



**Hillsborough
County Florida**



**CareerSource
TAMPA BAY**



**CareerSource
PINELLAS**

Hillsborough/Pinellas Workforce Development Consortium Advisory Committee

Hybrid – CSTB Office
Meridian One
4350 W Cypress Street, Suite 875
Tampa, FL 33607

February 5, 2024, 3:00PM - 4:30PM

ZOOM INFORMATION

***Join via Zoom - Meeting ID: 895 8541 0324**

AGENDA

Passcode: 752519

Phone -1-305-224-1968

ZOOM LINK

I. Call to Order, Welcome, Roll Call and Remarks

II. Public Comments

III. Action/Discussion Items

A. Approval of Minutes - January 22, 2024, Hillsborough / Pinellas Workforce

Development Advisory Committee Meeting Minutes.....2

B. Recommend Bylaws for New Regional LWDB.....6

C. Evaluation and Selection of Executive Search Firm.....25

IV. Information / Discussion Items

A. Interview Schedules for CEO Selection Committee

V. Future Action / Discussion Items (Feb 19)

A. LWDB Structure / Appointment Process

B. CEO Selection Process

VI. Adjournment

A. Next Meeting: February 19, 2024



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Hillsborough / Pinellas Workforce Development Advisory Committee Meeting Minutes

Date/Time: January 22, 2024 at 3:00 PM EST

Location (Hybrid): CareerSource Tampa Bay Conference Room / ZOOM

Committee Members Attendance

Present:

- CareerSource Pinellas Board of Directors: Scott Thomas, Chair; Barclay Harless, Treasurer
- CareerSource Tampa Bay Board of Directors: Sean Butler, Chair; Gary Hartfield, Treasurer

Others in attendance

Present:

- Hillsborough County Government: Ron Barton, Katherine Benson (remote), Ken Jones, and Jonathan Wolf
- Pinellas County Government: Corey McCaster (remote), Cody Ward (remote)
- CareerSource Tampa Bay: Dr. Byron Clayton (remote), Sheila Doyle, Ben Hom (remote), Barry Martin (remote), Anna Munro, Tammy Stahlgren, Doug Tobin (remote), April Torregiante (remote), and Michelle Zieziula
- CareerSource Pinellas: Jay Burkey, Jason Druding (remote), Leah Geis, and Lysandra Montijo (remote)

I. Call to Order, Welcome, Roll Call and Remarks

Scott Thomas, Chair, called the meeting to order at 3:00 p.m. There was a quorum present.

II. Public Comments

There were none.

III. Action/Discussion Items

- A. Approval of Minutes - December 12, 2023, Hillsborough / Pinellas Workforce Development Advisory Committee Meeting Minutes

Motion:

To approve the minutes of the December 12, 2023, Hillsborough / Pinellas Workforce Development Advisory Committee Meeting.

Motion moved by Gary Hartfield and motion seconded by Barclay Harless. The motion carried.

B. Evaluation and Selection of Executive Search Firm (Presenter: Anna Munro)

In advance of the meeting, each Advisory Committee member was provided access to the seven (7) proposals submitted and were requested to complete a Conflict of Interest and Disclosure Form and scoring matrix. Staff provided Committee members a scoring matrix for their aggregated scores to use as a tool to facilitate discussion and evaluation of the proposals. This aggregated matrix, not intended to be the absolute basis for selection, included categories of weighted scoring, experience and qualifications, approach and strategy, and fees. Staff mentioned the matrix was provided as an aid only and it's the discretion of the members to determine the weighted scoring based on the criteria of most importance to the committee members.

Evaluation of Respondents' Proposals

During discussion, the members evaluated the respondents' proposals, highlighting the need to account for taxpayers' dollars and the potential ancillary costs associated with the proposals. They also deliberated on the timeline for the decision-making process and later three (3) members expressed a preference for Newland Associates as the top choice, with one or two backups, based on their track record and experience.

Evaluation of Search Firms

The committee discussed client lists and qualifications of Newland Associates and Charity Search Group, highlighting the differences in their experience and approach. Newland Associates and StevenDouglas were clear leaders in experience and qualifications, and approach and strategy. Charity Search Group scored best in fees but scored fifth (5th) out of seven (7) in experience and qualifications.

Budget Discussion

Staff, Sheila Doyle, provided details about the budget allocation received from the state to support consolidation and mentioned that these state funds would cover the fees for the selected firm and explained the ability to negotiate fees with the selected firm. Selecting a primary candidate and a backup was discussed.

Discussion on Vendor Selection Criteria and Scoring and Candidate Selection

Committee member Hartfield recommended selection of Charity Search Group based on their high scoring due to their low fees. Concerns were raised about the skewed impact of fees on the overall evaluation criteria, advocating for a more holistic assessment of the total proposal. The discussion moved to the scoring differences, fee structures, and the need to consider "experience and qualifications" and the "approach and strategy" of the vendors rather than solely focusing on numerical scores.

Discussion on Interviewing Top Firms

Committee members identified three firms (Newland Associates, Charity Search Group and StevenDouglas) for further evaluation. There was solid support for a fair decision-making process. While some members expressed concerns about the existing scoring system and the time crunch, others focused on the need for a flexible timeline and a thorough selection process.

Committee member Harless suggested that CSTB and CSPIN HR Directors jointly interview the three (3) top firms and report back with their thoughts and suggestions at the February 5, 2024, Advisory Committee meeting.

Motion:

To task the CSTB and CSPIN HR teams with direct interviews and reviews of the three (3) applicants and come back with context and possible suggestions along with information from the identified firms.

Motion moved by Barclay Harless and motion seconded by Sean Butler. Motion carried.

C. Approve CEO Selection Committee Composition

The committee recommended members and alternates for the CEO Selection committee, with equal representation from Pinellas County and Hillsborough County.

Motion:

To approve the CEO Selection Committee Seating/Composition as outlined below:

1. Advisory Committee Chair - Scott Thomas (Pinellas)
2. Advisory Committee Member - Barclay Harless (Pinellas)
3. Advisory Committee Member - Sean Butler (Hillsborough)
4. Advisory Committee Member - Gary Hartfield (Hillsborough)
5. Consortium Member - Commissioner Renee Flowers (Pinellas)
6. Consortium Member - Commissioner Gwen Myers (Hillsborough)
7. County Administrator/Designee - Kevin Knutson (Pinellas)
8. County Administrator/Designee - Ron Barton (Hillsborough)
9. Recommended Member - Michael Jalazo (Pinellas)
10. Recommended Member - Dr. Rebecca Sarlo (Pinellas)
11. Recommended Member - David Fetkenher (Pinellas)
12. Recommended Member - Ben Hom (Hillsborough)
13. Recommended Member - Kimberly Guy (Hillsborough)

14. Recommended Member - Representative from MacDill AFB
(Hillsborough)

Recommended Alternates

1. Alternate - Belinthia Berry (Pinellas)
2. Alternate - Mark Hunt (Pinellas)
3. Alternate - Elizabeth Siplin (Pinellas)
4. Alternate - Bob Morrison (Hillsborough)
5. Alternate - Craig Richard (Hillsborough)
6. Alternate - Mike Griffin (Hillsborough)

Motion moved by Gary Hartfield and motion seconded by Barclay Harless.
Motion carried.

IV. Future Action / Discussion Items

- A. Review Bylaws for New Regional LWDB
- B. LWDB Structure/Appointment Process
- C. Interview Schedules for CEO Selection Committee

V. Adjournment

A motion to adjourn the meeting by Barclay Harless and seconded by Gary Hartfield.
The meeting was adjourned at 4:32 p.m.

Meeting minutes prepared by Tammy Stahlgren, CareerSource Tampa Bay, Executive
Administrative Assistant.

Action Item III(B)

Recommend Bylaws for New Regional LWDB

Background:

As approved by the Consortium at their December 5, 2023 meeting, the Advisory Committee was created and tasked with being a resource to the Consortium by providing guidance and recommendations along several key areas. One area specifically being the development of the Bylaws for the new regional Local Workforce Development Board.

The initial draft of the new Bylaws was prepared in partnership and coordination with the bi-county working group (Hillsborough County staff, Pinellas County staff, CareerSource Pinellas staff, and CareerSource Tampa Bay staff), and was created by comparing, merging, and updating the existing Bylaws of CareerSource Tampa Bay and CareerSource Pinellas.

Each Advisory Committee member was sent a draft of the new Bylaws for final review and feedback.

Recommendation:

Recommend the Bylaws for the new Regional LWDB for final approval by the Consortium.

AMENDED AND RESTATED BY-LAWS
Of
Tampa Bay Workforce Alliance, Inc. d/b/a
CareerSource Hillsborough/Pinellas
A Florida Not-for-Profit Corporation

The provisions of this document constitute the By-Laws which shall be utilized to govern the management and operation of Tampa Bay Workforce Alliance, Inc. d/b/a CareerSource Hillsborough/Pinellas a Florida not-for-profit corporation.

ARTICLE I
DEFINITIONS

Section 1.1 – Definitions

- A. “Acts” shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 and Florida Workforce Innovation and Opportunity Act of 2000, Chapter 445, Florida Statutes, collectively;
- B. “Administrative Entity” shall mean and refer to the entity designated to serve as support staff to the Consortium and the LWDB and to perform duties such as, but not limited to, administration of the Local Area Workforce Plan, responsible for the allocation of funds, the delivery of performance measured against program objectives, making programmatic decisions, assuring program compliance, ensuring funds are spent in accordance with applicable laws, and operation/management of LWDB contracts, sub-recipient agreements and the one-stop career center(s);
- C. “Board of Directors” or “Board” shall mean and refer to the group of appointees to the LWDB who jointly serve as the governing body of Corporation;
- D. “Consortium” shall mean and refer to the group of elected officials appointed by the respective Hillsborough and Pinellas CEOs to act as the chief local elected officials for the designated Region;
- E. “Consortium Agreement” shall mean that certain Interlocal Agreement between Hillsborough County Board of County Commissioners (HCBCCC) and Pinellas County Board of County Commissioners (PCBCC) as approved by the PCBCC on November 14, 2023, and the HCBCC on November 15, 2023, as it may be amended from time to time;
- F. “Corporation” or “the Corporation” shall mean and refer to the Tampa Bay Workforce Alliance, Inc. d/b/a/ CareerSource Hillsborough/Pinellas;
- G. “FloridaCommerce” shall mean and refer to the Florida Department of Commerce;
- H. “Fiscal Agent” shall mean and refer to the entity designated to receive and disburse workforce development funds under a sub-agreement directly with FloridaCommerce. It is responsible and accountable for management of all workforce development funds made available to the Local Area. It may also procure, negotiate, and manage contracts;
- I. “Florida WIOA” shall mean and refer to the Florida Workforce Innovation and Opportunity Act of 2000, Chapter 445, Florida Statutes;

- J. "Hillsborough CEO" shall mean and refer to the "chief elected officials" of the Hillsborough County unit of government for the Local Workforce Development Area, which is the Hillsborough Board of County Commissioners;
- K. "Hillsborough County" shall mean and refer to the Hillsborough County Government Administration and Staff;
- L. Local Workforce Development Area ("Local Area") shall mean and refer to a jurisdiction for the administration of workforce development activities and execution of adult, dislocated worker, and youth funds allocated by the State. A jurisdiction must be designated as a Local Area by the Governor in order for the jurisdiction to receive adult, dislocated worker, and youth funding under Title I, subtitle B of WIOA;
- M. Local Workforce Development Board ("LWDB") members shall mean and refer to the appointees by the Consortium who, in partnership with the Consortium, set workforce development policy for the portion of the statewide workforce development system in the Local Workforce Development Area;
- N. "Pinellas CEO" shall mean and refer to the "chief elected officials" of the Pinellas County unit of government for the Local Workforce Development Area, which is the Pinellas Board of County Commissioners;
- O. "Pinellas County" shall mean and refer to the Pinellas County Government Administration and Staff;
- P. "Region" shall mean and refer to the two counties, Hillsborough and Pinellas, served by Corporation;
- Q. "WIOA" shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128; and
- R. 4-year Local Area Workforce Plan ("Local Plan") shall mean and refer to the 4-year action plan which sets forth the strategies for the investment of resources to meet the objectives of the various workforce grants and programs including but not limited to the development, alignment, and integration of service delivery strategies in support of the State's vision and strategic and operational goals.

ARTICLE II

NAME, SERVICE AREA, AND OFFICE LOCATION

Section 2.1 – Name

The legal name of the organization shall be Tampa Bay Workforce Alliance, Inc. d/b/a CareerSource Hillsborough/Pinellas, hereinafter referred to as Corporation.

Section 2.2 – Service Area

Corporation shall serve the employers and residents of Hillsborough County and Pinellas County, Florida, Region 28.

Section 2.3 – Office Location

The official office location and mailing address shall be as determined by Corporation Board of Directors.

ARTICLE III

PURPOSE AND USE OF FUNDS

Section 3.1 – Purpose

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

- A. To serve as the LWDB for Region 28 as certified by CareerSource Florida, the State of Florida Workforce Development Board;
- B. To provide a comprehensive and high-quality workforce delivery system in the Local Area and to maximize and continue to improve the quality of services, customer satisfaction, and effectiveness of the services provided;
- C. To deliver customer-focused, value-added workforce solutions designed to meet the specific needs of customers, both employers and job seekers alike;
- D. To administer workforce programs and activities and act as the local grant sub-recipient, administrative entity and fiscal agent as defined by the U.S. Department of Labor, WIOA, authorized by the State of Florida, and in agreement with the Consortium;
- E. 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; and
- F. To provide special emphasis to welfare recipients, economically disadvantaged, to include other “barriers to employment”, and Veterans or veteran spouses and individuals and employers needing workforce development services as identified in the Corporation strategic plan.

Section 3.2 – Use of Funds

Corporation shall use available funding 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 community.

Corporation shall ensure sustained fiscal integrity and accountability for expenditures of funds in accordance with 2 CFR 200 et. seq., WIOA and the corresponding Federal Regulations and State policies, as well as the laws and regulations applicable to such other grant funds or donations received.

No investment, loan or evidence of indebtedness or promise to pay shall be contracted on behalf of Corporation unless authorized and approved by the Corporation Board of Directors and Consortium, and as required, by Federal or State entities.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 – Governing Body

Corporation shall be governed by a Board of Directors (“Board”), to be appointed by the Consortium, as provided herein.

Section 4.2 - Appointment of Board Members

- A. The Consortium shall appoint members of the Board consistent with criteria established under the guidelines established in the Consortium Agreement, WIOA, criteria established by the Governor, and in accordance with Hillsborough Board of County Commissioners and Pinellas Board of County Commissioners Policy as amended;
- B. The authority to appoint, reappoint or revoke the appointment of members to the Board lies solely with the Consortium. Members of the Board shall serve at the pleasure of the Consortium and may be removed either with or without cause at any time;
- C. The initial appointment of Business category representatives to the LWDB will be of equal proportion (50/50) between the Counties. Thereafter, the Consortium shall appoint Business category representatives to the LWDB based on a pro rata combination of the equally weighted population, employment, and employer metrics of each County once the Administrative Entity for the Region has been designated;
- D. All other appointments to the LWDB must be of equal proportion (50/50) and in accordance with the Acts and the Interlocal Agreement; and
- E. Unless otherwise precluded by law, the Consortium may remove any Board member at any time by a simple majority vote of the Consortium. Such removal by the Consortium may be with or without cause.

Section 4.3 – Authority and Responsibilities

All corporate powers shall be exercised by or under the authority of the Board in conjunction with the approval of the Consortium, and the business and affairs of Corporation will be managed under direction of the Board and the Consortium. The Board and Consortium shall direct strategic and operational oversight of Corporation to help develop a comprehensive and high-quality workforce delivery system in the Local Area.

The Board’s general responsibilities shall include, but not be limited to:

- A. Ensuring Board members actively participate in convening the workforce development system’s stakeholders, brokering relationships with a diverse range of employers, and leveraging support for workforce development activities, by:
 - 1. Developing the four-year Local Plan in partnership with the Consortium; convening local workforce development system stakeholders to assist in the development of the Local Plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities ratifying and submitting or amending the Local Plan pursuant to WIOA and the provisions of section 445.007, Florida Statutes; and obtaining approval of the Local Plan by the Consortium;

2. Coordinating the Local Area's workforce investment activities with economic development strategies and developing other employer linkages with such activities;
- B. Establishing, adopting, and overseeing policies for governance, administration, and operation of Corporation to carry out the functions of the LWDB as outlined in WIOA in coordination with the Consortium as provided herein and, in the law, governing the funds awarded to the Local Area;
- C. Coordinating agreements with the Consortium that are necessary to designate the administrative entity and fiscal agent for the Local Area;
- D. Providing oversight of Corporation programs, costs, and performance outcomes together with the Consortium;
- E. Identifying and selecting providers of youth workforce investment activities, training services, career services, and One-Stop Operators as necessary and applicable;
- F. Developing an annual planning budget for the activities of Corporation with approval of the Consortium and consistent with the Local Plan and the duties of Corporation. The annual planning budget shall be presented to the Consortium in May or June of each year prior to the start of Corporation program year based upon the planning numbers provided by FloridaCommerce. The annual planning budget shall include all non-federal revenues and discretionary grants;
- G. Providing oversight of the budget to ensure sustained fiscal integrity and accountability for expenditures of all funds;
- H. Negotiating and reaching agreement on local performance indicators with the Governor and present for Consortium approval, as appropriate;
- I. Approving the Regional Targeted Occupations List;
- J. Ensuring Equal Opportunity representation and grievance procedures are available and made known to staff, participants, and other interested parties in the local workforce development system;
- K. Ensuring Corporation meets its requirement to conduct business in an open manner under the sunshine provision of WIOA and Florida's Government-in-the-Sunshine Act. This includes but is not limited to meetings open to the public, posting of Corporation By-Laws, publicly noticing all Board and Committee meetings, and posting of all Board and Committee meeting minutes; and
- L. Ensuring accountable management of real and personal property of Corporation, including approval of the acquisition, conveyance, mortgaging, or encumbering property, and approval of material contracts on behalf of Corporation.

Section 4.4 – Powers Regarding a Director and Staff

The Board shall have the power to select and recommend a Director, Interim Director, or designated person(s) responsible for the operational and administrative functions of Corporation subject to final approval by the Consortium. The Director shall be a contract employee of Corporation, shall report to the Board, and shall be responsible to hire sufficient personnel to carry out effective and efficient operation of workforce development programs as defined in the Local Plan and to provide necessary technical assistance to any sub-grantees providing services under the guidance of Corporation and acting in partnership with the Consortium as provided herein.

The Board shall have the authority to suspend, with or without pay, or remove the Director, Interim Director, or the designated person(s) responsible for the operational and administrative functions of Corporation with or without cause. The Consortium shall have the authority to direct the Board to suspend, with or without pay, or remove the Director, Interim Director, or the designated person(s) responsible for the operational and administrative functions of Corporation for cause. Upon receipt of the Consortium's direction, the Board shall provide written notice to the Director, Interim Director, or designated person(s) of the termination of his or her employment, specifying the date on which the Director, Interim Director, or designated person(s) responsible for the operational and administrative functions of Corporation employment shall terminate.

Corporation shall provide or arrange for annual training to Board members to ensure they are aware of their roles, responsibilities, and functions to include an orientation and training for new Board members and periodic updates as needed.

The Director and staff of Corporation shall be subject to the limitations on the payment of salary and bonuses as described in WIOA sec. 194(15) and 2 CFR § 200.430.

Section 4.5 – Powers Regarding Legal Counsel

The Board shall have the power to select and recommend Legal Counsel for the provision of advice, support, and guidance on legal services to the Corporation for Consortium approval. The Consortium must approve the process for the Board to select Legal Counsel. The Legal Counsel shall report to the Board, shall provide and be responsible for provision of legal services, and give updates at Board meetings, as requested.

The Board shall have the authority to terminate the Legal Counsel with or without cause. The Consortium shall have the authority to direct the Board to terminate the Legal Counsel for cause. Upon receipt of the Consortium's direction to terminate the Legal Counsel, the Board shall provide written notice to the Legal Counsel, of the termination, specifying the date on which the Legal Counsel's contract shall terminate.

Section 4.6 – Authority of Individual Board Members

Board members have authority over the affairs of Corporation 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.

Board and Committee members shall direct any such requests for comment to the Board Chair and/or Director of Corporation. The Board Chair and Director of Corporation are designated as the official spokespersons for Corporation.

Section 4.7 - Categories of Board Membership

Consistent with criteria set forth by the U.S. Department of Labor, WIOA, the State of Florida, and Florida WIOA, Board member composition shall be in accordance with the following categories:

- A. Business: These shall be individuals who are business owners, chief executives or operating officers, employers 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 by business organizations or business trade associations. In the event of a difference between the guidance provided in 20 CFR 679.300 and this provision, the regulation will control. A majority of the members of the Board must be representatives of business in the local area. At a minimum, two (2) members must represent small business as defined by the U.S. Small Business Administration.
- B. Workforce: These shall be representatives of local labor organizations nominated by local labor federations, members of a local labor organization or a 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. If there is only one (1) representative of local labor organizations on the Board then that representative shall alternate between the County of representation every term. Workforce sector representatives shall constitute a minimum of twenty percent (20%) of the total Board.
- C. Education and Training: Representatives shall include providers administering adult education and literacy activities under WIOA Title II, institutions of higher education providing workforce investment activities (including community colleges and private education providers), may include local educational agencies and community-based organizations with expertise in education and training of individuals with barriers to employment. Education and Training representatives shall alternate between the County of representation every term.
- D. Government, Economic/Community Development: Representatives of governmental, and economic and community development entities; economic and community development entities serving the Local Area, 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, philanthropic organizations or representatives of entities or individuals as the Consortium determines to be appropriate. Government representatives shall include one (1) Commissioner from the Hillsborough CEO and one (1) Commissioner from the Pinellas CEO that are currently serving on the Consortium and the County Administrator or designee from each County.
- E. All Board members or their alternative designee shall be individuals with optimum policymaking authority within the organizations, agencies, or entities. 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.

- F. An individual may be appointed as a representative of more than one (1) membership area 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 membership area represented. Individuals representing more than one (1) membership area shall be determined and appointed by the Consortium. Nominees shall represent the urban and suburban nature as well as the demographic, ethnic, and gender characteristics reflective of the Local Area.

Section 4.8 - Qualifications

Members of the Board shall be U.S. citizens or permanent residents, and residents and registered voters of the Counties of representation. The residency and voter registration requirements may be waived for members of required seats by the Consortium. Business sector representatives must be employed by a business that is located in the County of representation.

Section 4.9 – Financial Disclosure

Each Board member who is not otherwise required to file a full and public disclosure of financial interests under Art. II, Section 8 of the Florida Constitution or under Chapter 112 of the Florida Statutes shall, within thirty (30) days of appointment to the Board, annually thereafter, and upon completion of their term on the Board shall file a statement of financial interests.

Section 4.10 - Compensation

The Board members shall serve without compensation. Board members may be reimbursed for reasonable and necessary expenses incurred when traveling on official business of Corporation if approved in advance, consistent with the adopted travel policy. Such reimbursement shall be pursuant to Chapter 112 Section 061 Florida Statutes and Corporation policies.

Section 4.11 - Notification of Vacancies

The Board Chair or the Director will notify the Consortium when Board vacancies occur through written correspondence to the Consortium Chair and provide a copy to the County's Local Workforce Development Board Liaison.

ARTICLE V

BOARD MEMBERSHIP

Section 5.1 – Terms of Membership

- A. The term of membership for Members of the Board shall be the same as the Corporation's program year (July 1 – June 30);

- B. Members of the Board shall serve for fixed and staggered terms of two (2) years with the exceptions described herein. The initial Board appointments were staggered between one (1) and two (2) year terms to establish only a portion of the memberships expiring each year;
- C. Members of the Board may not serve as a Board member for more than eight (8) consecutive years unless such member is a representative of a governmental entity. If a Member of the Board is appointed to serve the remainder of an unexpired term, then such service shall count towards the Member's eight (8) year limit. Terms previously served on Hillsborough County or Pinellas County Local Workforce Development Boards do not count toward the eight (8) year limit. A Member may not start another term where the eight (8) consecutive years limit will be reached during such term;
- D. The term of office for the respective Commissioners serving on the Consortium and the respective County Administrator or designee are not subject to the terms of membership specified herein;
- E. In accordance with WIOA and Florida WIOA, whenever a designated seat on the Board must be filled by an individual occupying a specific position in an organization, agency or institution, the term of office for that seat is not subject to the terms of membership specified herein; and
- F. If a Board member resigns prior to his or her term end date or ceases to represent the category to which they were appointed, they shall be considered as having de facto resigned, and applications for filling the vacancy shall be received in accordance with the application process set forth by the Consortium. Upon appointment, the new member shall serve the remainder of the unexpired term of the member whose vacancy he or she is filling.

Section 5.2 – Attendance

Board members are required to attend at least fifty percent (50%) of the Board meetings in any one program year (July – June).

Board members shall notify the Director of Corporation or designee within a reasonable time in advance of the meeting if they will not be able to attend a Board meeting in order to obtain an excused absence. Board members shall notify the Director of Corporation or designee within a reasonable time in advance of the meeting if an alternative designee will attend, see Section 4.7(E). Committee members shall notify the Committee Chair or designee if they will not be able to attend a Committee meeting in order to obtain an excused absence. Designees do not have the right to vote or be counted for purposes of attendance or quorum.

Section 5.3 – Resignation of Membership

A Board member may resign his or her membership on the Board at any time by submitting a resignation in writing to the Board Chair or Director. In the case of the resignation of the Board Chair, a resignation shall be submitted in writing to the Consortium Chair, the Director, and the Board Vice Chair. 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 Director or Consortium Chair, unless Section 5.1(D) is applicable.

Three (3) unexcused absences in any one program year (July 1 – June 30) from regularly scheduled Board meetings shall constitute a de facto resignation of the Board member. Three (3) unexcused absences in any one program year (July 1 – June 30) from regularly scheduled Committee meetings 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 5.4 – Revocation of Membership

The Board Chair may recommend revocation of Board membership to the Consortium Chair, including for, but not limited to, the following reasons:

- A. A member's disability, illness, or inability to perform their duties on the Board; or
- B. Failure to carry out duties, responsibilities, and functions of a Board member as defined in federal and state law, regulations, and these Bylaws; or
- C. Unethical or illegal practices or actions

ARTICLE VI

BOARD OFFICERS

Section 6.1 - Board Officer Positions, Nominations and Elections

The Board Officers of Corporation shall consist of a Chair, a Vice-Chair, a 2nd Vice-Chair, a Secretary, and a Treasurer. The 2nd Vice-Chair shall be chosen from the Hillsborough CEO and Pinellas CEO and shall alternate between the County of representation every one (1) year term. The 2nd Vice-Chair shall not be from the same County as the Consortium Chair during the same program year.

The Chair, Vice-Chair, Treasurer, and Secretary of Corporation shall be nominated and elected as follows:

- A. A slate of nominees for Officers shall be presented to the Board by the Nominating Committee and selected based upon a majority vote of the quorum present at Corporation annual meeting, except as otherwise directed by the full Board. Prior to voting on the slate of nominees, nominations shall be accepted from the floor.
- B. The annual meeting at which the slate of Officers shall be elected shall take place in May, or on a date as otherwise set by the Board, and the Officers shall take office in July, or on a date as otherwise set by the Board.
- C. The Chair and Vice-Chair shall be selected from among the representatives of the business sector Board members. The Treasurer and Secretary shall be selected from among any category of Board membership.

Section 6.2 – Duties of Board Officers

A. Duties of the Chair shall include:

- Reviewing Board directives with the Director of Corporation to ensure compliance and implementation;
- Presiding at all meetings of the Board;
- Calling special meetings of the Board;
- Serving as a signatory for Corporation financial and legal documents;
- Serving as a member of the Audit Committee; and
- Performing all duties incident to the office of Chair.

B. Duties of the Vice-Chair shall include:

- Presiding over meetings of the Board in the absence of the Chair; and
- Performing all duties incident to the office of Chair in the absence of the Chair.

C. Duties of the 2nd Vice Chair shall include:

- Presiding over meetings of the Board in the absence of the Chair and Vice-Chair;
- Serving as a member of the Audit Committee; and
- Performing all duties incident to the offices of Chair and Vice-Chair in the absence of the Chair and Vice-Chair.

D. Duties of the Treasurer shall include:

- Serving as Chair of the Audit Committee;
- Serving as a signatory for Corporation financial and legal documents;
- Making a report on the financial status at each regular meeting of the Board; and
- Performing all duties incident to the office of Treasurer.

E. Duties of the Secretary shall include:

- Signing all bank resolutions;
- Serving as a signatory for Corporation financial and legal documents;
- Reviewing all Board minutes prior to official adoption by the Board of Directors; and
- Performing all duties incident to the office of Secretary.

Section 6.3 – Terms of Board Officers

The term of office for the Board Chair, Vice-Chair, Treasurer and Secretary shall be for one (1) full year, from July 1 through June 30.

Board Officers shall serve no more than two (2) consecutive terms of one (1) 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 (2) consecutive terms, the Officer shall then step down from their position for a minimum of one (1) year, although he or she may continue to serve as a Board member, or in another office.

The time which an Officer is appointed to serve the remainder of an unexpired term shall not count towards the Officer's two (2) consecutive terms.

The 2nd Vice-Chair is not subject to the Officer term limits specified herein.

Section 6.4 – Vacancy in One of the Officer Positions

If a vacancy in any office other than 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 where a quorum is established. If the office of Chair becomes vacant, the Vice-Chair will assume the office of Chair for the remainder of the unexpired term. The office of Vice-Chair will then be filled at the Board's discretion.

ARTICLE VII **BOARD COMMITTEES**

Section 7.1 – Standing Committees

The Board shall create an Audit Committee and have the ability to create, expand, or combine additional Standing Committees to carry out the functions of the Corporation as determined necessary for the efficient operation of Corporation. The Consortium shall have the right to approve/appoint one (1) to two (2) non-Board members to the Audit Committee. All created, expanded, or combined Standing Committees shall have identified names, membership, duties and responsibilities. The Board Chair shall name a Committee Chair for each Committee from among the members of the Committee who are also members of the Board of Directors. Each Committee may meet at the call of its Chair or at the direction of the Board of Directors but shall meet at least quarterly. Standing Committees may include non-Board members, but the Chair and Vice Chair of all Committees shall be members of the Board. All standing committees shall have a charter approved by the Board.

The Consortium may create, expand, or combine Standing Committees as determined necessary for the efficient operation of Corporation.

Section 7.2 – Ad Hoc Committees

The Chair may appoint Ad Hoc Committees as deemed necessary.

Section 7.3 – General Guidelines of Committee Membership

- A. All Committees shall be chaired by a Board member appointed by the Board Chair and Board members shall comprise a majority of each Committee;
- B. All Board members are required to serve on at least one (1) Standing Committee as determined and appointed by the Board Chair; and
- C. A Committee member, with the exception of a Board member, may designate an alternate in writing who shall have the powers, excluding voting, of the committee member when that alternate attend committee meetings in lieu of the committee member. No committee member or delegate may vote through proxy.

Section 7.4 - Audit Committee Membership, Duties and Responsibilities

The Audit Committee shall consist of the Board Chair, 2nd Vice-Chair, Treasurer, and may include one (1) to two (2) non-Board members if approved/appointed by the Consortium. No employee of Corporation shall serve on the Audit Committee but may serve as staff to the Audit Committee. Corporation's Finance Director shall serve as primary staff to the Audit Committee. The Audit Committee shall be responsible for:

- A. Making recommendations to the Board on the selection of an independent auditor, including terms of engagement and compensation;
- B. Overseeing the annual financial audit of any and all programs operated by Corporation in compliance with 2 CFR Part 200 subpart F, including approving annual audit plans;
- C. Reviewing the annual financial audit and recommending responses to any adverse findings thereto to the Board;
- D. Authorizing and procuring Performance 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;
- E. Reviewing audits and reports on the monitoring of activities, operations and expenditures under the programs operated by Corporation and reporting findings and making recommendations on corrective actions to the Board;
- F. Reviewing such other interim or annual reviews and reports, whether conducted by an audit firm, entities expert in evaluation and/or monitoring of Corporation programs or county staff as determined by the Audit Committee and reporting findings and making recommendations on corrective actions to the Board;
- G. Reviewing and recommending for Board acceptance of the annual financial audit and 401(k) plan audit;
- H. Reviewing and recommending for Board acceptance of the annual IRS Form 990 submission; and
- I. Reviewing internal and external financial monitoring reports performed by Corporation, U.S. Department of Labor, FloridaCommerce, and others as deemed appropriate.

ARTICLE VIII **MEETINGS**

Section 8.1 – Meeting Frequency, Location, Notices, Minutes, Participation and Parliamentary Procedures

- A. The Board and Committees of the Board shall meet on a regularly scheduled basis as deemed necessary and appropriate to carry out the responsibilities of the Board or Committee. A calendar of Board and Committee meetings shall be presented to the Board for approval at the annual meeting.
- B. Meetings of the Board and Committees of the Board shall be held at locations determined by the members.
- C. The Director of Corporation or designee shall notice all Board and Committee members of meetings by email, telephone, or any other electronic means at least five

- (5) calendar days in advance. These notices shall contain the meeting date, time, location, and identify the agenda items.
- D. Special meetings of the Board or Executive Committee may be called at any time by the Board Chair or by written request to the Board Chair of not less than twenty-five percent (25%) of the Board membership, setting forth the reason for calling a special meeting. In their consideration of whether a Special meeting is necessary Board members must be mindful not to substantively discuss the issue(s) which may come before the Board in their consideration of whether a Special Meeting is necessary.
 - E. The Director of Corporation or designee shall notice all Board members of special meetings by email, telephone, or any other electronic means at least three (3) calendar days in advance. These notices shall contain the meeting date, time, location, and identify the purpose of the meeting and whether it has been called by the Chair or by written request.
 - F. The public shall be informed of all meetings of the Board and Committees of the Board through notices which shall state the meeting date, time, location, and purpose. Special meeting notices shall identify whether it has been called by the Chair or by written request.
 - G. Written minutes shall be kept of all Board and Committee meetings. Written minutes shall be reviewed and approved at the next regularly scheduled Board or Committee meeting. 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. All minutes shall be kept on file by the Board Secretary at Corporation administrative office as the record of the official actions of the Board or Committee for as long as prescribed by Chapter 119 of the Florida Statutes.
 - H. All Board and Committee meetings shall be conducted in accordance with the “sunshine provision” of WIOA and Florida’s Government-in-the-Sunshine Act.
 - I. The Board may allow members to participate in Board and Committee meetings by the use of technology, such as telephone and web-based meetings, to promote member participation, provided that same access be made available to the public and it allows all persons participating in the meeting to hear each other.
 - J. Members of the public may attend Board or committee meetings and will be given an opportunity to be heard at such meetings except in cases where the meeting involves an emergency situation affecting the public health, welfare, or safety, and comments would cause an unreasonable delay, a ministerial act, is exempt from Florida Statute Section 286.011, or where the Board or committee is acting in a quasi-judicial capacity. An individual is limited to three (3) minutes to make public comment at a Board or committee meeting, absent the Board or committee granting the individual an extension of time. The procedures for an individual to inform the Board or committee of a desire to be heard at a Board or committee meeting will be published on the agenda.

Section 8.2 – Participation in Meetings

Participation in Board and Executive Committee meetings shall be limited to members of the Board, Committees of the Board, Corporation staff, County Liaison(s) to Corporation and Board Counsel, with the exception of regularly scheduled agenda items that call for reports or

participation by non-members. A time shall be set on the agenda for the receipt of public comment to allow input or comment from any member of the public.

Section 8.3 – Parliamentary Procedures

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

ARTICLE IX

QUORUM, VOTING, CONFLICT OF INTEREST,

AND RELATED PARTY CONTRACTS

Section 9.1 – Quorum

A quorum is required to conduct official business of the Board and Committees of the Board.

- A. A quorum of the Board and Committees of the Board shall consist of at least forty percent (40%) of the actual appointed membership;
- B. Board and Committee members participating by the use of technology, such as telephone and web-based meetings, will be included as part of the quorum as a quorum does not have to be physically present to conduct business; and
- C. In the absence of a quorum, no official action shall be taken on any item by the Board or Committee.

Section 9.2 – Voting

- A. Any action that may be taken by the Board or a Committee 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 actual appointed membership in attendance at a meeting where a quorum has been established unless otherwise specified in these bylaws.
- B. Each member of the Board or Committee shall have one (1) vote when present at a Board or Committee meeting, whether attending in person or by telephone or other type of communication technology.
- C. Members may not vote by proxy.
- D. Voting privileges of non-Board members selected to serve on a Committee are limited to that Committee.
- E. A member of the Board or Committee, who is present, either in person or by telephone or other type of communication technology, at a meeting of the Board or Committee at which action on any matter is taken shall vote on all said actions or matters. Every vote shall be declared and entered in the minutes of the meeting except as provided below in the case of conflict of interest.
- F. A Board member acting as presiding Officer at a meeting of the Board or a Committee shall be entitled to vote on the same basis as if not acting as the presiding Officer.
- G. Any action item considered, voted on and approved by a Committee, excluding approval of meeting minutes and adjournment of meeting, shall be brought forth for approval at the next Board meeting.

Section 9.3 – Conflict of Interest

When an issue presents a conflict of interest to a Board or Committee member, said member shall verbally disclose the conflict of interest, abstain from voting, leave the room during discussion, and vote on said issue, and submit a Voting Abstention form to the Administrative Services Coordinator. Reference to the member leaving the room and submission of the Voting Abstention form shall be included in meeting minutes.

No Board or Committee member shall vote upon any measure which would inure to their special private gain or loss; which they know would inure to the special private gain or loss of any principal by whom they are retained or to the parent organization or subsidiary of a corporate principal by which they are retained; or which they know would inure to the special private gain or loss of a relative or business associate. A relative is defined as any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law. See Chapter 112 Section 3143 Florida Statutes.

Section 9.4 – Related Party Contracts

Related party contracts shall require a two-thirds (2/3rd) vote of the Board or Committee for approval, a quorum having been established, and the Board or Committee member who has a conflict of interest shall comply with requirements of Section 9.3. All related party contracts shall be reported to FloridaCommerce for review and approval prior to being executed, as required. A related party contract is any contract made between Corporation and a member of the Board or Committee, or Board or Committee member's relative, or an entity represented by that Board or Committee member.

ARTICLE X **AMENDMENTS**

Section 10.1 – Amendments

These By-laws may be amended or replaced only by the Consortium. At the Consortium's sole discretion, the Consortium may consult with the Board during the Consortium's consideration of amendments or replacements to these By-laws. The Board may initiate or support this process by providing recommendations for amendment or replacement for Consortium consideration and approval.

Section 10.2 – Recommendations for Amendments

The Board may recommend to the Consortium these By-laws be amended or replaced by a two-thirds (2/3rd) affirmative vote of the quorum in attendance at the Board meeting. Notice of recommending a proposed amendment to or replacement of these bylaws shall be made no less than five (5) calendar days prior to the Board meeting at which such amendment or repeal is acted upon.

ARTICLE XI

GENERAL PROVISIONS

Section 11.1 – 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 of the Consortium or State.

ARTICLE XII

INDEMNIFICATION

Section 12.1 – Indemnification of Board Members

Corporation shall indemnify and hold harmless any Board Officer, Board member, or staff person, or former Board Officer, Board member, or staff person, 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 Board Officer, Board member, or staff person, 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 duties.

Section 12.2 – 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 12.3 – Indemnification Insurance

Corporation shall purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

ARTICLE XIII

FISCAL YEAR

Section 13.1 – Fiscal Year

The fiscal year of Corporation shall be July 1 through June 30.

ARTICLE XIV

DISSOLUTION

Section 14.1 – Dissolution

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

ARTICLE XV

ENACTMENT PROVISION

Section 15.1 – Enactment Provision

Pursuant to 20 C.F.R. 679.310(g), these By-laws shall become effective upon approval by the Consortium.

DRAFT

Action Item III(C) Selection of Executive Search Firm

RFQ for an Executive Search firm to assist with recruitment of a CEO for the soon-to-be-merged Hillsborough/Pinellas CareerSource entities was released on December 13, 2023, and resulted in the submission of seven (7) proposals by the January 12, 2024 due date. At the January 22, 2024, Advisory Committee meeting, the committee members discussed the merits of certain proposals, method and criteria to evaluate the proposals and, approach to selecting the Executive Search Firm.

As part of the final selection and evaluation of an Executive Search firm, the committee approved CareerSource Tampa Bay and CareerSource Pinellas HR Directors to conduct interviews with three firms and report back at the February 5, 2024, Advisory Committee meeting. When conducting the interviews, to gather consistent data, the HR Directors utilized uniform questions provided by Hillsborough and Pinellas County government representatives, listed below. The HR Directors interview notes are bulleted on the following page.

1. **Search Methodology and Resources:** How does your firm plan to conduct the executive CEO search in Florida, and what specific methodologies and resources will be utilized to identify and attract suitable candidates? Please provide a detailed overview of your search process.
2. **Recent Florida-Specific Experience:** Can you share details about your firm's recent CEO searches within Florida? Specifically, it provides insights into the number of searches conducted, industries covered, and the success rate in placing candidates in executive roles within the region.
3. **Qualifications and Experience of Recruiters:** Please outline the qualifications and experience of the executive recruiters who will be actively involved in this CEO search. Please include details about their track record in placing executives, particularly within Florida, and highlight any specialized expertise relevant to our industry or sector.
4. **Access to Talent Networks:** How does your firm leverage professional networks and industry connections to source high-caliber executive candidates for CEO roles? Describe your approach to building and maintaining relationships within the Florida business community to access top-tier talent.
5. **Success Metrics and Client References:** What key performance indicators does your firm use to measure the success of CEO searches, and how do you ensure alignment with our organization's unique requirements? Additionally, please provide at least three client references from recent CEO searches conducted in Florida, highlighting outcomes and client satisfaction.
6. **Competitive Landscape:** In a competitive landscape, differentiation is critical. Can you articulate the distinctive qualities or approaches that set your executive search firm apart? What specific attributes, methodologies, or values make your firm uniquely positioned to excel in executing a successful CEO search for our organization?

Recommendation:

Select the Executive Search firm who will assist with recruitment of a CEO for the soon-to-be merged Hillsborough/Pinellas CareerSource entities.

Steven Douglas

- Delaware Based National Firm with 4 Offices in FL.
- Dedicated individuals earmarked – only work on 3-4 searches at a time.
- Kick-off process integrating Market Alignment with Advisory Bd/Search Committee to develop candidate profile.
- Uses a developed ‘scorecard’ approach/exercise with candidates centered on key criteria.
- Similar consolidation with Big Brothers/Big Sisters of Pinellas and Hillsborough – have completed 5 executive placements in FL.
- Has not worked with Work force Boards.
- One team member sat on the Voc. Rehab board and is connected locally.
- KPI used is 100-150 candidates until 2-4 are presented.
- Works in both non-profit and private sector.
- They take a ‘learn the organization’ approach.

Newland Associates

- Florida Based Minority Owned Business – 10 Employees
- Dedicated individuals earmarked - small number of searches at a time to focus on each search.
- Extensive Workforce Board experience- Central and Broward CareerCenters.
- Placed CEO at Central Florida and multiple placements at Broward CareerCenter – listed 5 organizations with Exec. Placements in FL.
- Kick-off Diagnosis and Planning Process to complete candidate profile including Search Committee survey.
- Utilizes Predictive Index Behavioral and Cognitive Assessment for Candidate Assessment.
- Headhunter/proactive recruitment approach – Lg FL Network/Career Partners Int’l CRM
- Uses a very hands-on approach with candidates and the Selection Committee

- Looks for cultural fit to the current entities.
- Committed to Diversity

Charity Search Group

- Maryland Based Minority Owned Business – 10 Employees
- Only focus on Non-Profits
- Completes an internal assessment process to develop candidate profile.
- Internal Assessment uses a survey for both the search committee, board and also the staff to determine desired qualities for CEO.
- Staff assigned to work on search will depend on contract timing, but they have VP of Exec. Search located in Tampa.
- Usually has 4 “Must haves” and at least 2 “Nice to Have” Qualities
- Bi-weekly Meetings with Search Committee
- Has a custom pool of candidates and also stated that any internal candidates would go through the same process as external candidates.
- Committed to Diversity.

NOTES:

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