



## EMPLOY MILWAUKEE BOARD OF DIRECTORS

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### GOVERNANCE, COMPLIANCE & NOMINATING COMMITTEE MEETING

Tuesday, November 19, 2019

2342 North 27<sup>th</sup> Street, Milwaukee, WI 53210 - Room B

#### DRAFT MINUTES

(pending Committee approval)

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**Members Present:** Darryl Morin (Committee Chair); Kimber Bartosiak (phone); Andres Gonzalez (phone); Saul Newton

**Members Excused:** Mark Kessenich, Charles Vang

**Employ Milwaukee Staff Present:** Robert Cherry, Julie Cayo, Eileen McMahon, Sharlie McCain

Chair Ted Matkom called meeting to order at 9:01 a.m.

**I. Minutes from August 8, 2019 Meeting**

*After brief discussion, Andres Gonzalez motioned for approval of August 8, 2019 meeting minutes; Saul Newton seconded; minutes approved unanimously.*

**II. Governance**

No discussion on this topic.

**III. Compliance**

- Employee Milwaukee Annual Review of Policies

Mr. Cherry reported that Program Committee will be reviewing annual policies at their next meeting.

- Human Resources Update

Sharlie McCain, HR Consultant with MRA, presented a Human Resources Update. Currently all policies are being audited. When complete, report will include findings, HR best practices and compliance. A focus is the recruitment policy, including what are the recruitment steps and who makes final decision. An applicant tracking summary was recently created for more efficiency and to track data for EEOC purposes. Staff received training this month on EEO and Harassment as part of annual legal requirements. Question was posed on how EMI handles issues with hires and additional steps that would need to be taken. Response was important to have both transparency and documentation. Recent turnover at EMI has made this more difficult. Mr. Gonzalez suggested training on policies for all managers to increase awareness and provide consistency in approach moving forward.

Question was posed regarding Corporate Communication Policy in light of more sensitive topics that came up this year. Response was Sharlie McCain will take this into consideration as part of her HR Audit and identify who is internal contact.

- **Conflict of Interest Policy**  
Rob Cherry reported that at previous Governance Committee meeting, it was agreed that Conflict of Interest Policy was approved contingent upon review by agency legal counsel. Mr. Cherry referred members to his memo in the packet dated November 8, 2019 regarding Employ Milwaukee Conflict of Interest Policy, Revision 2, and reviewed the summary of revisions from that document. The intent of the changes were to broaden what a conflict is, not just financial. Chair Morin suggested removing the word ‘substantial’ and leaving ‘influence’ by itself under Background and Purpose Section. Mr. Morin also pointed out under II. Definitions; B. Interest; last paragraph ‘...after full disclosure, the appropriate governing board or committees decides that a conflict of interest exists.’ Based on his experiences on other boards, this could be phrased such that individual with conflict recuse themselves from discussion and voting.

**Next steps** – Committee agreed that under Section II, B. Interest, the last paragraph should be removed. Process could be added for formally disclosing conflict with Board Chair who would then have member recuse themselves from discussion and voting. Mr. Cherry will discuss suggested changes with counsel and schedule a conference call with this committee to review and approve Conflict of Interest Policy.

#### **IV. Nominations – Board and Committee Nominations Report**

##### Board of Directors – Status of Current Board Members

Mr. Cherry reported that the ratios are good for business/non-business members. Guidelines dictate that business representation must be over 50% and workforce development representation over 20%. A few board members have resigned recently and one such member was May yer Thao. Charles Vang will be filling in for her temporarily. Dr. Levros has left Milwaukee Job Corps and Vera Ford, his designee, is retiring next month. New Director for Milwaukee Job Corps has just been hired and EMI will start process to get individual on the Board of Directors.

##### Committees – Remaining Non-Board Member Vacancy on Personnel, Finance & Audit Committee

Molly Gena is under consideration as Non-Board member on Personnel, Finance & Audit Committee.

**Next steps** – Mark Kessenich will contact Molly Gena to determine her interest in joining PF&A Committee.

##### Review Board and Committee Nomination Report

No Self-Nomination forms have been received this quarter.

*Saul Newton motioned for approval of updated Board and Committee Nomination Report; Kimber Bartosiak seconded; approved unanimously.*

The meeting was adjourned at 9:36 a.m. by Chair Morin

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