

MINUTES OF THE MEETING
OF
CAREERSOURCE FLAGLER VOLUSIA
BOARD OF DIRECTORS

May 24, 2024

The meeting of the Board of Directors of CareerSource Flagler Volusia was called to order at 9:00 a.m., on the 24th day of May 2024 at the Administrative office of the organization, located at 329 Bill France Blvd., City of Daytona Beach, in the State of Florida, pursuant to written notice fixing said time and place; the same being filed and attached to these minutes.

Dr. Aubrey Long Chaired the meeting and Ms. Ann Lesizza served as Recording Secretary. At the Chair's request, the Recording Secretary called the roll and noted each person present.

The following Board members were present:

Ms. Elizabeth Albert, President – Volusia United Educators
Ms. Mary Jo Allen, Vice President & Chief of Nursing Operations – Health First
Mr. Greg Blose, CEO/President – Palm Coast Regional Chamber of Commerce
Ms. Nancy Bradley, Administrator – Daytona College, LLC
Ms. Denise Breneman, Development Manager, NE Region – Special Olympics Florida
Mr. Cyrus Callum, Director – Volusia County Aviation & Economic Resources
Ms. Courtney Edgcomb, President – United Way of Volusia-Flagler Counties
Ms. Dolores Key, Director Flagler County Economic Development
Dr. Thomas LoBasso, President – Daytona State College
Dr. Aubrey Long, Owner – Long Global Enterprises
Mr. Matthew Nelson, Business Manager – IBEW 756
The Honorable Donald O'Brien, Commissioner – Flagler Board of Commissioners
The Honorable Jake Johanssen, Councilman – Volusia County Council
Mr. Bret Schmitz, Vice President – Peerbridge Health
Dr. Kent Sharples, President – CEO Business Alliance
Mr. John Subers – Foundation Director – AdventHealth Palm Coast
Mr. Tyrone Walker, HR Director – AO Precision
Mr. John Wanamaker, CCIM – Coldwell Banker Commercial AI Group

The following guests were present:

Ms. Robin King, President & CEO – CareerSource Flagler Volusia
Ms. Ann Lesizza, Chief Administrative Officer – CareerSource Flagler Volusia
Mr. Judy Brown, Assistant Managing Director of Operations – Career Steps, Inc.
Mr. John Ferguson, Attorney – Cobb Cole
Mr. Lou Paris, Economic Development Director – Volusia County
Ms. Kathy Spencer, Director of Business & Career Services – Case Management, Inc.

Mr. Brian Willard, Program Manager – Road to Success
 Mr. Howard Johnson, Data Manager – Eckerd Connects
 Ms. Mandi Howell, IT Technician – CareerSource Flagler Volusia
 Ms. Ashley Ziemann, Project Coordinator – CareerSource Brevard
 Ms. Janice Beahn, Chief Financial Officer – CareerSource Flagler Volusia
 Mr. Jeff Witt, Information Technology Director – CareerSource Brevard
 Ms. Marci Murphy, President – CareerSource Brevard
 Mr. James A. Watson, Vice President – CareerSource Brevard
 Ms. Valerie Uy, Digital and Multimedia Director – CareerSource Flagler Volusia
 Ms. Jessica Ramos, Operations & Management Consultant II – Florida Dept. of Commerce
 Ms. Laura Coleman, Attorney – Volusia County
 Mr. Al Hadeed, County Attorney – Flagler County
 Ms. Velma Lowe, Managing Director of Operations – Career Steps, Inc.
 Ms. Trish McGetrick, Outreach & Special Projects Director – CareerSource Flagler Volusia
 Ms. Jennifer Gosling, Administrative & Internal Monitoring Director-CareerSource Brevard
 Ms. Kathleen Danclair, Career Services Advocate Manager – Case Management, Inc.
 Ms. Jamie Newcomb, Professional Services Coordinator – Career Steps, Inc.
 Ms. Denise Bondi, Vice President of Communications – CareerSource Brevard
 Ms. Yolanda Jackson, Lead Career Coach – Eckerd Connects
 Ms. Katie Busch, Project Manager-Lead Compensation Consultant - HRCC
 Mr. Joe Antczak, Compensation Consultant – HRCC

Item and Discussion	Vote	Abstain
<p>Dr. Aubrey Long called the meeting to order and stated that we had anticipated the Florida Department of Commerce to provide the Annual Performance Presentation but had not received any contact from them regarding their report so that Agenda item would be removed. He reported that we had not received any comments cards from the public and would proceed to the Consent Agenda.</p>		
<p><u>Consent Agenda</u></p> <p>Dr. Long advised that the Consent Agenda contained the minutes of the March 22, 2024 Board Meeting which were included in the agenda packet that was sent to the Board members. Dr. Long requested a motion to approve the Consent Agenda. A correction to the minutes was noted.</p> <p>A motion was made subject to the correction noted, seconded, and the consent agenda passed unanimously.</p>	<p>APPROVED</p>	

Dissolution – Articles of Dissolution

Dr. Long called on Attorney John Ferguson to discuss the Articles of Dissolution. Mr. Ferguson addressed the Board members and stated that originally the item was going to be on the plan of dissolution and the articles of dissolution for this organization. However, as of Wednesday evening during a discussion with both the Flagler County and Volusia County attorneys, they determined that they did not have sufficient information regarding liabilities to make an accurate recommendation for a plan of dissolution. Mr. Ferguson stated that the recommendation is now to create a winding up committee. The windup committee would be authorized to perform the dissolution functions.

Discussion followed regarding the members of the winding up committee. Mr. Ferguson stated that the effective date of dissolution is June 30th and his recommendation was to appoint a three-person committee; one from the CareerSource Flagler Volusia Board, one from Volusia County and one from Flagler County. Mr. Ferguson provided a draft resolution to the Board members to create the Winding-Up Committee and setting forth the authority of the Committee. Dr. Long volunteered to be a member of the Winding-Up Committee.

A motion was made for the Chair to serve on the Winding-Up Committee. The Board members discussed the membership on the Winding-Up Committee. There were unresolved questions regarding the membership.

The motion regarding membership was rescinded.

The Board moved to approval of the Proposed Resolution to establish the Winding-Up Committee and setting forth the authority of the Committee.

Proposed Resolution

***WHEREAS**, Flagler County, Volusia County and Brevard County are executing that certain Interlocal Agreement ("ILA") for the purpose of establishing the Brevard/Flagler Volusia Workforce Development Consortium ("Tri-County Entity") pursuant to the state directives provided in the ILA;*

***WHEREAS**, consistent with the ILA and as required by the State of Florida, the Board of Directors (the "Board") of Workforce Development Board of Flagler and Volusia Counties, Inc. ("FVCS") are required to dissolve FVCS effective June 30, 2024 ("Effective Date");*

***WHEREAS**, the full scope of the plan of dissolution for FVCS, including the determination of all liabilities and potential resolution of such liabilities, is not known as of the date of this Resolution;*

WHEREAS, the Board are not scheduled to meet between the date of this Resolution and the Effective Date;

WHEREAS, the Bylaws of FVCS allow for the Chair to create a committee and to define the powers, duties, functions and scope of the committee;

WHEREAS, the Board at the direction of the Chair desire to create a committee to perform all functions of the Board in connection with the dissolution and winding up of FVCS with such powers, duties, functions and scope as provided herein.

NOW, THEREFORE, BE IT RESOLVED as follows:

1. Creation. FVCS creates a committee to be called the Winding-Up Committee (for purposes of this Resolution referred to as the "Committee").

2. Power, Duties, Functions and Scope.

a. The Committee shall have the full authority of the Board to perform those functions of a corporation seeking dissolution of its corporate status as contemplated in Section 617.1405, Florida Statutes, commencing with the adoption of this Resolution, through and beyond the Effective Date and until final liquidation of FVCS occurs pursuant to a plan of dissolution to be adopted by the Committee. Nothing herein shall be construed as the Committee having any authority over the on-going operations of FVCS after the date of this Resolution to the Effective Date, which on-going operations shall cease by operation of law upon the Effective Date.

b. Without limiting the foregoing, the Committee is directed to:

i. marshal all assets of FVCS,

1i. maximize the value of such assets (including without limitation investing such assets if reasonably appropriate pursuant to FVCS's investment policy),

m. determine all of FVCS's known, potential and contingent liabilities,

iv. attempt to have any liabilities reduced, waived or minimized to the extent reasonably possible (including without limitation working with various governmental entities to reduce alleged liabilities);

v. attempt to reasonably satisfy such remaining liabilities to the extent assets are available (including without limitation getting the Tri-County Entity to assume all liabilities incurred and to be used going forward in the ordinary course of the Tri-County Entity providing those services to the residents of Flagler and Volusia Counties which were previously performed by FVCS).; and

v1. transfer any assets remaining after satisfaction or release of all liabilities to the Tri-County Entity.

c. The authority granted herein includes without limitation the authority to:

i. engage on behalf of FVCS and pay professionals (including without limitation accountants, lawyers, auditors, and consultants) to assist in the dissolution and liquidation process (including without limitation preparation and filing of IRS Form 990 and reviewing 2021-2022 and 2022-2023 monitoring),

11. seek assistance from any governmental entities, including both Counties, in the dissolution and liquidation process,

111. purchase a reasonable, normal and customary directors and officers insurance policy effective to cover the actions of the Board and Committee,

1v. adopt a plan of dissolution and articles of dissolution, and

v. file the articles of dissolution prior to the Effective Date.

<p>3. <i>Members. The Committee will be comprised of three (3) members, with one selected by the Board in this Resolution, one selected by the Volusia County manager, and one selected by the Flagler County manager. In the event of a vacancy on the while there remain liabilities to be paid or addressed or before the final assets of FVCS are transferred as provided herein, the Board authorizes Volusia County and Flagler County to remove the Board's appointee on the Committee by their unanimous consent. The replacement of the removed member appointed by the Board will be made on an alternating basis, with Volusia County making the first appointment, Flagler County making the second, and so forth, if necessary. Each County may remove and replace their designee in their sole discretion.</i></p> <p>4. <i>Actions. All decisions of the Committee shall be made by majority vote. The Committee may agree to direct staff of Volusia and Flagler Counties, who are not members of the Committee, to take action on behalf of FVCS which are consistent with the dissolution and liquidation. The Committee is required to follow all requirements in FVCS Bylaws related to committees.</i></p> <p>5. <i>Retention of Authority. Even after the Effective Date and only in connection with activities to dissolve and wind-up FVCS, the Chair retains all authority to clarify, expand, contract and otherwise change the powers, duties, functions and scope of the Committee, as originally contemplated in Section 601 of the Bylaws.</i></p> <p>6. <i>Resolutions Date of Effect. This Resolution shall take effect immediately upon adoption.</i></p> <p>After discussion, upon motion duly made, seconded and unanimously carried, the resolution was unanimously approved.</p>	<p>APPROVED</p>	
<p><u>Presentation of the Comprehensive Salary Survey</u></p> <p>Next, Dr. Long introduced Ms. Katie Busch and Mr. Joe Antczak from HR Compensation Consultants. He advised that Ms. Busch and Mr. Antczak were here to provide an update on the salary survey they were conducting as part of the consolidation. Ms. Busch addressed the Board members and stated that they were engaged to develop a new job and pay framework. She reported that they would be delivering their final recommendation at the end of May and that while most employees will not see a change from the study, there may be some adjustments to job titles, job descriptions and pay.</p>		
<p><u>401K Plan Termination</u></p> <p>Dr. Long reported that it is necessary to terminate the 401K Plan for this organization. CareerSource Brevard has a 403B Plan and the plans cannot be merged. Documentation regarding the process to</p>		

Dr. Long called on Ms. Janice Beahn to provide the Board with the Financial updates.

Ms. Beahn addressed the Board members and presented an updated listing of the budget and anticipated expenditures through June 30th. She reported that while there have been some infusions of funds, there is still an outstanding request for additional Veteran Funds. Ms. Beahn discussed the availability of Hurricane IAN funds, which will extend beyond June 30th and advised that, once the consolidation occurs, there will be approximately \$2,000,000 of FAWA Grant funds remaining. The FAWA Grant funds expire in September.

Ms. Beahn discussed the \$600,000 Corporate Investment Funds, which were returned and are currently in the Money Market account. She reported that there is an item on the agenda to update the Corporate Investment Policy. She discussed the desire to move the funds back to Merrill Lynch to possibly earn more interest than is currently offered in the Money Market account. Ms. Beahn discussed additional unrestricted funds, which are earned prior to June 30, 2024 but not received until later on would also be added to the Corporate Investment funds.

Corporate Investment Policy

Dr. Long addressed the Board members and stated that a draft Corporate Investment Policy had been sent to all the members and he called on Ms. Robin King to discuss the Policy.

Ms. King addressed the Board and discussed the policy and stated that since the Finance Committee will no longer be in place, it is necessary to determine the authority to oversee the investments. The request is to approve a policy that will authorize the counties and/or the Winding Up Committee with the authority to invest the funds and determine the signatory on the account.

Attorney Ferguson explained that the funds are an asset of the organization and once all liabilities are settled, any remaining funds would belong to the Tri-County entity to be spent on programs in Flagler and Volusia Counties.

Dr. Long requested a motion to approve the proposed Corporate Investment Policy.

Councilmen Jake Johansson addressed the meeting and advised that he had some alternative language he would like to propose. He expressed concern that the language was not restrictive enough.

<p>He proposed that the scope of the delegation of authority be narrowed to a majority of the Wind-Up Committee established pursuant to the plan of dissolution for CareerSource Flagler Volusia.</p> <p>Ms. Robin King addressed the meeting and stated that the Executive Committee will be coming together regarding the Board member appointment to the Wind-Up Committee and suggested that the Corporate Investment Policy be tabled until that time. The item was tabled.</p>		
<p><u>Financial Disclosure – New Format</u></p> <p>Dr. Long called on Ms. Ann Lesizza to discuss changes to Financial Disclosure. Ms. Lesizza addressed the Board members and stated that on or before July 1, 2024 all Board members are required to file a Statement of Financial Interest for the period ended December 31, 2023. Beginning this year, all Form 1 filers must file electronically. An email regarding registration was sent at the beginning of May. If any member did not receive the email or has not yet registered the link is https://disclosure.floridaethics.gov.</p> <p>After dissolution, any member who is not on the new tri-county board or who is not serving on a board which requires financial disclosure, will need to file a form 1F for the period of January 1, 2024 to June 30, 2024 within 60 days from the June 30, 2024 dissolution.</p> <p>Please contact Ms. Ann Lesizza with any questions or issues regarding your Financial Disclosure.</p>		
<p><u>Board Member Comments</u></p> <p>Councilman Johansson addressed the meeting to inquire if everyone was aware of what the organization would look like. He requested that Marci Murphy provide the Board with a brief three-minute picture. Ms. Murphy addressed the Board and explained that the new Board will be made up of 28 members: 13 from Brevard, 12 from Volusia and 3 from Flagler. She described the required makeup of the membership and the Consortium delegation.</p>		
<p><u>President & CEO's Comments</u></p> <p>Ms. Robin King addressed the Board and stated that she wanted to highlight some of the accomplishments that this team has put in place. She stated that the overarching goal is access to prosperity for everyone. Ms. King discussed the grants that are providing services for individuals in jail or prison that cannot be funded with our regular funding streams. She talked about our Mini Career Links, located in churches, food pantries and community centers, which provide accessibility to our services without having to come to</p>		

<p>our physical locations. Ms. King discussed the Online Training Hub, the Alliance4 and our Human-Centered design. She reported that while the State did not provide the annual performance presentation today, they would have reported that last fiscal year programming, we met 100% performance and increased the letter grade from B+ to A+. Ms. King stated that it has been her honor and privilege to work with this exceptional team of passionate, talented dedicated men and women who serve on this board and on our team.</p>		
<p><u>Informational Items</u></p> <p>Dr. Long called attention to the Informational Items which included the Performance Update, and the On-the-Job and Customized Training Agreements. He advised the members to review these items and if there were any questions regarding the reports they should be directed to the staff.</p>		
<p><u>Adjournment</u></p> <p>There being no further business to come before the meeting, it was adjourned.</p>		