in s. 112.3143(1)(b), of a Board member or employees of a Board, are exempt from the review and recommendation process but must be approved by a two-thirds vote of the entire Board and must be reported to the Department of Economic Development and CareerSource Florida, Inc., within 30 days after approval. If a contract cannot be approved by CareerSource Florida, Inc., a review of the decision to disapprove the contract may be requested by the RWB or other parties to the disapproved contract.

10.4 Policy

A Board member may not discuss or vote on a matter under consideration by the local Board, regarding the provision of services by such member (or by an entity that such member represents); or that would provide direct financial benefit to such member or the immediate family of such member, or engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the ¹State plan.

1. A CareerSource Capital Region Board member with a conflict of interest regarding any matter is prohibited from discussion and voting in connection with that matter.
2. Any CareerSource Capital Region Board member (or specific entity represented by that member) who significantly participates in developing contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.
 - a) Any CareerSource Capital Region Board member who significantly participates in a Board discussion or decision relating to specific terms of a contract, the determination of particular standards for performance or a contract, the

¹ CareerSource Florida, Inc., state workforce development plan as submitted to the U. S. Department of Labor.

development of Invitations for Bid (IFB) or Requests for Proposals (RFP) or other such bid processes leading to a contract, or any similar discussions or decisions is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, firm, association, or other entity shall receive the contract if it would create a conflict of interest for the CareerSource Capital Region Board member who significantly participated in the manner described above.

- b) Any CareerSource Capital Region Board member, including a One-Stop partner, who significantly participates in the development of contract specifications, or the specifications of the contract process, is prohibited from bidding on, or competing for, those contracts or supervising staff who are paid from funding awarded under such contracts.

CareerSource Florida, Inc., has modified the requirement of a 2/3 vote of the entire CareerSource Capital Region Board for contract approvals to a 2/3 vote of those Board members in attendance once a quorum has been established.

CareerSource Florida, Inc., has determined that at CareerSource Capital Region's discretion, an exemption may be made on contracts with a Board member receiving a grant for workforce services under federal, state, or other governmental workforce programs.

- c) The prohibition regarding the conflict of interest shall also apply to contracts entered into or responses to RFPs accepted from immediate family members of any interested party or a corporation or business in which the immediate family member may occupy a management position or own shares of some portion of the company or business of subsidiary or related industry.
3. Any CareerSource Capital Region Board member with a potential or actual conflict of interest must disclose that fact to the CareerSource Capital Region Board as soon as the potential conflict is discovered and, to the extent possible, before the agenda for a meeting involving the matter at issue is prepared. Suppose it should be determined during a meeting that a conflict of interest exists. In that case, the member must verbally declare such conflict of interest. Such declaration must be clearly noted in the minutes. Such members must recuse themselves from the remainder of the discussion and the voting. *(A sample conflict of interest disclosure letter is attached).*

Each Board member is responsible for determining whether any potential or actual conflict of interest exists or arises during their service on the Board. Board members are also responsible for reporting such potential or real conflict of interest as soon as it is discovered that such a condition exists.

When a contract or purchase is made by the Board involving its member or an entity with which the Board member is associated, the Board must establish and document to the reasonable satisfaction of CareerSource Florida, Inc., that the contract or purchase was adequately bid or negotiated and that the terms of the agreement or price of the acquisition are fair and reasonable to the CareerSource Capital Region Board.

4. The CareerSource Capital Region Board shall adopt procedures that serve to minimize the *appearance* of conflicts of interest.
5. CareerSource Capital Region Board members who are also One-Stop partners should not serve on any committees that deal with oversight of the One-Stop system or allocation of resources that would potentially be allocated to that member's program. This shall not apply to public sector members or representatives who do not realize a monetary benefit due to their action or vote.
6. CareerSource Florida, Inc., will provide technical assistance to coordinate compliance with the conflict of interest standards and assist in answering questions and avoiding potential problems. CareerSource Florida, Inc., staff will provide technical assistance upon request from local Boards concerning the conflict of interest standards. CareerSource Florida, Inc. would intend to assist the Board to avoid compliance violations or the appearance of violations.

11.0 Whistleblower Policy

CareerSource Capital Region requires Board members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of CareerSource Capital Region, Board members must practice honesty and integrity in fulfilling their obligations and comply with all applicable laws and regulations.

11.1 Reporting Responsibility

Suppose any Board member believes that CareerSource Capital Region has or is about to violate a law or regulation. A board member believes that he or she is being asked to violate board policies or a law or regulation in the performance of duties CareerSource Capital Region. In that case, the matter should be promptly reported to the Chair of the Board of Directors.

11.2 No Retaliation

It is contrary to the values of CareerSource Capital Region for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation or a suspected violation of law, such as a complaint of discrimination or suspected fraud, or suspected violation of any regulation governing the operations of CareerSource Capital Region. A Board member who retaliates against someone who has reported a violation in good faith is subject to discipline, including removal from the Board.

11.3 Reporting Procedure

CareerSource Capital Region has an open-door policy and suggests that Board members share their questions, concerns, suggestions, or complaints with the Board Chair or CEO. If the Board member is not comfortable speaking with the Board Chair, communicating with the Vice-Chair is encouraged. The Board Chair has the responsibility to investigate all reported complaints and may be assisted by the CEO or staff as appropriate.

11.4 Resolution and Reporting

The Board Chair is responsible for ensuring that all complaints received regarding unethical or illegal conduct are investigated and resolved. The Board Chair will report received/resolved complaints to the Executive Committee members and the Governance & Planning Committee Chair quarterly. Further, the Board Chair will write at least quarterly to the Treasurer/Chair of the Finance Committee and the Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

11.5 Accounting and Auditing Matters

The Board Chair shall immediately notify the Audit Committee and Finance Committee of any concerns or complaints regarding corporate accounting practices, internal controls, or auditing and work with the Committee until the matter is resolved.

11.6 Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any

allegations that prove not to be substantiated and prove to have been made maliciously or knowingly false will be viewed as a serious disciplinary offense.

11.7 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, remedy the matter, and, if appropriate, to report the case to proper government officials.

11.8 Handling of Reported Violations

The Board Chair will notify the complainant in writing within seven days to acknowledge the reported or suspected violation. All complaints will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation. In instances where breaches of policy, violations of regulations or laws, or other ethical issues may have been identified, the Board Chair, CEO, or legal counsel may recommend as appropriate to prevent a recurrence.

11.9 General Compliance with Laws and Regulations

CareerSource Capital Region insists that its business be conducted in all material respects, with all applicable laws and regulations. Any illegal activities will be dealt with swiftly, and violations will be reported to the proper authorities. Failure to fully obey all laws and regulations violates Board policy and may expose both CareerSource Capital Region and responsible Board members to criminal or civil prosecution. If a Board member has any questions on specific laws, regulations, or other legal issues, they should contact CareerSource Capital Region's legal counsel or CareerSource Florida's General Counsel.

(Source: Modified from 2010 National Council of Nonprofits)

12.0 Improper Gifts

Board members must never make or receive improper gifts or payments, such as bribes or kickbacks, in any way in connection with CareerSource Capital Region's business. Gifts or payments to or for the personal benefit of a governmental official or to or for the personal benefit of a CareerSource Capital Region Board member to sway the member's vote are prohibited.

13.0 Compliance

The CareerSource Capital Region Board of Directors shall focus on compliance with federal, state, and local regulations governing workforce development funds distributed throughout the three counties in the service delivery area. The Regional Oversight, Performance, and Compliance department carry out this responsibility on behalf of the Board.

The Board of Directors will oversee and assure that the CareerSource Capital Region operations meet or exceed the standards set by the U.S. Department of Labor, the Florida Department of Economic Opportunity, and CareerSource Florida.

The Board of Directors expects to be informed by the staff of any significant financial or programmatic variances (greater than 10%) or compliance issues identified through federal, state, or local quality assurance reviews.

14.0 Self-Assessment

The Board of Directors for CareerSource Capital Region expects to maintain a vibrant and robust membership as a clear indicator of a healthy organization. Yet even the best organizations need a periodic check-up to ensure they cannot just survive but will thrive in today's environment.

~~To maintain the highest quality of governance, CareerSource Capital Region will require each Board member to complete a self-assessment tool annually. Using the tool created by the National Association of Workforce Boards (NAWB) as the basis, the assessment will focus on Leadership, Strategic Planning, Customer Focus, Information Analysis, Process Management, Measurable Results, Human Resources (Board Member Recruitment), and Fiscal Accountability.~~

At a designated time each year, the Board Chair or Chair of the Governance Committee will provide Board members with a link to anonymously complete the assessment. Board members are expected to complete the evaluation by the deadline specified by the designated Chair. Staff to the Governance Committee will provide the compiled results to the Board Chair and Governance Committee for review and reporting at the next quarterly meeting. Ideas for improvement and action will be discussed at that meeting.

15.0 Measures of Success

The Board of Directors represents stakeholders for the Capital Region – Gadsden, Leon, and Wakulla Counties – and is required by federal law to achieve specific metrics that show value to the community. The six primary indicators of performance will be the foundation of our measures for success and seek to measure our system on how well we help customers with the following:

1. Getting a job
2. Keeping a job
3. Getting a job at a self-sufficient wage

Additionally, at the direction of the Governor, additional emphasis has been placed on placements and business engagement.

The six primary indicators of performance are as follows:

1. A. Employment Rate – 2nd Quarter After Exit
B. Title I Youth Education and Employment Rate – 2nd Quarter After Exit
2. A. Employment Rate – 4th Quarter After Exit
B. Title I Youth Education and Employment Rate – 4th Quarter After Exit
3. Median Earnings – 2nd Quarter After Exit
4. Credential Attainment
5. Measurable Skills Gain
6. Effectiveness in Serving Employers

17.0 ACKNOWLEDGEMENT

CareerSource Capital Region Board members will review this policy manual annually. Furthermore, upon joining the Board and annually, board members will sign below in acknowledgement and compliance with this policy manual.

I acknowledge that I have read and understood the preceding Board Member Policy Manual and certify that I comply with its terms and conditions.

Print Name: _____

Signature: _____

Date: _____



**POLICY
NUMBER
091**

Administrative Policy

| | | | |
|-------------------|---|-----------------|------------|
| Title: | Local Workforce Development Board Composition and Certification | | |
| Program: | Workforce Innovation and Opportunity Act | | |
| Effective: | 06/08/2016 | Revised: | 01/07/2021 |

I. PURPOSE AND SCOPE

The purpose of this policy is to provide Local Workforce Development Boards (LWDBs) with the requirements for LWDB membership composition under the Workforce Innovation and Opportunity Act (WIOA) and Chapter 445, Florida Statutes (F.S.), and the process for certification of LWDBs.

II. BACKGROUND

Each local workforce development area in the state must establish a local workforce development board to carry out the functions specified for the local board under WIOA sec. 107(d) for such area. The CareerSource Florida Board of Directors, in consultation with the Department of Economic Opportunity, will ensure LWDBs have a membership consistent with the requirements of federal and state law and have developed a plan consistent with the state's workforce development plan.

III. AUTHORITY

[Public Law 113-128, Workforce Innovation and Opportunity Act](#), Sections 106 and 107

[20 Code of Federal Regulations 679.320](#)

[Sections 445.004 and 445.007, F.S.](#)

IV. POLICIES AND PROCEDURES

Outlined below are the policies and procedures for certifying LWDBs and ensuring the composition of and appointment of members to LWDBs are consistent with the provisions of federal and state requirements.

A. LWDB Membership and Composition

The Governor, in partnership with the CareerSource Florida Board of Directors, must establish criteria for use by Chief Local Elected Officials (CLEOs) for appointment of members of the local boards in accordance with WIOA sec. 107(b)(2). The composition of the local board must meet the following criteria:

1. Business

A majority of the local board members must represent businesses in the local area as individuals who:

- a. Are owners of a business, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
- b. 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 in in-demand industry sectors or occupations in the local area (at least two representatives of small businesses must be included); and
- c. Are appointed from individuals nominated by local business organizations and business trade associations.

2. Labor/Apprenticeships

Not less than 20 percent of the members must be representatives of the workforce within the local area who:

- a. Include at least two representatives of labor organizations nominated by local labor federations. For a local area in which no employees are represented by such organizations, at least two other representatives of employees will be included.
- b. Include at least one representative of a labor organization or a training director from a joint labor-management apprenticeship program. If no such joint program exists in the area, at least one representative of an apprenticeship program in the area, if such a program exists.
- c. May include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or provide/support competitive integrated employment for

individuals with disabilities.

- d. May include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives or organizations that serve out-of-school youth.

3. Education

Each local board must include representatives of entities administering education and training activities in the local area who:

- a. Include a representative of eligible providers administering adult education and literacy activities under Title II of WIOA.
- b. Include a representative of institutions of higher education providing workforce investment activities (including community colleges).
- c. Include a private education provider, if a public education or training provider is represented on the LWDB. The CareerSource Florida Board of Directors may waive this requirement if requested by a LWDB if it is demonstrated that such representative does not exist in the local area.
- d. May include representatives of local educational agencies and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.

When there is more than one institution in each of the types of educational entities listed above, nominations are solicited from representatives of each of these entities.

LWDBs requesting to waive the requirement for private education provider representation on the board must demonstrate that such a provider does not exist in the local area. The LWDB will describe, in a locally defined process, how private education providers will be identified and efforts to include those representatives on the local board. If through the local process the LWDB finds that a private education provider representative of an entity administering education and training activities in the local area does not exist, the LWDB will submit a request to waive the requirement to

LWDBGovernance@deo.myflorida.com. The request must include a copy of the local process and the results of the LWDB's efforts in its request.

4. Governmental/Economic/Community Development

Each local board must include representatives of economic and community development as well as governmental entities serving the local area who:

- a. Represent economic and community development entities serving the local area.
- b. Represent Vocational Rehabilitation serving the local area.

- c. May represent agencies or entities serving the local area relating to transportation, housing, and public assistance.
- d. May represent philanthropic organizations serving the local area.

5. Other Entity Representation

Each local board may include other individuals or representatives of entities determined by the Chief Elected Official in the local areas to be appropriate.

Unlike the state board, members of the local board may be appointed as representatives of more than one entity if the individual meets all the criteria for representation.

B. LWDB Chairperson

The members of the local board must elect a chairperson for the local board from among the members of the local board. The Chairperson of the LWDB must be from the business community and serve for a term of no more than two years and no more than two terms.

C. Standing Committees

The local board may designate and direct the activities of standing committees to provide information and to assist the local board in carrying out its required activities, as further prescribed in WIOA sec. 107(b)(4).

D. Authority of Board Members

Members of the board who represent organizations, agencies, or other entities must be individuals with optimum policymaking authority within the organizations, agencies or entities.

E. Board Member Recruiting, Vetting and Nominating

The LWDB, in consultation with the CLEO, must develop and implement written processes and procedures for recruiting, vetting and nominating LWDB members. The qualifications of LWDB members must be documented, align with the requirements of WIOA, and be compliant with all federal and state laws, rules and regulations, and applicable state policies. Documentation supporting the recruitment, vetting and nomination process, including names of nominating organizations and names of all candidates and their qualifications, must be retained for not less than five years.

In addition to criteria outlined in Section A. of this policy, the members of the board shall represent diverse geographic areas within the local area. The importance of minority and gender representation must be considered when making appointments to the local board.

F. Appointment of Board Members

The CLEO in a local area is authorized to appoint the members of the local board who meet the criteria outlined in **Section A.** of this policy. The CLEO may not delegate the responsibility of appointing members to the LWDB, to the executive director or to staff. When a local area includes more than one unit of local government, the CLEOs of such units may execute an agreement that specifies the respective roles of the individual CLEOs regarding:

- a. The selection, appointment, removal or reappointment of the members of the local board from the individuals nominated or recommended to be such members; and
- b. Carrying out any other responsibilities assigned to such officials in accordance with WIOA.

If after a reasonable effort the CLEOs are unable to reach agreement, the Governor may appoint the members of the local board from individuals so nominated or recommended.

Upon appointment to the local board, members must be educated about and acknowledge state and local conflict-of-interest policies.

LWDBs must adopt and abide by a conflict-of-interest policy that ensures compliance with federal and state laws, rules and regulations and applicable state policies.

G. Board Member Vacancies and Removal of a Board Member

LWDB members who no longer hold the position or status that made them eligible appointees must resign or be removed by the CLEO. Local workforce development board vacancies must be filled within a reasonable amount of time, but no more than 12 months from the vacancy occurrence. This process may be described in the local area's bylaws or in a local operating procedure.

The Governor¹ and CLEO² may remove members of an LWDB, and its Executive Director or the designated person responsible for operational and administrative functions for the board for cause.

H. Certification of Local Workforce Development Boards

1. Certification

Once every two years, one LWDB must be certified for each local area in the state, based on the criteria described in WIOA sec. 107(b). For a second or subsequent certification, certification must also be based on the extent to which

¹ [Chapter 445.007\(2\)\(b\), F.S.](#)

² [Chapter 445.007\(2\)\(c\), F.S.](#)

the local area ensures workforce investment activities carried out in the local area enabled the local area to meet the corresponding performance accountability measures and achieve fiscal integrity as defined in WIOA sec. 106(e)(2).

The CareerSource Florida Board of Directors shall recertify LWDBs every two years. DEO, in consultation with the CareerSource Florida Board of Directors, will issue instructions to the LWDBs for certification. LWDBs will submit certification documents to DEO. Upon satisfactory review of an LWDB's certification documents, DEO will provide a recommendation on certification to the CareerSource Florida Board of Directors. At the appropriate time intervals, instructions will be issued to LWDBs about the certification process, to include documentation requirements.

2. Failure to Achieve Certification

Failure of an LWDB to achieve certification shall result in appointment and certification of a new local board for the local area pursuant to WIOA sec. 107(c)(1). Administrative Policy 104 – Sanctions for Local Workforce Development Boards' Failure to Meet Federal and State Standards details the actions the CareerSource Florida Board of Directors and DEO may take if an LWDB fails to meet this standard.

I. Decertification of Local Workforce Development Boards

The Governor may decertify an LWDB in accordance with WIOA Sec. 107(c)(3), as further prescribed in Administrative Policy 104, Sanctions for Local Workforce Development Boards' Failure to Meet Federal and State Standards.

V. DEFINITIONS

1. **Small business** is defined by the [Small Business Administration](#).
2. **Economic agency** is defined as including a local planning or zoning commission or board, a community development agency, or another local agency or institution responsible for regulating, promoting, or assisting in local economic development.
3. **Cause** includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, or lack of performance.
4. **Person with optimum policy-making authority** is an individual who can reasonably be expected to speak affirmatively on behalf of the entity he or she represents and to commit that entity to a chosen course of action.

VI. REVISION HISTORY

| Date | Description |
|-------------|--|
| 01/07/2021 | Issued by the Florida Department of Economic Opportunity. |
| 12/03/2020 | Revised and approved by CareerSource Florida Board of Directors. |
| 02/20/2020 | Revised and approved by CareerSource Florida Board of Directors. |
| 06/08/2016 | Issued by the Florida Department of Economic Opportunity. This administrative policy supersedes and replaces FG-OSPS-073, Regional Workforce Board Composition, Certification and Decertification, issued June 29, 2013. |



**POLICY
NUMBER
110**

Administrative Policy

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| Title: | Local Workforce Development Area and Board Governance | | |
| Program: | Workforce Innovation and Opportunity Act | | |
| Effective: | 03/04/2021 | Revised: | 07/01/2021 |

I. PURPOSE AND SCOPE

The purpose of this policy is to provide guidance to Chief Local Elected Official (CLEOs), Fiscal Agents, Local Workforce Development Boards (LWDBs), LWDB Chairpersons, LWDB Executive Directors, LWDB staff, and workforce system partners on the requirements for local workforce development area (“local area”) and LWDB governance. This policy outlines key roles, responsibilities, and requirements of the entities/individuals that make up the workforce development system within a local area.

This policy also identifies and describes required agreements to ensure the local area serves as a jurisdiction for the administration of workforce development activities and expenditure of Workforce Innovation and Opportunity Act (WIOA) adult, dislocated worker, and youth funds allocated to LWDBs by the state.

II. BACKGROUND

WIOA envisions a workforce development system that focuses on the needs of job seekers and businesses; and, anticipates and responds to the needs of local and regional economies.

WIOA requires LWDBs and CLEOs to design and govern the system regionally, align workforce policies and services with regional economies and support service delivery strategies tailored to those needs. The local area serves as a jurisdiction for the administration of workforce development activities which requires the CLEO to play an active role in both the strategic planning and ongoing operation of the local system. Agreements between the CLEO and the entities responsible for the local workforce development system will address how the local area functions and how administrative tasks will be carried out within the local area.

III. AUTHORITY

[Public Law 113-128, Workforce Innovation and Opportunity Act](#), Sections 106 and 107

[20 Code of Federal Regulations 679.310](#)

[20 Code of Federal Regulations 679.320](#)

[20 Code of Federal Regulations 679.370](#)

[Sections 445.004 and 445.007 F.S.](#)

[Chapter 119, F. S.](#)

[Chapter 286, F.S.](#)

[CSF Strategic Policy 2020.02.20.A.1 – Board Governance and Leadership](#)

[CSF Strategic Policy 2018.09.26.A.1 – Ethics and Transparency Policy](#)

IV. POLICIES AND PROCEDURES

A. Roles and Responsibilities

1. Chief Local Elected Official (CLEO)

Pursuant to WIOA sec. 3(9), the CLEO is the chief elected executive officer of a unit of general local government in a local area and, in a case in which a local area includes more than one unit of general local government, the representative(s) under the agreement (interlocal, consortium, and other agreements as described in **Section IV.E.1.** of this policy) that specifies the respective roles.

The CLEOs responsibilities include:

- a) Requesting local area designation (as prescribed in [Administrative Policy 94 – Local Workforce Development Area Designation](#));
- b) Appointing members to the LWDB;
- c) Requesting LWDB certification (as prescribed in [Administrative Policy 091– Local Workforce Development Board Composition and Certification](#));
- d) In coordination with the local board, establishing bylaws;
- e) Designating a fiscal agent (if not serving as grant recipient);
- f) Remaining liable for any misuse of WIOA grant funds by the local area;
- g) In coordination with the local board and/or staff to the board, negotiating and reaching agreement on LWDB local performance measures with the state;
- h) Negotiating with the LWDB and required partners to maintain the workforce delivery system through the Memorandum of Understanding (as prescribed

in [Administrative Policy 106 - Memorandums of Understanding and Infrastructure Funding Agreements](#)); and

- i) Partnering with the LWDB and planning region, if appropriate, to develop and submit the WIOA local plan and regional plan.

The CLEO may delegate the listed administrative functions except:

- a) Appointment of members to the LWDB.
- b) Designation of a fiscal agent (designation of a fiscal agent does not relieve the CLEO or Governor of liability for misuse of grant funds – [20 CFR 679.420](#)).

The CLEO may remove a member of the LWDB, the executive director of the LWDB, or the designated person responsible for the operational and administrative function of the LWDB for cause.¹

2. Fiscal Agent

The fiscal agent is the entity designated by the CLEO to perform accounting and funds management on behalf of the CLEO. The duties of the fiscal agent may include but are not limited to:

- a) Receiving funds;
- b) Ensuring sustained fiscal integrity and accountability for expenditures of funds in accordance with Office of Management and Budget (OMB) circulars, WIOA, corresponding federal regulations, state law, and state policies;
- c) Responding to audit financial findings;
- d) Maintaining proper accounting records and documentation;
- e) Preparing financial reports; and,
- f) Providing technical assistance to sub-recipients regarding fiscal issues.

Although the appropriate role of the fiscal agent should be limited to accounting and funds management functions rather than policy or service delivery, there may be circumstances in which the fiscal agent may be the LWDB, the procured one- stop operator or the workforce services provider and/or youth service provider.

At the direction of the LWDB, the fiscal agent may have the following additional functions:

- a) Procure contracts or obtain written agreements;
- b) Conduct financial monitoring of service providers; and

¹ Section 445.007(2)(c)

- c) Ensure an independent audit is conducted of all employment and training programs.

3. Local Workforce Development Board

The LWDB is appointed by the CLEO in each local area in accordance with state criteria established under WIOA sec. 107(b) and certified by the Governor every two years in accordance with WIOA sec. 107(c)(2). The state's criteria for LWDB certification is found in [Administrative Policy 091 – Local Workforce Development Board Composition and Certification](#).

The LWDB provides strategic and operational oversight, assists in achievement of the state's strategic and operational vision and goals, and maximizes and continues to improve quality of services, customer satisfaction, and effectiveness of services provided. LWDB responsibilities include, but are not limited to:

- a) Developing and submitting local and, if applicable, regional plans;
- b) Conducting workforce research and regional labor market analysis;
- c) Convening local workforce development system stakeholders to assist in the development of the local plan and identify expertise and resources to leverage support for workforce development activities;
- d) Leading efforts to engage a diverse range of employers and other entities in the region;
- e) Leading efforts to develop and implement career pathways;
- f) Leading efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers;
- g) Conducting oversight of the WIOA adult, dislocated worker and youth programs and the entire workforce delivery system, ensure the appropriate use and management of WIOA funds and ensure the appropriate use, management and investment of funds to maximize performance outcomes;
- h) Negotiating and reaching agreement on local performance measures with the CLEO and the state;
- i) In partnership with the CLEO, establishing bylaws and codes of conduct for LWDB members, LWDB executive director and staff to the LWDB; and,
- j) Establishing additional monitoring and reporting requirements if one entity fulfills multiple functions to ensure the entity is compliant with WIOA, final rules and regulations, OMB circulars, and the state's conflict of interest policy.

A full list of LWDB functions can be found in WIOA sec. 107(d) and [20 CFR 679.320](#).

4. Local Workforce Development Board Chairperson

The LWDB chairperson is elected by the members of the LWDB and must be one of the business representatives on the board. The LWDB chairperson shall serve a term of no more than two years and may not serve more than two terms as chair. At a minimum, the state will review the LWDB chairperson's term requirements during the LWDB's certification process as described in [Administrative Policy 091 – Local Workforce Development Board Composition and Certification](#). The Department of Economic Opportunity (DEO) will review each LWDB's composition during its annual programmatic monitoring, which may include a review of the LWDB chairperson's term(s).

The LWDB chairperson's duties may include but are not limited to:

- a) Leading the board to develop a guiding vision that aligns with the state's priorities;
- b) Acting as the lead strategic convener to promote and broker effective relationships between CLEOs and economic development, education, and workforce partners in the local area;
- c) Leading an executive committee to guide the work of the board, and ensure that committees or task forces have necessary leadership and membership to perform the work of the board; and
- d) Leading the agenda setting process for the year and guide meetings to ensure both tactical and strategic work is completed in all meetings.

5. Local Workforce Development Board Executive Director

The LWDB may hire a qualified executive director and staff to assist in ensuring the functions of the local board are achieved. The LWDB must ensure the individual or entity designated as the executive director has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively and ethically carrying out the functions of the LWDB which may include, but is not limited to:

- a) Coordinating with the CLEOs regarding the identification and nomination of members to the LWDB and ensuring membership is compliant with WIOA and Florida Statutes;
- b) Organizing board meetings and ensuring meetings are held according to the LWDB's bylaws and Florida's sunshine laws;
- c) Developing and submitting the local and regional workforce development plan;
- d) Conducting oversight of the WIOA adult, dislocated worker, youth programs and the entire one-stop delivery system, including development of policies and monitoring the administration of the programs;
- e) Negotiating and reaching agreement on local performance measures;
- f) Negotiating with CLEO and required partners for the Memorandum of

Understanding (as prescribed in [Administrative Policy 106 - Memorandums of Understanding and Infrastructure Funding Agreements](#));

- g) In compliance with local board procurement policy, provide oversight of the competitive procurement process for procuring or awarding contracts for providers of youth program services, providers of workforce services (if applicable), and the one-stop operator as required in paragraph (I) of 20 CFR 679.370;
- h) Developing a budget for activities of the LWDBs; and
- i) Certifying the one-stop career centers. One-stop certification requirements may be found in [Administrative Policy 93 – One-Stop Career Center Certification Requirements](#).

B. One Entity Performing Multiple Functions

WIOA establishes clear roles and responsibilities for each entity or organization involved in the workforce delivery system. The LWDB should make every effort to ensure that roles and duties of workforce delivery system entities are clearly delineated. This includes efforts to designate or procure the functions of the fiscal agent, staff to the LWDB, one-stop operator, direct provider of workforce services, and provider of youth program services.

One entity may perform multiple functions if appropriate firewalls and internal controls are in place. Local entities or organizations often function simultaneously in a variety of roles, including fiscal agent, board staff, one-stop operator, provider of career services, and provider of youth services. **See Section IV.B.3.** of this policy for agreement requirements for one entity (not LWDBs) performing multiple functions.

See Section IV. C. 1. for requirements for LWDBs serving multiple functions.

C. Local Workforce Development Boards as Direct Providers of Workforce Services

Ideally, entities providing workforce services are procured through the LWDB, which is responsible for monitoring and overseeing the contracts, as well as services performed through the contract. The LWDB is designed to oversee the workforce delivery system and its services. Chapter 445.007(6), F.S. allows LWDBs to be designated as the one-stop operator and direct provider of services (except training services), with the agreement of the CLEO and governor based on the criteria established by the state workforce development board.

LWDBs seeking to provide workforce services, except training services, will follow the requirements established in [Administrative Policy 083 – Direct Provider of Workforce Services](#).

Before a LWDB may be designated as the one-stop operator, LWDBs must still follow criteria established in [Administrative Policy 097 – One-Stop Operator Procurement](#).

1. Local Workforce Development Boards Serving Multiple Functions

LWDBs serving multiple functions must be able to demonstrate that roles, responsibilities and duties of each function are clearly defined and delineated in locally established processes and procedures that clearly detail:

- a) How functions are sufficiently separated;
- b) Descriptions of the steps the local area has taken to mitigate risks that could lead to impropriety;
- c) Firewalls (physical, technological, policies, etc.) created to ensure such risks are mitigated; and
- d) Oversight and monitoring procedures.

These processes and procedures must be included in the LWDB's WIOA Local Plan.

D. Temporary Assumption of Duties for Procured and Contracted Services

While LWDBs may provide workforce services and assume the role of one-stop operator, many LWDBs procure and contract with providers for these services. In certain critical circumstances, (e.g., sudden termination of contract or failed procurement), the local board may be faced with needing to temporarily assume the role(s) of one-stop operator, direct provider of workforce and/or youth program services. When this happens, LWDBs may request to temporarily assume the responsibilities that were being provided by a contracted vendor or services being sought when the procurement failed. Requests for boards to act as a one-stop operator and provider of workforce and/or youth program services on a time-limited basis must be approved by the CLEO and submitted to DEO. The request must include the duration for which the board will act as a one-stop operator and provider of services. DEO will make a recommendation to the state workforce development board.

1. Sudden Termination of Contract

If the circumstance arises that the LWDB or LWDB staff needs to temporarily serve in multiple roles due to sudden (unexpected) termination of a contract, a new competitive solicitation must be reissued timely. A new entity must assume the applicable role on or before the end of the temporary designation.

In the event of a sudden termination of contract, the LWDB must submit a formal request to serve in the capacity of the role in which the contract was terminated.

The LWDB will:

- a) Submit a request to serve in the role in which the contract was terminated;
- b) Provide documentation of the original contract and the termination notification, which should include the reason for termination;
- c) Provide an explanation and an organizational chart showing who will be responsible for assuming the role(s) temporarily. The explanation and organizational chart must clearly illustrate how the following will be enforced to minimize potential risks associated with the temporary designation.
 1. Separation of duties; (including but not limited to the temporary removal of duties from certain areas/individuals to allow assumption of the temporary role);
 2. Firewalls; (including but not limited to restriction from access to any information that may lead to impropriety); and
 3. Conflict of interest requirements.
- d) The length of time in which the LWDB seeks to temporarily serve in the role in which the contract was terminated, not to exceed one year from the date of request.

LWDBs will submit formal requests for temporary designation to CareerSource Florida and DEO via email at LWDBGovernance@deo.myflorida.com.

2. Failed Procurement

- a) If the circumstance arises that the LWDB or LWDB staff needs to serve in multiple roles due to failed procurement, the LWDB will: Submit, in writing, the request to serve in the role sought through the failed procurement and provide the following:
 1. A copy of the competitive solicitation;
 2. Proof of the announcement medium used (e.g., newspaper, social media, website, email notification to potential bidders), including documentation showing how long the announcement was posted; and
 3. The length of time the LWDB seeks to temporarily serve in the role.
- b) An explanation and an organizational chart showing who will temporarily be responsible for assuming the role(s). The explanation and organizational chart will clearly illustrate how the following will be enforced to minimize potential risks associated with the temporary designation.
 1. Separation of duties; (including but not limited to the temporary removal

- of duties from certain areas/individuals to allow assumption of the temporary role);
2. Firewalls; (including but not limited to restriction from access to any information that may lead to impropriety); and
 3. Conflict of interest requirements.
- c) The LWDB will review the previously issued competitive solicitation and identify any elements that led to the failed procurement (e.g., unrealistic compensation for requested services, duties outside the scope of the role for which services are being sought);
 - d) Update and reissue the competitive solicitation (within one month of being granted temporary authority to serve in the role in which the procurement was not successful);
 - e) Once an entity is selected, notify DEO of the selection upon final approval by the LWDB; and
 - f) Onboard the selected entity of the new solicitation on or before the end of the temporary designation.

The individual or entity contracted to fulfill the role of the LWDB executive director *must not* be the one-stop operator or the provider of workforce and/or youth program services.

Formal requests for temporary designation will be sent to CareerSource Florida and DEO via email at LWDBGovernance@deo.myflorida.com.

3. Local Workforce Development Area Multi-Function Agreement

For circumstances in which an entity or organization, other than the local workforce development board, has been selected or otherwise designated to perform more than one function, the required contract or written agreement must include a clause to clarify how the entity will carry out its responsibilities while demonstrating compliance with WIOA and corresponding regulations, relevant OMB circulars, and the state's conflict of interest policy. The written clause in the contract or agreement must include, at a minimum, the following requirements:

- a) Definition of roles and responsibilities/duties per function (e.g., fiscal agent, one-stop operator, and/or procured provider of workforce or youth program services);
- b) Description of the separation of staff duties under each role, including deliverables for each separate function;
- c) Description of how budget authority is separated, including separate line item budgets for each function; and
- d) Description of how staff duties will be completed while demonstrating

compliance with WIOA and corresponding regulations, OMB circulars, and the state's conflict of interest policy, including how conflict of interest will be minimized;

- e) Description of the roles and responsibilities within the organization, including an organizational chart, and sustainability if a function is removed; and
- f) Description of how fiscal monitoring will occur if the fiscal agent is performing multiple functions.

The written clauses in the agreement are intended to limit conflicts of interest or the appearance of conflicts of interest, minimize fiscal risk, and develop appropriate firewalls within a single entity performing multiple functions.

E. Governance Agreements

Implementation of a local workforce development system pursuant to WIOA requires that the CLEOs play an active role in both strategic planning and ongoing operation of the local system. When a local area includes more than one unit of general local government, the chief elected officials of such units may execute a written agreement that specifies the respective roles and liability of the individual chief elected officials. Chief local elected officials are liable in their official capacity but not personally liable for the misuse of WIOA funds.

1. Interlocal, Consortium and Other Agreements

The purpose of having interlocal, consortium or other governing agreements is to ensure the decisions that are delegated to CLEO(s), or a consortium, reflect the agreement of all the chief elected officials in all jurisdictions of a local area and consistent with requirements established in s 163.01, F.S. These agreements are between the chief elected officials of each jurisdiction within the local area and must contain signatures of the representative(s) authorized to enter into such agreements.

The interlocal or consortium agreement will clearly state the level of agreement to be reached amongst the governmental entities involved and identify the roles and responsibilities of the CLEOs within the local area. At a minimum, applicable agreements will address:

- a) **Identification of local workforce development area** - The agreement will clearly identify the units of local government which are covered by the agreement and which make up the local area.
- b) **Designation and responsibilities of the CLEO** - The parties to the interlocal agreement should identify the county commissioners and/or mayors to serve as the CLEO(s) of the local area for the purposes of approving local and, if appropriate, regional plans; establishing policy; authorizing WIOA

expenditures; establishing contracts; paying for services outside of the local area; or paying costs associated with monitoring or audit findings or sanctions.

Areas where a consortium is serving in the capacity to perform the duties and functions of the CLEO will describe the duties/responsibilities of the consortium, members that make up the consortium, and the authority of its members in an agreement signed by the applicable elected officials or their authorized designee.

- c) **Establishment, appointment, and operation of the LWDB** - The agreement should include an agreed upon process for establishing and appointing the LWDB members, including:
1. Membership of the LWDB that is consistent with WIOA and state guidance; and
 2. How the needs of all geographical areas in all jurisdictions will be represented within the local area.
- d) **Designation and responsibilities of the fiscal agent** - The fiscal agent is the entity designated to perform accounting and funds management on behalf of the CLEO. The agreement will identify the entity performing these duties.
- e) **Process for CLEOs to provide input** - The agreement will include a process for all CLEOs to provide input for the purposes of reaching a consensus on critical decisions that may impact the local workforce development system.
- f) **Liability** - Under WIOA, CLEOs are liable for misspent funds, disallowed costs, funds spent fraudulently, and potential sanctions for nonperformance. Therefore, it is recommended that CLEOs within a local area agree on how liability will be addressed. The following questions can be used to guide such discussions:
1. How will sanctions related to performance be shared among the jurisdictions within the local area?
 2. How will the issue of disallowed costs or misspent funds that cannot be covered by federal grant funds be addressed?
- g) **Performance Accountability** – Generally, performance accountability is addressed in the WIOA local plan. However, CLEOs should agree on an approach to performance accountability. The following questions may be used to guide such discussions:

1. Who will be responsible for negotiating local performance measures with the state (the Executive Director / staff to the board, local board)?
 2. Will the local area have any performance criteria in addition to federal and state criteria? How will performance be administratively tracked locally?
 3. Will performance-related incentives be shared among the jurisdictions within the local area?
- h) **Dispute Resolution Process** - The governing agreement should include provisions for resolving disputes. Below are possible issues to address in the agreement relative to dispute resolution:
1. What types of disputes arise to the level of needing a dispute resolution process?
 2. What type of dispute resolution process should be used (mediation, arbitration, consultation with state, etc.)?
- i) **Other Agreement Provisions (Miscellaneous)**
1. Duration of the agreement; and
 2. Process for modification or termination of agreement.

2. Bylaws

Bylaws are the provisions by which the local area is governed and the LWDB and its operations are managed. They provide consistency and clarification on the roles and responsibilities of the various representatives governing the local workforce development system. The LWDB must ensure that its bylaws are up- to-date and in alignment with requirements of WIOA and state policy. At a minimum, the following should be reflected in the local area's bylaws.

- a) **Purpose and Responsibilities (Functions)** – Describe the purpose of the LWDB (e.g. to set policy and establish oversight of the workforce development system). Describe the functions or the responsibilities of the LWDB (e.g. the local board has the responsibility to provide strategic and operational oversight, assists in achievement of the State's strategic and operational vision and goals, and maximizes and continues to improve quality of services, customer satisfaction, and effectiveness of services provided). A list of the board's responsibilities can be found in **Section IV.A.3.** of this policy.
- b) **Membership** – Include the processes and procedures for the following:
1. Recruiting, nominating, vetting and appointing board members;

2. Filling LWDB member vacancies; and
3. Resignation, reasons for disqualification, removal, and reappointment of board members.

Board membership and composition requirements can be found in [Administrative Policy 091 - Local Workforce Development Board Composition and Certification](#).

- c) **Authority of LWBD** – Include the power and authorities of the LWDB, including authority to recommend, select, and hire an Executive Director to perform operational and administrative functions of the board.
- d) **Duties and Terms of the Members** – Describe the duties and term limits of the board members. Board member term limit requirements can be found in [Administrative Policy 091 - Local Workforce Development Board Composition and Certification](#).
- e) **Officers** – Describe the authority of its officers, including terms of office, and board officer duties.
- f) **Committees** – Describe the types of committees (e.g. executive committee, finance committee, nominating committee, etc.) as well as their authorities, responsibilities, terms of committee members and chairpersons, who has the authority to appoint committee members, and who may sit on the committee. The LWDB will prohibit any LWDB staff from serving as members of a committee or subcommittee.
- g) **Meetings and Minutes** - Describe frequency of meetings and describe how regular board and committee meetings are planned and conducted. The LWDB will also describe the process and requirements for calling special and emergency meetings, what constitutes an emergency meeting or special meeting, and who is authorized to call such meetings. This includes but is not limited to the requirement to provide the schedule to the board members and the public.
 1. **Record Keeping** – The LWDB will describe how meeting minutes will be scribed/recorded, retain records of board members who are present/absent, and record official acts of the board including the number of votes of members (yeas, nays, and abstentions). Meeting minutes must be made available publicly on the LWDB’s website.
 2. **Voting, Board Actions, and Conflict of Interest** – Include voting and quorum requirements, record official acts of the board including the number of votes of members (yeas, nays, and abstentions). Abstentions

due to conflict of interest must be recorded, include the name of the abstaining member, and the reason for abstention.

Strategic Policy [2012.05.24.A.2 - State and Local Workforce Development Board Contracting Conflict of Interest Policy](#) provides guidelines for approving contracts in which a conflict of interest may exist.

LWDBs must adhere to requirements in the [Grantee-Subgrantee Agreement](#) for board member conflicts of interest disclosures and applicable requirements. This includes but is not limited to the requirement to adopt and abide by a conflict of interest policy that ensures compliance with state and federal law, regulations and policies.

While it is preferable that the elements outlined in **Section IV. E.** of this policy be contained in comprehensive documents as described, it is acceptable that the items identified in this section be contained in separate agreements (memoranda of understanding, governing policies and procedures, etc.), as long as the requirements of this section are clearly met.

F. WIOA Sunshine Provision, Public Disclosures and Transparency

The WIOA “sunshine provision” requires LWDBs to conduct business in an open manner and make available, on a regular basis through electronic means and open meetings, information about the activities of the LWDB.

In addition to the sunshine provision under WIOA, LWDBs must comply with and adhere to the transparency and public disclosure requirements in 445.007, F.S. as well as requirements detailed in the [Grantee-Subgrantee Agreement](#). In accordance with federal and state requirements, the following items must be posted to each LWDB’s website:

- a) Local Plans – information about the local plan or modification of the local plan before submission.
- b) Board Members – list of current board members, company, entity that the board member is employed by or owns, and their terms of service.
- c) Selection of One-Stop Operators
- d) Minutes of formal meetings
- e) Bylaws
- f) All the requirements found in the Board Governance, Responsibilities and Transparency section of the [Grantee-Subgrantee Agreement](#).
- g) All public disclosure requirements found in 445.007, F.S. which include:

1. **Compensation disclosures** – the amount and nature of compensation paid to all executives, officers, directors, trustees, key employees, and the highest compensated employees as defined for purposes of the Internal Revenue Service (IRS) Form 990 (Return of Organization Exempt from Income Tax). Compensation includes but is not limited to salary, bonuses, present value of vested benefits, including but not limited to, retirement, accrued leave and paid time off, cashed-in leave, cash equivalents, severance pay, pension plan accruals and contributions, deferred compensation, real property gifts, and any other liability owed to such persons.

Each LWDB will, within 30 days after the end of the fiscal year, provide compensation disclosures to DEO using Exhibit E - Total Compensation for Executive Leadership form found in the [Grantee-Subgrantee Agreement](#).

2. **Written declaration from the Chief Financial Officer (CFO)** – The CFO or his or her designee must provide a written declaration that he or she has read the compensation disclosure documents and that the facts stated in it are true. The written declaration must accompany the applicable document(s).
3. **LWDB's IRS Form 990** – Annually, each LWDB must publish its most recent IRS form 990 within 60 calendar days after it is filed with the IRS and remain posted for three years after it is filed.
4. **Statements of Financial Interest** – The LWDB's website must inform the public that disclosures or statements of financial interest (consistent with requirements in s. 112.3144 or s. 112.3145, whichever is appropriate) for each LWDB member and executive director or designated person responsible for the operational and administrative functions of the LWDB, have been filed with the Commission on Ethics and provide information on how each disclosure or statement may be reviewed. The notice to the public must remain on the website throughout the term of office or employment of the filer and until one year after the term on the LWDB or employment ends.
5. **Contracts** – All contracts between a local board and a member of the local board, relative of a local board member, an organization or individual represented on the local board or an employee of the local board approved on or after July 1, 2021 must be published on the local board's website within 10 days after approval by the local board or the department, whichever is later. Such contracts must remain on the website for at least one year after termination of the contract.

LWDB members and staff must maintain integrity, accountability and transparency in decisions and actions that earn and protect the public trust in compliance with [Strategic Policy 2018.09.26.A.1 - Ethics and Transparency Policy](#). This includes taking all necessary steps to avoid the appearance of conflicts of interest.

The LWDB is subject to open government and confidentiality requirements in

Chapters 119 and 286, Florida Statutes (F.S).²

G. New Board Member Orientation and Annual Training

Members appointed to the LWDB are required to participate in orientation and annual training to ensure they understand the purpose of their participation on the LWDB. The purpose of orientation and training is to provide LWDB members with information that empowers them to effectively serve as a board member. The LWDB is expected to take all reasonable steps necessary to encourage attendance by the CLEO at board member orientation and training.

1. New LWDB Member Orientation

All new board members, within six months of appointment, will complete a new board member orientation. The board shall develop board member orientation for board members, which will cover at a minimum:

- a) Overview of WIOA;
- b) Overview of the workforce development system and structure;
- c) The state's workforce development system goals and strategies;
- d) The purpose of the LWDB;
- e) LWDB composition, including required members and areas of representation;
- f) Roles and responsibilities of the CLEO, fiscal agent, LWDB, LWDB chairperson, and LWDB executive director and staff;
- g) Required partners and programs;
- h) How the workforce system is funded;
- i) Performance requirements;
- j) Sunshine law requirements; and
- k) Conflict of interest policy and disclosure of potential conflicts of interest.

2. Annual Training Requirements

Board members will complete an annual refresher training to remind them of the purpose of their appointment as a member to the LWDB. The annual training will include at a minimum:

- a) The state's workforce development goals and strategies;
- b) The purpose of the LWDB;
- c) Roles and responsibilities of the CLEO, fiscal agent, LWDB, LWDB chairperson, and LWDB executive director and staff;

² The LWDB is subject to Chapters 119 and 286, F.S. The LWDB is responsible for responding to public records requests and subpoenas. The LWDB is responsible for ensuring that its staff and agents have a working knowledge of Chapter 119, F.S. The LWDB agrees to appoint a public records coordinator for the purpose of ensuring that all public records matters are handled appropriately.

- d) How the workforce system is funded;
- e) Performance requirements;
- f) Sunshine law requirements; and
- g) Conflict of interest policy.

New member orientation and refresher training may be offered in-person and/or virtually at the local area's discretion. The LWDB must retain and, provide to DEO upon request, attendance records of participants and the dates of completion. New board members completing the board member orientation are not required to complete the annual refresher training in the same year they become a new member.

H. State and Local Monitoring

At the local level, the LWDB must conduct oversight of the procurement process and resulting contracts and agreements to ensure all aspects of written agreements and contracts are compliant with federal and state laws and regulations. Additionally, the LWDB must also ensure that governing agreements are upheld. In instances where the LWDB is also the one-stop operator, the LWDB must follow the monitoring requirements outlined in [Administrative Policy 097 – One-Stop Operator Procurement](#). The LWDB must monitor compliance with this policy.

DEO will perform programmatic and fiscal monitoring and will review the local area's agreements and contracts during the annual monitoring review for compliance with federal and state laws and regulations. Findings and other noncompliance issues will be handled through the state's monitoring resolution process.

V. DEFINITIONS

1. **Board Chairperson** is a business representative among the board members who is elected by the board.
2. **Chief Local Elected Official (CLEO) (CEO in WIOA sec. 3(9))** –
 - a) A chief elected executive officer of a unit of general local government in a local area; and
 - b) In a case in which a local area includes more than one unit of general local government, the individuals designated under the agreement described in Section 107(c)(1)(B).
3. **Executive Director** is an individual hired or designated by the LWDB to perform the operational and administrative functions of the board.
4. **Fiscal Agent** is the entity designated to perform accounting and funds management on behalf of the CLEO.

5. **For cause** includes but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence or irresponsibility, misfeasance, malfeasance, nonfeasance, gross mismanagement, waste, or lack of performance.
6. **Governance Agreements (i.e. Interlocal, Consortium, and other governing agreements)** are written agreements designed to ensure that decisions to CLEO(s), or a consortium, reflect the agreement of all the chief elected officials in all jurisdictions of a local area. Including, how the local board is governed, roles and responsibilities of members, liabilities, etc.
7. **Local Workforce Development Area (LWDA)** is a geographical area that serves as the jurisdiction for the administration of workforce development activities and has been granted such designation by meeting criteria as prescribed in [Administrative Policy 94 – Local Workforce Development Designation](#).
8. **Local Workforce Development Board (LWDB)** is a board established under WIOA sec. 107, to set policy for the local workforce development system.

VI. REVISION HISTORY

| Date | Description |
|------------|--|
| 07/01/2021 | Revised and issued by the Florida Department of Economic Opportunity to incorporate the requirements of the Reimagining Education and Career Help Act of 2021 (House Bill 1507). |
| 03/04/2021 | Issued by the Florida Department of Economic Opportunity. |
| 02/18/2021 | Approved by CareerSource Florida Board of Directors. |

VII. RESOURCES

[WIOA Fact Sheet: Governance and Leadership](#)