



**Broward Workforce Development Board
Ad Hoc Organizational Resources Committee**

**Friday, August 27, 2021
12:00 Noon – 1:30 p.m.**

**Zoom Meeting ID: 829 5173 0553
Zoom Password: 718872
Zoom Call-in: +1 646 876 9923**

MEETING MINUTES

The Committee is reminded of the conflict of interest provisions. In declaring a conflict please refrain from voting or discussion and declare the following information: 1) your name and position on the Board, 2) the nature of the conflict and 3) who will gain or lose as a result of the conflict. Please also fill out form 8B prior to the meeting.

ATTENDEES VIA ZOOM/PHONE: Gary Arenson; Michael Carn; Zac Cassidy; Dr. Ben Chen; Frank Horkey; Dr. Lisa Knowles and Janet Wincko

STAFF VIA ZOOM/PHONE: Carol Hylton; Ron Moffett; Rochelle Daniels; and Moya Brathwaite

Frank Horkey Chaired the meeting.

APPROVAL OF MINUTES

Approval of the Minutes of the 7/26/21 Ad Hoc Organizational Resources Committee meeting

On a motion by Dr. Ben Chen and seconded by Dr. Lisa Knowles, the Ad Hoc Organizational Resources Committee unanimously approved the minutes of the 7/26/21 Ad Hoc Organizational Resources Committee meeting.

NEW BUSINESS

1. Revision to the BWDB By-Laws

The Committee considered amendments to the By-Laws occasioned by new State policies and legislation.

Rochelle Daniels reviewed each By-Laws' section recommended for modification. The specific items addressed as well as committee member comments were as follows:

1. The required minimum membership of the BWDB which is twenty-one (21) members.

2. The state requirement that new members be provided with an orientation and that all members receive training annually. Mr. Arenson asked about the education requirement and Ms. Daniels replied that we have included the required topics in the By-Laws.

3. The four categories of membership.

4. That statutory requirement for fixed and staggered terms would be reset by 1) making all appointments in January 2) and assigning current members to a one year or two year term. Members will be able to be reappointed when their new terms expire and will be able to remain in their seats for 8 years.

Mr. Arenson asked whether a member could end up with less than an 8 year total term of service as a result of the reset? Ms. Daniels replied everyone will be able to complete up to 8 years of service but may need to leave in the middle of a 2 year term. Their term would then be filled by a new person appointed to that seat. This will maintain the required fixed and staggered terms required by WIOA.

Mr. Arenson asked what happens when a member's term ends and the individual is not at the end of their 8th year of service. Ms. Daniels replied that the person can be reappointed if that is the desire of the elected officials.

5. Language was added to cap member terms at 8 years as required by HB 1507 except as it applies to the mandatory governmental appointments.

Dr. Ben Chen asked how soon an individual could be reappointed after their 8th year of service.

Ms. Daniels replied as the law does not prohibit reappointments the By-Laws include a provision that allows members to be reappointed after a one year break.

Dr. Chen said: We should not have the length of the break specified in the By-Laws so members may serve multiple 8-year terms.

Ms. Daniels responded: The committee can recommend the length of the break be longer or shorter but it is better to address the issue as opposed to saying nothing so that state will see we are adhering to the requirement. The Committee left the language as proposed.

6. The By-Laws assign maintenance of documentation of nominations, appointments, terms and retention for 5 years the Executive Office.

7. The Organizational Resources Committee which had previously been merged into the Executive Committee was reinstated as an Ad Hoc Committee to serve as the nominations committee and address governance, employee benefits and compensation as needed. When serving as the nomination committee membership would consist of prior Board chairs and 2 discretionary members to be selected by the Board Chair.

8. The duties of the officers and the committees were added and reflected current practices. A change was recommended to the duties of the Secretary Treasurer who would in the future serve as the Audit Committee Chair and to the Vice Chair of Legislative Affairs which would now be an appointed position eliminating the need to give the chair the ability to waive By-Laws requirement.

9. It was recommended that quorum be reduced from 51% to 40%. Mr. Frank Horkey asked: if 5 members left prior to the end of the meeting, would the remaining 5 members be allowed to conduct board business? Ms. Daniels responded yes as under our By-Laws a quorum once seated is considered to be present for the entire meeting.

Mr. Horkey asked the Committee whether we should require that there must be a minimum number of members left at the end of any meeting in order to vote?

Dr. Chen said he would rather not require a minimum number of members. That when most organizations called a quorum at the beginning of a meeting that was it. Dr. Chen also added once items requiring a vote were completed a quorum wasn't needed for discussion of items or reports.

Ms. Daniels stated that after reviewing attendance history, there were only one or two people who left meetings prior to the end of the meeting usually because of some emergency. Ms. Daniels also said items requiring a vote are usually placed at the beginning of the meeting agendas.

Ms. Carol Hylton added, there are a variety of ways for members to attend meetings, in-person or call in. Ms. Hylton stated attendance is very good, a large number of members leaving a meeting before it ends has not been an issue.

Mr. Arenson agreed with Ms. Hylton. He then said, it has never happened, but asked what if there was a time when only one member was left at a meeting what would be the course of action?"

Ms. Daniels said it would be up to the Chair. She asked the committee if they would consider a quorum of 40% and having the staff track attendance at the beginning and end of the meetings for a year and report back to the committee or whether the committee wanted to recommend a minimum number in order to do business?

Dr. Chen said leave it as it is and monitor it.

Mr. Arenson said: He agreed with Rochelle, track attendance and report back to the committee.

Ms. Daniels asked if this would satisfy the committee.

Mr. Horkey suggested we add to the By-Laws, that the Chair, at his or her discretion, can determine if enough people are in attendance or if an item should be tabled until the next meeting.

Dr. Chen said that does not have to be added to the By-Laws. A Chair could do that now.

Mr. Horkey asked Ms. Daniels if he could.

Ms. Daniels responded that once there is a motion on the table and a vote approving the action is taken that would address the matter.

Mr. Horkey and Dr. Lisa Knowles agreed that the staff should monitor attendance and gather the data as the Chair can adjourn the meeting, in the rare instance there are too few members left at the end. There was no further discussion on this issue.

10. The By-Laws require every member join a committee.

Mr. Horkey asked if it was a good idea to track members' committee attendance along with Board attendance when considering removal.

Ms. Hylton said, members usually call to be excused from a meeting. If we have 3 unexcused absences, the president will call to see if the member still has a desire of stay on the board. Attendance is also tracked and will be brought to the ORC when considering reappointment.

Ms. Daniels asked the committee if they would like us to monitor committee attendance after the new "roll-out" in January.

Mr. Arenson asked if members were still allowed to call in an excused absence.

Ms. Daniels responded that this was still included in the By-Laws.

Dr. Chen asked Ms. Daniels if attendance was ever a part of the By-Laws.

Ms. Daniels replied: yes board attendance has always been in the By-Laws.

Ms. Hylton added attendance was in the By-Laws for Board meetings but not for committee meetings.

Mr. Horkey stated if board and committee attendance were part of members' responsibility, members should be accountable for both.

Dr. Chen said he agreed. Dr. Chen added it should be enough that the Chair can evaluate membership based on attendance, but the Chair should also be able to make recommendations for removal.

Ms. Hylton stated in the past, at the time of re-appointment, attendance at the planning sessions and board meetings were evaluated and brought to the ORC. The committee would review the absences including any members with 3 or more excused or unexcused absences. The committee would ask the President to touch base with that person and remind them of their commitment and asked if he or she wished to remain on the board. That communication resulted in either improved attendance and became a non-issue or the member would decide the press of business prohibited their continued commitment to the board and they resigned. Ms. Hylton added that process seemed to work well because the analysis was available and the committee was able to decide if that person was an asset to the board and organization despite the absences.

Mr. Horkey said we should add that all reappointments should take into account committee attendance, so it is clear to members that both board and committee meeting attendance is included in the evaluation process over the term of their membership,

Ms. Daniels said we will add the language for committee attendance.

Mr. Horkey then asked if the By-Laws stated the Executive Committee could convene and act on behalf of the Board in case of emergency.

Ms. Daniels responded no. Long ago the decision was made that the Executive Committee could not act in place of the Board. Ms. Daniels added, the Elected Officials have to approve the By-Laws, they might not want the decision making authority ceded to a committee especially when in person attendance is not necessary.

Dr. Chen asked if the Elected Officials could meet on their own and make decisions. Ms. Daniels replied yes with respect to matters under their purview but decisions requiring Board action could not be acted upon solely by the elected officials.

Dr. Chen asked if the Elected Officials had By-Laws.

Ms. Daniels responded no. They have a consortium agreement and they meet in accordance with that agreement. Ms. Daniels added there is also an agreement between the Board and the elected officials which outlines everyone's responsibilities.

Dr. Chen asked if other cities could be included in the Council of Elected Officials.

Ms. Daniels replied, only the Elected Officials could make that determination. Ms. Daniels reminded the committee that the three governmental units have accepted full liability for the funds and the structure has been stable for over 30 years. Any city wishing to be included in the consortium would also have to accept liability for the funds.

Mr. Horkey explained, that if another city were to be added it would change the dynamics of the body.

Mr. Horkey asked if there was a motion to approve the revised By-Laws.

On a motion made by Dr. Ben Chen and seconded by Gary Arenson, the Ad Hoc Organizational Resources Committee unanimously approved amendments to the By-Laws.

2. Management Study/Organizational Assessment

The Committee considered issuing a request quotes for a management study. This is in accordance Commissioner Ryan's suggestion that CSBD consider engaging a firm to conduct a management study after the long tenure of the previous President/CEO.

Mr. Horkey asked Ms. Hylton if she had anything to add.

Ms. Hylton stated that this would be an opportunity to bring a fresh perspective to existing practices. The last study was done in 2008 and recommendations such as outsourcing the One Stops to a Staffing Company were implemented.

The study required state approval which was approved for up to \$50,000. Ms. Hylton said Casey Penn, Bureau Chief for One-Stop and Program Support complimented our initiative in taking steps to assure optimal efficiency of our Board. He wished more boards would be so proactive.

Ms. Hylton said that Commissioner Ryan had provided possible areas to be included in the study. She examined them with the team and explained the focus would be on the following:

- External environmental changes
- Structure of Operations especially as applicable to youth programs
- Human Resources efficiencies
- Fiscal Operations

Mr. Horkey asked if there were any questions.

Dr. Chen asked if the only reason for the study was the length of tenure of the previous President/CEO. Ms. Hylton replied no. A good organization should occasionally review their operations and procedures to determine if there are areas for continuous improvement.

Janet Wincko stated she is a fan of the management study idea. In her organization they are constantly looking for ways to improve. Ms. Wincko agreed with Ms. Hylton that the world has changed. Ms. Wincko said that with the right company conducting the study, a lot of useful information will be provided.

Mr. Arenson said he also supported conducting the study. Mr. Arenson asked if the funds for the study will be restricted or unrestricted.

Ms. Hylton replied we are able to use formula funding since the study was approved by the state.

Mr. Horkey said, in addition to the four areas discussed, we may want to ask the selected company in consultation with the President/CEO to cover additional areas if there is no increase to the cost.

Dr. Chen added that if possible he would like the study to include ways in which we can increase fund raising efforts.

Mr. Horkey added the study does not require an RFP, just quotes and Ms. Daniels would draft the specifications. Mr. Horkey explained that quotes would be brought back to the committee, for evaluation and recommendation.

Mr. Horkey, asked for a motion to approve the management study with the discussed changes.

On a motion made by Dr. Ben Chen and seconded by Gary Arenson, the Ad Hoc Organizational Resources Committee unanimously approved the recommendation to seek quotes to conduct a management study.

Mr. Horkey then indicated he wanted to address compensation and asked about the salary study being done by Palm Beach.

Ms. Hylton said CareerSource Palm Beach will be taking their compensation study to their Board in September and we should be able to get the information after that. We did obtain the salary and benefits information for Broward County, Hollywood and Fort Lauderdale.

Mr. Horkey thanked the committee. Mr. Horkey also thanked Ms. Daniels and Ms. Hylton for their hard work.

MATTERS FROM THE AD HOC COMMITTEE

None.

MATTERS FROM THE FLOOR

None.

MATTERS FROM THE PRESIDENT/CEO

None.

ADJOURNMENT

1:30 pm

**THE NEXT AD HOC ORGANIZATIONAL RESOURCES COMMITTEE MEETING
IS TO BE DETERMINED.**