

**CareerSource Tampa Bay
Ad Hoc By-Laws Committee Meeting Minutes**

Date: January 16, 2020

Location: 9215 N. Florida Avenue Ste. 101, Tampa, Florida

Call to Order

Michael Bach called the meeting to order at 9:32 am. There was a quorum present with the following Ad Hoc By-Laws Committee members participating.

Members in attendance

Tom Aderhold, Michael Bach, Dr. Ginger Clark, Don Noble, and Roy Sweatman.

Members not in attendance

N/A.

Staff Present

John Flanagan and Tammy Stahlgren.

Board Liaison

Kenneth Jones.

Legal Counsel

Jennie Tarr

Others Present

Katherine Benson - Hillsborough County Attorney

Public Comments

There were none

Welcome and Introductions:

Mr. Bach welcomed and thanked the committee for their time.

Action Item: Approval of Minutes

▶ **December 13, 2019 Ad Hoc By-Laws Committee Meeting Minutes**

- A motion to approve the December 13, 2019 Ad Hoc By-Laws Committee Meeting Minutes.
 - Motioned: Don Noble
 - Seconded: Roy Sweatman
- There was no discussion. The motion carried.

Mr. Bach reviewed the following:

The CSTB By-Laws are being revised with the goals of:

1. Connecting with and being consistent with WIOA, Florida WIA, DEO and Hillsborough County workforce development language, policies and procedures.
2. Be proactive, efficient and manageable.
3. Incorporate findings and recommendations from the recent DOL report.

Action Item/Discussion.

▶ Action Item #1 CSTB Draft By-Laws

The committee members received and reviewed each Article in the draft By-Laws which have gone through County Administration.

The following Articles/Sections of the draft By-Laws drew discussion leading to further Committee recommended changes.

Article III

Purpose and use of funds

Section 3.1 Purpose

F. It was suggested to edit to align with WIOA language

Article IV

Board of Directors

Section 4.3 Authority and Responsibilities

K. Equal Opportunity Representative needs to be clarified.

Section 4.4 Power to Employ a Director and Staff

There was an in-depth discussion around who could fire the Director. Proposed By-Law states, "The CEO (Chief Elected Official) has the authority to direct the Board to remove the Director or the designated person responsible for the operational and administrative function of CSTB..." CSTB Counsel, Jennie Tarr stated that this conflicts with the current Director's employment contract and the Interlocal agreement. She is suggesting that the employment contract and the Interlocal Agreement be modified to be consistent with the new language suggested in the Draft By-Laws.

Section 4.9 Compensation

Clarify Reasonable Expenses

Article V

Board Membership

5.1 – Terms of Members

C. Clarify "Shall not expire" Subject to terms of membership

5.2 – Attendance

Add "reasonable time in advance"

5.4 – Revocation of Membership

B. Alleged unethical or illegal practices or actions, in which instance if the matter is resolved in favor of the members they would be eligible for reappointment to the Board.

What is the procedure/ Standard of Conduct?

Article VII

Board Committees

Section 7.8 Committees Membership, Duties and Responsibilities.

E. Reviewing and overseeing the Director Succession plan to ensure continuity of leadership and uninterrupted delivery of services during the time needed to select a new Director. **Language not consistent.**

Section 9.3 Conflict of Interest

Discussion ensued about the board member being asked to leave during a conflict interest. This was a USDOL recommendations. It was suggested to add "Leave the room during discussion when asked by the Chair.

Section 9.4 Related Party Contracts

"Relative"-Needs to be clarified.

Article XII

Indemnification

Add "Defend and hold harmless language"

At this time there will not be a motion to approve the draft By-Laws.

Next Steps

Ken Jones and Jennie Tarr will meet to discuss the Ad Hoc Committee's recommended changes.

These amendments will be reviewed at a future meeting.

Depending upon the timing and feedback the sub-committee receives, we anticipate being in a position to provide a final recommendation to the full Board directors for approval. This may require holding a Special Board of Directors meeting for approval.

Adjournment

The meeting was adjourned at approximately 10:34 a.m.

Minutes prepared by: Tammy Stahlgren, Administrative Services Coordinator.