CNY Works, Inc.

Board of Directors’ Meeting Minutes

Date: Friday, July 28, 2017

Time: 12:00 PM

Location: 960 James Street

**Present**: El-Java Abdul-Qadir, Patricia Bliss, Janet Burke, Frank Caliva, Gary Cannerelli, Neil Falcone, Jim Fellows, David Goodness, Kathy Kotz, William Leiker, Bob Leslie, Janice Mayne, Mike Metzgar, Don Napier, Duane Owens, Joseph Rufo, Ann Marie Taliercio, Randall Wolken

**Absent**: Jim DiBlasi, William Fisher, Dick Knowles, Alan Marzullo, Jeanne Morelli, Tim Penix, Patrick Sheppard, Mari Ukleya, Janette Van Wie, Diana Wolgemuth

**Staff Present**: Sheryl Bowman, Darrell Buckingham, Lisa Cooper, Val England, Peter Naughton, Mary Jean Piraino, Heather Pitt, Lenore Sealy

1. Welcome and Call to Order – Kathy Kotz, Vice Chairperson

Kathy Kotz called the meeting to order at 12:12 PM, and welcomed everyone.

1. New Business
2. Approval of Board meeting minutes – June 2, 2017

William Leiker entered a motion:

*To adopt the minutes from CNY Works’ Board meetings held on June 2, 2017, as presented, and distributed to Board members.*

Janet Burke seconded the motion. The motion was carried unanimously.

1. Governance Committee Report – Frank Caliva, Governance Chairperson
2. The documents itemized below were included with meeting materials and will be maintained with the official record of this meeting:

* Governance Committee Meeting Notes – July 20, 2017
* One-Stop System Operator Contract Summary
* Conflict of Interest Policy

1. One-Stop System Operator Contract – Board members received a One-Stop System Operator Contract Summary. The scope of work for the System Operator has been greatly enhanced.

Randall Wolken entered a motion:

*To accept the Governance Committee’s recommended contract with the One-Stop System Operator for the period August 1, 2017, to June 30, 2018, (with the option to renew for 3 additional years), for consideration of an amount not to exceed $100,366.*

Kathy Kotz seconded the motion; the motion was carried unanimously.

1. Board oversight of One-Stop System Operator – Governance Committee recommends Executive Committee oversee the One-Stop System Operator and their corresponding contract. A Director asked what the One-Stop System Operator will be reporting to the Board if the Executive Committee is overseeing them. The One-Stop System Operator will be presenting full reports to the Board.

Ann Marie Taliercio entered a motion:

*To accept the Governance Committee’s recommendation that the Executive Committee oversee the One-Stop System Operator and their corresponding contract.*

Neil Falcone seconded the motion; the motion was carried unanimously.

1. Conflict of Interest (Updated) – The Conflict of Interest Policy has been updated to reflect the Nonprofit Revitalization Act (NPRA) and updates provided by Counsel. The Governance Committee is comfortable that the policy complies with NPRA requirements.

Mike Metzgar entered a motion:

*To accept the Conflict of Interest Policy as presented to the Board of Directors.*

Joe Rufo seconded the motion; the motion was carried unanimously.

1. Draft Bylaws – Bylaws, developed by management and Committee, have been reviewed by counsel. Counsel recommendations have been incorporated in document for review by Board, Mayor and County Executive.

* Mayor’s Office has reviewed the Bylaws, and has not proposed additional changes.
* County Attorney’s Office has reviewed the Bylaws, has questions and has proposed additional changes, such as including ex-officio Directors and necessity of paying for Errors and Omissions Insurance. CNY Works states that they way they are written are appropriate and Lenore will reach out to the County for agreement.
* Directors will be given a 60-day review period of the Bylaws once the final draft is completed after discussion with the County before the Board will vote on their approval.

1. Finance Report – Lisa Cooper, CFO
2. Finance Report through June 30, 2017, was distributed with materials and will be retained with meeting record; report included:

* Cumulative AER Report through 6/30/17
* Budget v Actual Report - PY16, WIOA Only PY16, TANF PY16, TAA PY16

1. Lisa Cooper used the documents referenced above as background, and presented the following:

* Cumulative AER Report - Represents two fiscal years, PY16 (July 1, 2016 to June 30, 2017) and PY17 (July 1, 2017 to June 30, 2018) and is a monthly report of WIOA expenses and obligations. The Agency met their required spending of 80% for PY16 funding. The existing receivable from NYSDOL of $126,645 relates mostly to security guards cost, which will be part of the cost sharing agreement being worked on with the State and CNY Works’ attorney.
* Budget vs. Actual Report – This report is pending discussion of the proposed PY17 budget.

1. CNY Works’ Budget for Program Year 2017 – Lenore Sealy/Lisa Cooper

1. Resolution – 401(K) match for Program Year 2017

* CNY Works 401(K) plan documents require the Board of Directors to approve a resolution annually establishing the Agency’s matching contribution. The Agency is requesting it remain the same as PY16, 100% matching of elective deferrals up to 6% of employee compensation.

Bill Leiker entered a motion:

*To adopt the Board Resolution for Program Year 2017 establishing 100% matching of elective deferrals up to 6% of employee compensation, as presented, and distributed to Board members*

Jim Fellows seconded the motion; the motion was carried unanimously.

2. Proposed Budget

* Lisa Cooper reviewed the CNY Works PY16 vs PY17 Budget bar chart distributed to Board members. The staffing, supplies and ITA training expenses are reduced from PY16 levels, while the work experience and service contract expenses are higher. The reduction in staffing, supplies and ITA training costs reflects the overall decrease in WIOA funding and the addition of the One-Stop Operator into the budget. The increase to work experience and service contracts reflects a projected increase in summer TANF funding.
* Lisa Cooper reviewed the CNY Works Draft Budget for PY17 with the following observations:

1. A new line item was added to this budget for the One-Stop Operator.

2. ITA training expenses were significantly below budget because the number of Trade Act (TAA) customers has dropped dramatically. Because funding is awarded on a per-participant basis, budgeting is difficult to do. Lenore Sealy provided an overview on how Trade Act works.

3. Work Experience is higher in PY17 due to the Youth TANF program expected increased funding based on the current summer allocation.

4. Lisa explained that the Total Funding Available is the total of new funding allocations for PY17 plus the PY16 carryover. Per the current estimates from the State, CNY Works will be expecting approximately $100,000 less in funding, most significantly in Dislocated Worker funding, for the next fiscal year.

5. Lisa discussed the need for an investment policy now that the unrestricted funds are in excess of $700,000 because of the continued receipt of Social Security benchmark payments for successful placement of customers on SSI and SSDI into jobs.

6. Rent expense is overbudget because annual common area expenses (deemed “additional rent”) were not budgeted for.

7. Equipment expense is overbudget due to the expenditure of an unanticipated technology grant from DASNY. Revenue was also overbudget due to receipt of the grant.

* A Director asked about Staff Development expenses and why there is such a large surplus. They questioned how staff stay abreast of important information. Lenore responded that staff is able to take advantage of conference calls, webinars, and the NYATEP conference. A suggestion was made to attend other Board meetings from surrounding areas to observe how they function as a way to thoroughly benefit from the available budgeted funding. It was also suggested the Agency be proactive and have a plan to spend training funds throughout the year.
* A director asked if the Agency was comfortable with the reduction in budgeted training funds for the next year? Staff answered that there is no viable alternative at this time since the Agency has not developed other sources of revenue and relies on the recurring Federal workforce funding, which continually declines each year.
* A director asked why the 401(K) contributions as compared to salaries is only about 3.3% when the contribution rate is 6%. Lisa replied that the County employees and security staff costs are included in salary expenses, but do not participate in the 401k. Lisa stated that all but one eligible staff member participates in the plan.
* The Audit Committee will discuss an investment policy regarding the unrestricted funds as mentioned previously. The Committee will look at what percentages of the assets should be kept liquid or invested based upon the board designated purposes and risk tolerance.

Frank Caliva entered a motion:

*To adopt the CNY Works’ Budget for Program Year 2017, as presented, and distributed to Board members.*

Gary Cannerelli seconded the motion. The motion was carried unanimously.

1. Executive Director’s Updates

* Lenore Sealy reported the departure of Operations Manager, Andrea Hahn, to accept a position with a new employer. Andrea’s departure was a loss to the organization; however, all wish her well. The Agency will be taking a step back to re-evaluate the needs of the Operations Manager position with the transition of the One-Stop System Operator.
* Summer Youth Employment Program – 475 youth were placed throughout Onondaga County in summer work experience positions.
* Proposed Contract Amendment (Center for Community Alternatives (CCA)) – Board approval is requested on amending the LEADERS contract. CNY Works would like to increase the number of youth attending this program. Approval is requested on amending this contract to run through December 31, 2017.

Neil Falcone entered a motion:

*To approve the requested contract extension for the CCA LEADERS program to December 31, 2017, and an increase in the contract amount of $18,050 for 25 additional participants. The total contract will be increased to $54,872.*

Pat Bliss seconded the motion. The motion was carried unanimously.

* NYS Department of Labor (Monitoring Report) – Lenore explained to the Board the US Department of Labor randomly samples the accuracy of Data Element Validation (DEV) entries. The USDOL advises each State DOL on what to look at. Areas are selected randomly and CNY Works was selected. The distributed report shows the results of the NYSDOL review.
* There are no corrective actions required as a result of this review. Darrell Buckingham conducts Quality Assurance for CNY Works and will take the report under advisement. The information contained in this report is reviewed by management and changes are made as necessary.

1. Board Meeting Schedule 2017

* Friday, September 29, 2017 @ noon
* Friday, November 17, 2017 @noon

1. Adjournment – Meeting adjourned at 1:15 P.M.

Submitted by:

Sheryl Bowman

Special Projects Manager