



MASS WORKFORCE ASSOCIATION
ONE SYSTEM – ONE VOICE

Governance committee meeting – April 19, 2019

- Governance Committee Responsibilities and Roster –
 - Reviewed and discussed possible changes to document
 - Identified some possible edits/confusing parts of bi-laws. Tonja to highlight any inconsistencies in bi-laws for committee.
- ED Evaluation
 - Went over documents, discussed what else was needed in the document
 - Decided to conduct ED review on a fiscal year
 - Everyone to send Valerie any edits on top part related to process
 - For parts of evaluation that relate to goals that will not be prioritized in year one, need to establish baselines.
 - Look at glossary of terms – send any edits
 - Incorporate strategic plan as makes sense for goals
- Board Recruitment
 - Short term solution – ask all one-year termed members to serve an additional 3 year term as they were put on board, in part, to create the strategic plan and that process is still ongoing. One-year termed board members include: Robert Bower, Stan Usovicz, Michael Weekes, David Gadaire, and Jim Oliveria.
 - Long term solution – address at next meeting.

To do –

1. Governance Committee and Responsibilities document
 - a. Send any additional edits to Valerie
 - b. Valerie/Maddrey to make edits that were discussed at last meeting
2. ED evaluation –
 - a. Send any edits on glossary of terms and on process
3. Governance
 - a. Valerie to draft message to 1-year termed board members. To be reviewed and then sent to board member identified above.



Massachusetts Workforce Association Governance Committee Meeting Agenda

Thursday, September 19, 2019

In Attendance: Maddrey Goode, Valerie Sutton, Tonja Mettlach, Raija Vaisanen

Notes

- Harneen Chernow sent an email indicating that she could no longer serve on the board of directors, given her increased travel schedule for work. Harneen holds a community partner seat from the Southeast region.
- Suggestion was made to invite Claire Higgins who works at the CAP in Franklin-Hampshire County to replace Harneen for the remainder of her 3 year term. Tonja to discuss with Teri and Patricia in the region.
- Committee discussed further developing an official process for board recruitment that should include considerations of diversity, regional representation, and organizational affiliation. Also, attendance/involvement in the board should be considered when extending board membership beyond one term.
- Draft board description had been circulated and needs to be finalized, along with a nomination form or process that invites all MWA members to offer nominations to the board.
- Committee discussed a schedule that would involve developing a slate of board candidates by March/April of each year, voting on board members in May, followed by an onboarding process during the summer for new board members. Potential board members could shadow committees prior to being voted onto the board to start the onboarding/orientation process.
- The by-laws indicate that a majority of members must be present to vote on new board members. Plan will be to vote on Harneen's replacement at the December MWA Board meeting. Next board members to cycle off this year include Valerie Sutton, Suzanne Fernandes, Chris Kealey, Mary Sarris*, and Maddrey Goode*.
 - *MWA Workforce Board/Career Center representatives.

Next steps:

MWA Staff will follow-up before next committee meeting with a list of potential board candidates to date, list of board seats needing to be filled or renewed, updated board description and nomination form/process.

AGENDA

1. Review and Approval 9.19.19 notes
2. Board Recruitment
3. Onboarding Process for Board
4. Executive Director Performance Assessment
5. Issues of Accountability review

REVIEW AND APPROVAL OF 9.19.19 NOTES

1. See attached

BOARD RECRUITMENT

1. Diversity Statement:

Diversity can show up in gender, sexual identity, nationality, socioeconomic status, educational attainment, veteran status, age, physical ability, regional diversity (rural, urban, surrounding communities), and many more expressions of identity. Many existing systems of power and privilege affect access to services unequally and that equity is crucial to the long-term viability of the organization. We seek board members that represent the constituents that we serve to give power to the many voices within workforce development.

2. Board Nominations

- a. Replacement for Herneen – Vote needs to happen in December meeting. Looking at regions for community partner. Currently Boston centric. Reaching out to both Career Center Directors and Workforce Board for suggestions. Missing Berkshires and Southeast region. Elder service org recommended.
 - i. Sheila made a few recommendations - Eric Heller, Interim ED, Donahue Institute, ?? from the Plymouth Foundation, Rob Corley ED of Neighborhood Works.
 - ii. Project management plan for new board members working backwards:
 1. Conversation from Board Chair or ED on responsibilities (ongoing)
 2. February – nomination form out, distribution through a special email, post to website and announcement newsletter.
 3. March – ask for extension depending on response and fill out nomination form.
 4. May annual meeting – extend terms or new board members. Prioritize getting out the nomination form to members. Create a process.
 - iii. Herneen needs vote in December. Prioritize from the suggestions from Sheila. Tonja will follow up with Sheila and reach out to possible candidates.

- b. Review of roster and recommendation process

Any vacancy in the Board of Directors, however occurring, may be filled by vote of a majority of the members present at any meeting of the Board of Directors at which a quorum is present. Each successor shall hold office for the unexpired term of his predecessor and until his successor is chosen and qualified or until his earlier death, resignation or removal. At any meeting of the Board of Directors, a majority of the persons then sitting as members of the Board of Directors shall constitute a quorum.

3. May Slate

- a. Replace or extend the following:

Private Sector - Vice Chair	Valerie Sutton	Harvard, Metro North Workforce Board	Metro North
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Privet Sector - Treasurer	Suzanne Fernandes	Mutual Bank, Greater Brockton Workforce Board	Greater Brockton
Business Association	Chris Kealey	Mass Business Roundtable	Greater Boston
Workforce Development Board Director	Mary Sarris	MassHire North Shore Workforce Board	North Shore
Career Center Director	Maddrey Goode	MassHire Boston Career Center	Boston

- b. Update on nomination form **Membership requirements should exclude consultants. Those with financial interest in certain policies or programs being moved forward should be excluded. Conflict of interest on the nomination form. Use the word "preference" for qualification.**
 - i. **Tonja to update nomination form and distribute to committee below next meeting.**
- c. Confirm extension policy and review roster

ONBOARDING PROCESS FOR BOARD

1. Review **REB Orientation**
2. Ideation – manual, presentation and shadowing
 - a. **Deadline for May new members to have a written manual. Use current board manuals to adapt to MWA.**
 - b. **Tonja and Riaja to create rough by end of year.**
 - c. **Share with Board in February and feedback.**
 - d. **Ask for a Vote in March.**
 - e. **Have a summer session with new members.**
3. Additional resources: other boards or professional associations

EXECUTIVE DIRECTOR PERFORMANCE ASSESSMENT

1. Set dates: Performance assessment and quarterly review of goals;
 - a. **Final in May for budget reasons.**
 - b. **December review for goals realignment with Stan.**
 - c. **Second March for check-in.**
2. Format for self-assessment, board feedback and member feedback. **Annual survey of association in April to assist with goal setting. Staff to create survey monkey from initial survey based on outline created from Governance.**
3. Set dates for feedback for final review

ISSUES OF ACCOUNTABILITY

1. Discussion and prioritizing next steps

The top five non-profit internal control risks:

1. Accounting policy manual – **Move to finance committee**
2. Sarbanes-Oxely Act: Whistleblower channel and compliance monitoring; document destruction and retention policies. – **Move to finance committee**
3. **General organization controls: conflict of interest, segregation of duties, and delegation of authority**
4. **Information technology controls: user access, data security, change management, and use of spreadsheets. SEND ALONG POLICIES. Sheila has WISP POLICY. STATE POLICIES. COMPUTER POLICY.**
5. Key internal controls: cash management, payroll and accounting. – **Move to finance committee**

AGENDA

1. Approve 10.17 notes
2. Identify a person to replace Harneen
3. Approve Board Description and Nomination Form
4. Discuss process for getting out nomination form
5. Discuss Board onboarding update
6. Staff update on performance assessment from members
7. Next steps

In attendance by phone: Valerie Sutton, Maddrey Goode, Shannon Norton, Sheila Jardim, Tonja Mettlach, Raija Vaisanen

MOVING FORWARD WITH POLICIES REVIEW AND APPROVAL OF 10.17.19 NOTES

1. See attached - approved

BOARD RECRUITMENT

1. Board Nominations
 - a. Replacement for Herneen – Vote needs to happen in December meeting.
 - i. Review recommendations
 1. The committee approved the following: Tonja and Raija will work with Sheila to reach out to Eric Heller, Jack Yunits and Rob Corley about their availability and interest in serving on the board, and will update the committee prior to the December 12 board meeting.
 2. Tonja and Raija will bring one nomination from those three to the December board meeting.
 - ii. Approve Board Description and Nomination Form
 1. Adding links to Diversity statement to both: Diversity can show up in gender, sexual identity, nationality, socioeconomic status, educational attainment, veteran status, age, physical ability, regional diversity (rural, urban, surrounding communities), and many more expressions of identity. Many existing systems of power and privilege affect access to services unequally and that equity is crucial to the long-term viability of the organization. We seek board members that represent the constituents that we serve to give power to the many voices within workforce development.
 2. Changes suggested to nomination form and board job description:
 - a. Tonja and Raija will implement suggested edits (will see comments made to documents during call) to formatting and additional information requested and clarification, including updating the requirements to allow people to be on the board who are not MWA members or WDB Board members until we have a membership structure.
 - b. Process for distributing nomination form – approved. MWA will present to board along with nomination form and job description in December. Suggestion to encourage MWA members to share nomination form on their websites and in their newsletters. Also share on LinkedIn and social media.
 - i. Nomination form out by February.
 - ii. Distribution through a special email, post to website and announcement newsletter.
 - iii. Conversation from Board Chair or ED on responsibilities.
 - iv. In March ask for extension depending on response and fill out nomination form.

ONBOARDING PROCESS FOR BOARD

1. Update from Tonja and Raija – At December committee meeting MWA will present a rough draft based on review of Metro North, Berkshire and Greater Brockton materials. MWA to ask Sheila for her ppt.

EXECUTIVE DIRECTOR PERFORMANCE ASSESSMENT

1. Update from Tonja and Raija Format for self-assessment, board feedback and member feedback. Stan and Valerie will schedule a date with Tonja for mid-term review.
 - a. Have we created the outline? – MWA to provide draft outline of April Member Survey at next committee meeting.
2. Set dates for feedback for final review – Feedback will be aligned with fiscal year, so by end of June.

ISSUES OF ACCOUNTABILITY

1. Discussion and prioritizing next steps
 - a. General organization controls: conflict of interest, segregation of duties, and delegation of authority
 - i. Prioritize conflict of interest and delegation of authority. MWA to discuss internally and bring drafts to committee. Raija said she believed Tonja had some draft documents for Conflict of Interest developed. Maddrey shared that Goodwill uses a document approval form process and Sheila shared how coming up with alternative processes if people aren't available to sign off on things is important.
 - b. Information technology controls: user access, data security, change management, and use of spreadsheets. SEND ALONG POLICIES. Sheila has WISP POLICY. STATE POLICIES. COMPUTER POLICY. Sheila sent copy of WISP Policy for MWA to review.