

**FY 2021 MEMBERSHIP AND BOARD OPERATING COMMITTEE MEETING
TUESDAY, OCTOBER 27, 2020 – 2:00 PM
VIRTUAL MEETING VIA ZOOM
MINUTES**

CALL TO ORDER AND INTRODUCTIONS

Chairman John Baines called the meeting to order at 2:08 PM. Present were John Baines, Nick Birkenhauer, Dave Fleischer, and Dean McKay. With 4 out of 5 members present, quorum was achieved. Chris Bateman joined the meeting a short time after the call to order.

SELF-IDENTIFICATION OF MEMBERS

The Chairman asked for any self-identification of members who might have a conflict of interest. No member self-identified as having a conflict of interest with agenda topics.

APPROVAL OF THE MINUTES – AUGUST 25, 2020 MEETING

There were no questions or revisions to the minutes. Dave Fleischer made a motion to approve the minutes, Nick Birkenhauer seconded the motion, all voted in favor. The motion passed and the minutes were approved.

REVIEW OF MEMBERSHIP NOMINATION – DR. CARISSA SCHUTZMAN

- Tara Johnson-Noem spoke regarding Dr. Carissa Schutzman, the Secretary of our Board, having a change in employment. Dr. Schutzman is currently at University of Cincinnati in a role where she conducts formal evaluation and applied research in education, public health, and social justice for higher education institutions, public school systems at local and state levels, government agencies, public health entities, and community-based organizations. This change in employment did not result in a change to any ratio of our required membership.
- Discussion followed:
 - Types of classifications on the Membership Nomination Form
 - Required Board membership based upon the combination of an individual at the institution at which they are employed
 - Terms of office
 - Recent Board changes and how they were handled
 - Whether the Bylaws describe all this moving forward.
- The Committee reviewed Item C (Appointment and Replacements), Item D (Terms of Office), and Article IV of the Bylaws and, the Excel file containing the WIOA WIB Member Analysis Grid.
- The Committee concluded the role of the officer has a term, so if a Board officer vacates his/her position on the Board mid-term, the successor would be appointed to fill that remaining term. In Dr. Schutzman's situation, it is the same person, but it is also a unique combination of person and institution.
- The Committee also concluded there is not specific language in the Bylaws to describe whether Dr. Schutzman's situation constitutes a restart. However, since there were established precedents from two committee members attending the meeting, it was decided that the prior precedents shall be the precedent

moving forward. That is, the terms restart anew so that the person may continue on the Board as per the Bylaws.

- Since Dr. Schutzman serves on two committees, Article IV, Item B should be further reviewed and language revised to reflect a member serving on more than one committee.
- Motion to approve Dr. Carissa Schutzman for nomination to the full board was made by Dean McKay and seconded by Dave Fleischer. All voted in favor. The motion passed.

REVIEW MEMBERSHIP FOR REQUIRED REPRESENTATION FOR WIB AND COMMITTEES

Tara Johnson-Noem

- Since last meeting, there have been no membership changes.
- Requirement for the Labor and Training Sector is 20%; we are at 22.22%.
- Requirement for the Business sector is 51%; we are at 52.78%.
- Representation for Pendleton County remains lacking, so it was suggested the Committee recommend to the Board that we recruit for an individual who actively lives and works in Pendleton County.
- Representation in IT, Business, Operations, Finance, and Transportation/Logistics is doing well. There are 3 representing Advanced Manufacturing.
- We continue with 1 member in Healthcare and 1 member in the Construction Trades sectors. These two sectors have been identified as high demand. We should be focusing on individuals in these 2 sectors, as well as Advanced Manufacturing as we have openings available as of 6/30/2021.
- It was noted that Rhonda Whitaker-Hurt, Michelle Tyson, Kristie Henry, Michelle Cestaric, Ryan Henson, and Chad Day will all be ending their third terms as of 6/30/2021.

DISCUSS NKWIB LEADERSHIP PLANNING AND JOINT MEETING WITH EXECUTIVE COMMITTEE

Succession Plan for Board Chairperson

- Dana Dobbs' term as Chairperson and Michelle Cestaric's term as Vice Chairperson will end as of 6/30/2021. This was followed by an explanation of a situation regarding whether Michelle Cestaric could follow her intended path to succeed Dana Dobbs as Chairperson. Upon further review of Article IV, Item B (Officers/Election and Term of Office) of the Bylaws, it seemed to be an unclear path that would allow Michelle to have another term. If that is the case, another successor for Dana would need to be found, or if willing, Dana could succeed herself once, and this could be brought to a vote.
- Article III, Item D (Membership/Terms of Office) of the Bylaws was then reviewed and comment followed that it appeared that since Michelle's term was expiring, she could not continue in her current capacity unless she had a change in her employer of record, was re-nominated, and then subsequently appointed.
- Dean McKay suggested another path for this specific situation could be accomplished by a modification of the Bylaws to limit the total number of terms that could be served by a person.
- Nick Birkenhauer suggested a Bylaws modification that would allow an additional nomination for a 2-year term for someone scheduled to term out but was slated to serve in an officer's role.
- Tara Johnson-Noem commented that she will be meeting with Michael Gritton of Kentuckiana next week and will ask him if his organization has experienced these types of issues and if so, how they were handled. She will also review the WIOA laws prior to the Executive Meeting on 10/28/2020.

Planned Dialogue with Executive Committee during meeting to be held on October 28, 2020

- Leadership turnover – Re-nominate Michelle Cestaric so that planned leadership can continue
- Seek a new Treasurer to replace Michelle Tyson
- Bylaws modification to limit terms to 6 two-year terms, for a maximum of 12 years served (this potential modification would not pertain to current members).

- Bylaws modification regarding “Indefinite membership renewals permitted for members representing required institutions or institution types if no other qualifying organizations available.”

It was noted there are 3 more meetings in order to put together a slate for upcoming vacancies. Board must be put together as a strategic proposal that encourages the right make-up of board members. The Board should be diversity-based on all factors, consist of members who are active and engaged, and have its values upheld. If board members term out at the same time, continuity of all this becomes difficult.

REVIEW MEMBER ATTENDANCE SPREADSHEET FY 2021

- Reviewed and updated the committee tabs within the spreadsheet.

ADJOURNMENT

Motion was made to adjourn the meeting by Dave Fleischer and seconded by Nick Birkenhauer. Motion passed and meeting was adjourned at 3:36 PM.