



ADMINISTRATIVE OFFICE

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CEP, Inc. Board of Directors

Wednesday, April 21, 2021 – 10:30 a.m.

AmericInn Hotel/Zoom – Ashland, WI

“DRAFT” Meeting Minutes

Present

Tom Mackie
Joe Pinardi
Dave Willingham
Emmett Byrne
Rollie Thums
Bob Kopisch
Bill Kacvinsky
Larry Fickbohm
Thomas Gordon, Sr.
Brent Blomberg, Alternate
Dee Gokee-Rindal, via zoom
Charlie Glazman, via zoom
Dawn Petit, via zoom
Elizabeth Franek, via zoom

Excused

Others Present

Jeff Muse, CEP
Jenny Decker, CEP
Mary Zinnecker, CEP
Jean Christiansen, WIPFLI, via zoom
John Chamberlin, Attorney via zoom
Mari Kay-Nabozny, WIB
Karl Eck, WIPFLI via zoom
Melissa Rabska, WIB

Call Meeting to Order

Bill Kacvinsky, CEP Board Chairman called the meeting to order. For the record, it was noted the public meeting notice was published on the CEP website, social media, the area Library System, and the area County government websites in our WDA.

Approval of the Meeting Minutes from 3/17/2021

Charlie Glazman made a motion to approve the 3/17/21, meeting minutes as presented. Seconded by Emmett Byrne. Vote taken, carried unanimously.

Mission Statement

Joe Pinardi, CEP Board Member reported that the mission of CEP is to strengthen the economy of northwest Wisconsin by providing effective and efficient workforce development services to businesses and workers.

Executive Director's Report

Jeff reported that yesterday we received a check for \$2,500 from the Duluth Community Foundation for the Crex Meadow's Youth Camp. Jeff noted that we're looking at a new location to hold Crex this summer. Jeff asked if anyone knows where we can get a certified EMT for the camp as we need one on site 24 hours a day to hold the camp sessions.

NORTHWEST WISCONSIN CEP

Strengthening our region, one person, one business, one job at a time.

Jeff reported that the WIB staff are moving out of our office in July. In our building where CEP resides, the FSET and W2 staff are down the hall from our office. We would like to have a single point of contact with reception by having them move into the vacated offices. This would also help offset rent costs by having them pay for space.

Jeff reported that we submitted a grant to the Public Service Commission for \$45,000. Another grant was submitted for YouthBuild for \$300,000 in partnership with Workforce Resources to help train youth on building homes on the Bad River Reservation. The Youth Apprenticeship grant went out and we should hear about that by July 1st.

Review Misuse of Funds Clause in LCEO/CEP/WIB Agreement

Jeff reported that there are several agreements we need to take action on. When DOL did their exit conference with us, they said there wasn't a proper clause in agreement for misuse of funds. Jeff referenced the handout with the misuse of funds language, which he explained.

Jeff discussed the CLEO Shared Liability Agreement's language regarding the misuse of language. We can decide which language to use. Elizabeth asked what mechanisms we have in place to address this, which he explained. Melissa Rabska noted that we have never had to deal with something like this due to having the proper controls in place. Dave said the purpose of the Shared Liability Agreement ensures the agencies we oversee are well covered. It was noted that it's always been that way, but attention has been drawn to it during this DOL review. Dave said if there was any misuse of funds by Fiscal Agent or the WIB, the language covers the counties and the Fiscal Agent.

Action Item: Review/Approve Proposed WIB Bylaws

Melissa Rabska, WIB Coordinator explained that all the changes made to the WIB bylaws is part of the DOL monitoring that took place in February. Melissa explained the nominations to the WIB Board which is in sync with the Shared Liability Agreement. Melissa noted that the Shared Liability Agreement and Firewall Controls are attachments to the WIB Bylaws that are part of processes and procedures they are following.

The three year membership terms were discussed and it was noted that there is no term limit.

The language in the Bylaws that says "members present constitute a quorum" was discussed. The CEP Board disagreed that members present does not constitute quorum. It was noted the WIB has a lot of Committees and a quorum should be present to conduct business. It was noted that the WIB quarterly meetings have to have a quorum. It was noted that the WIB Committees make recommendation to the WIB Board to approve. It was questioned that if one Committee member shows up, do they make the recommendations? It was recommended to change the Committee meetings to have a quorum as well as with the electronic voting.

Discussion took place concerning that the bylaws allow participation of a closed session meeting via electronic or Zoom meetings. The concern noted that it is a risk or liability of having others in the room who should not be there, which is not appropriate. Bob and Tom noted in their counties, they do not

allow zoom participants to join in closed session meetings. Dave noted when you're dealing with liability or personnel issues, this is a tricky area. Mari noted they can make that change.

Mari explained Section E. in the Bylaws concerning the Liaison Committee which would only be activated during an impasse or when they come to terms on a matter between the WIB and the CEP Board. It was noted that the Committee is comprised of three members from both boards (WIB and CEP) including the Chairs. It was noted that if you can't agree on an impasse, there should be a 7th member. It was noted that five members would make more sense than six people.

Tom Mackie made a motion to approve the proposed WIB Bylaws as amended changes regarding the quorum language and to include language that only those present in person are allowed at closed session meetings. Seconded by Rollie Thums. Roll call vote taken, motion passed.

Action Item: Review/Approve Appointment of Member to WIB Board

Mari noted that Tracey Elkins was nominated by NorthLakes Clinic administration and explained her position there. It was noted that the CEP Board will put together more formal language beginning July 1st regarding the process for nominating members to the WIB.

Rollie Thums made a motion to approve the appointment Tracy Elkins to the WIB. Seconded by Tom Mackie. Roll call vote taken, motion passed.

Discuss CEP/WIB DOL Governance Exit Conference Report & Letter to DOL

Jeff reported that CEP and WIB had the DOL Exit meeting on March 1st. The DOL reported five findings. It was noted that the WIB/CEP Executive Committee members were also present at the DOL Exit Conference. Jeff explained the findings and noted the state is responsible for ensuring these findings are corrected which CEP has done. Jeff explained all the required agreements that we have in place. John Chamberlin noted that that Stacey O'Keefe, Region V Administrator said that 80% of workforce areas in her region have had governance issues so these are not extraordinary findings.

Action Item: Review/Approve LCEO/WIB Joint Agreement & Shared Liability Agreement

Dave said that we were in agreement that the shared liability is to be shared equally. It was noted that everything the counties do should be guided by population. It was noted that the language is already in the agreement but to add "based on the last census". John noted it's respective to the latest available US Census data. John noted that it's almost split 50/50 in most workforce areas.

The Joint LCEO/WIB Agreement was discussed. Mari explained some recent changes she made to the version that was emailed to the Board. The agreements will be for two years of the WIOA fiscal year.

John noted that the Share Liability Agreement is only passed once and that it is not an annual document to be signed, as is the case in most workforce areas. He recommended taking the timeline off and that it remains in effect unless one of the counties withdraws and in which case, an area would have to renegotiate. John said a county withdrawing is a much larger issue than a Shared Liability agreement. It

wouldn't prevent a county from dealing with a current liability. This agreement is in effect and executed by the ten Counties.

Elizabeth Franek made a motion to approve the LCEO/WIB Joint Agreement for two years with the suggested amendments. Seconded by Larry Fickbohm. Roll call vote taken, motion passed.

Bob Kopisch made a motion to approve the Shared Liability Agreement as amended. Seconded by Joe Pinardi. Roll call vote taken, motion passed.

Action Item: Review/Approve WIB & LCEO Consortium Firewall & Internal Controls Policy

The template for the Firewall and Internal Controls policy was customized for our area. This outlines how information flows and who has the ability to review or comment. They attached the organizational chart for both entities (WIB and CEP). Dave said the organizational chart can change without the policy changing. A question was raised on the WIB organizational chart about adding contracted accountant, without the name. The CEP organizational chart will be changed to reflect the accounting contracted function as well.

Tom Mackie made a motion to approve the LCEO/WIB Consortium Firewall and Internal Controls Policy as presented. Seconded by Emmett Byrne. Roll call vote taken, motion passed.

Discuss WIB Benefit Options

Jeff noted this was addressed at the last CEP Board meeting. There's no difference in having the WIB staff being included with CEP's benefit's except a \$250.00 set up fee. It was noted that if they were to go outside of CEP, it would cost them more which would affect service provision funds to people we serve.

This is not an action item, therefore, it was asked to poll all members or ask if there's any objection to including the WIB staff on CEP's benefit package by any CEP Board members without a motion and then make a motion at the next meeting. It was noted that no one objected to the WIB staff being part of the CEP agency benefit package.

Discuss CEP Board Committee Structure including the CEP/WIB Executive Committee

Jeff noted that this has been going on for some time. We've been instructed by DOL/DWD to have two separate 501c3s. A suggestion was made to create and CEP Executive Committee which will include the officers and the election of two more members. This will be addressed at the next CEP Board meeting.

Discussion on LCEO Consortium Organizational Meeting

Dave said the Consortium needs to have an organizational meeting at the same time we have the CEP Board meeting but we need to have separate agendas. Tom suggested that the CLEOs meet first and anything would be passed on to the CEP Board for ratification. It was noted that the times for each meeting will be included on the agenda.

Action Item: Review/Approve Changes to CEP Fiscal Procedures Manual (FPM)

Jeff said the basic language in the FPM was included in the meeting packet. The changes were to remove any reference to the Joint Finance Committee and there are some technical changes that have been made that were highlighted as well. Jeff said whatever procedure we follow has to be in an approved manual and we contract with WIPFLI to review.

Charlie Glazman made a motion to approve the CEP Fiscal Procedures Manual changes as presented. Seconded by Tom Mackie. Roll call vote taken, passed.

Jeff wanted to publicly thank Jean Christiansen, WIPFLI Accountant for all her help this past year. It was noted that she'll be retiring at the end of May.

State & Federal Updates

Mari noted that we should get our WIOA allocations in a couple weeks.

Comments & Announcements

Dave said we spent the last year on these agreements and thanked staff of the CEP and WIB for their work on this.

Next Meeting Date and Location

The next meeting of the CEP Board of Directors will take place on Wednesday, May 19th or at the call of the Chairman.

Adjournment

The meeting was adjourned at 12:40 p.m.