

**GREAT LAKES BAY MICHIGAN WORKS!
 JOINT CONSORTIUM BOARD AND WORKFORCE DEVELOPMENT BOARD
 Minutes – March 21, 2016**

**CONS BOARD MEMBERS
 PRESENT**

Vaughn Begick
 Michael Hanley
 Scott Noesen
 Jim Theisen
 Jan Bunting
 Robert Woods
 Tom Herek
 Jim Geisler
 George Green
 Margaret McAvoy
 Carl Ruth

WDB MEMBERS PRESENT

Tom Begin
 Jeff Adamo
 Jennifer Hayes
 Dan Wortman
 Kelly Rule
 Ralph Ward
 Don Schurr
 Sheila Dahm
 Scott Govitz
 Pastor Larry Camel
 Chad Wurtzel
 Michael Colby

**CONS BD
 MEMBERS ABSENT**

Chuck Stack
 Donald Tilley

WDB MEMBERS ABSENT

Colleen Markel
 George Yost
 Brian McBride
 Chris Taylor

MWA STAFF

Ed Oberski
 Ray Ogden
 Kristen Wenzel
 Olga Pilai
 Amy Pringle
 Lisa Kleekamp

GUESTS

Jerrard Johnson, SVRC
 Matt Haas, Gratiot w/Jan Bunting
 Emily Easterling, BSBP
 Jim Haton, MMI
 Suanne Tasker, GIRESD
 Jennifer Carroll, Delta College
 Monica Ibanez, SVRC

ITEM #1: CALL TO ORDER

Co-Chair Tom Begin called the meeting to order Monday March 21, 2016 at 3:30pm. The meeting was held at Great Hall Banquet and Convention Center, 5121 Bay City Rd. Midland, Michigan.

ITEM 2: ROLL CALL

The above members were present. A quorum was present.

ITEM #3: APPROVAL OF AGENDA

Carl Ruth moved, supported by Vaughn Begick:

To approve the agenda.

Motion passed by voice vote

ITEM #4: CORRECTING AND APPROVING THE MINUTES

George Green moved, supported by Ralph Ward

To Approve Minutes from the December 14, 2015 Board Meeting.

Motion passed by voice vote

ITEM #5: AUDIENCE FOR THE PUBLIC

The audience introduced themselves. There was no public comment.

ITEM #6: INTRODUCTIONS

The Board members introduced themselves.

ITEM #7: CONSENT AGENDA

None

ITEM #8: REPORTS/ACTION/DISCUSSION ITEMS

A. Program and Performance Committee Report

Chief Operations Officer Kristen Wenzel presented the Program and Performance Committee Report and quarterly performance reports. The Committee will be working toward consolidated performance reporting between Gratiot-Isabella and Saginaw-Midland Bay. Board Member Scott Noesen requested that the Committee and Board be presented with sample federal performance reports at their next meetings for comparison to the performance reports currently used by the Board.

B. Finance Committee Report

Chief Administrative Officer Ray Ogden presented the Finance Committee Report and quarterly fiscal reports.

Finance Committee Recommendation #1: That the entire amount of the Central Area Michigan Works! Consortium carry-in Funding, \$574,478.71, be allocated to the Gratiot Isabella RESD for services in Gratiot and Isabella Counties.

Margaret McAvoy moved, supported by Jan Bunting

To approve Finance Committee Recommendation #1.

Motion passed by voice vote

Finance Committee Recommendation #2: That the July 1, 2015 - June 30, 2016 Administration Office Budget to be increased by \$119,962 from \$1,156,655 to \$1,276,617

Don Schurr moved, supported by Jennifer Hayes

To approve Finance Committee Recommendation #2.

Motion passed by voice vote

C. Strategic Initiatives Committee Report

CEO Oberski presented the Strategic Initiatives Committee Report.

Based on the work of the Committee, Administration recommends approval of Bylaws for the Board (attached).

Carl Ruth moved, supported by Pastor Larry Camel

To approve the Bylaws (attached to these minutes).

Motion passed by unanimous voice vote.

D. Annual Meeting Functions

Election of Workforce Development Board Officers.

Don Schurr nominated:

For Co-Chair: Jennifer Hayes, For Co-Vice Chair: Jeff Adamo.

After three calls no other nominations were received.

Don Schurr Moved, supported by Dan Wortman

That nominations be closed and a unanimous ballot be cast for Jennifer Hayes as Co-Chair and Jeff Adamo as Co-Vice Chair.

Motion passed by voice vote of the Workforce Development Board.

Election of Consortium Board Officers.

Carl Ruth nominated:

For Co-Chair: Don Tilley, For Co-Vice Chair: Mike Hanley.

After three calls no other nominations were received.

Carl Ruth Moved, supported by George Green

That nominations be closed and a unanimous ballot be cast for Don Tilley as Co-Chair and Mike Hanley as Co-Vice Chair.

Motion passed by voice vote of the Consortium Board.

Election of Executive Committee Workforce Development Board Members.

Scott Govitz nominated:

Kelly Rule and Ralph Ward.

After three calls no other nominations were received.

Scott Govitz Moved, supported by Don Schurr

That nominations be closed and a unanimous ballot be cast for Kelly Rule and Ralph Ward as Executive Committee Workforce Development Board Members.

Motion passed by voice vote of the Workforce Development Board.

Election of Executive Committee Consortium Board Members.

Mike Hanley nominated:

Margaret McAvoy and Scott Noesen.

After three calls no other nominations were received.

Mike Hanley Moved, supported by Jan Bunting

That nominations be closed and a unanimous ballot be cast for Margaret McAvoy and Scott Noesen as Executive Committee Consortium Board Members.

Motion passed by voice vote of the Consortium Board.

Setting of the Meeting Calendar for January – March, 2017.

Mike Hanley moved, supported by Jim Theisen

To approve the following meeting schedule for the first quarter board meeting of 2017.

All meetings at 3:30pm

January 23, 2017

TDCC Meeting

February 27, 2017

Committee Meetings

March 27, 2017

Board Meeting

Motion passed by voice vote

Co-Chair Jennifer Hayes commenced presiding the meeting. The Board thanked Tom Begin for his service as Co-Chair.

E. CEO Report

In the interest of time, CEO Oberski will email his report to Board members.

F. Other Reports

None.

Item #9: ADJOURNMENT

The Board Meeting adjourned at 4:55pm

BYLAWS OF THE GREAT LAKES BAY MICHIGAN WORKS! JOINT BOARD OF DIRECTORS

Adopted: March 21, 2016

ARTICLE I

NAME

1. The name of the Board shall be the Great Lakes Bay Michigan Works! Joint Board of Directors, hereinafter referred to as the Board.
2. The principal mailing address for the Board shall be 1409 Washington Street, Midland, Michigan 48640. The Board has the authority to set a new principal mailing address by resolution without amending these Bylaws.

ARTICLE II

PURPOSE

1. The Board shall act as the Board of Directors for Great Lakes Bay Michigan Works!, hereinafter referred to as GLBMW!. In exercising those duties, the Board shall operate in compliance with all applicable and mandatory laws, regulations, directives, rules and guidelines from the various GLBMW! funding sources.
2. The Board shall:
 - A. Select and oversee the Administrative Entity for GLBMW! programs.
 - B. In compliance with these Bylaws, hire and fire a Chief Executive Officer for GLBMW! who will be an employee of the Administrative Entity.
 - C. Select GLBMW! program service providers.
 - D. Oversee GLBMW! program operations.
 - E. Approve an annual GLBMW! operating budget.
 - F. Establish Board level policies for GLBMW!.
 - G. Convene appropriate partner organizations and set overall workforce strategies and priorities for the Region.
 - H. Promote community awareness and advocacy for the workforce system.
 - I. Conduct other necessary and proper functions in its role as GLBMW! Board of Directors.
3. Staff for the Board shall be provided by the GLBMW! Administrative Entity.

ARTICLE III

MEMBERSHIP

1. Membership on the Board shall consist of all members of the GLBMW! County Consortium Board

and Workforce Development Board.

2. Workforce Development Board members on the Board shall be selected by procedures adopted in the interlocal agreement between the Counties making up the Consortium. Membership criteria and selection procedures shall be in compliance with all applicable and mandatory laws, regulations, rules, guidelines and directives. The number of voting Workforce Development Board members shall not exceed seventeen (17).
3. County Consortium Board members on the Board shall be selected by procedures adopted in the interlocal agreement between the Counties making up the Consortium. Membership criteria, selection, and removal procedures shall be in compliance with all applicable and mandatory laws, regulations, rules, guidelines and directives. The interlocal agreement between the Counties shall set the number of County Consortium Board members.
4. Removal of Workforce Development Board members: At the meeting of the Board where proper notice of such purpose has been given, any Workforce Development Board member may be removed from membership by vote of three fourths (3/4) of both the County Consortium Board and the Workforce Development Board members present at the meeting.
5. Removal of Consortium Board members: Consortium Board members may be removed through the procedures adopted in the interlocal agreement between the Counties making up the Consortium.

ARTICLE IV

OFFICERS

1. The officers of the Board shall be the County Consortium Board Chair and Vice-Chair, and the Workforce Development Board Chair and Vice Chair. Those officers shall act as Co-Chairs and Co-Vice Chairs of the Board.
2. The Co-Chairs shall:
 - A. Preside over meetings on a rotational basis.
 - B. Provide leadership to the Board.
 - C. Represent the Board at various meetings.
 - D. Supervise and consult with the Chief Executive Officer regarding operational matters.
 - E. Make necessary appointments to committees and other boards.
 - F. Perform other required duties.
3. The Co-Chairs may delegate their duties as they determine to be necessary and appropriate.
4. In the absence or the unavailability of a Co-Chair, the respective Co-Vice Chair shall perform the duties of the absent or unavailable Co-Chair, and when so acting shall have the power of and be subject to all the restrictions upon their respective Co-Chair. In the event that a Co-Chair is unable to complete his/her term of office, the respective Co-Vice Chair shall become the Co-Chair for the remainder of that term of office.
5. The County Consortium Board and the Workforce Development Board shall separately elect their officers to one-year terms at the Board's annual meeting. Officers shall commence their term immediately upon election. If for any reason an annual meeting is not held or an election does not

occur at the annual meeting, the current officers shall continue to serve until an election can be held. Officer elections may be held at any regular meeting when an officer is serving beyond his/her one-year term or when there is a vacancy in any office.

6. The Chief Executive Officer shall supervise and control all of the business and affairs of GLBMW!. The Board Co-Chairs shall establish procedures for selecting and hiring the Chief Executive Officer as needed on an ad hoc basis. The Chief Executive Officer shall serve at the pleasure of the Board. He/she may be removed from his/her position by a vote of two thirds of the County Consortium Board members and two thirds of the Workforce Development Board members. In order to take effect, the vote of the County Consortium Board members and the Workforce Development Board members must occur at the same meeting. In addition, in order for the vote to take effect, the Board must give the Chief Executive Officer at least one-month written notice prior to the date of the vote, and must afford the Chief Executive Officer an opportunity to be present and be heard at the meeting in which the vote takes place. The Chief Executive Officer's right to be heard includes the right to make personal statements, and to present evidence and statements by others prior to the Board's vote.

ARTICLE V

MEETINGS AND BOARD ACTION

1. Regular meetings shall be held at least quarterly at such place and time as determined by the Board. All meetings and meeting notices shall be conducted and issued in compliance with the Michigan Open Meetings Act. Meetings shall be chaired on a rotational basis with the applicable County Consortium Board officer and the applicable Workforce Development Board officer chairing every other meeting.
2. The annual meeting will be held during the first quarter of the calendar year at the time, date, and place determined by the Board. The purpose of the annual meeting will be to set the meeting calendar for the year, to elect officers, and to transact any other business that may come before the Board at that meeting. Annual meetings shall be chaired on a rotational basis with the applicable County Consortium Board officer and the applicable Workforce Development Board officer chairing every other annual meeting.
3. Special meetings may be called by either Co-Chair. The Co-Chairs shall determine the Chair of the special meeting. Special meetings and special meeting notices shall be conducted and issued in compliance with the Michigan Open Meetings Act.
4. Except as otherwise set forth in these Bylaws, in order for the Board to take any action, a majority of the County Consortium Board members present at the meeting and a majority of the Workforce Development Board members present at the meeting must both vote in favor of the proposed action. Both votes must occur at the same meeting. The presiding Co-Chair shall call for a joint voice vote, and determine whether an action item has passed. The presiding Co-Chair or any Board member may call for a separate roll call vote at any time. The roll call vote may occur either in lieu of or after a joint voice vote is taken. A separate roll call vote that occurs after a voice vote shall take precedence and override the results of the voice vote. All members shall be entitled to one vote.
5. If a member is not entitled to receive mileage reimbursement or per diem payment from any other

organization, a member who is present at a meeting shall be entitled to receive mileage reimbursement for that meeting from GLBMW! per the normal mileage reimbursement procedures of the Administrative Entity.

6. Meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE VI

QUORUM

1. A quorum for the transaction of business at any meeting shall consist of both a majority of all current Workforce Development Board members and a majority of all current County Consortium Board members. There shall be no proxy votes.

ARTICLE VII

COMMITTEES

1. Standing Committees
 - A. The Board shall have the following Standing Committees: Program and Performance Committee, Finance Committee, and Strategic Initiatives Committee.
 - B. Membership on the Standing Committees shall be appointed through agreement by the Co-Chairs. All Board members shall serve on one of the three Standing Committees. The Co-Chairs shall assure equitable geographic representation and equitable Consortium Board/Workforce Board representation on each Standing Committee. Each Standing Committee shall have a Consortium Board Co-Chair and Workforce Development Board Co-Chair who shall be elected by the Committee. The Board Co-Chairs shall be ex officio members of all Standing Committees.
 - C. The Standing Committee shall meet at least quarterly according to the calendar set by the full Board. All Standing Committee meetings shall comply with Michigan Open Meetings Act.
 - D. The Standing Committees shall not be empowered to take action. The Committees shall make recommendations to the Board.
 - E. The Finance Committee shall have oversight, advisory, review, and recommendation authority regarding Board level budget, fiscal and administrative matters, and any other matters assigned by the Board Co-Chairs.
 - F. The Program and Performance Committee shall have oversight, advisory, review, and recommendation authority regarding Board level program, performance, program related facility matters, and any other matters assigned by the Board Co-Chairs.

- G. The Strategic Initiatives Committee shall have oversight, advisory, review, and recommendation authority regarding overall workforce strategies and priorities for the Region, community awareness and advocacy for the workforce system, strategic planning, and any other matters assigned by the Board Co-Chairs.
- 2. Executive Committee.
 - A. An Executive Committee shall consist of eight Board members: both Co-Chairs, both Co-Vice Chairs, and four additional members.
 - B. The County Consortium Board members and the Workforce Development Board members on the full Board shall each separately elect two of the four additional members.
 - C. The Board shall assure that each County has at least one representative on the Executive Committee.
 - D. The sole purpose of the Executive Committee shall be to take action that is required when a special or regular meeting of the Board cannot be convened in time to take the required action. The Executive Committee shall not take action on any item requiring a super majority vote under these Bylaws.
 - E. Executive Committee quorum requirements shall be in accordance with these Bylaws. All Executive Committee voting procedures shall be conducted in accordance with these Bylaws.
 - F. A meeting of the Executive Committee can be called by either Co-Chair. All Executive Committee meetings and meeting notices shall comply with the Michigan Open Meetings Act.
 - 3. The Board Co-Chairs may agree to appoint other committees for specific purposes as may be deemed necessary or desirable to conduct the business of the Board. Any committee so appointed shall have powers and responsibility defined and delegated by the agreement of the Co-Chairs.

ARTICLE VIII

CONTRACTS, GRANTS, LOANS, CHECKS, AND DEPOSITS

- 1. All GLBMW! contracts, leases, grants, and loans shall be entered into by the Administrative Entity selected by the Board.
- 2. The Administrative Entity shall not enter into any loans for GLBMW! unless authorized by the resolution of the Board. Such authority may be general or limited to specific instances.
- 3. All checks and deposits shall be handled by the Administrative Entity.

ARTICLE IX

AGENTS, CONSULTANTS, PROFESSIONAL SERVICES

1. Firms or persons other than officers of the Board or GLBMW! employees may from time to time be engaged to assist it in carrying out its programs and purposes.

ARTICLE X

FISCAL YEAR

1. The GLBMW! fiscal year shall be October 1 through September 30.

ARTICLE XI

CONFLICT OF INTEREST

1. All Board members, committee members, and GLBMW! employees shall comply with all applicable and mandatory conflict of interest laws, regulations, directives and guidelines.

ARTICLE XII

FINANCIAL AUDIT

1. The Board shall assure that the Administrative Entity has an independent audit conducted each year in compliance with the federal Single Audit Act, and any other applicable and mandatory laws, regulations, rules, guidelines and directives.

ARTICLE XIII

BYLAWS AMENDMENT

1. These Bylaws may be altered, amended or repealed by affirmative vote of two-thirds (2/3) of the County Consortium Board members and two-thirds (2/3) of the Workforce Development Board members. In order for the vote to take effect the mailed agenda must include the proposed language of the alteration, amendment, repeal, or adoption of the Bylaws; and the vote of Consortium Board members and the Workforce Development Board members must take place at the same meeting.