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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, November 8, 2018 • 9am-10:30am

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

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

Employ Milwaukee Staff Present: Scott Jansen, Executive Vice President and Chief Operating Officer; Peter Coffaro, Chief Program Officer; Mary Foy, Policy Liaison.

I. Introduction

a) Purpose of the GCN Committee

Chair Morin welcomed those in attendance, thanking members and others present for their engagement in the committee's important work. He stated that Employ Milwaukee has made strides over the last few years by putting processes in place to manage the agency. Chair Morin thanked Mr. Wade for ensuring the committee's active work. Mr. Wade stated he looks forward to the committee identifying and addressing any potential issues in a proactive manner and thanked the members for their engagement.

b) Other Committee Roles and Responsibilities

Mr. Jansen provided an overview of the Employ Milwaukee Board and Committees, reviewing the roles and responsibilities as outlined in Article IV of the bylaws. The GCN Committee is responsible for the status of compliance with laws and regulations affecting the agency's operations.

II. Governance

a) Review of Existing Documents

Mr. Jansen instructed committee members where the governance documents are located on the Employ Milwaukee website and the Governance Binder each board member receives at orientation: <https://www.employmilwaukee.org/Employ-Milwaukee/Governance.htm>. Mr. Wade noted the significance of working with the local elected officials of the municipalities in Workforce Development Area (WDA) 2, Milwaukee County, through the Intergovernmental Cooperation Council (ICC), which serves as the WDA 2 Consortium. The Consortium designated Mayor Tom Barrett of the City of Milwaukee as the Chief Elected Official of Employ Milwaukee by vote in 2017. The WDA 2 Consortium Agreement and the Memorandum of Understanding between Employ Milwaukee, the Consortium and the Designated Chief Elected Official outline the responsibilities of the board and local elected officials of the WDA related to the Workforce Innovation and Opportunity Act (WIOA). The Employ Milwaukee 7th Amended & Restated Bylaws were updated in March of this year with consultation from outside legal counsel and the Wisconsin Department of Workforce Development staff.

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b) **Board Committee Swim Lanes and Coordination of Responsibilities/Reporting**

Mr. Wade acknowledged the significant work Mr. Jansen had undertaken to organize the governance and operational products of Employ Milwaukee in a methodical, transparent manner that provides the board with tools for oversight. Mr. Jansen stated that the GCN Committee provides Board oversight to ensure that other Board committees and agency staff are properly reviewing audit and compliance documents and regulatory agency rules. The committee members discussed DWD monitoring practices, discretionary grant 3rd party audits, monthly and quarterly reporting and other procedures used by grantors and auditors to review and test agency and sub-contractor practices. Ms. Bartosiak expressed her appreciation for the level of complexity in meeting regulatory standards that comes with public funding.

III. Compliance:

a) **Review of Audits and Monitoring Activities**

Employ Milwaukee's activities are subject to regular audits and monitorings. Mr. Jansen provided an overview of several program level and agency level auditing functions. The Independent Auditor's Report is done by Wipfli and is reviewed by the Personnel, Finance and Audit Committee. Mr. Gonzales appreciated the level setting and asked whether all activities are held to the highest standards required by the agency's funding sources. Mr. Jansen stated that the state's WIOA Compliance Monitoring takes place annually and combines auditing with technical assistance. The Desk Review for this year has been submitted to DWD with the onsite scheduled for December 3-6. The US Department of Labor (DOL) audits the monitoring performed by DWD to ensure that the state is holding fund recipients to federal standards. Other audits of Employ Milwaukee by grantors and funders involve reviews of reporting, performance achievements, and onsite audits.

Employ Milwaukee's contract compliance monitoring by staff employees applies stringent standards to all products and subcontractors. Employ Milwaukee is the fiscal agent for Midwest Urban Strategies (MUS), and the grants are collectively referred to as Compete Midwest. Employ Milwaukee is responsible for holding the MUS partners accountable for compliance and delivery of grant outcomes through contract monitoring.

b) **Review of Lawful Activities**

Mr. Jansen provided the committee with a brief review of Employ Milwaukee's Product Portfolio as well as companion pieces, the Business Process Management Matrix and the Contract and Product Management Inventory Report.

c) **Review of Conflict of Interest and Other Policies**

Mr. Jansen reviewed the Annual Review of Policies Report, which shows the agency's policies, the dates on which they were most recently issued, and which board committee is responsible for reviewing the policy. Chair Morin suggested that future versions of the report highlight which policy reviews are expected to be completed in the next quarter so that other committees may notify Chair Morin if there is a potential need for adjustment of a policy review date.

Action: Ms. Bartosiak motioned that the committee adopt the **Annual Review of Policies Report** as provided for submission to the Executive Committee. Mr. Gonzales seconded the motion. There was no discussion. The motion passed the committee unanimously.

IV. Nominations (Board/Committee)

a) **Open Board and Committee Positions**

The committee reviewed the open board and committee positions. Chair Morin asked what the process would be for reviewing potential nominees and stated he would like to share the process with the Executive Committee. Mr. Jansen agreed, noting that having a process could also facilitate suggestions by board members for members of the board or committees.

b) **Board and Committee Attendance Reports**

Attendance reports were shared with the committee and will be provided regularly at future committee meetings. There was discussion on potentially including attendance and participation in the Bylaws. Mr. Wade noted that the onboarding process could include a description of how attendance impacts quorum and the board's abilities to make decisions. Chair Morin suggested including expectation-sharing during the vetting process. Mr. Wade would like to discuss known attendance issues with members and Board Chair Layden.

c) **Non-Board Member Nominations for the GCN Committee**

There was discussion about the need to add non-board members to standing committees to comply with the board's Bylaws and federal WIOA regulations for Standing Committees of the Board.

Action: Mr. Gonzales motioned that the committee adopt the **Board and Committee Nomination Report** and request that staff develop a process around the report. Ms. Bartosiak seconded the motion. There was no discussion. The motion passed the committee unanimously.

Mr. Jansen stated that Employ Milwaukee will develop a potential process and will share with the committee next week. A brief, special committee meeting may be called to advance the process prior to the Executive Committee's meeting on November 29, 2018.

V. **Other Items**

Chair Morin requested that emails sent regarding the Committee have a consistent subject line as follows: GCN: [subject]. Future committee agendas will list all committee and committee staff names.

Chair Morin thanked Mr. Wade, Mr. Jansen and the committee for their efforts. Mr. Wade recognized that a strong foundation had been built during the committee meeting. The meeting was adjourned.