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Tom Barrett, Mayor, City of Milwaukee
Designated Chief Elected Official

Don Layden
Chair

GOVERNANCE, COMPLIANCE AND NOMINATING (GCN) COMMITTEE MEETING MINUTES

Thursday, March 7, 2019 • 10:30 am

Employ Milwaukee • 2342 North 27th St., Milwaukee, WI 53210 • Conference Room B

Members Present: Darryl Morin, Committee Chair; Willie Wade, President and Chief Executive Officer of Employ Milwaukee; Kimber Bartosiak; and Andres Gonzales.

Employ Milwaukee Staff Present: Scott Jansen and Mary Foy.

I. Minutes from 02.01.19 Meeting – Action

Ms. Bartosiak made a motion to approve the minutes from the February 1, 2019, committee meeting as presented. Mr. Wade seconded the motion. The motion was approved unanimously.

II. Governance – Action

The committee members discussed the language needed in an agreement between Employ Milwaukee and the Designated Chief Elected Official of Workforce Development Area (WDA) 2 to comply with federal regulations, 20 CFR §679.430. This language will satisfy a monitoring finding (Governance Finding #3) from the Wisconsin Department of Workforce Development (WI DWD) regarding separation of duties (service provision vs. monitoring) for Employ Milwaukee staff. Mr. Jansen advised the committee members that staff is reviewing the corrective action language with the City of Milwaukee and DWD staff prior to engaging the WDA 2 Chief Elected Officials Consortium regarding possible modification to the WDA 2 Consortium Agreement. It was noted that conversations with both parties continue, with counsel from DWD being received the morning of the committee meeting. That counsel advised that a standalone agreement would be sufficient to meet the separation of duties requirement, i.e. no amendment to the Consortium Agreement or existing Memorandum of Agreement (MOA) is required. Chair Morin requested that Employ Milwaukee obtain a written statement from WI DWD that the agreement language meets their needs before signatures are obtained.

The language presented to the committee for consideration for inclusion in a standalone agreement was as follows:

The Local Board shall establish internal controls when performing multiple functions in a local area pursuant to 20 CFR §679.430 and shall inform the Designated Chief Elected Official (CEO) of such controls. The Local Board shall ensure that staff who conduct program oversight of direct service programs do not also provide direct services to clients and program participants. Furthermore, the Local Board shall notify the Designated CEO whenever staff monitoring of a direct service program results in a Finding(s) that requires a corrective action to preserve program compliance.

Mr. Wade made a motion to approve the language presented to the committee in a legal agreement, the format of which will be agreed to by DWD legal counsel and the Designated Chief Elected Official. Ms. Bartosiak seconded the motion. The motion was approved unanimously and will be shared with the Board at the March 14th meeting.

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III. Compliance – Informational

Mr. Jansen presented an update to the Employ Milwaukee Annual Review of Policies, which serves as a timeline to ensure that every agency policy is reviewed for potential updates at least once a year. Changes to issuance dates and anticipated quarters of review are noted in red. Chair Morin asked if the agency is comfortable with the changes to review quarters in the report. Mr. Jansen stated that these changes are appropriate. Chair Morin asked if there were any questions or comments by members of the committee. There were no questions or comments.

Mr. Jansen briefed the committee on the status of the WI DWD Workforce Innovation and Opportunity Act (WIOA) Coordinated Monitoring of Employ Milwaukee's compliance with fiscal, program, governance and equal opportunity requirements. The monitoring took place onsite December 3-6, 2018. DWD issued the monitoring report, which contained eleven (11) Findings, thirteen (13) Areas of Concern, and five (5) Positive Practices, on January 31, 2019. Employ Milwaukee must respond to DWD by April 4, 2019 with corrective actions taken for the findings and areas of concern. Mr. Jansen stated that EMI leadership was reviewing the findings and areas of concern with staff and service providers, and that staff was preparing responses and implementing corrective actions where appropriate. The GCN committee will receive updates on the status of the monitoring closeout by DWD as well as quarterly updates on the status of these corrective actions, per the committee's charge as the board committee responsible for the status of compliance with laws and regulations. Chair Morin will brief the Board on the status of the Monitoring Report at the March 14, 2019, meeting.

IV. Nominations – Action

Board of Directors: Planning Roster

Mr. Jansen reviewed open positions on the Board Planning Roster.

- Board Position #6 – Open Business Representative (Healthcare Sector)
- Board Position #15 – In Process Workforce-Apprenticeship Representative
- Board Position #27 – “May” Workforce Representative

Additional items reviewed with the GCN committee included:

- The WDA 2 Consortium will review the Michael Daily nomination for the Workforce – Apprenticeship Representative board position on Monday, March 11, 2019. If approved, staff will forward the official appointment letter to Mayor Barrett for consideration.
- Mr. Manzanet's employer change (from PNC Bank to US Bank) was deemed not to impact his capacity to continue representing the financial industry on the board by Mr. Wade, as required by Section 3.2.e of the Board's bylaw.
- Mr. Xiong retired from Catholic Charities, leaving open a non-required workforce board position (position #27 identified above). Since this is not a required position, Mr. Wade agreed to review the opening with the Designated Chief Elected Official's office and advise the GCN committee of next steps. Ms. Bartosiak and Chair Morin voiced an opportunity in consolidating the Board, as this is not a required position.

There was a discussion about the importance of maintaining a board that reflects the diversity of WDA 2. Mr. Jansen stated that a representative from the Hmong Chamber of Commerce could be classified as a business representative on the board. Chair Morin will reach out to May yer Thao regarding potential nominees for the Board. Mr. Wade will notify the Designated CEO's office of this strategy.

Board of Directors: Positions with Terms Expiring in 2019

The Executive Committee would like GCN Committee to contact board members with terms ending in 2019 to confirm if they would like to continue and then notify the Executive Committee. This confirmation is not needed for the 3 DWD appointees on the list, as they are required positions. Mr. Jansen will draft an email for Chair Morin conveying a message similar to the following:

The Governance, Compliance and Nominating Committee has been notified that your term on the Employ Milwaukee Board of Directors is ending on June 30, 2019. We are looking to gauge your interest in continuing to serve on the Board of Directors. If you are not interested in maintaining your position on the board, we will need notification by *x date*, so that we can recruit someone to fill the position you currently occupy.

The target for this email is that it will be sent within a week. Individuals who indicate that they would like to return for another term will have their attendance reviewed and discussed, as the Committee agreed that engagement of Board members is critical.

Committee Roster Report: Non-Board Member Openings

Mr. Jansen reviewed the current openings for non-board members on committees as follows:

- Personnel, Finance and Audit Committee: 2 openings
- Program Committee: 2 openings
- Governance, Compliance and Nominating Committee: 1 opening

Chair Morin expressed urgency in filling those non-board member positions so that the board is in compliance with federal regulations, specifically 20 CFR §679.360. Mr. Wade stated he will convene staff to determine community members who should be recruited for these positions.

Board and Committee Nomination Report

The committee discussed the nominations that were shared with the Executive Committee on February 28, 2019. The committee will move forward with the nominations of the following individuals to the Youth Committee: Karen Burns, Derick Cornelius, Dionne Grayson, Karen Higgins, Michelle Hinton, Donta Holmes, David Knutson, Sharlen Moore, Maria Rodriguez, LaToya Sykes, and MacArthur Weddle.

The self-nominations of Bevin Christie and Joni Theobald for non-board member committee positions were reviewed. Chair Morin expressed his confidence in the expertise that these nominees would bring to Employ Milwaukee as non-board committee members. Mr. Jansen noted that the breadth of their experience suggests they would serve as assets on the Program Committee.

Ms. Bartosiak made a motion to approve Ms. Christie and Ms. Theobald for non-board member committee positions on the Program Committee. Mr. Wade seconded the motion. The motion was approved unanimously.

A self-nomination form from Kenneth Gates for a non-board committee member position was received with indications that his federal employer may prohibit him from representing the employer on a committee. Mr. Jansen will notify Mr. Peter Coffaro, who forwarded the nomination, that more information is requested.

Chair Morin will follow up with Mr. Gonzales regarding potential nominees for the Personnel, Finance and Audit Committee. Chair Morin will notify the Executive Committee of the actions taken and remaining needs via the Board and Committee Nomination Report, Dated 03.07.19. If the Executive Committee has concerns, those will be taken up at the next Executive Committee meeting in May. If no concerns are noted, the new non-board committee members will be formally notified by Employ Milwaukee.

V. Other Items

Board Chair Layden requested that GCN Committee meetings be rescheduled so that the committee convenes prior to the quarterly Executive Committee meetings. Ms. Foy will reach out to the committee members to reschedule meetings for the remainder of the year, so that they fall before the Executive Committee's quarterly meetings. She will also schedule a meeting for the end of March.

Adjourned at 11:32am.