

# Madera County Workforce Investment CORPORATION

**February 23, 2012**

## MINUTES

**PRESENT:** Bob Carlson, Max Rodriguez, Robyn Smith, Kelly Woodard

**ABSENT:** Debi Bray, Cecilia Massetti, Ed.D.

**GUEST:**

**OTHERS:** Elaine Craig, Tracie Scott-Contreras, Gail Lopez, Jessica Roche, Nicki Martin

### **1.0 Call to Order**

*Meeting called to order at 3:06 p.m.*

#### **1.1 Pledge of Allegiance**

### **2.0 Public Comment**

*None*

### **3.0 Introductions and Recognitions**

*None*

### **4.0 Consent Calendar**

*None*

### **5.0 Action Items**

#### **5.1 Approve Madera County Workforce Investment Corporation (MCWIC) Bylaws**

*Staff asks for approval and ratification of the MCWIC Bylaws. The Bylaws were reviewed and were found to be acceptable by staff. All MCWIC meetings would follow Brown Act procedures. There is reference within the Bylaws that would allow for the possibility to conduct business out-of-state. Staff clarified that this does not mean that the MCWIC will do business outside of the state of California only that it would allow for such a case. As there is always a potential that there may be business to conduct outside of the state, staff recommends that the reference remain.*

*Robyn Smith moved to approve the Bylaws as presented, seconded by Bob Carlson. Motion approved unanimously.*

#### **5.2 Approve MCWIC Conflict of Interest Policy**

*The MCWIC Conflict of Interest policy has been reviewed and approved by the attorneys. This would not be the same as a usual Form 700. Directors will not need to fill out a Form 700 – only initial and sign that they are not in conflict after having read the policy. Once signed, the signed policies will go to the attorneys so that the 501c3 contract can be forwarded to the IRS for official status.*

*Bob Carlson moved to approve, seconded by Max Rodriguez. Motion approved unanimously.*

#### **5.3 Appoint MCWIC Board of Directors**

*Staff asks for approval to appoint the standing Madera WIB Executive Committee members as the*

*Board of Directors to the MCWIC. It is an acceptable industry practice to have an existing/standing board or committee as the Board of Directors for a corporation.*

*Bob Carlson moved to approve, seconded by Max Rodriguez. Motion approved unanimously.*

#### **5.4 Approve MCWIC Officers**

*Staff asks that an election take place to appoint the Chair and Vice Chair of the MCWIC. Staff recommends that the existing Chair, Bob Carlson, and Vice Chair, Debi Bray, be elected to the MCWIC barring any nominations from the floor.*

*Robyn Smith moved to approve staff recommendation of electing the current Chair and Vice Chair to the MCWIC, seconded by Kelly Woodard. Motion approved unanimously.*

#### **5.5 Appoint MCWIC Staff**

*The appointment of a Secretary and Treasurer to the MCWIC is a required component of 501c3 status. These positions are typically staff members who handle the larger business component of the Corporation. Staff recommends appointing Elaine Craig as the Secretary and Jessica Roche as the Treasurer. The Secretary would report directly to the MCWIC. She would be responsible for all daily oversight, reporting business, recording keeping, minutes of meetings, making sure the Corporation is in compliance with any IRS mandates etc. The treasure would have fiscal oversight of the MCWIC.*

*Bob Carlson moved to approve, seconded by Max Rodriguez. Motion approved unanimous.*

#### **5.6 Approve MCWIC Logo and/or Seal**

*Staff recommends the development of an official MCWIC logo and/or seal. This will help the branding of the Corporation and any possible merchandising in future. Staff will create some drafts and bring back to the directors for approval/input.*

*Max Rodriguez moved to have staff bring designs to the next MCWIC meeting, seconded by Kelly Woodard. Motion approved unanimously.*

#### **5.7 Approve MCWIC Meeting Calendar**

*Staff suggests that the MCWIC meetings take place on the same schedule that the WIB Executive Committee meetings take place – monthly, on the 4<sup>th</sup> Thursdays of the month as needed.*

*Kelly Woodard moved to approve, seconded by Max Rodriguez. Motion approved unanimously.*

### **6.0 Information Items**

6.1 Articles of Incorporation

### **7.0 Written Communication**

### **8.0 Open Discussion/Reports/Information**

8.1 Committee Members

8.2 Staff

### **9.0 Next Meeting**

March 22, 2012

### **10.0 Adjournment**

*Meeting adjourned at 3:29 p.m.*