



Executive Committee Minutes

September 13, 2022 from 8:30am-9:30am

Virtual Meeting Via Zoom or Phone

Attendees: David Burger, Martin Campos-Davis

Staff Attendees: Heather Ficht, Jessica Fitzpatrick, Teresa Cummings-Weir

Guest Attendees: Christine Frazer

David has called the meeting to order at 8:32am

Consent Agenda

- a) Consent Agenda: Minutes from July Executive Committee Meeting - *Martin moves to approve the minutes as presented, David seconds- unanimously accepted.*
- b) Introductions and welcome to incoming Officers

Human Resource Updates

EC Works retained Christine Frazer, HR Strategist in May 2022 when we were at a point of crisis with the loss of our CFO and we needed to be reactive. We have since transitioned into the more proactive approach to review and address items such as the benefits package, the employee handbook and the employee evaluation and compensation structure. Christine will be presenting the employee handbook at the December meeting for your deliberation. Our goal moving forward is not to be reactive, but focus on equitable and sustainable practices.

Other Updates – All

- a) WORKing Together Conference – November 17-18th and LWDB/WTDB dinner Nov 16th
Discussion: registration is now closed. Over 350 people registered and we're over capacity, but Martin will be getting in, as will David Aiken from Tofurky. Reminder also about the board member dinner on the 16th with invites to be sent by next week.

Meeting adjourned at 8:46am



Bylaws
of the
East Cascades
Workforce Investment Board
DBA: East Cascades Works

ARTICLE I: Definitions

The following terms are used in these bylaws:

"Bylaws" means these East Cascades Workforce Investment Board (ECWIB) bylaws.

"Chair" means the Workforce Board's chairperson.

"Chief Local Elected Official" or "CLEO" means the chair of the Consortium board.

"Consortium" means the Central Oregon Workforce Consortium.

"Intergovernmental Agreement" means the agreement between Crook, Deschutes, Gilliam, Hood River, Jefferson, Klamath, Lake, Sherman, Wasco, and Wheeler Counties establishing the Central Oregon Workforce Consortium, also referred to as "COWC."

"Members" means individuals appointed to the ECWIB.

"Partnership Agreement" means the agreement between the ECWIB and the COWC.

"East Cascades Works" branded name for ECWIB.

"ECWIB" abbreviation for East Cascades Workforce Investment Board.

"Executive Director" means the ECWIB's Executive Director.

"Executive Committee" are the Officers of the ECWIB, specifically the Chair, Vice Chair and Secretary/Treasurer.

"Staff" refers to the staff of the ECWIB.

"Sub-regions" refers to North (Hood River, Wasco, Sherman, Gilliam, and Wheeler Counties), Central (Crook, Jefferson, and Deschutes Counties), and South (Klamath and Lake Counties).

"WIOA" is the abbreviation for the Workforce Innovation & Opportunity Act.

"Workforce Board" refers to the ECWIB.

ARTICLE II: Purpose

1. The Workforce Board's purpose is to develop, oversee and implement the East Cascades workforce area's strategic plan; to assist in the achievement of the State's strategic plan; to ensure continuous improvement in the quality of workforce services provided in the East Cascades area. The Workforce Board's duties and functions shall be limited to those permitted by Section 501 (c) (3) of the Internal Revenue Code and by Oregon statutes applicable to nonprofit corporations.

ARTICLE III: Members and Meetings

A. Membership Requirements

The size of the Workforce Board shall be variable with the number of members determined by the Consortium. The composition of the Workforce Board must comply with the WIOA, as well as 29 US Code 3122, 20 CFR 679.310, and all applicable state policies and statutes, including, but not limited to ORS 660.321.

1. The majority, as defined by 51 percent or greater, of the members shall be representatives of business from the East Cascades region, who—
 - a. are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority.
 - b. represent businesses, including small businesses, or organizations representing businesses described in this clause, that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
 - c. are appointed from among individuals nominated by local business organizations and business trade associations.
2. Not less than 20 percent of the members shall be representatives of the workforce within the East Cascades region, who --
 - a. shall include representatives of labor.
 - b. shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - c. may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
 - d. may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.
3. The ECWIB shall include representatives of entities administering education and training activities in the local area, who—
 - a. shall include a representative of eligible providers administering adult education and literacy activities title II of the Workforce Investment and Opportunity Act.
 - b. shall include a representative of institutions of higher education providing workforce investment activities (including community colleges).
 - i. When there is more than one local area provider of adult education and literacy activities under title II, or multiple institutions of higher education providing workforce investment activities, nominations are solicited from those entities.
 - c. may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and

expertise in addressing the education or training needs of individuals with barriers to employment.

4. The ECWIB shall include representatives of governmental and economic and community development entities serving the local area, who—
 - a. shall include a representative of economic and community development entities.
 - b. shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the East Cascades area.
 - c. shall include an appropriate representative of the programs conducted under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the East Cascades area.
 - d. may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
 - e. may include representatives of philanthropic organizations serving the local area; and
5. Each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate; and as nominated by locally recognized business organizations, such as chambers of commerce or business membership organizations.

B. Appointment of Members

The CLEO shall make Workforce Board appointments following the receipt of nominations made in accordance with the criteria outlined in Section A, and in alignment with the state and local plan.

All nominations must be made in writing, on nominating body letterhead and signed by an executive or individual with optimum policy making authority and submitted to the CLEO. Nomination must also include justification for how the individual meets all the criteria for representation, outlined in Section A.

An individual may be appointed as a representative of more than one entity if the individual meets all the criteria for representation of each entity.

All required members must have voting privilege. The chief elected official may also convey voting privileges to non-required members.

C. Mid-Term Appointment

Board members replacing outgoing members mid-term will serve the remainder of the outgoing member term.

D. Terms of Office

The terms of local workforce board members are three years from the date of appointment. Appointment dates shall be staggered to ensure only a portion of memberships expire at any given time.

E. Change in Status

Board members who no longer hold the position or status as a representative of the entity that made them eligible Local Board members must resign or be removed by the CLEO immediately.

F. Proxy

If a member of a local board is unable to attend a meeting and wishes to send a proxy, that proxy must be from the same category of representation/membership as the member and must submit prior notification of their attendance to board staff.

G. Vacancies

Board staff shall maintain a record of board member appointment and term expiration date.

Board member vacancies must be filled within a reasonable amount of time of the vacancy as determined by the local area, but no later than 90 days from occurrence. The CLEO is authorized to make all reappointments of members. Reappointments must be made within a reasonable amount of time of the term expiration, but no later than 90 days.

H. Resignation and Removal

Any Workforce Board member may be removed or suspended with or without cause by the CLEO as authorized by the Consortium. A Workforce Board member may resign at any time by delivering written notice to the Chair or to the Workforce Board's Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received.

A board member must be immediately removed by the CLEO if any of the following occur:

1. Document violation of conflict of interest.
2. Failure to meet Board Member Expectations Agreement and Code of Conduct.
3. Documented proof of fraud and/or abuse.

I. Meetings

1. Regular Meetings

The Workforce Board shall determine the time and place of its regular meetings in advance. The ECWIB will meet a minimum of four times per year, at least once per quarter within each program year (July 1- June 30). Reasonable accommodations shall be made within each of the sub-regions, to promote board member participation, which may include in-person locations. At a minimum, each meeting shall be accessible via phone conference and/or video conference.

2. Special Meetings

Special meetings may be called by the Chair or by the Vice Chair.

3. Minutes

Minutes of each meeting shall be reviewed and approved at subsequent meetings and copies of all approved minutes shall be maintained at the Workforce Board's principal office.

4. Sunshine Provision

All Workforce Board meetings shall be conducted in accordance with public meeting laws, these bylaws, and the Workforce Board's Code of Conduct.

5. Participation

Participation at Workforce Board meetings shall be limited to its members and staff, with the following exceptions:

- a. Regularly scheduled agenda items that call for reports or participation by non-members.
- b. Local elected officials who sit on the Consortium Board.
- c. At the discretion of the Chair, comment or other participation by non-members which is material to the matter under consideration.
- d. Individuals who are not Board members and who serve on Board committees.
- e. Comments from the public as provided for in the meeting agenda.

6. Board Member Expectations

The ECWIB shall maintain a process for ensuring that its members actively participate in board meetings, as well as in activities with key stakeholders and employers at the request of the Executive Committee, Executive Director, or board staff.

7. Rules

All meetings shall be held in compliance with Oregon law, grant terms, these bylaws, and Roberts' Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of the Workforce Board and its committees. Failure to comply with Roberts' Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be Oregon law, grant terms, these bylaws, and Roberts' Rules of Order.

J. Meeting Notices and Agendas

1. Meeting Notices

Meeting notices shall be given at least three (3) days prior to the date of the meeting unless special conditions make advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than 24 hours prior to the meeting. Notwithstanding the forgoing, a special meeting can be conducted at any time and without notice if all members are present in person or by electronic means and do not object to the meeting. Notices may be given electronically.

2. Agendas

Meeting notices shall contain an agenda of the topics scheduled for consideration. The Workforce Board may consider and act upon matters at a regular meeting (including the annual meeting) which are not included in the notice agenda, but may not act upon any matter during a special meeting unless that matter was described in the special meeting notice or all of the members are present in person or electronically and do not object to the matter being considered.

K. Quorum

A majority defined as a simple majority (51%) of members, excluding vacancies or suspended members, and when at least 25% of members in attendance are business representatives. A member is deemed to be present at a meeting for the purpose of determining a quorum even if the member abstains from voting on one or more items on the agenda.

ARTICLE IV: Workforce Board Officers

A. Required Officers

The officers of the Workforce Board shall include a Chair who shall be a private sector business representative, as well as a Secretary and a Treasurer who shall be a public or private sector representative. The Workforce Board may appoint a Vice Chair and other officers as deemed necessary. The same individual may not serve simultaneously as the Chair, Secretary and Treasurer.

B. Duties of the Chair

The Chair shall preside at meetings, shall serve as the Workforce Board's chief spokesperson and signatory, and shall oversee all other duties assigned to the Executive Committee, including but not limited to those included in the Executive Committee Charter.

C. Duties of the Vice Chair

The Vice Chair, if one is appointed, shall perform the duties of the Chair in the Chair's absence, and shall perform other duties designated by the Workforce Board.

D. Duties of the Secretary

The Secretary shall have signatory duties and shall ensure documents, records and meeting minutes are properly maintained as required by law.

E. Duties of the Treasurer

The Treasurer shall have signatory duties and shall function as Budget Presenter to the Board and shall be responsible for coordinating and ensuring the financial oversight and financial health of the Board.

F. Election and Term

The Workforce Board's officers shall be elected by members of the board and shall remain seated for a two-year term. Elections shall be held during the First Program Year Quarterly Board Meeting (Program Year defined as July 1- June 30) at the conclusion of the term limit. If the Chair ceases to sit on the Workforce Board prior to an officer election, the Vice Chair, if one is appointed, shall become the Chair. In the absence of a Vice Chair, the Secretary shall become the Chair. The Workforce Board shall have the option to hold a special election at any regular meeting to fill on officer vacancy.

ARTICLE V: Committees

A. Creation of Committees

The Workforce Board and its Chair shall have the power to create both standing and ad-hoc committees and task groups. The Chair shall appoint committee members and committee chairs subject to Workforce Board direction.

B. Executive Committee

The Workforce Board or its Executive Committee may serve as the Board of Directors of a nonprofit corporation. The Executive Committee shall have the power and authority granted to it by the Workforce Board, including but not limited to those included in the Executive Committee Charter.

C. Special Committees

The Workforce Board reserves the right to establish Special Committees to be located throughout the East Cascades workforce area which can advise the ECWIB of activities specific to communities, counties, or sub-regions within the East Cascades region. Special Committees shall include at least one member who sits on the Workforce Board and whose primary residence is within the region which that Committee represents. Committees may also include non-Workforce Board members.

ARTICLE VI: Code of Conduct

The Workforce Board shall adopt a Code of Conduct, which shall meet all Federal, Oregon and Consortium requirements.

ARTICLE VII: Executive Director

The Workforce Board's Executive Director shall function as staff of the Workforce Board, the Consortium and any Special Committees formed. The Executive Director shall assign other staff to perform Workforce Board and Consortium functions within the confines of budget constraints and direction from the Workforce Board and the Consortium. The Executive Director shall work at the direction of the Chair and shall be annually evaluated by both the Chair and an appointed Evaluation Committee.

ARTICLE VIII: Amendment

A. Amendment Process

These bylaws may be amended or repealed by an affirmative vote of a qualified Quorum of the Workforce Board members at a regular or special meeting. Notice, which shall specify the changes to be made, shall be delivered to all members no less than seven (7) days prior to the meeting at which bylaw amendment or repeal is to be acted upon. An affirmative vote in favor of bylaws amendment may be delivered in writing within seven (7) days prior to or after the meeting at which bylaws amendments are voted upon.

ARTICLE IX: Bylaws Enactment

These Workforce Board bylaws take effect on the date set forth below. All previously approved versions, including ECWIB Policy Title: Nomination and Appointment Process for Membership on The East Cascades Workforce Investment Board, shall be superseded and considered invalid.

APPROVED BY THE WORKFORCE BOARD & CHIEF LOCAL ELECTED OFFICIAL

Chair: Gary North Date: Nov 13, 2020

Vice Chair: Marta Y. Cronin Date: Nov 16, 2020

Chief Elected Official: _____ Date: _____

Signature: 
Gary North (Nov 13, 2020 14:30 PST)

Email: gnorth@rhconst.com

Signature:

Email: ddegroot@klamathcounty.org

Signature: Marta Y. Cronin
Marta Y. Cronin (Nov 16, 2020 10:55 PST)

Email: mcronin@cgcc.edu

C e n t r a l O r e g o n W o r k f o r c e
C o n s o r t i u m

B y l a w s

ARTICLE I: Definitions

The following terms are used in these bylaws:

"Bylaws" means this set of Central Oregon Workforce Consortium (COWC) bylaws.

"Board" means the ten-member board of directors of the COWC.

"Chair" means the Central Oregon Workforce Consortium's chairperson.

"Intergovernmental Agreement" means the intergovernmental agreement between Crook, Deschutes, Gilliam, Hood River, Jefferson, Klamath, Lake, Sherman, Wasco, and Wheeler establishing the COWC.

"Member" means a county elected official appointed to the COWC board by their county.

"Partnership Agreement" means the agreement between the Central Oregon Workforce Investment Board and the COWC.

"WIOA" means the Workforce Innovation and Opportunity Act of 2014, as amended from time to time.

"Workforce Board" means the Central Oregon Workforce Investment Board.

ARTICLE II: Purpose

The COWC's purpose is to develop and oversee the Central Oregon workforce area and to perform local elected official duties listed in WIOA, in State of Oregon laws policies and procedures, in the Intergovernmental Agreement and in the Partnership Agreement.

ARTICLE III: Members and Meetings

A. COWC Members

The COWC Board shall consist of ten county elected officials, each with one vote, as specified in the Intergovernmental Agreement. Each of the ten Central Oregon workforce area counties shall appoint their COWC Board member and alternate.

B. Meetings

1. Regular Meetings

The COWC Board shall determine the time and place of its regular meetings in advance and authorizes the Chair to call meetings.

2. Annual Meeting

Unless a different date is set by resolution of the COWC Board, the annual meeting shall be the first regular meeting on or after July 1 of each year. During the annual meeting, COWC officers shall be elected.

3. Special Meetings

Special meetings may be held as called by the Chair or by the Vice Chair.

4. Minutes

Minutes of each meeting shall be reviewed and approved at subsequent meetings and copies of all approved minutes shall be maintained at the Central Oregon workforce area's principal office.

5. Sunshine Provision

All COWC Board meetings shall be conducted in accordance with public meeting laws and these bylaws.

6. Participation

Participation at COWC meetings shall be limited to its members, with the following exceptions:

- a. Regularly scheduled agenda items that call for reports or participation by non-members;
- b. Comments or reports delivered by Workforce Board representatives or by the Central Oregon workforce area's Executive Director;
- c. At the discretion of the Chair, comment or other participation by non-members which is material to the matter under consideration; and,
- d. Individuals who are not COWC Board members and who serve on COWC committees or work groups.

7. Rules

All meetings shall be held in compliance with Oregon law, grant terms, these bylaws and Roberts' Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of the COWC Board and its committees. Failure to comply with Roberts' Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be Oregon law, grant terms, these bylaws, and Roberts' Rules of Order.

C. Meeting Notices and Agendas

1. Meeting Notices

Meeting notices shall be given at least three (3) days prior to the date of the meeting unless special conditions make advance notice impracticable, in which case notice and a description of the purpose of the meeting shall be given not less than 24 hours prior to the meeting. Notwithstanding the forgoing, a special meeting can be conducted at any time and without notice if all members are present in person or by electronic means and do not object to the meeting. Notices may be given electronically.

2. Agendas

Meeting notices shall contain an agenda of the topics scheduled for consideration. The COWC may consider and act upon matters at a regular meeting (including the annual meeting) which are not included in the notice agenda, but may not act upon any matter during a special meeting unless that matter was described in the special meeting notice or all of the members are present in person or electronically and do not object to the matter being considered.

D. Quorum

Six or more COWC members shall constitute a quorum. A member is deemed to be present at a meeting for the purpose of determining a quorum even if the member abstains from voting on one or more items on the agenda.

E. Manner of Acting

Each COWC member shall have one vote. Passage of a motion requires a favorable vote by six or more COWC members at a meeting at which a quorum is present. To the extent permitted by Oregon law, members may attend meetings by telephone or through other electronic means.

ARTICLE IV: Workforce Investment Board Appointments

A. County Representation

The Workforce Investment Board shall be nominated and appointed in accordance with WIOA Section 107 and the Intergovernmental Agreement. Appointments shall be made from a pool of candidates brought forward by members of the COWC Board. Each County shall have no less than one Workforce Investment Board member.

B. Workforce Investment Board Terms of Office

The terms of local workforce investment board members are three years from the date of appointment, except that initial appointments shall be staggered.

C. Resignation and Removal

Any Workforce Investment Board member may be removed or suspended with or without cause as authorized by the COWC Board. A Workforce Investment Board member may resign at any time by delivering written notice to the Workforce Investment Board's Chair or to the Central Oregon workforce area's Executive Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received.

ARTICLE V: COWC Officers

A. Required Officers

The officers of the COWC shall include a Chair and a Vice Chair. The COWC may appoint other officers as deemed necessary. A single member may perform the duties of more than one office, with the exception of the duties of Chair and the Vice Chair, which must be performed by separate members.

B. Duties of the Chair

The Chair shall preside at meetings, shall serve as the COWC's chief spokesperson and signatory, shall appoint COWC committee chairs and committee members, and shall perform "chief elected official" duties as specified in WIOA, in the Intergovernmental Agreement and in grant agreements.

In the capacity of "chief elected official" the Chair shall hold a non-voting Ex-Officio position on the Workforce Investment Board, and shall serve as liaison to COWC.

C. Duties of the Vice Chair

The Vice Chair shall perform the duties of the Chair in the Chair's absence and shall perform other duties designated by the COWC.

D. Election and Term

The COWC's officers shall be elected at the annual meeting and shall serve until the conclusion of the officers' election at the subsequent annual meeting.

ARTICLE VI: Committees

The COWC and its Chair shall have the power to create both standing and ad-hoc committees and work groups. The Chair shall appoint committee members and committee chairs subject to COWC direction.

ARTICLE VII: Code of Conduct

The Workforce Investment Board shall adopt a Code of Conduct, which shall meet all Federal, Oregon and Consortium requirements.

ARTICLE VIII: Executive Director

The Central Oregon workforce area's Executive Director shall staff the COWC and the Workforce Investment Board. The Executive Director shall assign other staff to perform COWC and Workforce Investment Board functions within the confines of budget constraints and direction from the COWC and the Workforce Investment Board. The Executive Director is an employee of the Workforce Investment Board, works at the direction of the Workforce Investment Board's Chair and shall be annually evaluated by the COWC and the Workforce Investment Board.

ARTICLE VIII: Amendment

A. Amendment Process

These bylaws may be amended or repealed by an affirmative vote of a majority of the COWC members at a regular or special meeting. Notice, which shall specify the changes to be made, shall be delivered to all members no less than seven (7) days prior to the meeting at which bylaw amendment or repeal is to be acted upon. An affirmative vote in favor of bylaws amendment may be delivered in writing within seven (7) days prior to or after the meeting at which bylaws amendments are voted upon.

ARTICLE IX: Bylaws Enactment

These COWC bylaws take effect on the date set forth below.

APPROVED BY THE COWC BOARD

Chair: Alan Unger Date: _____
Vice Chair: J.D. Kaman Date: April 28, 2015



Executive Committee Charter

Overall Roles and Responsibilities

An Executive Committee's authority derives from the authority of the board, and is one of the more important decisions a board makes is to define the role and authority of the Executive Committee.

Given the East Cascades Workforce Board's geographical diversity, the Executive Committee provides a mechanism for board leaders to engage, within the limits set by board policy and the bylaws, in decision making, oversight, and communication on important organizational matters.

The Executive Committee also has the ability to act on behalf of the board in addressing specific needs that arise between meetings of the Board.

Responsibilities

The Executive Committee's specific responsibilities include:

- Exercising some or all powers of the board between regularly scheduled meetings.
- Approving Operational Policies and Procedures and other organizational requirements.
- Serving as a sounding board for management and board staff on emerging issues, problems, and initiatives; including but not limited to those related to contractor performance and management.
- Develop and recommend annual budget for approval to Central Oregon Workforce Consortium (COWC).
- Review and approve annual financial audits and tax returns, as well as monthly and quarterly financial statements.
- Provide a Summary Report of any approved financials to the full board.
- Serve as support to the Executive Director on personnel issues and decisions; and in the event that any grievance or incident reporting should an issue arise.
- Managing the Executive Director's performance and annual review.
- Reporting to the board on any official actions it has taken, by way of a consent agenda presented at each meeting of the full board.
- Support Executive Director with board member recruitment and provide the COWC with board member recommendations.
- Serving alongside the Executive Director as keepers of community trust and working to ensure that the organization is able to deliver on its mission and goals to serve the community.

The Executive Committee's specific responsibilities **do not** include:

- Taking final action on specific items such as: amending bylaws, obligating the organization to new debt (exempting leases and rental agreements on real property); or selling or acquiring major assets.
- Making decisions related to changes in the strategic direction of the organization and/or in relation to the Workforce Innovation and Opportunities Act.

Meetings

The Executive Committee meets on the second Tuesday of every month.

Members

The Executive Committee consists of the board chair, vice chair, treasurer, ex-officio and other members as appropriate and in accordance with ECWIB bylaws and policies.