

Attachment 7



By-Laws

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Adopted by the Workforce Development Board of SE Missouri

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VISION STATEMENT: *A high quality standard of life for our region.*

MISSION STATEMENT: *To promote a state of economic well being by helping to create a skilled, diverse, motivated and adaptable workforce.*

ARTICLE I: IDENTITY

These are the Bylaws of the Southeast Region Workforce Development Board, a Board formed under the Workforce Innovation and Opportunity Act of 2014 serving the counties of Bollinger, Cape Girardeau, Dunklin, Iron, Madison, New Madrid, Mississippi, Pemiscot, Perry, Scott, St. Francois, Ste. Genevieve, and Stoddard.

- 1.1 The Board will be known as the Workforce Development Board of Southeast Missouri, Inc. (WDB)
- 1.2 The Board is a General Not-For –Profit Corporation organized and operating under the laws of the State of Missouri.
- 1.3 The Board will maintain its principal office in the 13 Southeast Region Counties.

ARTICLE II: PURPOSE AND FUNCTIONS

Purpose

- 2.1 The purpose of the WDB, in partnership with the Local Elected Officials (i.e. Presiding County Commissioners) of the thirteen-county region, will be consistent with the purposes that are identified for a regional Workforce Development Board under the Workforce Innovation and Opportunity Act of 2014 and amendments going forward, in accordance with public law. The WDB will be responsible for strategic planning, policy development and oversight of the local workforce development system.
- 2.2 The WDB will study and make recommendations regarding the improvement of the Region’s employment and training delivery network, including improved federal and state resources use and expanded coordination of job training and employment activities with other related activities.
- 2.3 The WDB will together with the Local Elected Officials develop and adhere to the Southeast Regional Plan.
- 2.4 The WDB will serve as a forum for public and private representation to encourage cooperative uses of employment and training funding, facilities and staff resources for a more comprehensive and coordinated regional service delivery system.

Functions

- 2.5 The functions of the WDB should be consistent with those that are identified for a regional WDB under the WIOA Section 107 and any amendments thereto, including, but not limited to:
 - a. Developing and submitting the Southeast Regional Plan to the Governor in partnership with the Local Elected Officials.
 - b. Providing policy, guidance and review for all employment and training programs in the Southeast Region, assuring linkages with partner agencies and supporting the local Missouri Job Centers.
 - c. Analyzing (i) local economic conditions (ii) the knowledge and skills needed by workers and employers for jobs in the local area, (iii) the workforce activities, education and training needed in the region.
 - d. Conducting research, data collection, and analysis related to the workforce needs of the regional economy after receiving input from stakeholders as needed to carry out the board's function.
- 2.6 Convening local workforce system stakeholders to assist in developing the local plan and identifying non-federal expertise and resources to leverage support for workforce development activities.
- 2.7 Engaging employers to:
 - a. Promote business representation on the local board.
 - b. Support employer use of the local workforce system and workforce activities.
 - c. Enhance communication, coordination and collaboration among employers, economic development entities and service provider(s) to ensure workforce activities meet employer needs and support economic growth.
 - d. Develop and implement strategies to meet the employment and skill needs of workers and employers such as through industry and sector partnerships that provide the skilled workers for employers and expand employment and career advancement for workers in in-demand sectors or occupations.
- 2.8 Developing and implementing career pathways together with secondary and post-secondary education input by aligning employment, training, education, and support services needed by adults and youth especially those with barriers.
- 2.9 Identifying and promoting strategies and initiatives to meet employer, worker and jobseeker needs including providing physical and programmatic accessibility, in the one-stops and identifying and sharing best practices of other local areas meeting such needs.
- 2.10 Developing strategies for using technology to maximize the accessibility and effectiveness of the local workforce system for employers, workers, and jobseekers by:
 - a. Facilitating connections among the intake and case management information systems of the one-stop partners to support a comprehensive workforce development system.
 - b. Facilitating access to one-stop services including in remote areas.
 - c. Identifying strategies that augment traditional services to meet the needs of individuals with barriers to employment and increase access to services and programs such as improving digital literacy skills.
 - d. Leveraging resources and capacity of the workforce system.

- 2.11 Conducting oversight in partnership with the Local Elected Officials, over youth, adult, dislocated worker and one stop WIOA activities ensuring the appropriate use and management of the funds and that the funds are used to maximize performance outcomes.
- 2.12 Together the WDB with the Local Elected Officials and staff negotiating and reaching agreement on local performance measures with the Governor.
- 2.13 The WDB with the agreement of the Local Elected Officials and consistent with section 121(d), will select the one stop operator and staff for the job centers on a competitive basis and may terminate one stop operator and/or staff for cause.
- 2.14 The WDB will select service provider(s) on a competitive basis, except as provided in section 123(b), and terminate their contracts. If there is a youth standing committee the WDB will consider the recommendations of the youth standing committee on selection and termination of youth provider(s).
- 2.15 Identifying eligible providers of training services consistent with WIOA section 122.
- 2.16 Working with the State of Missouri to ensure there are sufficient numbers and types of providers of career services and training services, and assuring services are provided in a manner that maximizes consumer choice and offer opportunities for integrated employment for individuals with disabilities consistent with section 122 and paragraphs (2) and (3) of section 134(c).
- 2.17 Coordinating activities with education and training providers, adult education and literacy activities, providers of career and technical education and local agencies administering plans under Title I of the Rehabilitation Act of 1973.
 - a. Reviewing the application to provide adult education and literacy activities to determine whether the applications are consistent with the local plan.
 - b. Making recommendations to the eligible agency to promote alignment with the plan.
 - c. Replicating and implementing memorandum of understanding (MOU) in accordance with the Rehabilitation Act to enhance services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative effects with employers and other efforts.
- 2.18 Developing a budget for the board's activities, consistent with the local plan and the WDB's duties subject to the approval of the Chief Local Elected Official (CLEO).
- 2.19 Soliciting and accepting grants and donations from non-federal sources.
- 2.20 Negotiating the one-stop memorandum of understanding (MOU) with the one-stop partners, assessing, and certifying the one-stop in accordance with state and local criteria.
- 2.21 Annually, assessing the physical and programmatic accessibility, of all one-stop job centers in the region.
- 2.22 Developing and submitting reports as deemed necessary by the Governor. Such reports may include input from WDB and CLEO members as well as regional and training partners; and will be considered a public document.

ARTICLE III: ORGANIZATION OF THE BOARD

Appointment Authority

- 3.1 The Local Workforce Development Board membership will be appointed by the Chief Local Elected Official (CLEO) of the Southeast Region, in accordance with WIOA 107 (c) who are certified by the Governor of the State of Missouri every two years. Members will be from areas of interest stipulated in the Workforce Innovation and Opportunity Act of 2014 [Sec. 107 (2)(A) (i, ii)] and its amendment process will be in compliance with the Workforce Innovation and Opportunity Act of 2014 as amended.

Appointments will be made for a fixed two (2) year terms. Terms will commence for half of the membership in January 2022 with the remaining membership being appointed in January 2023. Vacant positions on the board will be filled as soon as possible. In the event a vacancy occurs during the term of an appointment, the new member will be appointed by the same nomination and appointment process used for all members.

Required Members/Composition

- 3.2 The required membership and composition of the Local Workforce Development Board will be consistent with guidelines set forth in WIOA section 107, and the State of Missouri Office of Workforce Development (OWD) policy.
- 3.3 Local Area Business Representatives will comprise 51% of the membership of the WDB. The business representatives, including two members representing small business, will be one of the following: owners, chief executive, operating officers, other business executives, and employers with optimum policymaking and/or hiring authority.
- a. They should represent businesses that provide employment opportunities in the local Southeast area that are in-demand industry sectors.
 - b. Nominations should reasonably represent the industrial and demographic composition of the businesses, as defined by the Small Business Administration, and OWD, including minority businesses and will be made by local business organizations, business trade associations or Chambers of Commerce and will include two member representing small business.
- 3.4 Local Area WDB membership will be comprised of 20% being appointed from workforce representatives, which include:
- a. Must include two or more representatives of labor organizations.
 - b. Must include one or more representatives of a joint labor-management or union affiliated, registered apprenticeship program within the area who must be a training director or a member of a labor organization.
 - c. May include (i) one or more representative or community-based organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of individuals with barriers to employment, (ii) organizations that serve veterans (iii) provide or support competitive integrated employment for individuals with disabilities (iv) representatives or organizations that have demonstrated experience and expertise in addressing the employment, training or education needs of eligible youth, (v) representatives of organizations that serve out-of-school youth.

- 3.5 The Local Workforce Development Board must also include:
- a. At least one eligible provider administering adult education and literacy activities under WIOA Title II.
 - b. At least one representative from an institution of higher education providing workforce development activities, including community college.
 - c. At least one representative from each of the following governmental and economic and community development entities: (i) Economic and community development entities (ii) State employment service office under the Wagner-Peyser Act serving the local area (iii) Programs carried out under Title I of the Rehabilitation Act of 1973, other than section 112 or part C of that title.
 - d. At least one eligible representative from the Temporary Assistance for Needy Families (TANF) program serving the local area.
- 3.6 The CLEO may include individuals or representatives of other appropriate entities in the southeast area:
- a. Entities administering education and training activities that represent local educational agencies or community-based organizations with demonstrated expertise in addressing the education or training needs for individuals with barriers to employment.
 - b. Governmental and economic and community development entities who represent transportation, housing and public assistance programs.
 - c. Philanthropic organizations serving the local area
 - d. Other appropriate individuals as determined by the CLEO.
- 3.7 WDB non-business/public sector appointees may represent more than one category; however, will have one vote per issue.

Board Appointment Process

- 3.8 Business Sector nominations are appointed from among individuals who are nominated by local business organizations and business trade organizations. A Business Sector Board Membership Application (Attachment 1, forms section) must be completed and a nomination letter from the organization sent to the WDB President/COO and CLEO.
- 3.9 Public Sector nominations will be determined eligible by the organization. A Public Sector Board Membership Application (Attachment 2, forms section) must be completed and a nomination letter from the organization sent to the WDB President/COO and CLEO.
- 3.10 All WDB members are approved by the CLEO in accordance with the process set forth in WIOA and OWD's most current policy on Local Workforce Development Board Membership and Orientation Requirements, and Recertification Procedures and submitted to Governor for approval.
- 3.11 Appointments will be made for a fixed two (2) year terms. Terms will commence upon official certification of the Governor and will continue until replacement appointments are made.
- 3.12 Attendance: Any member of the Board who is absent from three consecutive regular meetings of the Board will be recommended to the WDB Executive Committee as well as the CLEO for possible removal from the Board. The WDB Executive Committee will review circumstances and recommend termination or retention of a member.

- 3.13 Any member may resign at any time by giving written notice to the WDB Executive Committee, the WDB Chairperson, or the appointed WDB Staff. Any such resignation will take effect at the time specified in the member's written notice. WDB staff will notify the CLEO via electronic communications of a vacancy within thirty (30) days.

ARTICLE IV: ELECTION AND DUTIES OF OFFICERS

- 4.1 The officers of the WDB will be a Chairperson, Vice Chairperson, and Secretary. The Chairperson and Vice Chairperson must be private business sector members of the Board. Effective July 1, 2015 the following officers will be elected biennially and may serve two consecutive two-year terms: Chairperson/Chief Executive Officer (CEO), Vice- Chairperson, and Secretary.
- 4.2 A Nominating Task Force appointed by the Chairperson/CEO; will present a slate of nominees for offices of the Board. Additional nominations may be made from the floor of the Board at the Spring WDB meeting. All officers elected by the Board must receive a simple majority of the votes cast by the members at a meeting.
- 4.3 Any officer of the WDB may be removed from office by a simple majority of the affirmative vote of the Board, provided that the notice of the proposed removal is mailed, emailed, or sent by facsimile to each member at least five (5) days prior to the meeting at which the proposed removal is to be acted upon.
- 4.4 Any vacancy occurring in any office will be filled for the unexpired term thereof by the members in the same manner as any election of officers (see 3.9, 3.10 & 3.11). However, if after reasonable effort the board is unable to reach agreement, the Chief Local Elected Official may then appoint the officer from individuals nominated or recommended.
- 4.5 The Chairperson/CEO will preside at all meetings of the WDB and WDB Executive Committee. The Chairperson/CEO will have authority, to execute instruments for and on behalf of the Board. Upon resolution of the Board, the President/Chief Operating Officer (COO) will also have authority, to execute instruments for and on behalf of the Board. The Chairperson/CEO will appoint all committees.
- 4.6 The Vice Chairperson will, in the absence of the Chairperson/CEO, perform the duties and exercise the powers of the Chairperson/CEO. In the event Vice Chairperson is absence/unavailable the CLEO will perform the duties and exercise the powers of the Chairperson/CEO.
- 4.7 The Secretary will be responsible for certifying WDB meeting minutes and results of elections. Secretary and President/COO in consultation with the Chairperson/CEO will designate a WDB staff member to record all of the proceedings for WDB meetings. The Secretary or designee will have possession of a certified master copy of minutes and all other documents retained at the corporate office. Minutes of closed sessions will be sealed and secured at the WDB office.

- 4.8 All officers and employees who handle funds, or who are custodians of property, will be bonded in an amount to be determined by the Board, or as prescribed by law.
- 4.9 All checks drawn against funds of the Board will be signed by any two of the following: the Chairperson/CEO, the Vice Chairperson, President/COO and the Treasurer.
- 4.10 All staff personnel will be subject to such personnel polices as may from time to time be established by the Board, by its Executive Committee, or by the President/COO and approved by the Board.
- 4.11 CLEO and Board Chair must attend at least two Office of Workforce Development trainings. One in-person and one virtually. If either the CLEO or Board Chair cannot attend, they must select an OWD approved designee.

ARTICLE V: REGULAR MEETINGS

- 5.1 All WDB meetings will be publicly announced in compliance with the open meetings provisions of section 610.020, RSMo.
- 5.2 All meetings will be posted in compliance with State/Federal Sunshine Laws. Written notice of regular and special meetings of the Board will be made available to each member at least five days prior to the meeting. The notice will include a copy of the agenda for that meeting. Notice will be deemed to be duly given when sent by ordinary mail, postage prepaid, by e-mail, or facsimile to each member of the Board at his/her last known email/postal address as it appears on the records of the Board or posted on WDB website at www.job4you.org.
- 5.3 Regular meetings will be held in the Southeast region, quarterly (four times per year) on the second Friday at a regular meeting location to be determined by the Board. The Board will meet in regular session quarterly (four times per year) each fiscal year and at such other times as determined necessary by the Board Chairperson/CEO. During the off months, the Executive Board Members can make necessary decisions that cannot wait until regular scheduled quarterly meeting. Regular meeting dates and locations may be altered by the Board Chairperson/CEO with proper notice to all members and public. Regular meetings may be held via electronic communication methods.
- 5.4 Special meetings of the Board may be called upon written request of one-third of the members of the Board, filed with the Secretary, or Chairperson/CEO. Such requests will designate the time, purpose and place of the meeting. The business of any special meeting will be limited to the stated purpose of that meeting. Special meetings may be held via electronic communication methods.
- 5.5 Meetings or portions of meetings may be closed to the general public by the Chairperson of the WDB only in compliance with the exemptions granted by the open meetings provisions of section 610.021, RSMo. Closed session meeting minutes must be taken by WDB Secretary or an appointed acting secretary. Closed meeting minutes must be turned in the WDB office in a sealed and initialed envelope and retained for no less than five years.
- 5.6 Each WDB member will have one vote on all matters pending before the board.

- 5.7 Voting/Motion Approvals. A simple majority vote of those members who are present will be sufficient for the approval of any motion brought before the Council or its committees. Any member who has a direct or perceived conflict must abstain from voting and will not be counted in simple majority vote.
- 5.8 The Board does not utilize proxy and/or alternative designees.
- 5.9 CLEO must attend one WDB meeting annually.
- 5.10 The minutes of each meeting will be distributed to the Board and to the Presiding County Commissioners. The minutes will be posted on the website (www.job4you.org) for public viewing at least five days prior to the next meeting. The minutes of each meeting, and any corrections thereof, duly adopted, will be signed by the WDB Secretary or designee and retained at the corporate office.
- 5.11 The Board may use various technology options such as allowing members to call-in or attend meeting virtually via web-based options to promote participation.

ARTICLE VI: COMMITTEES

- 6.1 An Executive Committee consisting of WDB elected officers, WDB Standing Committee Chairpersons, and Chief Local Elected Official. Duties include but are not limited to reviewing financial reports, WDB President/COO reviews, WDB recruitment and monitoring attendance.
- 6.2 The voice of Presiding Commissioners will be represented by the Chief Local Elected Official according to by-laws established by the County Commissioners Association. The Executive Committee reports all actions/recommendations to the full Board.
- 6.3 Standing Committees or Ad-Hoc Task Forces may be added, deleted, or revised upon the resolution of the simple majority of the Board present.
- 6.4 Standing committee membership includes Board members appointed by the Board Chairperson/CEO as voting members. The members of any said committees will have such authority and perform such duties as the members will designate by resolution.
- 6.5 All committee meetings will be open to the public in accordance with WIOA and Missouri open meeting laws and will be notice accordingly. Committee meetings may be held via electronic communication methods. Meetings or portions of meetings may be closed to the general public by the Committee/Taskforce Chairperson only in compliance with the exemptions granted by the open meetings provisions of section 610.021, RSMo.
- 6.6 Standing Committees for the WDB will be as follows:
- a. Youth Action Network, duties include but are not limited to planning, developing/strengthening partnerships and services for youth system, outreach, equal access, compliance overview, and RFP process.
 - b. Adult Workforce Operations Committee, duties include but are not limited to engaging

workforce development system partners, regional workforce planning, sector partnerships, career pathways, economic development, training solutions, program compliance and fiscal oversight of Job Centers, and RFP Process.

- 6.7 Ad-hoc Taskforces may be appointed by the WDB Chairperson from time to time. Ad-hoc Taskforce will be appointed for a special purpose which can be addressed within a designated time period. The Taskforce will be dissolved when their business is completed.

ARTICLE VII: FISCAL YEAR

- 7.1 The fiscal year of the WDB will be from July 1 through June 30 of the following year.

ARTICLE VIII: AUDIT

- 8.1 The fiscal records of the Board will be audited annually by a certified public accountant.

ARTICLE IX: CONFLICT OF INTEREST AND CONFIDENTIALITY

- 9.1 WIOA prohibits a member of the WDB from voting on a matter under consideration by the WDB when:
- a. the matter concerns the provision of services by the member or by an entity that the member represents;
 - b. the matter would provide direct financial benefit to the member or the immediate family;
- 9.2 Members of the WDB are expected to avoid unethical behavior in the course of performing their official duties. The WDB not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid:
- a. using their position for private gain or influence;
 - b. giving preferential treatment to any person or entity;
 - c. losing their independence or impartiality in making decisions; or
 - d. acting in any way that might erode public confidence in the integrity of the WDB.
- 9.3 WDB members will individually abstain from voting on issues and matters that will result in a direct, indirect conflict of interest, or perceived conflict of interest. Abstentions and the general reasons, should be duly recorded in the minutes of the meeting.
- 9.4 All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the WDB. Members will not disclose confidential information obtained in the course of or by reason of his or her membership on the WDB to any person or entity not directly involved with the business of the WDB, additionally:
- a. no member will use confidential information obtained in the course of or by reason of his or her membership on the WDB in any matter intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
 - b. no member will disclose confidential information obtained in the course of or by reason of his or her membership on the WDB in any manner with the intent to obtain financial gain for

any other person.

- 9.5 Each member of the Board, by signing prior to taking Board seat and then annually, acknowledges that they have read and understand the Code of Conduct and Confidentiality Agreement.

ARTICLE X: BY-LAW AMENDMENTS

- 10.1 The By-Laws of the Board may be amended by the 2/3 majority vote of the members present at any regular meeting of the Board or at any special meeting thereof, provided that the notice of such regular or special meeting will include a reference to the proposed amendment, and be mailed, e-mailed, or sent by facsimile to each member at least five (5) days prior to the meeting. A simple majority vote of the members present is sufficient to approve an amendment.

ARTICLE XI: GENERAL

- 11.1 Indemnification, Insurance and Bonds: All members of the Board, and any person, who at the request of the Board, served as director, officer, employee or agent, may be indemnified by the Board against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a part by reason of being or having been such Board member or representative except in relation to matters that they will be adjudged to be liable for negligence or misconduct in the performance of duty. Such expenses will include reasonable settlements, except that no amounts will be paid hereunder in connection with any such settlement, unless the Board is advised by legal counsel, that such person was not derelict in the performance of his/her duty and that such settlement is in the best interest of the Board. Appropriate insurance coverage to protect the members against liability claims including action in tort is authorized.

ARTICLE XII: NON-DISCRIMINATION

- 12.1 The WDB will not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, religion, sex, national origin, disability or veteran status. It will be the policy and practice of the WDB to comply fully with federal and state laws, regulations and requirements governing non-discrimination, affirmative action, equal employment and civil rights.

Attachments

Workforce Development Board Southeast Missouri Attachment 1

Business Sector Board Membership Application

Workforce Innovation and Opportunity Act (WIOA)

PLEASE PRINT

NAME

BUSINESS NAME POSITION CURRENTLY HELD

BUSINESS ADDRESS

BUSINESS PHONE BUSINESS FAX FEIN NUMBER

HOME ADDRESS

CONTACT PHONE CELL PHONE E-MAIL ADDRESS

Effective July 1, 2015, WIOA requires that a majority of the Local Board members must represent businesses as per Section 107(b)(2)(A).

Which of the required categories qualifies you?

_____ I represent a business of which I am an owner, chief executive or operating officer, business executive, or hold a position of optimum policymaking and/or hiring authority within the business.

OR

_____ I am an individual from an organization that represents businesses (i.e. Chamber Directors) and hold a position of optimum policymaking and/or hiring authority with the organization.

Please tell us a little more about your position.

Yes No

- I hold a position in a business that provides employment opportunities to in-demand industry sectors or occupations within the Southeast Region, as stipulated in WIOA Section 107(a)(2)(i)(ii).
- I hold a position in a business sector with full-time employees and offer opportunity for work-relevant training.
- I hold a position in a business that reflects the hiring trends of the local region, according to current labor market information.
- I hold a position in a business with a demonstrated a history of providing full-time, permanent employment opportunities within the region.
- I hold a position in a business that has used Missouri Job Center services and/or programs within the workforce system.

Current number of employees: _____

SIGNATURE

DATE

Workforce Development Board Southeast Missouri

Attachment 2

Public Sector Board Membership Application

Workforce Innovation and Opportunity Act (WIOA)

PLEASE PRINT

NAME

AGENCY/ORGANIZATION NAME

POSITION CURRENTLY HELD

AGENCY/ORGANIZATION ADDRESS

AGENCY/ORGANIZATION PHONE

AGENCY/ORGANIZATION FAX

HOME ADDRESS

CONTACT PHONE

CELL PHONE

E-MAIL ADDRESS

Effective July 1, 2015, WIOA requires that a majority of the Local Board members must represent businesses as per Section 107(b)(2)(A).

Please reply:

Yes _____ No _____ I represent an agency/organization in which I have optimum decision/policy making authority and/or hiring authority.

Please tell us a little more about your position.

Yes No

- I hold a position in an agency/organization that provides employment opportunities to in-demand industry sectors or occupations within the Southeast Region, as stipulated in WIOA Section 107(a)(2)(i)(ii).
- I hold a position in an agency/organization with full-time employees and offer opportunity for work-relevant training.
- I hold a position in an agency/organization that reflects the hiring trends of the local region, according to current labor market information.
- I hold a position in an agency/organization with a demonstrated a history of providing full-time, permanent employment opportunities within the region.
- I hold a position in an agency/organization that has used Missouri Job Center services and/or programs within the workforce system.

Current number of employees: _____

SIGNATURE

DATE

Attachment 3

**WORKFORCE DEVELOPMENT BOARD INC.
CODE OF CONDUCT/CONFLICT OF INTEREST/CONFIDENTIALITY
ESTABLISHED JULY 1, 2015**

The following code of conduct governs the performance of persons involved in the award and administration of contracts and sub-grants awarded to and contracted through the Workforce Development Board of Southeast Missouri (WDB), including WDB members.

GENERAL STATEMENT

Board members awarding and administering public monies must be concerned about standard of conduct in carrying out their responsibilities. Every reasonable course of action must be taken in order to maintain the integrity of expenditure of public funds and to avoid any favoritism and questionable or improper conduct.

Those governed by this policy are required to act in good faith and in a manner he or she reasonably believed to be in, the best interests of the WDB which must always be foremost and superior to one's personal or financial interests. Information obtained by virtue of public service to the WDB cannot be used for personal, family, or associated business interest gains. The WDB relies on the public's trust in carrying out its mission.

The policies expressed in this document must not replace or otherwise supplant specific state or federal law governing these matters, but rather must be considered in conjunction with such laws.

MATERIAL FINANCIAL OR OTHER INTERESTS

No individual subject to this policy in a decision-making capacity may participate in the selection or award of a contract or subcontract supported by WDB funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when:

- the individual
- any member of the individual's family (or step-family), either by blood or marriage, which includes the employee's spouse, children, grandchildren, nephews, nieces, brothers, sisters, parents, grandparents, uncles, and aunts,
- the individual's business partner,
- any organization which employs, or is about to employ, any of the above,

has a material financial or other interest in the firm or organization selected for the award. For the purpose of this Code of Conduct, a material financial or other interest is defined as "any ownership singularly or collectively, directly or indirectly, of ten percent or more of any business entity, or of any understood interest, or the receipt, singularly or collectively, of a salary, gratuity, or other compensation or remuneration. Those subject to this policy must publicly declare and make known to the WDB Chairperson all potential conflicts of interests prior to the awarding of funds by contracts or subcontracts or addenda to contracts or subcontracts.

WDB members having a potential real or apparent conflict of interest, in any contract or subcontract or addendum awarded by the WDB must (i) absent themselves physically from the committee or board meeting during the discussion and voting process in which their perceived real or apparent conflict of interest could influence decision making, and (ii) abstain from voting on any and all such issues. All such absences and abstentions will be noted in the meeting minutes. The meeting chairperson will have the right and responsibility to require such members to absent themselves from the meeting.

"Vended" purchases from those governed by this policy as defined above using public funds administered through the WDB are discouraged. Such purchases may be made, but only after competitively advertising the purchase in the manner directed by the WDB's procurement procedures.

BOARD MEMBER COMPENSATION

Board members will receive no compensation for their services on the WDB; however, members will be reimbursed for their direct expenses incurred while participating in WDB and/or committee activities in accordance with WDB policies. Indirect expenses, including lost wages, are not compensated or reimbursed. Board members are not allowed to accept honoraria for speaking engagements on behalf of the WDB if offered.

PERSONAL BENEFITS

Those subject to this policy are not allowed to accept gifts, gratuities, services, favors, loans, fee, compensation, or anything of monetary value, from persons or organizations doing business with the WDB unless such personal benefits are of an obvious nominal value (\$25 or less), and the benefits are considered normal and otherwise acceptable in the course of conducting business.

POLITICAL ACTIVITIES

Those subject to this policy are prohibited from using official authority to represent the WDB or its subcontractors in partisan political activities, which includes influence for purpose of interfering with or affecting the result of an election or nomination for office. Further, the use of the WDB's or its subcontractor's name, property, or facilities in connection with any partisan political activity is prohibited. This policy does not prohibit those governed by the policy from being a candidate for elective office.

IMPLEMENTATION

The WDB Chair may appoint an Ad-Hoc Ethics Task Force at his/her discretion. The Ad-Hoc Ethics Task Force would have the expressed responsibility to hear and review allegations of violations of any part of this policy. They will recommend corrective action to the full WDB.

The Ad-Hoc Ethics Task Force would educate the WDB and staff about conflict of interest and take an active role in preventing it from occurring. The Ad-Hoc Ethics Task Force would develop procedures, which will include appeals procedures, for receiving and resolving complaints of perceived or alleged violations. All recommendations of the Ad-Hoc Ethics Task Force would be acted upon by the full WDB.

WIOA prohibits a member of the WDB from voting on a matter under consideration by the WDB when:

- a. the matter concerns the provision of services by the member or by an entity that the member represents;
- b. the matter would provide direct financial benefit to the member or the immediate family;

Members of the WDB are expected to avoid unethical behavior in the course of performing their official duties. The WDB not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid:

- a. using their position for private gain or influence;
- b. giving preferential treatment to any person or entity;
- c. losing their independence or impartiality in making decisions; or
- d. acting in any way that might erode public confidence in the integrity of the WDB.

WDB members will individually abstain from voting on issues and matters that will result in a direct, indirect conflict of interest, or perceived conflict of interest. Abstentions and the general reasons therefore, should be duly recorded in the minutes of the meeting.

All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the WDB. Members will not disclose confidential information obtained in the course of or by reason of his or her membership on the WDB to any person or entity not directly involved with the business of the WDB, additionally:

- a. no member will use confidential information obtained in the course of or by reason of his or her membership on the WDB in any matter intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.

- b. no member will disclose confidential information obtained in the course of or by reason of his or her membership on the WDB in any manner with the intent to obtain financial gain for any other person.

Each member of the Board, by signing prior to taking Board seat and then annually, acknowledges that they have read and understand the Code of Conduct and Confidentiality Agreement.

**WORKFORCE DEVELOPMENT BOARD of SOUTHEAST MISSOURI
MEMBER AND EMPLOYEE POTENTIAL CONFLICT OF INTEREST DISCLOSURE**

The Code of Conduct adopted by the Workforce Development Board of Southeast Missouri (WDB) as part of these by-laws requires board members and employees to publicly declare and make known to the WDB Chairperson all potential conflicts of interest prior to the awarding of funds by contracts or subcontracts or addenda to contracts or subcontracts.

No individual subject to this policy in a decision-making capacity may participate in the selection or award of a contract or subcontract supported by WDB funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when:

- the individual,
- any member of the individual's family (or step-family), either by blood or marriage, which includes the employee's spouse, children, grandchildren, nephews, nieces, brothers, sisters, parents, grandparents, uncles, and aunts,
- the individual's business partner.
- an organization which employs, or is about to employ, any of the above,

has a material financial or other interest in the firm or organization selected for the award. A material financial or other interest is defined as "any ownership singularly or collectively, directly or indirectly, of ten percent or more of any business entity, or the receipt, singularly or collectively, of a salary, gratuity, or other compensation or remuneration.

WDB members having a potential real, apparent, or perceived conflict of interest in any contract or subcontract or addendum awarded by the WDB must (i) absent themselves physically from the committee or board meeting during the discussion and voting process in which their perceived real or apparent conflict of interest could influence decision making, and (ii) abstain from voting on any and all such issues. All such absences and abstentions will be noted in the meeting minutes. The meeting chairperson will have the right and responsibility to require such members to absent themselves from the meeting.

"Vended" purchases from those governed by this policy as defined above using public funds administered through the WDB are discouraged. Such purchases may be made, but only after competitively advertising the purchase in the manner directed by the WDB's procurement procedures.

SIGNATURE

I, in my capacity as a WDB member or employee of the Workforce Development Board of Southeast Missouri, hereby publicly declare and make known the following potential conflicts of interests, real, apparent, or perceived, known by me. By signing this statement, I am indicating that I have read and understand the WDB's Code of Conduct as it applies to the conditions described below. Each member of the Board, by signing prior to taking Board seat and then annually, acknowledges that they have read and understand the Code of Conduct and Confidentiality Agreement.

The following potential conflicts of interests, real, apparent, or perceived, described as to their nature and conditions, may exist, I hereby attest that this is true as of the date of my signature below. If there are no conflicts of interest, please write "none" in the spaces below.

Please sign below as acknowledgement that you have read and received this Document entitled Code of Conduct / Conflict of Interest / Confidentiality, even if there is no potential conflict of interest listed.

Signature Garry Nelson

Printed Name GARRY NELSON Date 7/28/22