

MINUTES OF THE MEETING  
OF  
CAREERSOURCE FLAGLER VOLUSIA  
BYLAWS REVIEW COMMITTEE

September 7, 2021

A Meeting of the Bylaws Review Committee of CareerSource Flagler Volusia was called to order at 9:00 a.m., on the 7<sup>th</sup> day of September 2021 at the Administrative office of the organization, located at 329 Bill France Blvd., City of Daytona Beach, in the State of Florida, pursuant to written notice fixing said time and place; the same being filed and attached to these minutes.

Mr. John Wanamaker Chaired the meeting and Ms. Jennifer Gosling served as Recording Secretary.

The following Committee members were present:

Ms. Courtney Edgcomb, President – United Way Volusia-Flagler Counties  
Mr. Arthur Loeffler, CFO – Dynamic Engineering Innovations  
Dr. Aubrey Long, Owner – Long Global Enterprises  
Mr. John Wanamaker, CCIM – Coldwell Banker Commercial AI Group

The following guests were present:

Ms. Robin King, President & CEO – CareerSource Flagler Volusia  
Ms. Ann Lesizza, Chief Administrative Officer – CareerSource Flagler Volusia  
Ms. Christine Sikora, Vice President-Innovative Workforce Solutions - CareerSource Flagler Volusia  
Ms. Jennifer Gosling, Executive Assistant – CareerSource Flagler Volusia

Mr. Wanamaker welcomed the Committee and advised that the first matter of business was a review of the Bylaws. A redlined draft of the Bylaws with staff's proposed changes was compiled by Mr. Wanamaker and sent out to the Committee prior to the meeting. The Committee was asked for their feedback. Ms. Courtney Edgcomb suggested adding page numbers and roman numerals instead of bullet points to make sections more easily referenced. The Committee discussed an appropriate term to use in place of Local Workforce Development Board (LWDB).

A question was raised on where the Board terms originated. Ms. King replied that the REACH Act implemented Board terms that were initially written as six years and later negotiated to eight years. Ms. Edgcomb asked whether there was a plan in place to ensure that the majority of Board members do not finish their terms at the same time and whether the Bylaws should stipulate how long they must remain off the Board before returning. Ms. King advised that the REACH Act defines a Board member's maximum term as eight consecutive years which could allow for one year off between

terms. She advised that staff emailed a spreadsheet to the Committee which detailed each Board member's meeting participation. Ms. King stated that the Committee will decide how to stagger Board member terms and what criteria to use to determine which members' terms will end first. She noted that the Executive and Finance Committees require the participation of one non-Board member and that could provide continuity for some of the Board members who finish their terms. Ms. Ann Lesizza recommended keeping a similar version of the last sentence in the section regarding Board tenure which stated that terms can be renewed without renomination. She advised that since terms will be reduced to two years instead of three, keeping a similar clause would eliminate the long renomination process for Board members. Ms. King suggested rewriting the phrase to say, "Directors will be eligible for reappointed without renomination for additional terms." The Committee concurred. A discussion followed on whether to include the nomination process in the Bylaws or create a separate policy.

Ms. King advised that the Division of Blind Services has asked to have one of their staff on each of the local workforce development boards. She stated that they were neither a required seat nor considered part of the private sector. Ms. King asked Ms. Lesizza if a nomination letter is required for noncompulsory Board members. Ms. Lesizza replied that she would research to see if noncompulsory members must follow the same nomination process. Ms. King recommended changing the sentence which had specified nominations were received for private sector Board members to, "Nominations shall be submitted to the Local Elected Officials."

Mr. Arthur Loeffler questioned why the conflict of interest was positioned within the meeting section of the Bylaws instead of the organizational section. Ms. King replied that it was put in the meeting section because that is when conflicts are declared. She asked if it would be better to include the conflict of interest in a separate policy and referenced in the Bylaws. The Committee agreed that the conflict of interest details should be kept in a policy.

A discussion ensued on the terms for Board Officers. Ms. Lesizza explained that currently, Board Officers serve two one-year terms. She noted that the section in the Bylaws covering Board Officer terms would need to be updated if it were increased to two two-year terms as specified in the REACH Act. The Committee concurred.

Next, the members discussed the Chair's term of office. Ms. Lesizza explained that currently, the Chair serves two one-year terms. REACH states that the Chair can serve two-year terms and no more than two terms. The Committee agreed the Bylaws should be changed to comply for REACH. Ms. Lesizza asked if the Secretary position should abide by the same term limits as other officers. The Committee agreed that all Board Officers should follow the same term limits.

Ms. King asked whether a Treasurer position should be added. The Committee agreed that there should be an Officer who reviews the budget more frequently. Ms. King

explained that historically, the Vice Chair of the Board is also the Chair for the Finance Committee. A discussion followed on the possibility of having the Treasurer chair the Finance Committee. Ms. King stated that the changes made to the Secretary and Treasurer positions could potentially create a pipeline to train future Board Chairs. A question was raised on whether there was enough financial reporting for the Treasurer to review. Ms. King responded that she expects the new Chief Financial Officer will be reporting more frequently. She noted that in the past, financial reports were given only as an informational item in Board agenda packets and that she would like to see more discussion from the Board in the future.

Ms. Lesizza advised that the Board requires one third of its members present at a meeting for a quorum while the Executive Committee requires more than half of its members present. She asked if the Executive Committee quorum should be changed to a percentage rate. The Committee chose to keep the quorum as it is presently.

Mr. Wanamaker advised that Ms. Lesizza would make the changes and send out a copy to the Committee. He asked Ms. King if the Committee would reconvene. Ms. King replied that the Committee would meet around the end of September to review the final version of the Bylaws and discuss Board terms at length.

There being no further business to come before the meeting, it was adjourned.

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Recording Secretary