

**River Valley Workforce Investment Board**  
**Minutes of the Executive ByLaws Ad-hoc Committee Meeting**

<b>Report for:</b>	Executive ByLaws Ad-hoc Committee Meeting		
<b>Date:</b>	May 11, 2009 @ 10:30 a.m.		
<b>Location:</b>	Conference Call		
<b>Attendees:</b>  <b>A - Absent</b> <b>P - Present</b>	<b>Members</b>		<b>Guests</b>
	1. Lisa Dussault, Chair	P	
	2. Barb Ladner	P	
	3. Theodia Gillespie	A	
	4. Sheila McCraven	P	
	5. Pete Andrews	P	
<b>Staff:</b>	Sharon Walker (P)		
<b>Next Meeting Scheduled:</b>	<b>To Be Determined</b>		

- I. Call to Order – Chair Dussault called the meeting to order at 10:43 a.m. A quorum was established and Chair Dussault approved Pete Andrews to be added as a member of this ad-hoc committee.
- II. Approval of Minutes – no minutes yet to approve as this is the first meeting.
- III. Old Business – no old business.
- IV. New Business
  - A. Review Current By-Laws – Chair Dussault asked for comments/recommendations to amend the By-Laws one member at a time. Ladner stated that she hasn't had a chance to review the current By-Laws, and does not have any recommendations at this time, but will provide comment to other members' recommendations. Dussault then asked Andrews to begin with his comments.
    - ♦ Andrews provided his recommendations to amend the By-Laws and started out with Article VI, and noted item 6.01c should state quorum requirements vs. be elected by a simple majority of those members present, and noted its inconsistent with item 8.08, which states a quorum at all meetings will consist of greater than fifty percent of current membership and quorum will be required to take any action. Members concurred that 6.01c should state election requires a quorum, which consists of greater than 50 percent membership. Andrews noted that even though we haven't been able to act on 6.02a as there hasn't been an "annual" Board meeting, which states that election of officers should be done at the annual Board meeting, we should keep that on there and members concurred. Andrews then went to section 6.03, the Chair will, and on 6.03j, and noted that the Executive Director will report to Chair McConnaughay, so obviously that will need to change, and we will also need to change 6.03k, as that has trickle-down affect from 6.03j, 6.03k being in the ED's absence, appoint an interim officer to fill that role. Ladner recommended that 6.03j can probably just be removed as it wouldn't relate to the Chair anymore, but it should be brought to Chair McConnaughay's attention first. Ladner stated that we should run all the proposed amendments to the By-Laws through Chair McConnaughay before they are brought forth to the Full Board for their approval and Chair Dussault and members agreed. Andrews then noted that if 6.03j is going to be removed, then he recommends that some language be added referencing whatever oversight the Chair would have with the Executive Director. Andrews then noted under Section 6.04, he believes 6.04a is not true, in that a Vice-Chair does not have to be a representative of the private sector as described in the Act and stated the position of Vice Chair should be open to any Board Member who wishes to serve in that capacity but obviously couldn't be the Chair and recommends this be removed altogether. In regard to section 6.05, Andrews noted the Secretary/Treasurer will, under 6.05a, the language "be a representative of a non-partner public or private sector as prescribed in the Act, and this language restricts members who are a partner from the public sector from serving in this capacity, and doesn't know why we would specify non-partner, it should just be from the public or private sector. At this point, McCraven asked how recommendations for amendments are going to be reviewed and/or presented and Chair Dussault stated that

she will do more research as to why or why not certain wording may or may not have to be included in the By-Laws and noted that what we're doing today is compiling the comments and suggestions for proposed amendments. A brief discussion was held on the term "as prescribed in the Act" in that certain restrictive language used under the Vice Chair and Secretary/Treasurer may not necessarily be as prescribed in the Act and Walker noted this may have come from a previous officer, consultant or the previous Executive Director to ensure against bias. Members agreed that these items should be checked against the Act and Andrews stated that we don't want to restrict someone who is willing to contribute their expertise. Chair Dussault stated we'll come back and review everything in the comparison document that Walker is going to compile; Ladner requested that be in a table format. Andrews continued with his comments and noted in regard to Article VII, item 7.01, the Executive Committee will, under 7.01a, stated he doesn't believe we're holding to this in regard to the immediate past Chair serving on the Executive Committee, not that he disagrees with it, he's just pointing it out, and 7.01b would need to be re-worded as staff is now under the County, depending on the relationship between the Board Chair, it's Executive Director and the CLEO. Andrews then went to Article IX, item 9.04, and again noted that the language is restrictive and it's restricting how that Committee can be run, and the inter-local agreement could have something to do with that. Andrews then noted Article X, items 10.01 and 10.02 also need to be looked at.

- ♦ Dussault provided input to members' recommendations as they were stated and noted she would provide Walker with a hard copy of her recommendations, as members asked Walker to create a document that notes the current sections and what has been recommended to amend for reference. Chair Dussault then asked members to look at Article III, the Mission, and stated this needs to be rewritten and Ladner stated it should be very short. Chair Dussault stated that the Mission should be in-line with what the Strategic Committee comes up with because the By-Laws may need to be changed again and stated that President Obama is making some changes within the WIB's and there could be more down the line, who knows. Chair Dussault read her recommendation for what she feels the Mission of the River Valley WIB should be as a suggestion only however, as she feels that we should wait for the Strategic Plan Ad-hoc Committee of the Board for their recommendation. Chair Dussault noted under Article IV, Responsibilities, there is not a clear understanding why this is in here and if there is a true supervisory relationship, perhaps this needs to be deleted or updated with more appropriate language for the Mission of the RVWIB; item 4.05 should be changed from LWA to LWIA, same for item 4.07; item 4.10 change "develop a customer performance reporting system to..."develop a measurement and reporting system." In regard to Article V, Membership, item 5.02 second sentence, change Executive committee to Executive Committee. In regard to Article VI, Officers and Duties, item 6.02a, change "The River Valley WIB will elect all officers at the annual Board meeting" to "The River Valley WIB will elect all officers at the meeting prior to the end of the Program Year;" item 6.03c, "Preside over the Executive Committee" should be changed to "Preside over and approve the Agenda for the Executive Committee;" regarding item 6.03d, members discussed whether or not committee membership should be up to the Chair of the Board or the Chair of that Committee and Dussault stated that the Chair may at times name the Chair of a Committee and the members, but it may be more prudent to have the Committee Chairs develop their membership, particularly when there is an incumbent Chair who is successful and Ladner stated that on other Boards, she knows that the Executive Director and the Chair assigns members to all standing committees; in regard to item 6.03f, Dussault stated that along with item 6.03d, perhaps replace any or all committee members and questioned whether or not this should even be included since the current practice is the Committee Chair identifies a need for an ad-hoc committee, creates it and then asks for volunteers as long as the appropriate balance is achieved, and then disbands it once the ad-hoc committee has accomplished its mission; as for standing committee's, this almost suggests a performance review or a way to remove standing committee members, but does not provide clarity as to when or why such a decision is made or should be made and Andrews stated that the Chair should appoint standing committee Chairs but that the standing committees membership should be done by the Committee Chair, as members don't have to be a Board Member to serve on a standing committee and Walker noted that the current practice is that standing committee Chairs

approve members to their committee's; item 6.03g, this is not practiced and is not sure if its intent is to reach a quorum—Ladner noted that ex-officio's do not vote and therefore, do not count towards quorum, so there is really no reason for this; item 6.03j, not sure what this means, however, under the current structure, perhaps the language here needs to be removed or changed to reflect the current practices, as members discussed discussed under Andrews suggestion in regard oversight of the Executive Director is done by the CEO; in regard to item 6.04, The Vice-Chair will, addressing items 6.04a through 6.04e, stated that there needs to be further discussion on the duties of the Vice Chair before a recommendation is made to amend or leave as-is, as it's not working, although it also says that the Chair and Vice Chair is on every committee, which makes no sense as its not realistic. In regard to Article VII, Committees, insert "and/or its respective committee's" after "Ad-hoc committees will be formed and disbanded by the Board." In regard to item 7.02, Other Standing Committees and Ad-hoc Committees, following that item there are two "statements" starting with BE IT FURTHER RESOLVED and Dussault stated she is not sure why this is in here or the intent and these statements need to either be clarified or removed. Chair Dussault suggested that some language be inserted requiring duty obedience to the mission requiring all officers to act with fidelity, within the bounds of the law to the mission and purposes as expressed and require the officers and the Executive Committee to exercise a duty of care and exercise due diligence in reviewing transactions in order to fulfill their duty of care, and that this type of language requires the officers and the Executive Committee to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that the officers and Executive Committee reasonably believes to be in the RVWIB's best interests, Dussault stated it is also consistent with the overall objectives of establishing a culture of compliance. Dussault stated that this is her opinion, and members can certainly refute it, but stated that she feels that there are some who did not act with the duty of care and under normal circumstances, would somebody have done some of the things that happened in the past if it were their money, obviously when it's your money, you look greater at how that money is spent and the further you get away from that money, the less concern you have over how that money is spent and over that duty of care. Dussault then continued by stating that the officers and Executive Committee are required to exercise a duty of loyalty and avoid conflicts of interest rather than the interest of those of another person, themselves, or another organization and although we've been behaving that way, we've never put it specifically into the By-Laws; along with that, we need to recognize the times when that's not happening and we need to have a way to resolve, bring it to the table for discussion and talk about when we believe that might be happening. Dussault stated that at times, members can't help but be biased about a certain situation or issue, and she certainly is not immune to that and if she is biased, she'd rather hear members state Lisa, that's very biased and although we hear you, we need to hear the other side of that as well. Basically, Dussault stated she is suggesting tighter language for the Officers and the Executive Committee when it comes to fiduciary and financial responsibilities and she's not saying that horrible things have happened, but that the language needs to be explicit as opposed to implicit. In regard to Article VIII, Meetings, item 8.01, insert "Illinois" immediately prior to "Open Meetings Act," item 8.03, does the language need to be this specific because it could be problematic when there is a limited agenda or when waiting for implementation of a new policy, funds, etc., where additional or Special meetings need to occur and a brief discussion was held. Walker stated that if this language remains in the By-Laws, it will need to be amended to reflect the current standing meeting day/time of the Full Board is on the 2<sup>nd</sup> Wednesday of every other month starting with January, not the 3<sup>rd</sup> Wednesday. In regard to item 8.05, Dussault stated that the reference to an annual organizational meeting should be removed. In regard to Article X, Staffing & Expenses, Dussault recommended this entire section needs to either be removed or the appropriate changes need to be made such as "working in cooperation with the CEO, the Board will provide recommendations as needed for staffing and expenses." In regard to Article XI, Amendments to the ByLaws, we should consider inserting some language indicating the ByLaws need to be reviewed for appropriateness and good governance every 2 years or when appropriate, due to changes in common practices, laws, and rules of governance. Ladner agreed and from her experience on other Boards, ByLaws are reviewed annually or bi-annually and this is normally triggered by the Executive Director. Andrews stated that before we move on to

McCraven's comments in regard to Dussault's comments regarding adding language about conflicts of interest, he noted that conflicts of interest are noted under Article IX and perhaps make amendments there and Dussault stated we just need to be very explicit about what the duties are of the Officers and the Executive Committee.

- ♦ McCraven provided her recommendations to amend the By-Laws and in general, recommended that all abbreviations need to be dropped—everything should be spelled out throughout the document, LWIA should be Local Workforce Investment Area, WIA should be Workforce Investment Act, and we should drop the Roman numerals to plain numerics. McCraven stated that the By-Laws themselves are the By-Laws of the River Valley Workforce Investment Area, does not know where using LWIA 5, noting Kane, Kendall and DeKalb Counties came from and it's just nonsense, and it should simply state that these are the By-Laws of the River Valley Workforce Investment Board. McCraven went on to state that in terms of the Responsibilities Article, Article IV, she thinks that at a minimum, the Responsibilities Article should mimic the requirements of the Workforce Investment Act, thinks that the majority of our responsibilities as they are under the Act are contained in here, and recommends going back to look at the Act itself to make sure that they are all there. In terms of item 4.10, McCraven stated that she doesn't know what that means and members concurred and Walker stated to be honest, item 4.10 has never been carried out, to her knowledge, and at least not in the last 5.5 years that she's been with the River Valley WIB; in regard to item 4.13 and 4.14, McCraven stated she doesn't know what they mean either as they are both general statements that to her, does not have any meaning, because of course you're supposed to act upon recommendations of Committee's. In regard to Article V, Membership, McCraven stated that this whole section can basically be eliminated and recommended that it be replaced with language that mimics the DCEO policy, i.e., whatever the Policy says, that's what we do in terms of membership; Andrews asked about this item in relation to the Inter-local Agreement and McCraven stated that the Inter-local Agreement cannot supersede State Policy and whatever the Policy is, that is what we are required to follow. Under Article VI, Officers and Duties, item 6.02a, an annual meeting used to be held in July for such actions as electing officers, etc., and that it was the first meeting that established the new Program Year, so we need to re-establish an annual meeting and that should remain in the By-Laws. McCraven stated in terms of the officers themselves, I disagree with Pete in that she believes all of the officers should be members from the private sector (i.e., item 6.03 The Chair will and 6.04, The Vice Chair will) and does not believe that any officer should be a member from the public sector. In regard to The Secretary/Treasurer will, item 6.05, McCraven stated that she doesn't think that the Secretary/Treasurer should be serving as official secretary as it relates to legal issues and stated she doesn't know what that means and Dussault agreed, and stated unless they are an attorney, they can't be practicing the law. McCraven stated that throughout the By-Laws, wherever there is reference to the responsibilities of the Executive Director, it needs to be consistent with the structure that we have where the Executive Director directly reports to the Chief Elected Official, so we need to review that wherever it is in the By-Laws. In terms of the Committee's themselves, under Article VII, the whole section is a mess and does not understand why standing committees will meet a minimum of four times per fiscal year, and we don't operate under a fiscal year, it's a program year, and it's called a standing committee, which means they ought to be meeting at least one time per month because presumably, most of the business of the Board is taking place at the committee level and is rising up to the Board, so if you have a Board that only meets every other month, and you have a Standing Committee that meets a minimum of four times a fiscal/program year, the business of the Board isn't being done and recommended stated she believes the standing committees should be meeting monthly. Also under Article VII, Committee's, McCraven stated that the BE IT FURTHER RESOLVED language doesn't belong in here and doesn't even know why it's there and it needs to come out and members concurred. Under Article VIII, Meetings, McCraven stated that the Board should have a standing meeting day/time, realizing that in emergency situations or when the need arises, we can always call a special Board meeting to conduct business; in regard to item 8.08, McCraven recommends that "plus one" be added after "fifty." Under Article X, Staffing & Expenses, recommended it be reviewed, not sure what staffing expenses have to do with By-Laws for the Board and noted perhaps it should just be removed altogether. McCraven stated that once she is able to locate her folder that may have additional

recommended amendments, she reserves judgment to come back and add more recommendations.

- B. Audit of By-Laws to MOU and Inter-local Agreement – deferred to next meeting.
  - C. Audit of By-Laws to General Practices – deferred to next meeting.
  - D. Miscellaneous By-Law items not previously covered – deferred to next meeting.
- ❖ Chair Dussault stated we'll schedule another meeting that hopefully other members can attend and be able to receive comments from Theodia, and we really need to go through this again with Sharon giving us the minutes so it's all compiled and also the comparison document in a table format, landscaped, with language that currently exists on the left and proposed language and/or comments on the right that's dated. Ladner recommended if there are no changes, just leave the right side blank.
- V. Action Item(s) – none at this time, so noted.
  - VI. Adjournment – Chair Dussault set a motion to the floor to adjourn. Ladner motioned to adjourn, McCraven seconded the motion. Meeting adjourned at 11:34 a.m.