Ad Hoc Review Committee

Agenda

I. Welcome and Introductions ..................................................... Michael Meidel, Chair

II. Roll Call

III. Action Item
   1. Approval of Minutes – December 12, 2018 Ad Hoc Meeting .................................................. Page 2

IV. Discussion Items
   1. County Transmittal Letter ......................................................................................................... Page 5
   2. Consultant Report .................................................................................................................... Page 7
   3. Redline: Interlocal Agreement with Pinellas County ............................................................. Page 21
   5. County Recommendations ...................................................................................................... Page 55

V. Information Item
   1. CareerSource Central FL By-Laws .......................................................................................... Page 58

VI. Public Comments

VII. Adjournment

Board of Directors- February 6, 2019
Call to Order
Chair Michael Meidel called the meeting to order at 1:01 p.m. The following members participated:

Members in attendance
Jack Geller, Mark Hunt, Michael Meidel

Members not in attendance
William Apple, Commissioner Patricia Gerard

Staff Present
Jennifer Brackney, Luna Clarke, Steven Blakey

Board Counsel
Charles Harris – Trenam Law

Guests
Dennis Long—County Consultant
Whitney Creech – Pinellas County

Purpose of Committee
To review the current Interlocal Agreement between CSPIN and Pinellas County, and discuss the changes recommended by the County. Accordingly, the CSPIN by-laws will be reviewed and edited to reflect changes made to the Interlocal agreement.

Once the Interlocal Agreement has been edited and finalized, it will be submitted to the Board of County Commissioners for approval. The edited CSPIN by-laws will be presented to the CSPIN Board of Directors for approval.

Discussion Items
- There was initial discussion about the shape and makeup of the Board of Directors (BOD). - Discussed the possibility of a future regional organization, but noted that Hillsborough County is resistant to this. Suggested that Pinellas BCC reach out to their counterparts in Hillsborough first.
- As an information item, a copy of the recently modified by-laws for CareerSource Central Florida (CSCF) was provided as an example. The committee was able to peruse that region’s version as a reference. It was noted that CSCF board members are appointed for 3 years, and that only 1/3 of the terms expire in any given year.
Several questions were raised regarding reducing the size of the BOD, while still allowing for the mandated WIOA composition.

The committee analyzed the redline version of the CSPIN by-laws, which contained comments and recommendations from both Consultant Long and various Pinellas County staff members.

The committee discussed the role of the Executive Committee, and specified that more power has to be shifted to the full BOD, when it comes to making major decisions.

Initial discussion regarding the specific authorities and duties of the BOD, and which decisions will require approval from the Board of County Commissioners.

Recommendation to clearly define abbreviations throughout the documents, as to avoid confusion.

Currently, the governor has allowed a maximum of 45 seats on the CSPIN board. The least number of board members we can have to remain in WIOA compliance is 25.

After discussion, the committee discussed allowing for a maximum of 31 board members at any given time.

The Board of County Commissioners recommends adding a school board member to the CSPIN board.

Clarification regarding the provisions of the FL Statutes 445.007 will need to be sought, regarding which body has the authority to remove board members.

**Next Steps:**
In the essence of time, the committee planned to reconvene in the coming month, to continue reviewing the documents.

**Other Administrative Items**
None

**Public Comments**
None

**Adjournment**
The meeting was adjourned at approximately 2:42 pm
Item 1 – Transmittal Letter
Mr. Jack Geller  
Chairman of the Board  
CareerSource Pinellas  
13805 58th Street North, Suite 2-140  
Clearwater, Florida 33760

Dear Mr. Geller,

The Pinellas County Board of County Commissioners engaged Mr. Dennis Long to conduct a review of the current organizational structure and governance model for CareerSource Pinellas (CSPIN) and make recommendations for improvement. Mr. Long is a retired County Attorney who had extensive involvement with workforce board issues during his career with the County. He presented his findings to the Board of County Commissioners at their regular meeting on September 13, 2018. A summary of his recommendations is attached, along with the one page discussion outline used at the meeting.

At the next regular meeting, held September 25, 2018, the commissioners discussed the findings and made the following decisions:

1. The Board of County Commissioners (BCC) is requesting that the CSPIN Board form an Ad Hoc Bylaw Committee and charge it with reviewing the attached final report from Mr. Long, along with the attached redline versions of the Bylaws and the Interlocal Agreement. The committee is welcome to discuss the recommended changes with County staff and the County Attorney’s Office. The committee should ultimately provide proposed final versions of the Bylaws and Interlocal Agreement to the full CSPIN Board for approval. These drafts would then be transmitted to the BCC for final approval.

2. The BCC wishes to continue to consider a shared services model (as reflected in the MGT report, funded by the Tampa Bay Partnership) for workforce services in Tampa Bay that would provide economies of scale, while still providing quality services to the residents of both Pinellas and Hillsborough counties. We recognize that the Department of Labor has recommended that the two workforce boards operate in their separated form until the past performance issues can be resolved. However, the BCC does recommend forming a Joint Task Force with representatives from both regions to examine various regional models as soon as is practical.

3. In order to enhance public accountability and transparency, the BCC specifically asks that the new Bylaws include a CSPIN board member position to be appointed from among the current members of the Pinellas County School Board.

4. The BCC desires to have CSPIN continue in the role of fiscal agent and administrative entity during this transition period, but reserves the right to withdraw that approval and reassign those duties in the future, should conditions warrant.

We look forward to working with you and the entire CareerSource board to restore public confidence in the workforce board, and to provide the best workforce services in the State of Florida.

Best Regards,

Kenneth T Welch  
Chair

Attachments (5)
Item 2 – County Consultant Report
A review of the current organizational structure and governance model for Workforce Pinellas, Inc. d/b/a CareerSource Pinellas (CSPIN), acting in it capacity as the Region 14 local workforce board, was completed in coordination with Pinellas County Economic Development. The primary focus was to evaluate and recommend revisions, alternatives and/or improvements to the organizational framework and governance, in order to promote, enhance and/or augment accountability, transparency, monitoring and oversight, internal controls, the director appointment process, the CSPIN executive director and legal counsel hiring process, and the fiscal agent and administrative entity responsibilities. The objective of this review was to prescribe procedural safeguards that support effective oversight of the executive director and staff by the CSPIN Board of Directors (Board) and of CSPIN by the County, as well as establish the policy making responsibilities of CSPIN in the full Board of Directors.

CSPIN is currently the subject of investigations, inquiries, monitoring and/or reviews by various federal, state, and local agencies. The CSPIN Board terminated the employment of the CEO, and CSPIN is currently operating under the direction of an interim executive director. For a number of years, the former CEO also served as the CEO of the Region 15 Workforce Board (CareerSource Tampa Bay), and there is a shared services arrangement between CSPIN and CareerSource Tampa Bay wherein CSPIN employed the staff assigned to Hillsborough County as well as shared services staff, and was paid/reimbursed for the personnel and other expenditures incurred in this joint arrangement. The CSPIN interim executive director advises that the current plan is to complete the transition of staff and workforce operations for the Hillsborough region to the control of the Region 15 workforce board by the fall of 2018.

BACKGROUND: The Workforce Innovation and Opportunity Act (WIOA) establishes, funds, and coordinates state and local workforce initiatives. The WIOA was effective as of July 1, 2015, with the initial 4 year plans required to be in place by July 1, 2016. Pursuant to the WIOA, the state, chief local elected officials (CEO), and local workforce boards have defined roles in providing policy direction, oversight, and delivery of work-
force programs and services, including operation of the one stop center service delivery system for “Core” programs, as defined in the WIOA. These programs include Adult, Dislocated Worker and Youth Formula programs, Adult Education and Literacy Act programs, Wagner-Peyser Act employment services, and Rehabilitation Act programs. Florida has implemented the WIOA through Chapter 445, Florida Statutes (the WIOA, Chapter 445, F.S., and related federal and state laws and regulations are hereafter referred to as the “Acts”).

As provided in the Acts, regional workforce development areas were designated at the state level. There are 24 workforce program service delivery areas designated in Florida, with one local workforce board appointed for each service area. There are 18 multi-county service areas, and 6 single county service areas. In the multi-county service areas, the general practice is to establish a consortium of local elected officials by interlocal agreement as a separate board (of the local governments) to discharge the duties and responsibilities of the CEO.

In accordance with the Acts, the CEO in the local area ”shall serve as the local grant recipient for, and shall be liable for any misuse of, the grant funds allocated to the local area”. Under the predecessor Workforce Investment Act (WIA), in 2004 the County incurred significant outside counsel fees and settled disallowed costs claims arising from the workforce program with the Federal Department of Labor and State Agency for Workforce Innovation (as well as litigation with a third party service provider and a whistleblower claim).

The major responsibilities of the CEO pursuant to the Acts include:

1) Appointment of members of the local workforce board;
2) Submission of required regional plans jointly with the local workforce board;
3) Act as the local grant recipient for funds allocated to Region 14;
4) Appointment (at its option) of a sub-grant recipient/fiscal agent for grant funds;
5) Approval of the local administrative entity;
6) In partnership with the local workforce board, conduct program oversight;
7) Approval of the local board serving as a direct services provider;
8) Approval of the designation or certification of the one stop operators;
9) Approval of the MOUs with one stop partners;
10) Approval of the local workforce board budget;
11) Negotiating and reaching agreement on local performance measures;
12) Establishing the bylaws of the local workforce board;
13) Establishing an (interlocal) agreement with the local workforce board addressing the required duties and responsibilities, including the above items.

In accordance with the Acts, the Board of County Commissioners (BCC), acting as the CEO, and CSPIN have entered into the Interlocal Agreement dated as of September 20, 2005, as amended and restated (Interlocal). The Interlocal, in part: (i) requires CSPIN to develop the 4 year plan, subject to the approval of the CEO; (ii) requires CSPIN to adopt an annual budget subject to the approval of the County; (iii) designates CSPIN as the local sub-grant recipient and local fiscal agent for grant funds as autho-
rized in the Acts and provided in the Interlocal; (iv) authorizes CSPIN to act as the local administrative entity as authorized in the Acts; (v) provides for the appointment of a County Commissioner to serve as a CSPIN board member, second vice-chair, and audit committee member, as well as provides for the appointment of other County representatives to the CSPIN audit committee. It should be noted that an updated interlocal agreement was approved and executed by the CSPIN Board; however, that agreement has not been executed by the County and is not in effect, according to the County Attorney’s Office (sometimes referred to as Draft Interlocal).

ORGANIZATIONAL STRUCTURE: In its capacity as the region 14 local workforce board, CSPIN operates as a Florida not-for-profit corporation. Worknet Pinellas, Inc. was incorporated in 2001, and previously did business as the local workforce board as a not-for-profit corporation under the WIA. In addition to the Acts, Florida not-for-profit corporations are governed by Chapter 617, Florida Statutes.

As authorized in the Interlocal, CSPIN has been designated by the County as the fiscal agent/sub-grant recipient and administrative entity for the local workforce region. Generally, the fiscal agent receives and disburses grant funds, ensures fiscal integrity and accountability for expenditures of funds, maintains accounting records, prepares financial reports, and responds to financial audit findings. The administrative entity is the agency that provides and/or administers (through staff) local workforce programs and services pursuant to the Acts. CSPIN is also a direct service provider of workforce services and programs.

Based on a review of the organizational structure of the 24 local workforce boards in Florida, including the 4 year plans (effective July 1, 2016) on file with the Florida Department of Economic Opportunity (DEO), it appears that: (i) at least 23 of the 24 Florida local workforce boards operate as not-for-profit corporations pursuant to Chapter 617, Florida Statutes and the Acts; (ii) at least 23 of the 24 Florida local workforce boards have been designated as the local fiscal agent/sub-grant recipient; (iii) at least 20 of 24 Florida local workforce boards act as the administrative entity; (iv) a majority of the Florida local workforce boards are direct service providers (one-stop operators and/or career services providers).

State law expressly provides that local workforce boards are not state agencies. However, alternatives to operating as a not-for-profit corporation were considered, include operating as a dependent special district or as a Sec. 163.01 F. S. separate legal or administrative entity. Under either of those scenarios, the requirements of Florida Statutes relating to public officials and public employees such as the Ethics Code and extra compensation/bonuses would apply to the Board and staff. However, after conferring with the County Attorney’s Office, the law in Florida appears to be unsettled as to whether local workforce boards can operate as governmental units subject to all statutory requirements of a special purpose local government. Subject to further direction from County Attorney’s Office on this issue, CSPIN should continue to operate as a Florida not-for-profit corporation. However, consideration should be given to including a requirement in the interlocal agreement that CSPIN employees would comply with
the Florida Ethics Code (Chapter 112, Part III, F. S.) relating to public employees, and be governed by statutory provisions relating to extra compensation/bonuses (Sec. 215.425, F.S.).

Pursuant to the Acts, there are multiple options to designating the local workforce board as the fiscal agent, administrative entity and/or a direct service provider. A third party could serve as either the fiscal agent or administrative entity, thereby separating these functions, which supports robust internal controls. Various models are utilized in Florida workforce regions to deliver services. For example, the local state college serves as the fiscal agent and one stop provider for a Florida workforce region. There are regions where the local board serves as the fiscal agent, and the administrative entity services have been contracted out to a third party, or the administrative entity provider has been split between the in house board staff and the third party contractor staff providing direct services. There are also local workforce boards that have contracted out direct services with third party providers.

While all options should remain on the table, the best approach at this time is for CSPIN to continue as the fiscal agent, administrative entity, and direct service provider for the services it currently provides. When the transition of CareerSource Tampa Bay staff is complete, the organizational structure and governance model has been finalized, and program and services offerings beyond the Core programs have been determined (including the Science Center), the Board, with direction and approval of the BCC, should first determine if CSPIN should continue in the role of direct service provider. Once that decision is made, then the fiscal agent and administrative entity responsibilities can be evaluated and assigned. CSPIN should focus on the Core workforce programs, and consideration should be given to separating the fiscal agent and administrative entity functions based on an analysis of the most efficient and cost effective service delivery model that also supports effective program oversight.

DIRECTORS POLICYMAKING AND OVERSIGHT RESPONSIBILITIES: In accordance with the Acts and the bylaws, the CSPIN Board of Directors (Board) sets policy for workforce governance, administration and operations (with approval of, or in partnership with, the CEO) and provides oversight of programs, administrative costs, performance outcomes and the budget.

The Board operates through a committee system of standing and ad hoc committees, including the Executive Committee, One-stop Committee, Workforce Solutions committee, Finance Committee, Science Center Committee, the Compensation Committee, and the Audit Committee. The bylaws provide that the Executive Committee “shall have and exercise the authority of the Board…” with the exception of adopting, repealing or amending the bylaws, and decisions requiring full Board approval by the Acts (e.g. approval of related party contracts). The bylaws establish a quorum requirement for both the Board and the Executive Committee as one-third (33%) of the members. The bylaws also provide that minutes of the Executive Committee shall be transmitted to all Board members as soon as practical following the meeting, that members have 5 days after receipt to request that the Executive Committee action be scheduled for full
Board consideration, and if no request is made, the Executive Committee action “shall stand”.

It was clear from reviewing the meeting minutes for several years beginning December 2015 that the business and affairs of CSPIN is conducted primarily by the Executive Committee. The Executive Committee (which has 10 members) met approximately 10 times a year, and agendas typically included all CSPIN action items from staff and the other Committees not requiring full Board action.

Changing the governance model to redirect policy and oversight responsibilities to the full Board will: (i) more closely align CSPIN with the express language of the Acts defining local workforce board duties and responsibilities; (ii) encourage participation by all of the Board members in the decision making process; (iii) create more and expanded opportunities for Board members to exercise oversight responsibilities; (iv) support the development of knowledge and expertise of all aspects and challenges relating to workforce programs; (v) support better solutions by leveraging the background, knowledge and experience of all directors. Further, in order to retain the efficiencies and agility of the Executive Committee, the Committee could still meet in months when the full Board does not meet to deal with actions where time is of the essence, except for certain enumerated major decisions reserved to the full Board.

Clearly defining the delegated approval authority from the Board to the executive director, and reporting delegated approvals to the Board are critical elements of effective oversight. Financial and procurement policies and procedures, the Board of Directors Policy Manual adopted in 2004, and various memoranda issued or reissued in 2016 were provided by the CSPIN interim director and reviewed to determine the current extent of the delegated authority of the executive director, and to a lesser extent the finance director. It was also suggested that the former CEO exercised approval authority up to $150,000. While the policies reviewed did address approval authority of the executive director and finance director for certain purchases and other transactions, the full extent of the delegated authority could not be located in the documents provided, and it was not clear what policies were in effect and how the policies were approved.

Administrative policies, including purchasing and financial policies, must be updated to define the operational standards for CSPIN. All policies and procedures, whether new or modifications/uploads to existing policies, should be approved by the Board and incorporated into an administrative policy manual, rather than issued as stand alone policies. The delegation of Board authority to the executive director relating to purchases, contracts, or that otherwise obligate CSPIN should be limited to the level necessary to conduct day-to-day programs and activities, and all approvals pursuant to delegated authority should be periodically reported to the Board (preferably through the Finance Committee).

On a temporary basis, the authority of the interim executive director to approve purchases, contracts, or other obligations should be clearly defined, limited in amount as necessary for CSPIN to conduct its business and affairs, but not more than $10,000
annually for each purchase, contract or transaction that has not been specifically pre-approved by the Board, and require that the expenditure be supported/authorized in the line item budget. Also, consideration should be given to suspending the authority to approve minor budget modifications delegated to the executive director (changing budgeted line items within an activity or for changes in funding levels), and minor modifications of the budget should be reviewed by the Finance Committee, and approved by the Board (or Executive Committee unless/until the bylaws are revised as recommended herein).

The following specific actions are RECOMMENDED to implement the revised governance model:

A. The policy and oversight responsibilities, as well as the business and affairs of CSPIN should be conducted primarily by the full Board. Staff and Committee action items and reports should be considered and/or voted on by the full Board. Conducting business through the Executive Committee should be limited to those actions as outlined in C. and D. below.

B. Increase the number of full Board meetings to bi-monthly (every other month), plus additional meetings as necessary to address major policy decisions such as adoption of plans, the budget, etc. that need action because of time deadlines.

C. Change the Executive Committee meeting schedule so that it meets: (i) only in months when the full Board does not meet AND time is of the essence in taking any action; (ii) in emergency situations where the failure to act would result in irreparable harm to CSPIN, the Board, staff, or program participants, and the full Board cannot be convened.

D. Change the bylaws quorum requirements to require at least 40% plus one of the membership for Board meetings, and at least 50% plus one of the membership for Executive Committee meetings. This is consistent with a number of local workforce boards in Florida (although quorum requirements as low as 25% were noted).

E. Expand the actions in the bylaws that the Executive Committee (or the Finance Committee) cannot approve, and therefore would require full Board approval, to include: (i) approval or modification of the CSPIN annual budget; (ii) approval or amendment of the 4 year or other plans required by the WIOA; (iii) acquisition or conveyance of real estate; (iv) pledging, mortgaging, or encumbering real property, or pledging or encumbering personal property other than in the ordinary course of business for expenditures included in the line item budget; (v) staff pay or compensation plans; (vi) approval or amendment of the CSPIN administrative code/governing policies, including purchasing and financial policies; (vii) approval of and responses to the annual financial audit (viii) hiring, disciplining, and discharging the executive director and legal counsel.

F. Eliminate the bylaw requirement that the Board treasurer be appointed from the private sector membership. This is not required by the WIOA and excludes Board members from community or governmental organizations that may have knowledge and/or experience in budgeting and financial matters that would add value to the organization.

G. Change the bylaws relating to the Finance Committee to reflect that all budget modifications must be approved by the full Board, and that the Finance Committee
shall review financial statements and report on CSPIN’s financial status to the full Board (rather than the Executive Committee as stated now in the bylaws).

H. Clarify the Audit Committee bylaws provision to: (i) specify that in addition to arranging and procuring the required annual Financial audit, the Audit Committee has the authority to arrange and procure Operational and Performance audits (as defined Sec. 11.45 F.S.), performed by independent accounting firms or the Division of Inspector General, Clerk of the Circuit Court and Controller; (ii) specify that in addition to “reviewing” reports, the Audit Committee has the authority to report findings and make recommendations on actions to the full Board.

I. Eliminate any reference to “President” in the bylaws and executive director job description. The CEO/Executive Director position, who has the added title of President in the job description, is not an officer of the corporation, and elimination of that title will eliminate any confusion by third parties over the apparent authority of this staff person.

J. Revise the Executive Committee consent agenda process in the bylaws from the five day requirement to request a proposed action be brought before the full Board, to seven business days (Monday through Friday, except for CSPIN holidays).

BOARD OF DIRECTORS APPOINTMENT AND MEMBERSHIP: Pursuant to the Acts, the BCC, acting as the CEO, appoints the members of the local workforce board pursuant to the formal nomination and appointment process established by the CEO, which must be consistent with the criteria established by the state. The WIOA defines categories of membership which must be represented on the Board, and requires nominations for certain categories of membership. One of the enumerated duties of the Executive Committee in the CSPIN bylaws is to review qualifications of nominees to the Board, forward the nominations to the full Board for approval (in practice the Executive Committee approved nominations), and submit the nominations to the BCC.

Assuming the Boards and Commissions application process on the County’s website is utilized to fill future CSPIN Board vacancies, it is RECOMMENDED that: (i) CSPIN bylaws should be revised to delete the nomination/review/approval authority of the Board and Executive Committee; (ii) CSPIN should be required to immediately notify the County of vacancies on the Board; (iii) in addition to posting vacancies on the County website, CSPIN should be required to post notifications of vacancies on its website with information and links to the County website and application process; (iv) certain categories of membership require nominations of applicants, and this requirement should be formally incorporated into the application process, including notifications to the appropriate entities/organizations of vacancies on the Board with invitations for nominations; (v) CSPIN should be provided the opportunity to comment on applicants as part of the appointment process, as opposed to recommending applicants as provided in the bylaws.

It is also RECOMMENDED that the CSPIN bylaws be clarified/revised to provide that: (i) the County Commission can remove any director when it determines that the best interests of the workforce programs will be served; (ii) change the authority to recom-
mend revocation of board membership to the County Commission from the Executive Committee to the full Board.

The Board can have up to 45 members. CSPIN currently has 36 members. While there are arguments on both sides regarding the appropriate number of board members, at times it has been difficult to fill vacancies on the CSPIN board and there is often poor attendance at Board meetings. This was the case even with the ability to fully participate in meetings by phone or other electronic means. In my experience, larger boards are often heavily reliant on staff, which makes it more difficult to exercise oversight responsibilities.

It is RECOMMENDED that the BCC cap the number of CSPIN directors in the bylaws (subject to any required approvals from the state). While there is no magic number, there are local workforce boards in Florida that serve populations comparable to or larger than Pinellas County that have smaller boards. For example, CareerSource Central Florida has 29 Board members (5 counties including Orange County), Career Source Northeast Florida (5 counties including Duval) has 19 board members, and CareerSource Palm Beach (Palm Beach County) has less than 25 board members. Therefore, limiting the CSPIN Board to no more than 25 members, or to the minimum number of Board members required by the WIOA, whichever is greater, should create opportunities for improved participation by all Board members (transitioning to this cap should occur over multiple years).

The County should also consider adding an additional elected official to the Board, either from a city or the school board. Another elected official would provide a broad community perspective of the value of workforce programs to the economic viability of the County, the role and operation of taxpayer funded programs, the value of and opportunities for public/private partnerships, and the challenges and opportunities in navigating federal, state, and local bureaucracy.

While not directly within the scope of this review, Board orientation materials for new members should be updated and incorporated into a Board manual, and Board training programs related to both workforce programs or to requirements unique to Florida (such as the Sunshine law or public records law) should be formalized and incorporated into the Board manual. Board training should be required, conducted periodically in person, and training resources available through the DEO, the National Association of Workforce Boards, and other organizations should be made available to the Board members. The ability to participate in meetings by phone or other electronic means should also be retained. The WIOA encourages the use of technology for board and committee meetings, it is expressly allowed by Florida statutes, and 23 of the 24 local workforce boards in Florida have policies permitting attendance by phone or other electronic means.

TRANSPARENCY: Access to information relating to programs and administration was reviewed relating to: (i) compliance with public facing information requirements; (ii) the
flow of information from staff to the Board; (iii) the flow of information from the Board to the County.

The WIOA has a “sunshine” provision that requires CSPIN to make information available to the public on a “regular basis through electronic means and open meetings” on the local plan, board membership, one-stop operators, youth providers, and meeting minutes. Federal regulations also require bylaws to be posted. It appears that CSPIN now satisfies these requirements, and CSPIN has provided additional information online regarding the programs and administration. CSPIN also has policies in place relating to disclosure and approval of related party contracts.

Having all major policy decisions and staff and Committee action items and reports directed primarily to the full Board instead of through the Executive Committee will by itself increase the flow of information on program activities and financial matters to all Board members. In addition to the periodic financial reports, DEO monitoring reports, annual financial audits, and independent accountants’ reports that should be presented to the full Board through the appropriate committee, it is RECOMMENDED that a “voucher and paid bills report” be presented to the Board on a periodic basis, preferably through the Finance Committee.

Assuming that CSPIN continues to serve as the fiscal agent, consideration was given to having the finance director report directly to the Board to ensure independence; however, the weight of authority and most common practice in Florida appears to support the current CSPIN approach that the executive director oversee the staff and financial operations, with the Finance Director reporting to the executive director. Therefore, consideration should also be given to a temporary hire of an independent accounting firm to provide monthly financial reports until CSPIN stabilization, assuming this is an allowable administrative cost.

With regards to the flow of information from CSPIN to the BCC/County, it is RECOMMENDED that at least on a temporary basis, CSPIN be required to provide financial statements on a quarterly basis, any federal or state monitoring reports or communications relating to disallowed cost claim or recommended remedial actions, any independent accountants’ reports, and any audits. After the investigations/reviews are completed and resolved, the County can make a final determination as to the appropriate reporting requirements for CSPIN. Additionally, the BCC should be provided adequate time to review matters and have questions resolved relating to actions that require CEO approval on an annual basis, such as the CSPIN annual budget. Time deadlines for submittal of known annual approval requests should be established based on the BCC meeting schedule in consultation with the County.

INTERNAL CONTROLS: It is beyond the scope of this review to evaluate whether the internal controls of CSPIN were appropriate or effective for its programs and operations. However, it is important to note that one of the goals of internal controls is to create business practices that serve as checks and balances on staff to reduce risk of misappropriation or misuse of funds.
CSPIN did engage its independent accountants’ to “assist ... in determining whether WorkNet staff is complying with established internal control policies and procedures, as well as applicable federal, state, and local laws and regulations.” The August 22, 2017 report detailed no adverse findings or deviations from the required internal controls. The independent accounting firm now performing the Financial audit was engaged to provide an updated report on internal controls. This report was presented to the Board at the 6/27 meeting, and had critical findings related to waivers of goal attainment requirements of the incentive pay program, mailing gift cards, and the failure to report employee gift card income to the IRS. The interim executive director indicated that she has taken corrective action relating to the findings. Both reports clearly stated that the firm was making no representations on the sufficiency of the internal controls, and that the sufficiency of the procedures was solely the responsibility of CSPIN.

Based upon media reports and the existence of the ongoing investigations, there are sufficient red flags to justify immediately initiating an Operational audit as defined in Sec 11.45 Florida Statutes. As provided in the statute, the purpose of an Operational audit is to “evaluate management’s performance in establishing and maintaining internal controls, including controls designed to prevent and detect fraud, waste, and abuse ....” It is RECOMMENDED that the County initiate this review under Sec. 5. E. of the Interlocal (Additional Financial Assurances), and that the Office of Inspector General, Clerk of the Circuit Court and Controller be engaged to perform this review (with the scope of review agreed to in writing between the County and Inspector General).

It is further RECOMMENDED that after the CareerSource Tampa Bay transition is complete and the CSPIN organizational structure is finalized, that CSPIN engage an independent accounting firm (other than the outside auditing firm) to review the CSPIN operations and recommend appropriate internal controls and financial reporting (including reviewing the CSPIN financial software). Thereafter, for a reasonable period of time (at least 2 years) there should be ongoing periodic monitoring regarding compliance with the established internal controls by an independent accounting, again assuming that is an allowable administrative cost.

APPOINTMENT OF THE CEO/EXECUTIVE DIRECTOR AND LEGAL COUNSEL: The WIOA expressly authorizes the local board to hire a director and other staff to assist in carrying out functions of the local board. The local board is also charged in the Acts with establishing objective qualifications for the position of director that ensure that the individual selected has the knowledge, skills, and abilities to meet identified benchmarks and to assist in carrying out the functions of the local board.

The CSPIN bylaws are silent as to hiring, disciplining or discharging the executive director. The bylaws establish a Compensation Committee that is charged with reviewing and evaluating the employee review process, employee benefits programs, employee training policies, and assisting with the provision of fair labor practices in the workplace. Reviewing, evaluating or making recommendations relating to employee pay or compensation plans are not listed as a responsibility of the Compensation Committee.
The June 2, 2004 Board of Directors Policy Manual states that one of the duties of the Board is to employ a President and CEO; however the policy references the February 18, 2004 bylaws, which have been amended and superseded. While pursuant to Sec. 445.007 F.S. the Governor may remove the executive director of the board or the designated person responsible for the operational and administrative functions for cause, there is nothing therein that addresses hiring authority. The CEO job description states that the CEO is hired by the Board.

While there is nothing in the Acts that would prohibit the County from having input into the hiring of the executive director or legal counsel, this would not be consistent with the express language of the WIOA and federal regulations that specify that the local board has the hiring authority and must establish qualifications for the executive director and other staff. County involvement in this process would also raise a host of unresolved legal questions, and the County Attorney’s Office should be consulted if there are specific questions. Therefore, hiring the executive director and legal counsel should be the responsibility of the CSPIN Board.

Because of the absence of clear direction as to the hiring process in the bylaws or administrative policies, it is RECOMMENDED that the bylaws be amended to create a CSPIN Ad Hoc Executive Director and Legal Counsel Selection Committee. Having a committee of 5 members, consisting of the County Commissioner serving as the Vice-Chair, the County Economic Development Department Board member, the CSPIN Chair, the City/School Board elected official (if added to the Board), and one (or 2) member(s) appointed by the Chair. The Chair should designate the chair of the Selection Committee. The Committee duties would include reviewing and recommending any revisions to the qualifications/job description for the Executive Director or Legal Counsel, and determining the recruitment process, all of which would be subject to approval by the Board. The Committee would be responsible for screening and ranking applications for the Executive Director and proposals/applications for legal representation, which would be submitted to the Board for final approval and hiring. Staff of the County and CSPIN should be authorized to serve as staff to the Committee. The final terms of employment or retention may be recommended by the Committee. The Committee would be subject to the Sunshine Law.

Additionally, the bylaws should include a provision that hiring, disciplining, and discharging the executive director and legal counsel is a Board responsibility.

SUMMARY: Instituting the structural changes recommended herein should: (i) focus policy making responsibilities in the CSPIN Board of Directors, rather than Board committees; (ii) improve the flow of information from staff to the CSPIN Board of Directors, and from CSPIN to the County; (iii) facilitate improved program oversight by the CSPIN Board; (iv) foster an appropriate balance between the CSPIN Board policy making responsibilities and CEO/staff responsibilities to “assist in carrying out functions” of the Board. All recommendations are subject to legal review by the County Attorney’s Office, are not dependent on the outcome of the pending investigations/reviews, and can be implemented over time as determined jointly by CSPIN and the BCC.
The following represents a summary of all recommendations:

A. The policy and oversight responsibilities, as well as the business and affairs of CSPIN should be conducted primarily by the full Board.

B. Increase the number of full Board meetings to allow full consideration of all action items from staff and the committees.

C. Limit Executive Committee meetings in the bylaws to months when the full Board does not meet and time is of the essence in taking any action, or to emergency situations where the failure to act would result in irreparable harm.

D. Change the bylaws quorum requirements to require at least 40% plus one of the membership for Board meetings, and at least 50% plus one of the membership for Executive Committee meetings.

E. In addition to adopting/amending the bylaws and acting on matters required by the Acts, provide in the bylaws that the following matters can only be approved by the full Board: (i) approval or modification of the CSPIN annual budget; (ii) approval or amendment of the 4 year or other plans required by the WIOA; (iii) acquisition or conveyance of real estate; (iv) pledging, mortgaging, or encumbering real property, or pledging or encumbering personal property other than in the ordinary course of business for expenditures included in the line item budget; (v) staff pay or compensation plans; (vi) approval or amendment of the CSPIN administrative code/governing policies, including purchasing and financial policies; (vii) approval of the annual financial audit and responses thereto; (viii) hiring, disciplining, and discharging the executive director and legal counsel.

F. Eliminate the bylaw requirement that the Board treasurer be appointed from the private sector membership.

G. Change the bylaws relating to the Finance Committee to reflect that all budget modifications must be approved by the full Board, and that the Finance Committee shall review financial statements and report on CSPIN’s financial status to the full Board.

H. Clarify the Audit Committee bylaws provision to: (i) specify that in addition to arranging and procuring the required annual Financial audit, the Audit Committee has the authority to arrange and procure Operational and Performance audits (as defined Sec. 11.45 F.S.), performed by independent firms or the Division of Inspector General, Clerk of the Circuit Court and Controller; (ii) specify that in addition to “reviewing” reports, the Audit Committee has the authority to report findings and make recommendations on actions to the full Board.

I. Eliminate any reference to “President” in the bylaws, because the CEO/Executive Director/President is not an officer of the corporation.

J. Revise the Executive Committee consent agenda process in the bylaws from the five day requirement to request a proposed action be brought before the full Board, to seven business days.

K. Update the CSPIN Board of Directors policy manual to incorporate all policies, including financial and purchasing policies.

L. Define the approval authority granted to the executive director for purchases, contracts, and other obligations; limit that authority to a level that is necessary to con-
duct the day to day business of CSPIN for expenditures that are included in the line item budget; require all delegated approvals to be reported to the full Board.

M. On a temporary basis, limit the approval authority of the interim executive director to no more than $10,000 annually for each purchase, contract or obligation not specifically pre-approved by the full Board; suspend the executive director approval authority to approve minor budget modifications, and require approval by the full Board (or Executive Committee) through the Finance Committee.

N. Clarify the bylaws to specify the power of the BCC to remove directors when it determines it is in the best interests of the workforce programs; change the authority to recommend revocation of membership from the Executive Committee to the full Board.

O. The BCC should formally adopt the County Boards and Commissions application process for appointment of directors, including incorporating the requirements of the Acts into the application, and amending the bylaws to eliminate any inconsistencies with the BCC process.

P. Cap the number of board members in the bylaws to no more than 35 now, and to no more than 25 or the minimum number of directors required by the WIOA, whichever is greater, by July 1, 2020.

Q. Direct all financial information and program monitoring reports to the full Board through the appropriate committee, including but not limited to the periodic financial statements, federal and state monitoring reports, financial and other audits, independent accountants’ reports; add the requirement of a “voucher and paid bills” report to the required reporting to the full Board, and route it through the Finance Committee.

R. On a temporary basis, require CSPIN to provide quarterly financial reports to the BCC, as well as any federal or state agency monitoring reports or claims for disallowed costs, and any independent accountants’ reports; after stabilization of CSPIN, the County can determine information that should be provided by CSPIN on a permanent basis.

S. Pursuant to the terms of the Interlocal, the County should immediately initiate an Operational audit of CSPIN to evaluate management’s performance in establishing and maintaining internal controls, conducted by the Clerk’s Office of Inspector General.

T. Require CSPIN to retain an independent accounting firm (other than the outside auditing firm) to recommend appropriate internal controls, after stabilization.

U. Amend the bylaws to confirm the full board has the authority to hire the executive director and legal counsel; create a CSPIN executive director and legal counsel search committee in the bylaws; duties include updating qualifications and recommending a search process (subject to full board approval), screening and ranking applications/proposals; members to include the County Commissioner Vice-Chair and PCED Board member.

The following additional matters should be given due consideration as part of any organizational restructuring or revisions to the governance model:
A. Requiring CSPIN employees to comply with the Florida Ethics Code and statutes relating to extra compensation/bonuses, through the interlocal agreement.
B. Separating the fiscal agent and administrative entity responsibilities.
C. Adding an additional elected official to the Board.
D. Making the finance director a direct report to the Board.

I am, of course, available to answer any questions or follow up on any issues.
Item 3 – Redline: Interlocal Agreement with Pinellas County
AGREEMENT
between
PINELLAS COUNTY, FLORIDA
and
WORKNET PINELLAS, INC. DBA CareerSource Pinellas

This Agreement was originally made and entered into on the ___ day of _____
_________20187 ("Effective Date"), and subsequently amended, by and between
Pinellas County, a political subdivision of the State of Florida, hereinafter referred to as the
("County"), by and through its Board of County Commissioners (CEO) and WorkNet
Pinellas, Inc., a Florida nonprofit corporation, in its capacity as the workforce board created
and existing under Chapter 445, Florida Statutes, hereinafter referred to as ("CSPIN")

WITNESSETH:

WHEREAS, the Workforce Innovation and Opportunity Act of 2014, Public Law
113128 ("WIOA"), authorizes expenditures of federal funds for workforce development
programs in areas of the state designated by the Governor as a Local Workforce
Development Area; and

WHEREAS, Chapter 445, Florida Statutes, "the Workforce Innovation Act of 2000"
("Workforce Innovation Act") further delineates the roles and responsibilities of all parties in
the expenditure of federal funds for workforce development programs in such designated areas; and

WHEREAS, Pinellas County, Florida has been designated by the Governor of the
State of Florida as a Local Workforce Development Area and the Pinellas County Board of
County Commissioners is designated as the Chief Elected Official (CEO) by the WIOA; and

WHEREAS, the WIOA and Workforce Innovation Act require the chief local elected
officials of each designated Local Workforce Development Area to establish a workforce
development board and to appoint its members; and

WHEREAS, CSPIN has requested and received certification as the Local Area
Workforce Development Board by CareerSource Florida, Inc., the State of Florida
Workforce Development Board; and
WHEREAS, the County and CSPIN previously entered into an Interlocal Agreement dated June 18, 2004, defining their respective duties and responsibilities ("Original Interlocal"), which agreement was subsequently amended ("Existing Agreement"); and

WHEREAS, the County and CSPIN desire to revise the terms of the Original Existing Agreement to define the scope of their relationship and their respective duties and responsibilities for the administration and operation of workforce programs within this Local Workforce Development Area, as provided herein.

NOW THEREFORE, IN CONSIDERATION OF THE ABOVE AND THE MUTUAL COVENANTS HEREIN, THE PARTIES HERETO AGREE AS FOLLOWS:

1. **Purpose:**

   The purpose of this agreement is to establish and maintain a partnership to carry out the requirements of the WIOA, the Personal Responsibility and Work Opportunity Reconciliation Act of 1996 (Public Law 104-193), Workforce Innovation Act (State Statute 445), applicable federal, state and local regulations including OMB circulars and future state and federal workforce initiatives and laws (together the "Acts").

2. **Development of the Four Year Plan:**

   Pursuant to the WIOA and in accordance with the requirements established by the Governor of the State of Florida, CSPIN shall develop the Four Year Plan and other plans, as required, and shall present said plans to the County for review and approval in a timely manner. Upon approval and execution of the plans by the County when required by the Acts, acting through the County Commission, or its designees, the plans will be submitted to the proper funding authorities by CSPIN.

3. **Duties and Responsibilities of CSPIN:**

   The County hereby designates CSPIN as the local subgrant recipient and local fiscal agent for all WIOA and workforce development programs operating within this Local Workforce Development Area (the--"Program"). In that capacity, CSPIN shall act as its own administrative entity, and be responsible for all Program activities as required by the Acts, including and/or subject to the following:

   A. CSPIN shall employ personnel to carry out the effective and efficient operation of the Program and to provide necessary technical assistance to CSPIN, acting in partnership with the County as provided herein, including establishing an Ad Hoc Chief
Executive Official/Executive Director and Legal Counsel Selection Committee to screen and rank candidates, with the membership and specific duties to be determined in the bylaws;

B. CSPIN shall organize and train such staff as necessary to conduct the functions and operations of CSPIN as provided herein;

C. CSPIN, through the actions of said personnel, and as authorized, approved or directed by the CSPIN Board of Directors, shall:

1. Prepare planning documents required by applicable state and federal law and, after any required approval by the County, submit them to the appropriate funding authorities for approval;

2. Prepare and submit for approval by the County, an annual budget for the proper allocation and expenditure of all funds allocated to CSPIN, and report all budget modifications to the County on a quarterly basis or as otherwise agreed to in writing by the County and CSPIN;

3. Direct the receipt and expenditure of funds in accordance with the Acts, this Agreement, approved local plans and budget, and all applicable Federal, State or Local Laws;

4. Execute contracts, subgrants and other agreements necessary to carry out the programs authorized by the Acts, including making the designation of the One Stop Operator, selecting and designating youth service providers, identifying and designating eligible providers of adult and dislocated worker core and training services, and maintaining a list of those providers with performance and cost information;

5. Reach agreement with the Governor on local performance measures;

6. Develop and implement policy and program procedures for program management, planning, operation, evaluation and other necessary functions;

7. Evaluate program performance and determine whether there is a need to reallocate program resources and to modify the grant agreement with the State of Florida;
8. Establish and maintain such committees as determined by this Interlocal Agreement and/or any additional committees directed by the CSPIN Board of Directors;

9. Establish and maintain in force agreements with each of the required local One Stop Partner agencies;

10. As the fiscal agent, collect, account for, invest and expend Program income generated by Program activities pursuant to the Acts, and State of Florida requirements, and approved CSPIN by-laws, procurement policies, finance and accounting policies and cash management policies;

11. Conduct oversight with respect to activities, programs and expenditures under WIOA and such other federal programs that assign responsibility for oversight over programs, activities and expenditures. Oversight shall include monitoring related to administrative costs, duplicated services, internal controls, career counseling, record maintenance and retention, economic development, equal access, compliance and accountability, and performance outcomes;

12. Enforce all agreements and take action against any subrecipient or vendor for abuse in the programs in order to protect the funds and the integrity of the program, subject to final approval or ratification by the Audit Committee and the CSPIN Board of Directors;

13. Coordinate workforce investment activities with economic development strategies and develop employer linkages;

14. Promote private sector involvement in the statewide and local workforce investment system through effective brokering, connecting and coaching activities through intermediaries in the local area or through other organizations to assist employers in meeting hiring needs;

15. Develop and administer a system to hear and resolve all grievances or complaints filed by participants, subcontractors or other interested parties, subject to approval by the County, as required by the Acts, Regulations or State Laws, subject to approval by the County; and

16. Adopt and update corporate bylaws with input from and subject to approval by the County.
17. Comply with the Board of Directors nomination and appointment process established by the County; and

18. Perform any other functions as necessary or appropriate to meet its responsibility for the operation of the Programs; and.

18.19. Submit any and all documents requiring approval by, or agreement by, the CEO to the County in a timely manner but in no event less than 4260 days prior to state or federal deadlines for submission, unless the County, through its County Administrator, has agreed in writing to a shorter review period.

D. CSPIN shall have authority to seek, compete for and secure other sources of funding consistent with and in accordance with its purpose and for such other purposes as CSPIN may deem appropriate and necessary.

E. CSPIN shall perform or cause to have performed internal audits and monitoring of all funds as required by the Acts and in accordance with the provisions of paragraph 6(c) herein; shall satisfactorily resolve any questions or problems arising from said audits and monitoring; and present audit and monitoring findings directly to the Audit Committee.

F. CSPIN shall adopt such procedures to ensure compliance with applicable conflict of interest and public meetings laws. Members of the CSPIN Board of Directors shall ensure there is no conflict of interest in the actions of the CSPIN Board or its members with respect to all activities by complying with all disclosure, conflict of interest statutes, and other regulations and guidelines, as well as complying with all public record and meeting requirements, notifications and restrictions as prescribed by law.

G. In order to exercise its independent Program oversight, CSPIN shall may serve as the one stop operator and/or a direct service provider of certain components or all components of workforce services if deemed necessary by the CSPIN Board of Directors and approved by the CEO.

H. CSPIN shall promote and solicit participation by the business community in the Programs in order to maximize services to eligible residents of the area.

I. CSPIN shall collect or have collected appropriate labor market information to determine business and industry needs for specific job categories in Pinellas County,

J. CSPIN shall approve, in conjunction with the County, all plans as may be required under the Wagner Peyser (employment services) Act and any other Act or regulation for which CSPIN is responsible, as approved by the CEO.
K. CSPIN shall exert every reasonable and necessary effort to resolve disagreements between CSPIN and the County.

L. CSPIN shall comply with all the filing and other requirements mandated by the applicable Florida not-for-profit corporation statutes, and applicable IRS and Department of Labor regulations and filings.

M. CSPIN shall accurately and timely complete and submit all assurances and certifications as required by the funding sources.

N. CSPIN shall provide all information and reports to the County required herein or as otherwise agreed to in writing by CSPIN and the County.

4. Duties and Responsibilities of the County:

The Board of County Commissioners is designated as the Chief Elected Official under the WIOA, and in the capacity as the local grant recipient shall have the following duties and responsibilities:

A. Appoint and reappoint members to the CSPIN Board of Directors in a timely manner so as to maintain the minimum number of members required by CSPIN by-laws and as provided in the WIOA.

B. Consult from time to time on a continuing basis with CSPIN as either party requests.

C. Exercise approval authority, which will not be unreasonably withheld, over the budget adopted by CSPIN.

D. Provide such Program oversight to ensure the effective and efficient delivery of all services as provided for in accordance with this Agreement, CSPIN’s approved plans, and as defined in the WIOA.

E. Review, make recommendations, and approve, in its reasonable discretion, all plans as may be required under the WIOA, Wagner Peyser Act and any other Act or regulation for which CSPIN is responsible.

F. Take prompt corrective action as it determines appropriate in its reasonable discretion when necessary to comply with the Acts, or to assure that performance standards are met.
G. Ensure, in accordance with the plans and any other agreements with CSPIN, that adequate administration and management is provided for all funds and programs handled by CSPIN including, but not limited to, such activities as receipts and disbursement of funds, monitoring, evaluation and contracting.

H. Exert every necessary and reasonable effort to resolve disagreements between CSPIN and the County.

I. Appoint one of its members (a County Commissioner) to serve as a member of, and Second Vice-Chair, of the CSPIN Board of Directors.

5. Board of County Commissioners Strategic Goals

The Pinellas County Board of County Commissioners has adopted within the Strategic Plan, economic objectives for the betterment of County residents. CSPIN supports the County’s achievement of these goals as published by the County.

6. Financial Responsibility for the Program:

As provided in the WIOA, the Board of County Commissioners of the County, as the Chief Elected Official, is not relieved of the liability for the misuse of grant funds by the designation of CSPIN as subgrantee and fiscal agent as provided herein, as authorized by the WIOA, and CSPIN agrees to the following, in order to provide assurances to and protection for the Chief Elected Official as to sound fiscal management of the Program in compliance with the Acts:

A. Indemnification. Unless determined to be contrary to applicable law, CSPIN shall indemnify, pay the cost of defense, including attorneys' fees, and hold harmless the County, its officials and employees from all suits, actions or claims of any character brought on account of any injuries or damages received or sustained by any person, persons or property by or from CSPIN, its agents or employees; or by, or in consequence of any act or omission, neglect or misconduct in the performance of this Agreement; or on account of any act or omission, neglect or misconduct of CSPIN, its agents or employees; or by, or on account of, any claim or amounts recovered under the "Workers’ Compensation Law" or of any other laws, by-laws, ordinance, order or decree, except only such injury or damage as shall have been occasioned by the sole negligence of the County.

B. Insurance and Bond Requirements. CSPIN shall provide and comply with the insurance and bond requirements attached hereto and incorporated by reference herein as Exhibit A.
C. **Audit Committee.** An Audit Committee shall be established consisting of representatives of CSPIN and Pinellas County. The Audit Committee shall be responsible for: (i) arranging and procuring the making recommendations to the Board of Directors on the selection of an independent auditor, including terms of engagement and compensation; (ii) overseeing the annual financial audit of any and all programs operated by CSPIN in compliance with the applicable OMB circulars, including selection of the audit firm and approving annual audit plans; (iii) reviewing the annual financial audit and recommending responses thereto to the Board of Directors. The audit firm shall be selected by the CSPIN Board of Directors and by the Audit Committee may only be terminated prior to the natural expiration of such audit firm’s contract with CSPIN by the CSPIN Board of Directors or Executive Committee. If at any time CSPIN’s by-laws are amended to remove the Vice-Chair position occupied by a County Commissioner from the Executive Committee, then the audit firm may only be terminated as provided herein by the CSPIN Board of Directors. The Audit Committee shall also be responsible for (ii) arranging and procuring performance audits and/or compliance audits as defined in Florida Statutes to be conducted by an independent firm or the Division of Inspector General, Pinellas County Clerk of the Circuit Court and Controller, as determined by the Audit Committee; (iii) conducting monitoring of activities, programs and expenditures under the WIOA and such other programs of CSPIN as determined by the Audit Committee; and (iv) completing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of programs of CSPIN, or County staff, and reporting findings and making recommendations on corrective actions to the Board of Directors, as determined by the Audit Committee. The Audit Committee shall consist of the County Commissioner serving as Second Vice-Chair on the CSPIN Board, two members appointed by the Board of County Commissioners, an Assistant County Administrator, one at-large county staff person, CSPIN’s Finance Committee Chair, and CSPIN’s Treasurer. No staff member of either the County or CSPIN shall serve on the Audit Committee, but may serve as staff to the Committee, Executive Director. The County Administrator will select the Assistant County Administrator and the at-large county staff person to serve on the committee. CSPIN’s Finance Director shall serve as primary staff to the Audit Committee. CSPIN shall be solely responsible for all costs, fees or expenses incurred in conducting any audits, reviews or monitoring required by the Audit Committee.

D. **Disallowed Cost Liability.** CSPIN shall immediately notify the County of any notices, claims, actions or other communications asserting any claim or demand for disallowed costs from any federal, state or other agency or authority. CSPIN agrees to the County’s participation in any proceeding, negotiation, or litigation to the extent the County deems necessary to protect its interests. In the event CSPIN is found responsible for any disallowed costs, through whatever means, CSPIN and the County will mutually work to
resolve all such disallowed costs. In the event that repayment of funds is demanded by the funding source, CSPIN will have first responsibility for repayment, through its insurance, bonds, grant or nongrant funds as allowed by the Acts. If CSPIN's insurance, bonds, grant or nongrant funds are insufficient for the demanded repayment, then any repayment obligation shall be determined as provided by the Acts.

E. Withdrawal of Local Fiscal Agent, Administrative Entity, One-Stop Operator, or Direct Service Provider Approvals. During the term hereof, in the event that the County determines in its sole discretion that it is necessary to protect the interests of workforce programs within the local region or the County, after written notice to CSPIN, the County may withdraw its approval of CSPIN to act as the local fiscal agent, administrative entity, one-stop operator and/or direct service provider(s) for workforce programs in the local region. The written notice shall specify the date the withdrawal of approval becomes effective. The County and CSPIN shall cooperate in securing alternatives parties to perform these function in accordance with applicable federal and state law and regulations. Withdrawal of an approval pursuant to this provision shall not constitute an Event of Default as defined in Sec. 7 of this Agreement.

F. Additional Financial Assurances. During the term hereof, in addition to any other remedies provided by law, the Acts, or in this Agreement, in the event the County reasonably determines that additional financial or performance assurances are necessary to protect the interests of the County, as the Chief Elected Officials, after written notice to CSPIN, the County may: (i) require CSPIN to withhold payments from its designated one stop operator(s) or service providers; (ii) require that all contracts, and payments thereon, provide for the retainage of a portion of payments due; (iii) make any appearances in any proceedings or conduct any reviews or examinations the County reasonably deems necessary; or (iv) post such security, or provide such additional insurance as the County reasonably deems necessary, for the performance of any obligations as provided in the Acts or this Agreement.

7. Term and Termination:

A. Term. The term of this Agreement shall commence on the Effective Date or the filing of this Agreement as provided in paragraph 12 herein, whichever occurs last, and continue through June 30, 2019, unless otherwise terminated as provided herein. Thereafter, this Agreement shall automatically renew for additional one-year terms commencing on July 1 and ending on June 30, unless either party provides written notice of its intent not to renew on or before March 1 of any extension period.

B. Termination for Convenience. Either party may terminate this Agreement, without cause, by giving one hundred fifty (150) days prior written notice of the termination hereof pursuant to this provision.
C. Termination on Default.

1. Each of the following shall constitute an Event of Default:

   (a) The failure or refusal by either party to substantially fulfill any of its obligations in accordance with this Agreement, provided however, that no such default shall constitute an Event of Default unless and until the nondefaulting party has given prior written notice specifying that a default or defaults exist which will, unless corrected, constitute a material breach of this Agreement, and the defaulting party has either corrected such default or has not cured the default(s), as determined by the nondefaulting party, to correct the same within thirty (30) days from the date of such notice.

   (b) The written admission by CSPIN that it is bankrupt, or the filing by a voluntary petition as such under the Federal Bankruptcy Act, or the consent by CSPIN to the appointment by a court of a receiver or trustee or the making by CSPINontractor of any arrangement with or for the benefit of its creditors involving an assignment to a trustee, receiver or similar fiduciary regardless of how designated, of all or a substantial portion of CSPINontractor's property or business, or the dissolution or revocation of CSPIN's corporate charter.

2. Upon the occurrence of an Event of Default, the nondefaulting party shall have the right to immediately terminate this Agreement upon written notice to the party in default.

D. Fiscal Nonfunding. In the event that sufficient budgeted funds are not available for a new fiscal period, the County shall notify CSPIN of such occurrence and the Agreement shall terminate on the last day of the current fiscal period without penalty or expense to the County.

8. Notice:

Except as otherwise provided in this Agreement, any notice required or permitted to be given hereunder shall be delivered personally or sent by mail with postage pre-paid to the following addresses or to such other places as may be designated by the parties hereto from time to time.

For CSPIN:  For the County:
Chief Executive Official/ County Administrator
Executive Director-(Name?) County Administrator (Name?)
9. **Merger**:

It is understood and agreed that the entire Agreement between the parties is contained herein and that this Agreement supersedes any and all oral agreements and/or negotiations between the parties relating to the subject matter thereof. All items referred to in this Agreement are incorporated or attached and deemed to be a part of this Agreement.

10. **Modification**:

This Agreement may be modified by the mutual **written** consent of the parties thereto, in any lawful manner and consistent with the Acts, Regulations or any rule promulgated thereto.

11. **Resolution of Disagreements**:

   A. To facilitate the timely and effective resolution of any controversy or dispute that may **arise** under this Agreement, the Chairman of CSPIN and the County Administrator shall undertake negotiations to resolve the matter. To the extent the controversy or dispute cannot, after good faith effort, be resolved either party may refer the matter to non-binding mediation to be held within Pinellas County, Florida. The dispute will be mediated by a mediator chosen jointly by CSPIN and County within thirty (30) days after written notice demanding non-binding mediation by either party. Neither party may unreasonably withhold consent to the selection of a mediator, and CSPIN and County will share the cost of the mediation equally. The parties may also, by mutual agreement, replace mediation with some other form of non-binding alternate dispute resolution ("ADR") procedure.

   B. In the event that any claim, dispute or demand cannot be resolved between the parties through negotiation or mediation as provided herein within 60 days after the date of the initial demand for non-binding mediation, then either party may pursue any remedies as provided by law or this Agreement.

12. **Independence of Terms**:

   In the event any terms or provisions of this Agreement or the application to any of the parties hereto, person or circumstance shall, to any extent, be held invalid or unenforceable, the remainder of this Agreement, or the application of such terms or provision to the parties hereto, persons or circumstances other than those as to which it held invalid or
unenforceable, shall not be affected thereby and every other term and provision of this Agreement shall be valid and enforced to the fullest extent permitted by the Acts.

13. **Filing of Agreement:**

This Agreement shall be filed with the Pinellas County Clerk of the Circuit Court and Comptroller as required by Sec. 163.01(11) Florida Statutes.

14. **Termination of Original Interlocal Existing Agreement:**

This Agreement from the date of final execution supersedes all prior agreements between the parties and said prior agreements, including the Original Interlocal Existing Agreement between the parties are hereby terminated, except that such termination shall not be interpreted to excuse any liabilities which may accrue to CSPIN or its insurers for responsibilities to the CEO which arose during the term of the Existing Agreement.

*(Signature Page Follows)*

WORKNET PINELLAS, INC.
DBA CareerSource Pinellas

PINELLAS COUNTY, a political subdivision of the State of Florida, by and through its Board of County Commissioners

By: ____________________________  
Chair

By: ____________________________  
Chair

ATTEST:
KEN BURKE

By: ____________________________  
Deputy Clerk
Item 4 – Redline: CSPIN By-Laws
BY-LAWS

The provisions of this document constitute the By-Laws of WorkNet Pinellas, Inc., a Florida not-for-profit corporation, which shall be utilized to govern the management and operation of WorkNet Pinellas, Inc. for all purposes.

ARTICLE I – NAME, SERVICE AREA, AND OFFICE LOCATION

SECTION I – Name

The name of the organization shall be WorkNet Pinellas, Inc. doing business as and hereinafter referred to as CareerSource Pinellas (or “CSPIN”).

SECTION 2 – Service Area

CareerSource Pinellas, serving as the Local Area Workforce Development Board by CareerSource Florida, Inc., the State of Florida Workforce Development Board, shall primarily serve the employers and residents of Pinellas County, Florida. Other geographical areas may be served as determined by the CareerSource Pinellas Board of Directors.

SECTION 3 – Office Location

The official office location and mailing address shall be as determined by the Executive Board of Directors of CareerSource Pinellas.

ARTICLE II – PURPOSE AND USE OF FUNDS

SECTION I – Purpose

The purposes for which CareerSource Pinellas is formed, and its business goals and objectives are as follows:

A. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike.

B. To administer workforce programs and act as a fiscal agent and administrative entity as defined by the Federal Workforce Innovation and Opportunity Act (WIOA), authorized by the State of Florida, the U.S. Department of Labor, and as approved by in agreement with the Pinellas County Board of County Commissioners serving as the Chief Elected Official (CEO).

C. To enhance the provision of workforce development services; increase the
involvement of the business community, including small and minority businesses, in workforce development activities; to increase private sector employment opportunities; and to ensure the economic health of the community.

D. To place special emphasis on service to welfare recipients, economically disadvantaged adults and youth, dislocated workers, and individuals and employers needing workforce development services as identified in the CareerSource Pinellas strategic plan.

SECTION 2 – Use of Funds

CareerSource Pinellas shall direct the receipt and expenditure of funds in accordance with the approved local plans and budget, and all applicable Federal, State or Local Laws. This shall be done in ways that will most effectively satisfy the labor demand needs of the residents and business community to enhance the economic well-being of the area.

ARTICLE III - BOARD MEMBERSHIP

SECTION I – Governing Body

CareerSource Pinellas shall be governed by a Board of Directors, to be appointed as provided herein.

SECTION 2 – Authority and Responsibilities of the Board

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of Career Source Pinellas will be managed under the Board's direction.

The Directors' general functions shall include:

A. Establishing policies for the governance, administration and operation of CareerSource Pinellas;
B. Exercising and fulfilling the specific powers and responsibilities as required under applicable law;
C. Discharging their duties in good faith, with the care an ordinary prudent person in a like position would exercise in similar circumstances;

The specific authorities and responsibilities of the Board shall include all authorities and responsibilities delegated to it by applicable federal, state and local laws, regulations, policies and mandates, and shall include:

A. Adopting, amending or repealing the Articles or Bylaws;
B. Electing and removing officers of CareerSource Pinellas;
C. Ensuring accountable management of real and personal property of CareerSource Pinellas, including approval of the acquisition, conveyance, mortgaging, or encumbering property, and approval of material contracts on behalf of Career Source Pinellas;
D. Establishing policies, including monetary or other limits, within which administration and staff of CareerSource Pinellas may function independently;

E. Approving rules and regulations for the administration of CareerSource Pinellas personnel, including approval of pay/compensation plans and employee benefits;

F. Establishing and adopting policy for governance, administration and operation of the CareerSource Pinellas Board of Directors.

F. Developing, ratifying and submitting or amending the local workforce plan pursuant to Public Law No. 113-128 WIOA and the provisions of Florida Statute 445.007, subject to the approval of the Pinellas County Board of County Commissioners;

G. Coordinating agreements with the Pinellas County Board of County Commissioners that are necessary to designate the fiscal agent and administrative entity;

H. Oversight of programs;

I. Oversight of administrative costs;

J. Oversight of performance outcomes;

K. Identifying and selecting providers of training services, intensive services, youth providers and One-Stop Operators as necessary and applicable;

L. Developing a budget, subject to the approval of the Pinellas County Board of County Commissioners, for purposes of carrying out the duties of the Board under applicable state and federal law;

M. Oversight of the budget;

N. Negotiating and reaching agreement on local performance measures;

O. Coordinating the workforce investment activities with economic development strategies and developing other employer linkages with such activities; and

P. Developing the Regional Targeted Occupations List.

SECTION 3 – Authority of Individual Board Members

Board members have authority over the affairs of CareerSource Pinellas only when acting as a Board of Directors legally in session. The Board shall not be bound in any way by any action or statement on the part of any individual Board member, except when such statement or action is taken when carrying out specific instructions by the Board of Directors of CareerSource Pinellas.

SECTION 4 - Categories of Board Membership

All the members of the Board of Directors of CareerSource Pinellas shall be appointed by the Pinellas County Board of County Commissioners in accordance with Federal and State legislation, regulations and policies, and consistent with such policies and/or procedures as
may be established by the Board of County Commissioners. Such appointments shall be made from the following categories: 

A. Representatives of business. These individuals shall constitute a majority of the membership of the Board, and shall be individuals who are owners, chief executive officers, or other individuals with optimum policymaking or hiring authority, provide employment opportunities that include high-quality, work relevant training and development in in-demand industry sectors or occupations, and are nominated for these seats by local business, professional and trade organizations.

B. Such other representatives as required or permitted by applicable federal and state law, regulations, and directives. Not less than 20 percent shall be representatives of local labor organizations nominated by local labor federations, member of a local labor organization or training director from a joint labor-management apprenticeship program, or if no joint program exists an individual from an apprenticeship program. MAY include community based organizations that have demonstrated experience and expertise in addressing employment needs of individuals with barriers, including organizations that serve veterans or individuals with disabilities, and out of school youth.

C. Representatives of education and training shall include: providers administering adult education and literacy activities under WIOA title II, institutions of higher education providing workforce investment activities (including community colleges). MAY include local educational agencies and community based organizations with expertise in education and training of individuals with barriers to employment.

D. Representatives of governmental, and economic and community development entities; economic and community development entities, State Employment office/Wagner-Peyser Act 29 U.S.C. 720 et seq. WIOA title I of rehabilitation act of 1973. MAY include agencies representing transportation, housing, public assistance, and philanthropic organizations. Representatives of entities or individuals as the chief elected official determine to be appropriate.

E. All representatives must have optimum policymaking authority as defined in applicable federal and state law, regulations and directives.

F. An individual may be appointed as a representative of more than one agency if the individual meets all criteria for such representation. If an individual represents more than one membership area, he or she must be appropriately nominated by the organization or entity he or she will represent and must have optimum policymaking authority within each agency represented. This shall be determined by the Pinellas County Board of County Commissioners.

G. A representative with “optimum policymaking 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.

H. Nominees shall represent the urban and suburban nature of Pinellas County as well as the demographic, ethnic, and gender characteristics reflective of
SECTION 5 – Appointment of Board Members

A. Members of the CareerSource Pinellas Board of Directors shall be appointed by the Pinellas County Board of County Commissioners subject to the provisions of WIOA and its regulations, and pursuant to the Florida Workforce Innovation Act and policies established by the Governor for the State of Florida. The maximum number of Board members and the categories of membership shall conform to Federal and State legislation, regulations and policies [but no more than _____ Directors shall be appointed to serve on the Board].

B. The CareerSource Pinellas Board may make recommendations regarding nominations to the Pinellas County Board of County Commissioners. Such nominations shall be in accordance with the nomination process set forth in the governing statutes and the policies established by the Pinellas County Board of County Commissioners. Appointments to the Board shall be at the discretion of the Pinellas County Board of County Commissioners.

C. Members of the Board shall serve at the pleasure of the Pinellas County Board of County Commissioners. The Pinellas County Board of County Commissioners shall have the authority to remove a Director from the Board when it determines that the best interests of the workforce program will be served.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I – Terms of Membership

A. Members of the Board shall serve for fixed and staggered terms of -two years with the exceptions described within these By-Laws.

B. In accordance with the federal law and Florida State law, whenever a mandatory seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, their term of office shall not expire except and unless the federal or state statute is amended to exclude the position.

C. If a member resigns prior to the expiration date of his/her term in office, nominations for filling the vacancy shall be made to the Pinellas County Board of County Commissioners in the same manner as is described within
these By-Laws. Upon appointment, the new member shall serve the unexpired term of the member whose vacancy he/she is filling.

D. The Chairman of the Pinellas County Board of County Commissioners, or his or her designee, [and the elected city or school board official] is [are] not subject to the Board membership term limitations specified herein.

SECTION 2 – Resignation

A member may resign his or her membership on the CareerSource Pinellas Board at any time by submitting a resignation in writing to the Chair or President & CEO Executive Director. In the case of the resignation of the Chair, a resignation shall be submitted in writing to the Chair Elect or President & CEO Chief Executive Official/Executive Director ("ED"). A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Chair.

Two consecutive absences, or three (3) consecutive absences in a fiscal year from regularly scheduled meetings of the CareerSource Pinellas Board without an excuse approved by the Chair shall constitute a de facto resignation grounds for the removal by the CEO of the Board member treated as a resignation of the member. Upon two consecutive absences, or three absences in a fiscal year, of any Board member, the ED shall submit notice to the County of such occurrence, and a request that the CEO remove or replace the member subject to such removal. The resignation of a member so removed shall be effective upon the latter of the vote of the CEO to remove or the appointment of a replacement for that member’s seat.

-For members of committees that are not defined persons identified to be members of such a committee by title or position, three (3) consecutive absences from regularly scheduled committee meetings of CareerSource Pinellas, without an excuse approved by the committee chair, shall constitute a de facto resignation of the committee member from that committee. De facto resignation from a committee will not impact the individuals' membership on the Board or membership on other committees.

SECTION 3 – Revocation of Membership

The Executive Committee Board of Directors may, by a two-thirds affirmative vote at a meeting where a quorum has been established, recommend revocation of membership to the Pinellas County Board of County Commissioners for the following reasons:

A. Should a Board member cease to represent the category to which they were appointed to fill on the Board through change in status;
B. Disability, illness or inability to perform their duties on the Board; or
C. Unethical or illegal practices or actions; or
D. Failure to carry out duties, responsibilities, and functions of a Board member as defined in federal and state law, regulations, and these Bylaws.

SECTION 4 – Notification of Vacancies
The Chair of the Board will notify the Board of County Commissioners when vacancies occur through written correspondence with the Commissioner assigned to serve on the board of directors, the Board of County Commissioners, and any other party designated in writing by the County, and will annually submit written notification of all vacancies at the beginning of each fiscal year.

ARTICLE V - BOARD OFFICERS

The Officers of CareerSource Pinellas shall consist of a Chair, a Chair Elect, a Vice Chair, a Secretary and a Treasurer. The Chairman of the Pinellas County Board of County Commissioners, or his/her designee from the Board of County Commissioners, shall occupy the Vice Chair position.

SECTION 1 - Election of Officers

The Chair, Chair Elect, Treasurer, and Secretary of the CareerSource Pinellas Board shall be elected as follows:

A. The slate of Officers shall be recommended to the CareerSource Pinellas Board of Directors by the Ad-Hoc Nominating Committee and selected based upon a majority vote of the quorum present at the annual meeting at which the slate is presented.

B. The annual meeting at which the slate of Officers shall be elected shall take place in June or on a date as otherwise set by the Board, and the Officers shall take office in July.

C. The CareerSource Pinellas Chair, Chair Elect and Treasurer shall be selected from among the representatives of the private sector Board members.

SECTION 2 – Duties of Officers

A. Duties of the Chair shall include:
   • Presiding at all meetings of the CareerSource Pinellas Board of Directors;
   • Serving as chair of the Executive Committee;
   • Making all committee chair appointments;
   • Calling special meetings of the Board;
   • Establishing Ad-Hoc Committees as deemed necessary to conduct the business of the Board and make appointments thereto;
   • Serving as a member of the Executive Committee;
   • Serving as a member of the Audit Committee; and
   • Performing all duties incident to the office of Chair.
B. Duties of the Chair Elect shall include:
   - Presiding over meetings in the absence of the Chair;
   - Serving as a member of the Executive Committee; and
   - Performing all duties incident to the office of Chair in the absence of the Chair.

C. Duties of the Treasurer shall include:
   - Serving as a member of the Executive Committee;
   - Serving as a member of the Audit Committee;
   - Serving as Chair of the Finance Committee; and
   - Making a report on the financial status at each regular meeting of the Board.

D. Duties of the Secretary shall include:
   - Serving as a member of the Executive Committee;
   - Signing all bank resolutions; and
   - Reviewing all Board minutes prior to official adoption by the Board of Directors.

E. Duties of the Vice Chair shall include:
   - Presiding over meetings in the absence of the Chair and the Chair Elect;
   - Serving on the Audit Committee; and
   - Serving on the Executive Committee.
   - Ensuring compliance with the inter-local agreement.

SECTION 3 – Terms of Office
The term of office for the Chair, Chair Elect, Secretary and Treasurer of CareerSource Pinellas shall be for one (1) year, from July 1 through June 30.

CareerSource Pinellas Officers may serve two consecutive terms of one year each in the same office, if re-elected, provided that the time in office does not exceed the limits of their term of membership on the Board. After two consecutive terms, the Officer shall then step down from their position for a minimum of one year, although they may continue to serve as CareerSource Pinellas Board members, or in other offices.

The Vice Chair is not subject to the Officer term limits specified herein.

SECTION 4 – Vacancy in One of the Officer Positions
If a vacancy in any office but the Chair occurs due to the illness, resignation, etc. of the Officer elected, a replacement shall be elected to serve the unexpired term of office at the next regularly scheduled Board meeting. If the office of Chair becomes vacant, the Chair Elect will assume the office of Chair.

ARTICLE VI – COMMITTEES

SECTION 1 – Standing Committees

The Standing Committees of CareerSource Pinellas shall be the Executive Committee, the One Stop Committee, the Workforce Solutions Committee, the Finance Committee, the Science Center Committee, and the Audit Committee. In addition, there may be such ad hoc committees as determined necessary by the Chair or as specified in these Bylaws.

Other than those committees required by law, CareerSource Pinellas may vote to expand or combine Committees as appropriate for the efficient operation of the business of CareerSource Pinellas.

SECTION 2 – Terms of the Executive Committee members and Committee Chairs

CareerSource Pinellas Officers, at-large Executive Committee Members and Committee Chairs may serve in those positions for two consecutive terms of one year each, if re-elected or re-appointed and shall then step down from their position for a minimum of a year, although they may continue to serve as CareerSource Pinellas Board members, or in other offices.

SECTION 3 – General Committee Membership

A. A committee member, with the exception of an Executive Committee member, may designate an alternate in writing who shall have the powers, including voting, of the committee member when that alternate attends committee meetings in lieu of the committee member. No member or delegate may vote through proxy; other proxy voting is allowed.

B. CareerSource Board members shall comprise a majority of each committee except as otherwise provided in these Bylaws.

C. The Chair of any standing committee with the exception of the Executive Committee, at his/ her discretion, may appoint board and non-board members to serve on the committee except as otherwise provided in these Bylaws.

D. Non-board committee members shall serve for a two-year term from their appointment date. Terms are renewable for additional two-year periods at the discretion of the committee chairperson or appointing authority.
SECTION 4 – Executive Committee Membership, Duties and Responsibilities

CareerSource Pinellas shall have an Executive Committee consisting of the Officers, the Chairs of the Standing Committees, Past Chair, and up to five at-large members appointed by the Chair of the Board of Directors.

The Executive Committee may meet: (i) only in months when the full Board of Directors does not meet and time is of the essence in taking any action; (ii) in emergency situations where the failure to act would result in irreparable harm to persons or workforce program continuity, and the full Board of Directors cannot be convened. The Executive Committee shall have and exercise the authority of the Board of Directors in the governance of the affairs of CareerSource Pinellas with the exception of (i) adopting, repealing, or amending the Articles or these By-Laws; (ii) approval or modification of the annual budget; (ii) approval or amendment of the 4 year or other plans required by the WIOA; (iii) acquisition or conveyance of real estate; (iv) pledging, mortgaging, or encumbering real property, or pledging or encumbering personal property other than in the ordinary course of business for expenditures included in the line item budget and/or pre-approved by the Board of Directors; (v) staff pay or compensation plans; (vi) approval or amendment of the CSPIN administrative code/governing policies, including purchasing and financial policies; (vii) approval of the annual financial audit and responses thereto, as well as the early termination of the audit firm; or (viii) hiring, disciplining, and discharging the executive director and legal counsel.

Delegation of this authority to the Executive Committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed on it, or him or her, by the Bylaws or by any applicable law.

Duties of the Executive Committee shall also include, but are not limited to:
- Reviewing qualifications of individuals nominated to serve on the Board of Directors and forwarding nominations with recommendations and rationale for appointment or non-appointment to the Board of Directors for action. If approved by the Board, the nominations shall be submitted to the Pinellas County Board of County Commissioners for its consideration.
- The Executive Committee shall also be responsible for planning, conducting and/or recommending Board Member development or in-service activities.
- Approving the early termination of a previously selected Audit firm, before the natural end date of the firm’s contract.

SECTION 5 – One Stop Committee Membership, Duties and Responsibilities

The One Stop Committee shall be chaired by a Board Member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the committee by the One Stop Committee Chair. The One Stop Committee shall be responsible for advising the Board of Directors on matters relating to the following...
committee areas of oversight:

- Providing assistance with planning, operational and other issues relating to the one-stop delivery system;
- Providing assistance with planning, operational, and other issues relating to the provision of services to youth;
- Providing assistance with planning, operational and other issues relating to the provision of services to individuals with disabilities;
- Reviewing the plans and services of other agencies and one-stop partners with the intent to improve coordination of services;
- Reviewing customer survey feedback to ensure customer input is made part of the plan of service;
- Reviewing the enrollment and training of individuals under the Workforce Investment Act;
- Reviewing the services delivered to welfare transition customers;
- Reviewing services and programs delivered to recognized target groups;
- Reviewing the operation and performance of any grants or other funding received;
- Reviewing periodic reports on performance in accordance with the committee’s annual strategic plan; and
- Planning for future changes and improvements to the one-stop system.

SECTION 6 – Workforce Solutions Committee Membership, Duties and Responsibilities

The Workforce Solutions Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the Committee by the Workforce Solutions Committee Chair. The Workforce Solutions Committee shall be responsible for:

- Reviewing and recommending approval of the services and programs delivered to employers;
- Reviewing and recommending approval of training vendor applications and other actions pertaining to training vendors;
- Reviewing periodic training vendor performance reports;
- Reviewing the region’s activities related to targeted industries;
- Creating and maintaining the regional targeted occupations list; and
- Reviewing and recommending approval of the Board’s partnerships with economic development organizations and other business associations in accordance with the committee’s annual strategic plan.

SECTION 7 – Finance Committee Membership, Duties and Responsibilities

The Finance Committee shall be chaired by the Treasurer, and shall consist of those members deemed appropriate and appointed to the Committee by the Treasurer. The Finance Committee shall be the Committee of the Board charged with oversight responsibilities regarding the fiscal affairs of the Agency. The Committee’s responsibilities shall include, but are not limited to:
• Reviewing a draft of the annual budget and submitting the tentative annual budget, along with a recommendation, to the Board of Directors for action;
• Reviewing and recommending approval of all subsequent modifications to the budget;
• Reviewing the annual audit and accompanying management letters with agency responses and forwarding any recommendations to the Board of Directors;
• Providing financial oversight through review of monitoring reports;
• Reviewing the agency’s periodic financial statements and report on the organization’s financial status at each meeting of the Board of Directors and of the Executive Committee; and
• Serving on procurement review panels at the request of the President and CEO executive director and/or CFO finance director.

SECTION 8 – Audit Committee Membership, Duties and Responsibilities

The Audit Committee shall consist of the County Commissioner serving as the Vice-Chair on the CareerSource Pinellas Board of Directors, two members appointed by the Board of County Commissioners, the Chair of the CareerSource Pinellas Board of Directors, and the CareerSource Pinellas Treasurer. No staff member of either the County or CSPIN shall serve on the Audit Committee, but may serve as staff to the Committee. CSPIN's Finance Director shall serve as primary staff to the Audit Committee. The Audit Committee shall be responsible for:

• Arranging and procuring recommendations to the Board of Directors on the selection of an independent auditor, including terms of engagement and compensation;
• Overseeing the annual audit of any and all programs operated by CareerSource Pinellas in compliance with OMB Circular A-133, including the selection of an audit firm and approving annual audit plans;
• Reviewing the annual Financial audit and recommending responses to any adverse findings thereto to the Board of Directors;
• Authorizing and procuring Performance audits or Compliance audits as defined by Sec 11.45, Florida Statutes, to be performed by independent firms or the Division of Inspector General, Clerk of the Circuit Court and Controller, subject to ratification by the Board of Directors;
• Reviewing audits and reports on the monitoring of activities, operations and expenditures under the programs operated by CareerSource Pinellas and reporting findings and making recommendations on corrective actions to the Board of Directors; and
• Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of CareerSource Pinellas programs or county staff as determined by the Audit Committee and reporting findings and making recommendations on corrective actions to the Board of Directors.

SECTION 911 – Ad-Hoc Nominating Committee Duties and Responsibilities
The Chair of CareerSource Pinellas shall appoint the Chair and members of the ad-hoc Nominating Committee from among the membership of the Board. The Vice Chair and Chair Elect shall serve as members of the Committee. The responsibilities of The Nominating Committee shall include:

- Meeting prior to the fourth quarterly or annual board meeting to select a slate of Officers to be presented to the CareerSource Pinellas Board at the annual meeting; and
- Reviewing Board members’ length of service and recommending renewal of membership to the Executive Committee as appropriate.
- May advise the Chair Elect on appropriate candidates for Executive Committee membership and Committee chairs.

SECTION 102 – Science Center Committee Membership, Duties and Responsibilities

The Science Center Committee shall be chaired by a Board Member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the committee by the Science Center Committee Chair. The Science Center Committee shall be responsible for:

- Providing assistance with planning, operational and other issues relating to the Science Center of Pinellas
- Providing assistance with planning, operational, and other issues relating to the provision of STEM programs;
- Reviewing services delivered to individuals enrolled in employability skills programs
- Reviewing the operation and performance of any grants or other funding received;
- Reviewing periodic reports on performance in accordance with the committee’s annual strategic plan; and
- Providing oversight of STEIC-Science Center Information Technology education programs.

SECTION 113 – Ad Hoc Compensation Committee Membership, Duties and Responsibilities

The Compensation Committee shall be chaired by a Board member appointed by the Board Chair and shall consist of those members deemed appropriate and appointed to the Committee by the Compensation Committee Chair. The Compensation Committee shall be responsible for:

- Reviewing and evaluating employee performance review process
- Reviewing, evaluating and making recommendations to the Board of Directors relating to the approval of employee pay and compensation plans
- Reviewing and evaluating employees benefits programs and implement necessary changes and making recommendations to the Board of Directors relating to the approval of these programs
- Evaluating and approving training policies to ensure that employees meet the necessary requirements under the Workforce Investment and Opportunity Act
- Providing assistance with planning, operational and other issues relating to the
provision of fair labor practices in the workplace

- Meeting at least annually and reporting findings and recommendations to the Board of Directors at the annual meeting.

SECTION 12 - Ad Hoc Chief Executive Official/Executive Director and Legal Counsel Selection Committee Membership, Duties and Responsibilities

The Ad Hoc Chief Executive Official/Executive Director ("ED") and Legal Counsel Selection Committee shall be constituted whenever there is a vacancy for the CareerSource Pinellas executive director or legal counsel positions. The Committee shall consist of five members, including the Board of County Commissioner’s member serving as the Vice-Chair, the CareerSource Pinellas Chair, Pinellas County Economic Development Department Board Member, [elected city or school board member], and one member (or 2) appointed by the Chair. The Chair shall designate the chair of the Committee. CSPIN and County staff may serve as staff to this Committee. The Committee shall be responsible for:

- Reviewing, evaluating and/or establishing, updating or revising the executive director qualifications and job description, and the legal counsel qualifications, subject to approval of the Board of Directors.
- Establishing the recruitment process for these positions, subject to approval of the Board of Directors.
- Screening and ranking applications for the executive director position and proposals or applications for legal counsel for submittal to the Board of Directors for final approval and hiring.

ARTICLE VII - MEETINGS

SECTION 1 – Notice, Minutes, etc.

A. Regular meetings of CareerSource Pinellas Board and Committees of the Board shall be held at a place to be determined by the members, at such times and as often as they may deem necessary.

B. The President & CEO/Chief Executive Official/Executive Director or his/her designee shall send written notice of each Board and Committee meeting to the members at such times and as often as they may deem necessary.

C. The public shall be informed of Board and Committee meetings through notice(s), which shall state the purpose of the meeting, the time and the place. Special meeting notices shall state the purpose of the meeting and whether it has been called by the Chair or by petition.

D. All Board and Committee meetings shall be subject to the Sunshine and Open Meeting Laws of the State of Florida.

E. The CareerSource Board may allow one or more members to participate in Board and Committee meetings by telephone or other types of communications technology, in accordance with state law, and provided that access be given to the public at such meetings through the use of such devices as a speaker telephone that would allow the absent member or members to participate in discussions to be heard by other board members and the public to hear discussions taking place during the meeting.
F. Special meetings of members may be called at any time by the CareerSource Pinellas Chair or by a petition signed by not less than twenty-five percent (25%) of the membership of the CareerSource Pinellas Board, setting forth the reason for calling such a meeting.

G. CareerSource Pinellas committees shall meet at the call of the Committee Chair, the Committee Vice Chair or the CareerSource Pinellas Board Chair.

H. Minutes shall be kept of all Board and Committee meetings. Minutes shall be reviewed and approved at the next CareerSource Pinellas Board or Committee meeting as appropriate. The official minutes of meetings of the Board and Committees of the Board are public record and shall be open to inspection by the public. They shall be kept on file by the Board Secretary at the administrative office of CareerSource Pinellas as the record of the official actions of the Board of Directors.

SECTION 2 – Limitation on Participation

Participation in Board meetings and Executive Committee meetings shall be limited to members of the Board, Committees and staff with the following exceptions:

A. Regularly scheduled agenda items that call for reports or participation by non-members.

B. A time shall be set on the agenda for the receipt of public comment.

SECTION 3 – Parliamentary Procedures

When parliamentary procedures are not covered by these by-laws, Robert's Rules of Order, Revised, shall prevail.

ARTICLE VIII – QUORUM AND VOTING

SECTION 1 – Quorum

A. A quorum of the Board shall consist of one-third forty percent (33.40%) plus one of the Board membership.

B. A quorum of the Executive Committee, the Finance Committee, and the Ad Hoc Executive Director and Legal Counsel Selection Committee shall consist of one-third fifty percent (33.50%) plus one of the Executive Committee members.

C. Except for the Executiveabove Committees, the number of Committee Members present for a committee meeting shall constitute a quorum for the purpose of conducting the business of the Committee.

D. Board members participating by telephone or other types of communications technology will be included as part of the quorum as a quorum does not have to be physically present to conduct business.
SECTION 2 – Voting and Related Party Contracts

A. Any action that may be taken by the CareerSource Pinellas Board of Directors or a committee of the Board shall be considered the act of the Board or Committee only if the action is taken by an affirmative vote of the majority of the members in attendance at a meeting where a quorum has been established.

B. Each member of the CareerSource Pinellas Board of Directors shall have one (1) vote when present at a meeting of the Board, whether in person or by phone or other type of communication technology. No proxy may vote at a Board of Directors meeting.

C. Voting privileges of non-board members selected to serve on a committee are limited to that committee.

D. A member of the Board who is present, either in person or by other communication means, at a meeting of the Board or a committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is declared and entered in the minutes of the meeting.

E. When an issue presents a possible conflict of interest to a member, said member shall disclose the conflict of interest and shall abstain from voting on said issue. A conflict of interest is any matter which has a direct bearing on services to be provided by that member or any organization which such member directly represents, or any matter which would financially benefit such member or any organization such member represents.

F. Contracts awarded to members of the CareerSource Pinellas Board of Directors shall require a 2/3 affirmative vote of the quorum in attendance at the Board meeting.

G. A Board member acting as presiding Officer at a meeting of the Board or a Committee of the Board held pursuant to these By-Laws shall be entitled to vote on the same basis as if not acting as the presiding Officer.

H. Any item considered, voted on and approved by a committee of the CareerSource Pinellas Board of Directors, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth to the Executive Committee for consideration at its next meeting.

SECTION 3 – Consent Agenda

As soon as practicable following a meeting of the Executive Committee, minutes of the meeting shall be transmitted to Members of the Board of Directors. Any Board Member shall have seven (7) business days (Monday through Friday except for CareerSource Pinellas holidays) from receipt of the minutes within which to request that an action of the Executive Committee be brought before the full Board. If no such request is made, the action of the Executive Committee shall stand.
ARTICLE IX - AMENDMENTS

These By-laws may be amended or replaced by vote of the CareerSource Pinellas Board, subject to approval by the Pinellas County Board of County Commissioners. Action by the CareerSource Pinellas board shall be by an affirmative vote of two-thirds of the membership of the CareerSource Pinellas Board, after notice, which shall specify or summarize the changes proposed to be made. Such notice shall be made no less than seventy-five (75) business days prior to the meeting at which such amendment or repeal is acted upon.

ARTICLE X - GENERAL PROVISIONS

Nothing in these By-laws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

ARTICLE XI - INDEMNIFICATION

SECTION I – Indemnification of Board Members

CareerSource Pinellas, Inc. may indemnify any CareerSource Pinellas Board member, Director, staff person, Officer, or former CareerSource Pinellas Board member, Director, staff person, or Officer for expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a CareerSource Pinellas Board member, staff person, or Officer, except in relation to matters in which he or she was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her CareerSource Pinellas duties, or to be acting outside the course and scope of such member's duties as a CareerSource Pinellas Board member in accordance with and as limited by Chapters 607 and 617 Florida Statutes.

SECTION 2 – Rights to Indemnification

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

SECTION 3 – Indemnification Insurance

CareerSource Pinellas and the Pinellas County Board of County Commissioners shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.
ARTICLE XII - ENACTMENT PROVISION

These By-laws shall become effective after approval by a two-thirds vote of the membership after due notice to the membership. Reasonable notice shall be given prior to the meeting at which these By-laws are enacted.

These amended By-Laws were adopted as of this ________________.
Item 5 – County Recommendations
County should immediately initiate an Operational Audit of CSPIN to evaluate management’s performance in establishing and maintain internal controls to be conducted by the Clerk’s Office, Division of Inspector General.

**CSPIN**
1. Continue with 501(c)(3) not for profit corporation
2. Continue as local fiscal agent & administrative entity during ongoing investigation *
3. Continue with policy making function
4. Continue with program oversight
5. Set interim executive director’s delegated authority to $10,000
6. On a temporary basis, require quarterly filings to the BCC of financial reports, federal or state monitoring reports, claims for disallowed costs, independent accountants’ reports.

*After investigations are concluded, evaluate fiscal agent & administrative entity for continuing or separate these functions.

**BYLAWS**

**General items:**
1. Change quorum to at least 40% plus 1 = full Bd of Directors & 50% plus 1 = Executive Comm
2. Increase Board meetings to at least every 2 months
3. List major decisions as Board action items, such as:
   - Hiring, disciplining and discharging CEO/Exec Director & Legal Counsel
   - Budget approval/modification
   - 4-year WIOA workforce services plan approval/modification
   - Acquisition/conveyance/pledging real estate or personal property, other than in ordinary course of business
   - Staff pay & compensation plans
   - Policy Manual adoption/amendment
   - Financial reports, including annual financial audit and other independent accountants’ reports review/approval
   - DEO, federal and state, monitoring reports review/approval
4. Define the Delegated Authority actions granted to CEO/Exec Director, such as purchases, contracts, and other obligations, and limit that authority to a level necessary to conduct day-to-day operations
5. Require all Delegated Authority to be reported to the full Board of Directors at bimonthly meetings.
6. Eliminate any reference to “president” because CEO/Exec Dir is not a corporate officer
7. Eliminate Treasurer be appointed from private sector membership
8. Authorize the Chief Financial Officer (CFO) to be a direct report to the full Board of Directors.

**Appointments:**
1. Update appointment process to align with County’s Boards & Committees application process
2. Add another elected official (e.g. School Board member)
3. Permit Board of Directors to comment on applicants
4. Incorporate WIOA nomination requirements into County’s Boards & Committees application process
5. Require immediate notification of vacancies to County
6. Require CSPIN’s website to contain vacancies and link to County’s Boards & Committees webpage for press release & application
7. Provide BCC has authority to remove directors when it determines best interest of workforce programs
8. Cap the number of members to 25, or WIOA minimum, through attrition
Committees:

Executive:

✓ 1. Reduce meetings to as-needed basis, and limit authority to act for the Board to when time is of the essence, or in emergencies, as business and affairs of CSPIN should be conducted primarily by the full Board of Directors.

✓ 2. Revise the Consent Agenda process from 5 day requirement to request a proposed action be brought before the full Board at the next Board meeting.

3. Change the authority to recommend revocation of membership to the full Board of Directors

Audit:

1. Add function to arrange and procure Operational and Performance Audits, performed by Division of Inspector General, Clerk of Circuit Court.

2. Authorize to report all Audit findings and make recommendations on actions to the full Board of Directors.

3. Retain an independent accounting firm (other than the outside auditing firm) to recommend appropriate internal controls, after stabilization.

Finance:

1. Change the function that all budget modifications must be approved by the Board of Directors.

2. Specify the Financial Statements and Reports on financial status be reviewed and findings to be reported to the full Board of Directors.

3. Financial statements, monitoring, federal and state, reports, audits, independent accountants’ reports, etc. shall be filed with the County on a periodic basis

4. A “voucher/pd bills report” to be presented to the Board of Directors on a periodic basis, at least annually

Search:

✓ 1. Create Ad Hoc Search Comm for CEO/Executive Director & Legal Counsel (include County Commissioner Vice Chair and PCED Board member)

INTERLOCAL AGREEMENT

1. Documents requiring BCC approval/agreement to be submitted for adequate time to review & resolve any questions/issues (at least 60 days).

2. Operational Audit by Clerk’s Inspector General’s Office to evaluate management performance of internal controls at least annually.

3. Require CSPIN employees to comply with the Florida Ethics Code and statutes relating to extra compensation/bonuses.

POLICY MANUAL

1. Revise/update with delegated authority limits, financial, procurement, employment, etc. with changes to organization
Information Item

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

ARTICLE I
NAME

The corporation shall be known as the Central Florida Regional Workforce Development Board, Inc. d/b/a CareerSource Central Florida (hereinafter the “Corporation”).

ARTICLE II
DEFINITIONS

A. Articles: means the Articles of Incorporation of the Corporation including any amendments or restatements.
B. Board of Directors or Board: means the Board of Directors of the Corporation.
C. Region: means the five Florida counties served by the Corporation: Lake, Orange, Osceola, Seminole and Sumter.
D. Director: means an individual member of the Board of Directors.

ARTICLE III
PURPOSE

The Corporation is dedicated to putting Central Florida residents to work, and finding and developing talent to help Central Florida businesses stay competitive.
ARTICLE IV
POWERS OF THE CORPORATION

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

2. Workforce Powers. The Corporation will have and exercise all rights and powers granted to regional workforce boards under the laws of the state of Florida and workforce investment boards under Public Law No. 105–220, Title I, Section 117(b), United States Code, and all other applicable federal and state workforce laws, regulations and directives.

ARTICLE V
RESPONSIBILITIES AND AUTHORITIES OF THE BOARD OF DIRECTORS

1. General. All corporate powers will be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation will be managed under the Board’s direction.

2. Functions. The Directors’ general functions will be to:
   a. establish policies and guidelines for the operation of the Corporation;
   b. exercise and fulfill the specific powers and responsibilities of the Board, as specified in the Articles and these Bylaws and as required under applicable law; and
   c. discharge their duties in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and each Director will act in a manner he or she reasonably believes to be in the best interests of the Corporation.

3. Powers and Responsibilities of Directors. Without limiting the generality of the functions in section 2 of this Article, the Directors’ specific powers and responsibilities will be to:
   a. adopt, amend, repeal or alter the Articles and these Bylaws;
   b. elect and remove officers of the Corporation;
   c. ensure accountable management of real and personal property and the general business of the Corporation, including authorization and approval of material contracts and agreements on behalf of the
Corporation, all in accordance with applicable law, the Articles and these Bylaws;

d. establish policies, including monetary or other limits, within which the administration and staff of the Corporation may function independently, including any sale, lease, purchase or other transfer or disposition of any real or personal property of the Corporation, and how exceptions or over-limit transactions are handled;

e. approve general rules and regulations for the administration of the Corporation and its personnel, and approve any substantial change in employee benefits of the Corporation;

f. designate the person or persons authorized to make and sign bills, notes, checks, contracts, or other documents that are binding on the Corporation;

g. establish and develop additional committees necessary or appropriate to fulfill the responsibilities of the Corporation's mission and purposes;

h. approve the establishment, scope of activity, and bylaws of any auxiliary organizations, advisory boards, development councils and other such related organizations;

i. delegate authority to the President/CEO of the Corporation;

j. develop and approve business plans;

k. approve any affiliation by the Corporation with one or more entities in any partnership, joint venture or joint enterprise;

l. authorize any change in the character or business purpose of the operations of the Corporation; and

o. approve any merger or consolidation of the Corporation with any other organization or entity.

ARTICLE VI

MEMBERSHIP OF THE BOARD OF DIRECTORS

1. Appointment. Members of the Board of Directors will be appointed by the Region’s chief elected officials in accordance with applicable local intergovernmental agreements and in compliance with criteria established by the state of Florida and the federal government, and will be composed of at least the following:

a. representatives of the private sector, who must constitute a minimum of fifty-one percent (51%) of the Board, and who will be representatives of private, for-profit businesses and be chief executives, chief operating officers or other executives who have substantial management or policy responsibility; and
b. such other representatives as may be required or permitted by applicable federal or state law, regulations or directives.

2. **Term.** Unless otherwise indicated under the terms of a Director’s appointment, the term of each Director’s appointment will be three (3) years, beginning the first day of July of the year of appointment, and continuing through the last day of June in year three (3) hence, except that a Director may serve until December of the last year of the term, or until action regarding that Director’s seat is taken, whichever occurs first. Subject to applicable law, one third (1/3) of all terms will expire annually. Directors will be eligible for re-appointment without re-nomination for an additional term having a maximum of three (3) years by the Consortium of Elected Officials.

3. **Qualifications.** Directors must be citizens or permanent residents of the United States of America, duly appointed pursuant to Section 1 of this Article, and will, at all times, comply with the requirements established by the state of Florida, the federal government and any applicable intergovernmental agreement.

4. **Vacancies.** Vacancies during the term of a Director’s appointment will be filled in an appropriate timeframe upon receipt of sufficient nominations for the vacancy. The person appointed to fill the vacancy will serve the remaining term of the prior Director and may be re-appointed as provided in Section 2 of this Article.

**ARTICLE VII**

**OFFICERS AND THEIR DUTIES**

1. **Election of Officers.** All officers will serve 1 year terms. The Chairperson may serve for 2 consecutive terms. At the conclusion of the Chairperson’s term, he or she will serve as immediate Past Chair on the Executive Committee. In addition, the Board of Directors will have the power to:

   a. appoint such other officers it deems necessary or appropriate;
   b. fill any vacancy in any office occurring for any reason whatsoever, by election, by majority vote of a quorum; and
   c. employ a President/CEO who will (i) be responsible and accountable to the Board, (ii) act on the Board’s behalf in the conduct of its directives, and (iii) be responsible for employment, oversight and management of all other staff and employees of the Corporation.

2. **Removal of Directors and Officers.** Any Director or officer may be removed by a two thirds (2/3) vote of a quorum of the Board at a properly noticed meeting whenever, in the judgment of the Board, the best interests of the Corporation will be served. Failure to attend (in person or by teleconference) at least seventy-five percent
(75%) of the regularly scheduled Board meetings or regularly scheduled committee meetings, of which a Director is a member without prior notification to the President may result in the removal of a Director or officer by a two thirds (2/3) vote of a quorum of the Board at a properly noticed meeting. Prior notification may be accomplished by either emailing or calling the President in advance of the Board meeting or committee meeting.

3. **Delegation.** For any reason it deems appropriate, the Board may delegate any power or duty to any Director or officer, including to the President/CEO or his or her staff designee, but no Director or officer will execute, acknowledge or verify any document or instrument in more than one capacity.

4. **Compensation.** No compensation will be paid to the Directors for services performed by them for the Corporation as Directors. Directors may be reimbursed for expenses incurred when traveling on official business of the Corporation if approved in advance by the Chairperson of the Board. Such reimbursement must conform to the Corporation’s established travel policy.

5. **Duties of the Chairperson.** The Chairperson shall:
   a. preside at all meetings of the Board and determine the agenda for all Board meetings in consultation with the President/CEO;
   b. make all committee appointments other than the officers elected under Section 1 of this Article;
   c. be a member ex-officio of all committees with the exception of the Executive Committee, for which the Chairperson may opt to serve either as committee chair or as a regular committee member; and
   d. perform all other duties assigned to the Chairperson under these Bylaws and those usually pertaining to the office of Chairperson.

6. **Duties of the Vice Chairperson:** The Vice Chairperson shall:
   a. preside at all meetings of the Board in the absence of the Chairperson;
   b. be a member of the Executive Committee;
   c. assist the Chairperson, when requested, in the performance of the Chairperson’s duties; and
   d. perform all such other duties usually pertaining to the office of Vice Chairperson, including acting as the Chairperson during the absence or disability of the Chairperson.

7. **Duties of the Treasurer.** The Treasurer will:
   a. oversee the custody of all funds and securities of the Corporation and the collection of interest thereon;
b. oversee the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors;
c. make a report at each meeting of the Board of Directors and special reports when requested;
d. oversee the preparation and filing of reports and returns required by all governmental agencies; and
e. serve as Chairperson of the Finance Committee.

8. Duties of the Secretary. The Secretary will:
   a. ensure that minutes of each meeting are recorded;
   b. be responsible for advising the Board of Directors of omissions and corrections to the minutes;
   c. ensure that copies of the minutes are timely transmitted to all members of the Board of Directors;
   d. ensure that all meetings are noticed as required by statute, these Bylaws or regulations;
   e. ensure that attendance is recorded at meetings;
   f. ensure that committee reports are maintained;
   g. ensure that the record books of the Corporation are properly maintained; and
   h. perform such other duties as may be delegated by the Board of Directors.

9. President and Chief Executive Officer. The President and Chief Executive Officer (“President”) will be nominated by the Executive Committee and confirmed by the Board of Directors. The President will be a full-time employee of the Corporation and not a member of the Board of Directors. The President’s performance will be reviewed annually by the Executive Committee and the President’s salary and bonuses will be set by the Executive Committee. The President may only be terminated upon the recommendation of a majority of the members of the Executive Committee and a two thirds (2/3) vote of the entire Board of Directors. The President will be the chief executive officer of the Corporation and will be responsible for the general and active management of the business and affairs of the Corporation, subject to the direction of the Executive Committee and the Board of Directors.

10. Chief Operating Officer. The Chief Operating Officer (“COO”) will be hired by the President with the advice of the Executive Committee. The COO will not be a member of the Board of Directors, but will be an officer and full-time employee of the Corporation. The COO will direct, administer and coordinate the day-to-day activities of the Corporation consistent with the directions, policies, goals and objectives established
by the President and the Board of Directors and as set forth in the job description for this position.

11. **Chief Financial Officer**. The Chief Financial Officer (“CFO”) will be hired by the President with the advice of the Chairperson. The CFO will not be a member of the Board of Directors, but will be an officer and full-time employee of the Corporation. The CFO will direct the Corporation’s financial operations and accounting practices consistent with the directions, policies, goals and objectives established by the COO, President, and the Board of Directors and as set forth in the job description for this position approved by the Executive Committee.

**ARTICLE VIII**

**BOARD COMMITTEES**

1. **Committees.** The Board of Directors will create standing committees as follows: Executive, Finance, Audit, Career Services, Governance, and Community Engagement. In addition, the Chairperson of the Board of Directors will have the authority to establish such other standing or ad hoc committees deemed necessary or desirable to the conduct of the Corporation’s business. The Chairperson of the Board will make appointments to all committees and will appoint the chairperson of each committee. Any committee may include members appointed by the Chairperson of the Board who are voting members of the committee but not members of the Board of Directors. Any item voted on by a committee (other than approval of meeting minutes and meeting adjournments) will be reported to the Executive Committee at its next meeting.

2. **Executive Committee.** The Executive Committee will have a minimum of five (5) members, consisting of the officers elected under Article VII, Section 1, and the chairs of the standing committees. The Chairperson will endeavor to ensure that each of the five (5) counties in the Region is represented on the Executive Committee. The Executive Committee will have and exercise the full authority of the Board of Directors in the management of the Corporation’s business between meetings of the Board of Directors. The Chairperson of the Board may choose to serve as chairperson of the Executive Committee or may choose to appoint another member of the Executive Committee to serve in such capacity. In the event the Chairperson of the Board chooses not to serve as Chairperson of the Executive Committee, he or she will serve as a voting member of the Executive Committee. After completion of the Chairperson’s term, he or she will serve on Executive Committee for 1 year as Immediate Past Chair. Except as otherwise set forth in these Bylaws, the Executive Committee will serve as the human
resources committee with the delegated authority to take final action on all appropriate executive personnel matters.

3. **Finance Committee**. The Finance Committee will be chaired by the Treasurer and will consist of those Directors recommended by the Treasurer and appointed by the Chairperson of the Board of Directors. The Finance Committee will be responsible for assisting the Treasurer in the conduct of his or her responsibilities as set forth in Article VII, Section 7; reviewing periodic reports on the financial activities of the Corporation; controlling and supervising the financial affairs of the Corporation; overseeing the Corporation’s retirement plan; and approving budgets and budget amendments.

4. **Audit Committee**. The Audit Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Audit Committee will be responsible for:

   a. overseeing the annual audit(s) of the Corporation’s programs required under applicable laws, regulations or directives (including OMB Circular A–133), including selection of the auditor and approval of annual audit plans;

   b. providing oversight of the Corporation through review of monitoring reports and audits of the Corporation;

   c. making recommendations to the Board of Directors on the selection of an independent auditor and regarding such auditor’s compensation and terms of engagement;

   d. receiving and reviewing the annual audit reports from the independent auditor;

   e. reviewing and approving the Corporation’s responses to any adverse findings regarding the financial affairs of the Corporation, including, but not limited to, adverse monitoring reports, financial audits, management decision letters, Office of Inspector General’s investigative reports and final determination letters;

   f. reviewing, in consultation with the independent auditor and management, the Corporation’s financial statements;

   g. reviewing and evaluating the adequacy of internal accounting controls and practices and making recommendations for revisions and additions as necessary or appropriate; and

   h. reviewing and evaluating the Corporation’s ethics and conflict-of-interest policies and procedures and, whenever the Chairperson of the Board or the committee deems appropriate, investigating any alleged violations of such policies and procedures.
5. **Career Services Committee.** The Career Services Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Career Services Committee will oversee the Corporation’s operations plan as part of the Workforce Innovation and Opportunity Act (“WIOA”) and all other program activities that support job seekers and businesses in the Region.

6. **Governance Committee.** The Governance Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board. The Governance Committee will be responsible for reviewing the Corporation’s Articles and By-laws and recommending changes to the Board of Directors; identifying a process to recruit board members and officers; and evaluating the Board’s effectiveness.

7. **Community Engagement Committee.** The Community Engagement Committee will be chaired by a Director appointed by the Chairperson of the Board of Directors and will consist of members appointed by the Chairperson of the Board representing expertise in outreach marketing and media relations. The Community Engagement Committee will recommend strategies and policies to ensure the Corporation is, through appropriate outreach, aligned and engaged with other community, civic and economic-development activities.

**ARTICLE IX**

**CONDUCT OF BUSINESS**

1. **Annual Meeting.** The Annual Meeting of the Board of Directors of this Corporation will be held during the month of June.

2. **Regular Meetings.** At a minimum, regular meetings of the Board of Directors will be held quarterly, in the months of September, December, April and June.

3. **Special Meetings.** Special meetings of the Board of Directors may be held at the call of the Chairperson or by written request of ten (10) or more members of the Board of Directors.

4. **Notice.** Reasonable notice in writing of each meeting, whether annual, regular, special or emergency, will be provided to each member of the Board of Directors at his or her contact place on file with the Secretary. Such notice may be by e-mail or other reliable means of electronic transmission. The Corporation’s meetings will be publicly announced in accordance with Section 286.011, Florida Statutes.

5. **Order of Business.** Business will be conducted to the extent feasible in accordance with Roberts’ Rules of Order, as amended.
6. **Quorum.** A quorum for all Board meetings will require that at least fifty percent (50%) of the Board members be present or appearing by telephone. If there is less than a quorum at any meetings, a majority of those present may adjourn the meeting. A quorum for all committee meetings will be the same as the quorum for Board meetings and require that at least fifty percent (50%) of the Board members who are committee members be present or appear by telephone.

7. **Voting.** Directors may not be represented at any meeting by an alternate, nor may proxies be given. Each Director will have one (1) vote upon every issue properly submitted for vote at any meeting of the Board of Directors, except that no Director may cast a vote on any matter on which he or she has or appears to have a conflict of interest, as defined by federal or state law or under the Corporation’s policies then in effect. Any Director who has such a conflict of interest must declare the same and refrain from discussion at the meeting and voting on the issue.

8. **Majority Rule.** All matters before the Board will be determined by a majority vote of Directors present at the meeting with a quorum present, with the exception of the following, which must be approved by a vote of two-thirds (2/3) of the Board’s total membership:
   a. amendments to these Bylaws (as provided under Section 13 below); and
   b. any contract or agreement between the Corporation and a Director, a relative (as defined in s. 112.3143[1][b], Florida Statues) of a Director, or any contract or agreement that would be a conflict for any such Director as defined by federal or state law or under the Corporation’s policies then in effect.
   c. removal of the President (as provided in Article VII, Section 9 above).

9. **Meetings by Telephone or Teleconference.** Members of the Board of Directors or any committee may participate in a meeting by means of telephone conference or similar communication method by which all persons participating in the meeting can hear each other at the same time. Any such participation will constitute presence in person at the meeting.

10. **Business Affairs; External Audit.** Subject to applicable law, the Board of Directors may solicit, borrow, accept, receive, invest and expend funds from any public or private source. The award of procurement contracts with vendors and the award of sub-recipient contracts will be in accordance with applicable federal and state law and regulations. The Corporation’s accounts and records will be audited annually by a firm of certified public accountants at the expense of the Corporation; and a copy will be available on request for each Director to review.
11. **Investments.** Any investments of funds of the Corporation must first be approved by the Finance Committee and recommended to the Board of Directors for its approval.

12. **Fiscal Year.** The fiscal year of the Corporation will be July 1 to June 30.

13. **Amendments to Bylaws.** Amendments to these Bylaws of the Corporation may be proposed by any member of the Board of Directors. The Board of Directors, by a two thirds (2/3) vote of the total membership, may amend, revise, add to, repeal or rescind these Bylaws or adopt the new bylaws at any meeting of the Board of Directors, provided that written notice of any amendment, revision, addition, repeal or rescission of these Bylaws or adoption of new bylaws must be published and given to the Directors at least thirty (30) days preceding the date of the meeting of the Board of Directors at which such action is to be considered.

14. **Conflicts with Laws.** The Corporation will abide by all applicable federal and state laws and regulations, which will supersede any provision of these Bylaws in conflict with any such law or regulation.

15. **Books and Records.** The Corporation will keep correct and complete books and records of account and financial statements and will also keep minutes of the proceedings of the Board of Directors and all committees. Such books and records will be available to all Directors on request and to members of the general public in accordance with applicable law.

16. **Indemnity.** Subject to applicable law, any current or former member of the Board of Directors or officer who is made a party to or called as a witness with respect to any threatened or pending legal proceeding will be indemnified by the Corporation against all costs and expenses (including attorneys’ fees, judgments, fines and amounts paid in settlement) reasonably incurred by him or her in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, will not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, did not have reasonable cause to believe that his or her conduct was unlawful. The Board of Directors will determine, by a majority vote of a quorum consisting of Directors who are not parties or witnesses to the proceeding, whether indemnification is appropriate as provided in this section. If this section or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation will nevertheless indemnify each
director and officer of the Corporation to the fullest extent permitted by portions of this section not invalidated, and to the fullest extent permitted by law.

17. **D&O Insurance.** The Corporation will purchase and maintain in full force and effect a policy or policies of directors and officers liability insurance covering its Directors and officers with minimum coverage of $1 million, unless the Executive Committee, in consultation with the Treasurer, finds that such insurance is no longer available on commercially reasonable terms or that the premiums for such will be unreasonably high. In such case, the Directors shall immediately be notified by the Executive Committee that such directors and officers liability insurance no longer exists. In addition, the Corporation may purchase and maintain insurance on any person who is or was a Director, officer, employee, or agent of the corporation against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of Section 16 of this Article IX.