CNY Works, Inc.

Board of Directors’ Meeting Minutes

Date: Friday, November 30, 2018

Time: 12:00 PM

Location: 960 James Street

**Present**: Pat Bliss, Frank Caliva, Jason Chiesa, Jim Fellows, David Goodness, Kathy Kotz, William Leiker, Bob Leslie, Janice Mayne, Mike Metzgar, Don Napier, Ann Marie Taliercio, Mari Ukleya, Janette Van Wie, Diana Wolgemuth, Randall Wolken

**Absent**: El-Java Abdul-Qadir, Janet Burke, Gary Cannerelli, Jim DiBlasi, Neil Falcone, William Fisher, Alan Marzullo, Jeanne Morelli, Duane Owens, Tim Penix, Joseph Rufo, Patrick Sheppard

**CNY Works/Partner Staff Present**: Sheryl Bowman, Lisa Cooper, Val England, Marcy Grenier, Peter Naughton, Heather Pitt, Lenore Sealy, Amy Stage, Jessica Sweet

**Guests:** Brian Donnelly, Ryan McMahon

1. Welcome and Call to Order – Frank Caliva, Chair

Frank Caliva, Board Chair, called the meeting to order at 12:12 pm. He welcomed Brian Donnelly, Deputy County Executive, as a guest to the meeting.

1. Conflict of Interest Disclosure(s) – Frank Caliva

Frank Caliva noted a few Directors received Conflict of Interest Statements with their tent cards. These are the Directors whose Statements are outstanding; he requested they be filled out and returned to Lisa Cooper before leaving the meeting.

Frank Caliva indicated there will be three votes taken at today’s meeting. The Board will vote on:

* Audit for Program Year 2017,
* Youth Services Contract with SUNY OCC, and
* Local Workforce Plan.

Frank asked if any Directors needed to disclose a conflict with today’s Board business. Janice Mayne and Mike Metzgar are conflicted with the SUNY OCC vote and will therefore leave the room for that discussion. There were no other conflicts disclosed by Directors.

1. Consent Agenda (action required)

Frank Caliva reminded all present this was the first Board meeting using a Consent Agenda. Frank called for any concerns with the Consent Agenda before a vote was taken.

Janice Mayne entered a motion:

*To remove the November 9, 2018, Program Committee Report from the Consent Agenda as it was not distributed to Board Directors prior to this meeting.*

Mike Metzgar seconded the motion. There was no discussion. The motion was carried unanimously.

David Goodness entered a motion:

*To adopt the Consent Agenda for the CNY Works’ Board meeting held on November 30, 2018, as presented and electronically distributed to Board members prior to the meeting. The Consent Agenda includes:*

1. *Board Meeting Minutes – September 28, 2018*
2. *One Stop System Operator Reports – September 17 to October 15, 2018 and October 15 to November 15, 2018*
3. *Program Committee Report – October 12, 2018*
4. *Executive/Finance Committee Reports – October 26 and November 19, 2018*
5. *Audit Committee Report – November 8, 2018*
6. *Finance Reports through 10/31/18*
7. *2018 Form 990 and CHAR 500 (Return of Organization Exempt from Income Tax and NYS Annual Filing for Charitable Organizations)*
8. *Executive Summary of NYSDOL Procurement and Property Management Review Letters*

William Leiker seconded the motion. There was no discussion. The motion was carried unanimously.

1. Audit Report for Program Year 2017 (action required)

The document listed below was included with meeting materials and will be maintained with the official record of this meeting:

* CNY WORKS, INC. REPORT TO THE BOARD OF DIRECTORS YEAR ENDED JUNE 30, 2018

Lisa Cooper, CFO, introduced Gail McIntyre, Partner, and Timothy Hammond, Manager, from the Bonadio Group. Gail and Timothy presented the Audit Report for Program Year 2017. Gail noted an insertion on Page 15 of the report, Statement of Federal Expenses. The change is for required disclosure purposes. CNY Works is required to disclose Sub Recipient contract for the One Stop System Operator.

Don Napier, Audit Chair, reported that the Audit Committee met and reviewed the Audit. The full Audit was not part of the Consent Agenda. It was sent to all Directors Electronically and labeled as Financial Reports.

Gail McIntyre presented the following:

* Gail reminded the Board that while the Bonadio Group works with the management team to complete the Audit, the auditors ultimately work for the Board of Directors.
* The Audit Committee is responsible for hiring the auditors and overseeing the audit process. The Committee keeps the Board apprised of any issues noted during the audit and recommends acceptance of the final audit report.
* A decision was made to include the change to Page 15 of the Audit regarding the sub recipient contract.
* The Bonadio Group’s opinion on the audit is Unmodified, commonly known as a “clean opinion”.
* CNY Works financial statements are appropriately reported. There are no material weaknesses or deficiencies related to internal controls and federal expenditures.
* The opinion on the Federal Awards is unmodified and no questioned costs or issues of noncompliance were found.
* It is advisable and acceptable to maintain unrestricted net assets to accommodate contingencies and slow reimbursement from the State.

Gail emphasized that part of the reason CNY Works can deploy its programs and resources is because there is strong internal leadership. Gail reported that there are new accounting standards being implemented that will affect the financial statement presentation beginning with the next fiscal year. Bonadio will work closely with Lisa Cooper and Lenore Sealy to ensure the new standards are implemented properly.

Don Napier noted that the Audit Committee benchmarks CNY Works administrative expenses. The Agency is allowed to spend 11.2% on administrative expenses; however, it only spends 8.9%. This allows the Agency to put more money into programs by operating effectively. William Leiker expressed his support for efficiency but cautioned the Agency on being understaffed. The Audit Committee recommends accepting the Audit as presented.

Don Napier entered a motion:

*To approve the CNY Works’ Audit Report as of June 30, 2018 as presented, and distributed to Board members.*

Diana Wolgemuth seconded the motion. There was no discussion. The motion carried unanimously.

1. Guest – Lenore Sealy

Lenore Sealy introduced Onondaga County Executive, Ryan McMahon. Mr. McMahon addressed the Board and stressed the importance of workforce in Onondaga County; the role of the CNY Works Board is critical. He stated poverty in Onondaga County must be addressed. The County recognizes it has a problem with poverty and is developing a plan to address this issue.

The County Executive expressed that a significant amount of discussion must be around what the entry level jobs in Onondaga County are going to be now. There is a lot going on in the County and they need the help of the CNY Works Board.

Mr. McMahon thanked everyone for serving on CNY Works’ Board and for the work they are doing.

1. Proposed Youth Services Contract – Amy Stage (action required)

The document listed below was included with meeting materials and will be maintained with the official record of this meeting:

* SCOPE OF SERVICES, ONONDAGA COMMUNITY COLLEGE (OCC)

Janice Mayne and Mike Metzgar excused themselves from the Board meeting and left the room. Amy Stage referenced the document listed above. This contract is proposed to implement a program developed by OCC in response to a Request for Proposals put out by CNY Works. The program will be held at OCC’s With Love Teaching Restaurant and is designed to teach young people skills related the food service industry. Participants will learn how to host in a restaurant, communication skills, restaurant management, time management and more.

The program’s instructor is Adam Sudmann whose resume has been included for reference with meeting materials. Mr. Sudmann is very skilled in working with program participants; he has been willing to readmit students who need further development and whose employment was not sustainable. The skills youth develop in this program may be applied to the hospitality industry, a demand sector in Central New York and/or transferred to many other relevant sectors in the region.

Ann Marie Taliercio entered a motion:

*To approve a contract between CNY Works and OCC With Love to enable 24 out-of-school youth to gain valuable work experience in a supportive environment and develop employability and soft skills for an amount not to exceed $23,921, with program details as described in the document provided to the Board and referenced above.*

David Goodness seconded the motion. There was no discussion. The motion carried unanimously.

1. Local Workforce Plan – Janice Mayne (action required)

Janice Mayne reported the following about the Local Workforce Plan (LWP):

* The Program Committee has reviewed the LWP. CNY Works is required to submit this document to New York State.
* CNY Works’ management team developed the LWP; Lenore Sealy reviewed draft plan at the Board meeting on September 28, 2018; Program Committee reviewed the draft plan in October and November and recommended changes.
* Program Committee discussion included:
  + Vision and Goals – “living wage” concept
  + Concept of continuous improvement –who CNY Works customer is
  + Workforce Development and Career Pathways – Board’s role in development of career pathways
  + Business Engagement –Board’s role in engaging business
  + Program Coordination – local workforce programs are coordinated with strategic partners
  + Local Administration – due diligence issues with CNY Works being the fiscal agent
  + Training Services – provision of training services
  + Public Comment – added the need for a public comment period

Frank Caliva thanked the Program Committee on behalf of the Board. He noted that 2018 was the year of the Program Committee and they did a tremendous job. Discussion was had on the LWP. A question was asked if there is room in the LWP to highlight working with the Regional Economic Development Council (REDC). That is included in the plan. The Board expressed their concerns that the LWP not become a stagnant document, that it be kept alive. The Plan is written now the Board must live it.

Mike Metzgar entered a motion:

*To approve the Local Workforce Plan as presented to the Board of Directors.*

Mari Ukleya seconded the motion. There was no discussion. The motion carried unanimously.

1. Presentation – Jason Chiesa

Jason Chiesa, New York State Department of Labor Commissioner’s Regional Representative and Director, gave a presentation to the Board on the Talent Task Force. The efforts of the Talent Task Force started in 2015/2016. Jason noted that CenterState is a very forward thinking entity on what the community needs.

Jason reviewed a PowerPoint presentation. He noted many communities are facing labor shortages for middle level workers. The Talent Task Force is working in parallel with the Governor’s Task Force.

Discussion continued including the barriers to getting community members to work and the challenges the plan itself presents to CNY Works. Pat Bliss shared her general concern that not everyone is designed for math and science. We need to diversify the types of people we are looking for. Randy Wolken noted that CNY Works needs to look at what Central New York as a region needs to do to survive not just focus on higher level jobs.

Frank Caliva concluded the presentation by encouraging the Board to think about two things – where is the intersection between the Talent Task Force plan and CNY Works LWP and how do we make sure the LWP reflects the demand side. Please think about what does the Board do to support this. The Board is a Workforce Board that has the knowledge, skills and expertise here to support this going forward. Ann Marie Taliercio stated it all starts at the entry level.

1. Board Schedule for Program Year 2018

* January 25, 2019 @ 12:00 PM
* March 29, 2019 @ 12:00 PM
* May 31, 2019 @ 12:00 PM

1. Adjournment – Frank Caliva thanked everyone for attending and reiterated the Board has a lot to focus on in 2019. The meeting adjourned at 1:34 PM

Submitted by:

Sheryl Bowman

Special Projects Manager