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

Donald W. Layden, Jr.  
**Chair**

## **GOVERNANCE, COMPLIANCE AND NOMINATING (GCN) COMMITTEE MEETING MINUTES**

**Thursday, August 8, 2019 • 1pm – 2pm**

**Employ Milwaukee • 2342 North 27<sup>th</sup> St., Milwaukee, WI 53210 • Conference Room B**

**Members Present:** Darryl Morin, Committee Chair; Mark Kessenich; Kimber Bartosiak; Andres Gonzalez; Charles Vang; and Saul Newton.

**Others Present:** Robert Cherry and Julie Cayo, Employ Milwaukee

### **I. Minutes from 05.14.19 Meeting**

Ms. Bartosiak noted a typo in the meeting minutes under Agenda Item II. Governance – the first sentence should state “update” instead of “updated.” Staff will make the technical correction.

Mr. Newton made a motion to approve the minutes from the May 14, 2019 committee meeting with the above correction. Mr. Gonzalez seconded the motion. The motion was approved unanimously.

### **II. Governance**

Mr. Cherry advised the committee of an inquiry by the WDA 2 Chief Elected Officials Consortium at their June 1, 2019 meeting regarding the issue of limiting subsequent terms of board members. Mr. Cherry stated that there are no federal or state requirements to limit terms and that the Employ Milwaukee 7<sup>th</sup> Amended Bylaws do not limit terms (Section 3.2.(c)). Mr. Kessenich stated that the question asked by the Consortium was thoroughly answered by Mr. Scott Jansen at the Consortium meeting. He noted that staff is not recommending any changes to agency bylaws, and action is not required by the committee.

### **III. Compliance**

#### **• Employ Milwaukee Annual Review of Policies**

Mr. Cherry presented an updated Employ Milwaukee Annual Review of Policies. He reminded committee members that this document provides a timeline to ensure that every agency policy is reviewed for potential updates at least once a year and explained that changes to policy issuance dates and anticipated review quarters are noted in red. Some reviews have been moved to Q4 from Q3 due to anticipated state guidance, the potential for regional policy coordination, and Employ Milwaukee’s upcoming Human Resources assessment. Mr. Kessenich informed the committee that a third-party firm that will do a Human Resources assessment, rank multiple facets of Employ Milwaukee’s current practices, and suggest areas of improvement, if necessary. Chair Morin asked and Mr. Cherry confirmed that the committee is not violating any laws or regulations by changing the quarters in which policies are reviewed.

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- Proposed Updates to Employ Milwaukee Conflict of Interest Policy

Mr. Cherry provided an overview of the proposed revisions to Employ Milwaukee's Conflict of Interest Policy. Key changes include ensuring that COI Forms are reviewed so that individuals are advised of how to navigate conflict, including abstentions from votes; incorporating references to the federal regulation on Conflict of Interest that was a source of monitoring finding from WI DWD during WIOA monitoring in 2018; and broadening the policy focus was broadened from financial conflicts to all potential conflicts of interest.

The committee discussed the changes outlined in the Executive Summary memorandum. Row 4, which references the content area of "Insubstantial Value of Remuneration," contains a typo in the 4<sup>th</sup> column. There was a suggestion to correct a typo in the current policy's substantial gift value amount referenced in the memorandum from \$50 to \$5. [*Note: Current Employ Milwaukee Conflict of Interest Policy disapproves receipt of any gift valued \$50 or over. Because this is not a typo, no corrections to the Executive Summary will be made.*]

The committee discussed the proposed revisions to the Employ Milwaukee Conflict of Interest Policy.

- Chair Morin requested that the term "all board staff" in sentence one (1) of Section II. Purpose be clarified. Mr. Kessenich suggested replacing "all board staff" with "any employee and/or any individual reporting to the organization in a paid or unpaid role."
- Chair Morin suggested that the Governance, Compliance, and Nominating Committee be named in sentence one (1) and two (2) under Section IV. Procedures Part B. Post-Disclosure Actions.
- Chair Morin recommended that the third bullet in Section IV. Procedures Part C. Periodic Review not be removed from the policy.

Chair Morin requested that the proposed revisions to the Employ Milwaukee Conflict of Interest Policy be reviewed by agency legal counsel and that any approval granted by the committee be contingent upon that review.

Mr. Newton made a motion to approve the revised Employ Milwaukee Conflict of Interest Policy with the three (3) recommended changes discussed at the meeting, pending approval by agency legal counsel. Ms. Bartosiak seconded the motion. The motion was approved unanimously.

#### **IV. Nominations:** Board and Committee Nomination Report

Chair Morin inquired about the status of board appointment and reappointment letters that were expected for terms that began on July 1, 2019. Mr. Gonzalez confirmed receipt of his board re-appointment letter. Mr. Kessenich stated he has been working with the Designated Chief Elected Official's office for the past several weeks to ensure timely transmittal of the letters.

Chair Morin reported that Ms. Griselda Aldrete has been appointed as Executive Director of the Milwaukee Fire and Police Commission, effectively making her ineligible to remain serving on the board as a Business Representative. Employ Milwaukee retains the required majority of Business Representatives on the board with this change. Chair Morin will inquire with Ms. Aldrete whether she is interested in remaining on the board as a representative of the category of individuals who are otherwise appointed by the Designated Chief Elected Official or if she will be resigning from the board.

Chair Morin inquired whether there are any current open board member positions or non-board member positions. Ms. Cayo stated that the Personnel, Finance and Audit Committee needs one more non-board member to comply with the federal regulation that requires more than one non-board member serve on each standing committee of a local workforce development board.

The Self-Nomination Forms from Mr. Eduardo Garza and Ms. Molly Gena were reviewed. Ms. Cayo explained that Mr. Eduardo Garza has been put forth as the permanent representative from the Center for Veterans Issues, replacing Ms. Charlotte Cannon-Sain who was appointed to the board while serving the Center for Veterans Issues as Interim CEO. There was a committee consensus to recommend Ms. Gena for the open non-board member position on the Personnel, Finance and Audit Committee, pending her willingness to serve. Mr. Kessenich will reach out to Ms. Gena to inquire.

Mr. Bartosiak made a motion to approve Mr. Garza as permanent board member representing the Center for Veterans Issues and recommending Ms. Gena for a non-board member position on the Personnel, Finance, and Audit Committee. Mr. Gonzalez seconded the motion. The motion was approved unanimously.

The Board and Committee Report will be updated following the meeting to reflect the committee's decisions.

#### **V. Other Items**

Mr. Kessenich informed the committee that the Executive Committee designated him as Interim Chief Executive Officer (CEO) which will conclude by December 31, 2019, or earlier if a new CEO is found. Budgetary matters required the elimination of several positions on July 9, 2019, one of which was the Chief Operating Officer (COO), which was held by Mr. Scott Jansen. Mr. Robert Cherry, Chief Development Officer, has been assigned to provide executive staff support to the Governance, Compliance, and Nominating Committee, with additional staff assistance from Ms. Julie Cayo, Planning and Research Director.

Mr. Gonzalez stated that the elimination of the position of COO is a significant structural change that should have been shared with the full Board of Directors by its Chair. Mr. Kessenich will request this communication be transmitted from Mr. Layden to the Board of Directors.

Mr. Kessenich updated the committee that Employ Milwaukee separated with its Chief Financial Officer, Patti Porth, on July 26, 2019.

Mr. Kessenich indicated that significant operational and financial changes will be reported and discussed at the next Board of Directors meeting on September 12, 2019. He apologized for any delay in notifying board and committee members of these changes.

Mr. Newton made a motion to adjourn the meeting. Mr. Gonzalez seconded the motion. The motion was approved unanimously.

The meeting was adjourned at 1:41 PM.