CNY Works, Inc.

Board of Directors’ Meeting Minutes

Date: Friday, January 26, 2018

Time: 12:00 PM

Location: 960 James Street

**Present**: El-Java Abdul-Qadir, Pat Bliss, Janet Burke, Frank Caliva, Gary Cannerelli (via phone), Neil Falcone, Jim Fellows, Bill Fisher, David Goodness, Kathy Kotz, Bob Leslie, Alan Marzullo, Janice Mayne, Mike Metzgar, Jeanne Morelli, Don Napier, Duane Owens, Ann Marie Taliercio, Janette Van Wie, Diana Wolgemuth

**Absent**: Jim DiBlasi, Dick Knowles, Bill Leiker, Tim Penix, Joe Rufo, Patrick Sheppard, Mari Ukleya, Randy Wolken

**Staff Present**: Sheryl Bowman, Darrell Buckingham, Lisa Cooper, Val England, Heather Pitt, Lenore Sealy, Amy Stage

**Guests Present:** Todd Doherty, MJ Piraino

1. Welcome and Call to Order – Diana Wolgemuth, Chairperson

Diana Wolgemuth called the meeting to order at 12:10 PM and welcomed everyone.

1. Presentation

Career and Technical Education (CTE)

Syracuse City School District (SCSD)

Robert Leslie, Director of Career and Technical Education

Bob Leslie shared an overview of the CTE program, implemented by the SCSD in 2014, to move students toward career and technical pathways. Students start the CTE program in 9th grade with a choice of 24 career pathways, including such career areas as culinary skills, computer forensics, heath care and unmanned aerial technology. Some of the CTE programs are tied to college courses and provide credits. The program also works with CNY Works’ Director, Al Marzullo, and the IBEW to help students access the JATC’s electrician apprenticeships.

CTE has experienced rapid growth, and in 2018, 1550 students are expected to complete the program. As placement into the program is not guaranteed, incoming freshmen students must compete for the 790 available seats. The SCSD is always seeking career coaches and mentors to guide CTE students.

The CTE’s collaboration with business provides the foundation for the program. Businesses have helped the SCSD to identify skills needed to support projected workforce demands and in doing so support CTE’s efforts to connect students to viable career pathways. The SCSD works with its teachers to ensure students’ learning is aligned with contemporary employer intelligence. Further, the SCSD recruits CTE teachers from relevant career disciplines and works to help these industry experts to develop teaching skills. The State Education certification requirements are somewhat restrictive; however, the SCSD is working to make requirements more flexible for technical education and training.

The first group of seniors is graduating this year and while these students have received specific technical skills, they have also been required to maintain the core high school curriculum. Students are not only ready to follow the technical career to which they have been exposed, but also are prepared to pursue any other career or educational choice they wish after graduation. This model increases each student’s options upon entering life after high school.

1. New Business
2. Approval of Minutes

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

* Board of Directors’ Meeting Minutes – September 29, 2017
* Board of Directors’ Meeting Minutes – November 17, 2017

Ann Marie Taliercio entered a motion:

*To adopt the minutes from CNY Works’ Board meetings held on September 29, 2017 and November 17, 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

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

* CNY Works, Inc., Slate of Officers

1. Election of Officers

* The only agenda item is the election of Officers for the period July 1, 2018 to June 30, 2020.
* The Governance Committee presented its slate of officers for consideration.
* All Directors on the list of nominees were excused from the room.
* Diana Wolgemuth reviewed the list with the Board.

Jeanne Morelli entered a motion:

*To approve the slate of officers as distributed to the Board.*

Al Marzullo seconded the motion. The motion was carried unanimously.

Officers approved are as follows:

* Frank Caliva, Jr., Chairperson
* Don Napier, Vice Chairperson
* Janice Mayne, Secretary
* Joseph Rufo, Treasurer

1. Finance Report—Lisa Cooper, CFO

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

* 990 and CHAR500
* Financial Reports December 2017

Using the documents referenced above as background, Lisa Cooper reported:

1. Review 990 and CHAR500

* Lisa Cooper reviewed the 2016 Form 990 and highlighted certain information including the number of voting members, which is the same as independent voting members because the definition of “independent” is different for IRS purposes than as defined in the Conflict of Interest policy.
* The summary revenue, expenses and net assets all agree to the audited financial statements.
* Part VI, question 4 was answered “yes” because the Corporation revised its bylaws.
* All required governance policies are in place as noted in Part VI, section B.
* Items reported on the Statement of Functional Expenses and Balance Sheet agree to the audited financial statements.
* Schedule B, Schedule of Contributors, includes the Dormitory Authority of the State of New York infrastructure grant, which was new this year.
* The CHAR500 form is the NYS filing which is accompanied by the Form 990 and audited financial statement and reported to the Charities Bureau.
* Executive/Finance Committee reviewed the forms in detail and recommended moving to the Board for approval.

Neil Falcone entered a motion:

*To approve the 2016 Form 990 and CHAR500 for filing, as distributed to the Board.*

El-Java Abdul-Qadir seconded the motion. The motion was carried unanimously.

1. Financial Report December 2017

* Lisa reviewed the Accumulated Expenditures Report at December 31, 2017.
* PY16 has been fully obligated and PY17 is 27% expended.
* PY17 Adult and Dislocated Worker Budget vs Actual has been consistent over the past months, the operating expenses are tracking under-budget and the ITA training budget is fully obligated.
* Training budget items can be revised as long as the total budget does not change.
* PY 17 Youth Budget vs Actual projects the obligation of the full $125,000 available as reported in the latest RFP document. Spending levels compared to budget and allocated PY17 funds are closely monitored on a monthly basis.

1. Executive/Finance Committee Report—Diana Wolgemuth, Chairperson

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

* Executive/Finance Committee Notes – December 15, 2017
* Executive/Finance Committee Notes – January 19, 2018
* Proposed Contract - Friends of the Rosamond Gifford Zoo at Burnet Park
* Proposed Contract Amendment – Top Line Performance
* Proposed Contract Amendment – Center for Community Alternatives, Inc.
* Board Designated Operating Reserve Policy
* Proposed CD Investment Plan
* Committee Membership

Diana reviewed the Executive Committee Notes with the Board, and asked management to supplement the information with additional details, as needed.

1. Proposed Youth Services Contract – Friends of the Rosamond Gifford Zoo at Burnet Park

Amy Stage, Youth Services Manager, added the following to the written information:

* CNY Works has partnered with Zoo to provide this program since 2010.
* Open to all Syracuse City School District students.
* Over last three years, 45 students have participated in program.
* 75% of participants in last three years have graduated from high school.
* Program focuses on work readiness skills and provides a paid work experience component.
* This year 70 students have applied for the 20 available spots.

Jim Fellows entered a motion:

*To approve the contract with Friends of the Rosamond Gifford Zoo in the amount not to exceed $14,375.*

Frank Caliva seconded the motion. The motion was carried unanimously.

1. Proposed Youth Services Contract Amendments – Top Line Performance and Center for Community Alternatives, Inc. (CCA); Amy Stage explained that both contractors were awarded contracts through the last Request for Proposals Process (RFP). Management is requesting Board approval to extend the contractors’ end dates to March 31, 2018, to allow contractors to provide services until the new RFP contracts are recommended and approved. Amy added the following to the written information:

* Top Line Performance – Amendment will provide services for 20 additional youth at a cost of $250 per person. Each youth served will participate in two workshops during which youth will be instructed in presentation and interviewing skills. Additionally, youth will learn how to develop a resume and cover letter. There will be up to 10 participants in each session. The services provided through this contract satisfy the “work readiness” youth program element defined by WIOA.
* CCA – Amendment will provide an additional 20 youth. Participants will complete mock interviews with local employers. Youth who successfully complete this program will receive a National Work Readiness certificate. The services provided through this contract satisfy the “work readiness” youth program element defined by WIOA.

Al Marzullo entered a motion:

*To extend the end dates of the Top Line Performance and CCA contracts to March 31, 2018, and to increase the contract totals to $24,775 and $60,212, respectively.*

Don Napier seconded the motion. The motion was carried unanimously.

1. Proposed Operating Reserve Policy – Don Napier explained the purpose of establishing a Board-Designated Operating Reserve Policy is to define a need for keeping unrestricted funds available for specific purposes. The Policy presented to the Board established the purpose for the reserves, how the reserves will be governed and how the amount should be calculated.

Frank Caliva entered a motion:

*To approve the Board-Designated Operating Reserve Policy as presented to the Board.*

Jeanne Morelli seconded the motion. The motion was carried unanimously.

1. Proposed CD Investment Plan—In conjunction with the discussion of the Operating Reserve Policy, the Board discussed the amount of funds available to reserve. Lisa Cooper stated there is currently $840,000 in unrestricted net assets, of which $775,000 area available in cash. Most of these funds are in a noninterest-bearing checking account with Solvay Bank. The amount in Solvay Bank exceeds FDIC Insurance limits, and management would like permission to open CD’s in two local institutions to the maximum insurance limits of $250,000 each.

Lisa discussed the Proposed CD Investment Plan which is designed to stagger maturity dates of CD’s deposited with AmeriCU and Empower FCU. The CD rate with Solvay could not be verified at the time of the meeting and its posted rates are much less favorable than the other institutions. However, a money market savings account will provide some interest not otherwise received on the checking account.

In past Board discussions, there was concern about whether CNY Works needed to follow NY General Municipal Law (GML) regarding its investing activity. The question was posed to attorneys at Bond, Schoeneck & King who concluded that, although CNY Works is subject to Open Meeting Laws as an “agency of a governmental unit” (NYSDOL), unrestricted funds held by a Workforce Development Board do meet definition of “public funds” under the GML and, therefore do not need to follow its restrictive investment rules.

Frank Caliva entered a motion:

*To approve opening accounts at AmeriCU and Empower FCU in the amount of $250,000 each and to establish CD’s that will maximize return and allow for liquidity, similar to what is presented to the Board on the attached schedule. Also, move to approve opening an interest-bearing Money Market account at Solvay Bank for keeping funds not immediately needed in the checking account.*

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

1. WIOA Updates—Lenore Sealy
2. Program Committee

* The Committee membership has been established as seen on the attached handout and MJ Piraino, One-Stop System Operator, will be reaching out to the Program Committee for a first meeting date.

1. Oversee programs

* One-stop delivery system – MOU, Infrastructure Cost Sharing Plan, One-Stop Certification

Lenore stated that the Board is responsible for developing a system partner MOU, Cost Allocation Plan, and One-Stop Certification. These things are moving along as the MOU has been submitted to the State for approval prior to all other Partners’ signatures.

The Infrastructure Cost Sharing Plan is a part of the MOU, and per NYSDOL, only Partners who are physically occupying space in the Career Center will be required to share in infrastructure costs. The only applicable partner is NYSDOL and the Cost Allocation documents have been submitted to the State.

The One-Stop Certification will be charged to the Program Committee for oversight.

* + Youth programs—RFP for Youth services has been widely distributed across Central New York; an advertisement was placed in the Syracuse Post-Standard. In addition, the RFP was sent to 750 agencies in Onondaga County that have some connection to youth services/youth development programming. Amy explained the Agency is looking for services to fulfill the required 14 Youth Elements as defined in WIOA and is focused on the Out-of-School population.

In light of Bob Leslie’s presentation, a Director asked if the CNY Works youth programs were partnering with SCSD’s CTE. CNY Works applied for Upstate Revitalization funding for an expanded summer youth employment program and a year-round program at Henninger High School to pilot an employer-driven, work exploration program. This would provide an excellent opportunity to develop a partnership the CTE programs

1. Develop local and regional workforce plan – Management has been developing local and regional workforce plan. Board is responsible for developing a Local and Workforce Plan, which was due in November, but the State has been generous in Agency has an extension of time in which to file the Plan and it is currently being prepared for future Board review.

1. Lead career pathway development - Lenore explained that leading career pathway development is another responsibility of Local Workforce Development Boards. Programs, such as the Syracuse City School District’s CTE provide key information needed for the Board to develop/define relevant career pathways in Central New York. To that end, the next Board meeting (March 23) will include a presentation by Karen Knapik-Scalzo on the Central New York labor market.

V. Next Board Meeting

* Friday, March 23, 2018 @noon

VI. Adjournment – Meeting adjourned at 1:33 P.M.

Submitted by:

Sheryl Bowman

Special Projects Manager