



Pinellas County

Staff Report

File #: 19-1030A, **Version:** 1

Subject:

Revisions to the WorkNet Pinellas, Inc. dba CareerSource Pinellas Bylaws.

Recommended Action:

Approval of the revisions to the WorkNet Pinellas, Inc. dba CareerSource Pinellas (CSPIN) Bylaws.

- At their March 12th meeting, the Pinellas County Board of County Commissioners recommended additional revisions to the CSPIN Bylaws related to regular reviews of the CEO and Legal Counsel.
- An Ad Hoc Committee consisting of CSPIN board members reviewed the recommendations and referred them to the full CSPIN Board for approval.
- At their June 5th meeting, the CSPIN Board approved the recommended additional revisions as directed by the BCC, and also recommended increasing the maximum number of CSPIN Board members from 31 to 33 in order to accommodate retaining all existing board members in good standing, while adding the new required seat to be held by an elected Pinellas County School Board member.

Strategic Plan:

Deliver First Class Services to the Public and our Customers

5.1 Maximize partner relationships and public outreach

Summary:

Changes to Bylaws presented to BCC on March 12:

- Moves most responsibilities from Executive Committee to the full Board.
- Provides more details on Director's responsibilities.
- Removal of categories of membership that are already defined in state and federal statutes.
- Addition of an elected School Board member to the full Board of Directors.
- Specifies that the BCC has authority to remove a Director from the Board.
- Removes de facto resignation of Board members and replaces it with new attendance requirements.
- Allows Treasurer to be selected from among the non-business members of the Board.
- Further defines roles of the Audit Committee and Compensation Committee.
- Removes Science Center Committee Membership, Duties and Responsibilities.
- Formally creates an Ad Hoc Chief Executive Official/Executive Director and Legal Counsel Selection Committee.
- Changes quorum from 33% to 40% plus 1 for the Board and key Committees.
- Modifies consent agenda procedures to match current practice.
- Increase notification time prior to Bylaws amendments.
- Brings Indemnification section in line with Florida Statutes.

Additional Changes to Bylaws recommended by BCC at March 12 meeting:

- Makes CSPIN Board responsible for contracting for legal services and specifies that Legal Counsel reports directly to the Board.
- Specifies that performance of legal services are to be reviewed at least annually and that any agreement shall be terminable at will and limited to 24 month terms.
- Specifies that an agreement can be extended beyond the initial 24 months, but must be approved by the board at least every 2 years and such approval must follow a review by the CSPIN Ad Hoc CEO and Legal Counsel Selection Committee.
- The Ad Hoc Committee must review the performance and compensation of the CEO and Legal Counsel at least annually, and also review the CEO qualifications and job description and the Legal Counsel qualifications and terms of engagement.

Additional Change to Bylaws recommended by CSPIN Board at June 5 meeting:

- Changes the maximum number of CSPIN Board members from 31 to 33.

Background Information:

The BCC was in agreement with the original proposed changes on the March 12 agenda, but felt that the annual review items needed to be added.

The CSPIN Board agreed to the revisions directed by the BCC on March 12, but also expressed a desire to retain all current CSPIN Board members who are in good standing. In order to do this, and to accommodate the addition of an elected Pinellas County School Board member to the CSPIN Board, they recommended that the maximum number of CSPIN Board members be set at 33.

The proposed maximum is still below the 45 member cap set by the Governor. Nothing would prohibit the reduction of the number of members below the 33 person limit, as long as the reduction is made in a manner that preserves all requirements of state and federal law and the final bylaws. Such a reduction could be made through attrition and/or as part of the June 2020 board member renewal process.

The CSPIN Board of Directors approved all of the changes to the Bylaws at their June 5, 2019 Board meeting.

Fiscal Impact:

N/A

Staff Member Responsible:

Mike Meidel, Director, Economic Development

Partners:

CareerSource Pinellas.

Attachments:

Current Bylaws

Proposed Bylaws (Red line version)

Minutes of June 5, 2019 CSPIN Board Meeting - DRAFT