



Governance Committee Meeting

December 1, 2025 – 330 pm

Virginia Career Works Richmond West, 4914 Radford Ave, Suite 102, Richmond 23230

- I. Welcome and Call to Order (Chairman Maurer)
- II. Public Comment Period
- III. Approval of the Minutes from June 2, 2025 meeting...Page 1
- IV. Updates to Board Governance Policy #120...Page 3
- V. Executive Committee Vacancy...Page 8
- VI. Board Member Nomination Requests...Page 9
 - a. Daniel Durrbeck, Weight Pack (Solicited by CLEO; nominated by Powhatan County Economic Development)
 - b. David Brame, Bryant and Stratton College (Unsolicited self-nomination)
 - c. Discussion of Process/Procedures for Receiving Unsolicited Member Nomination Forms
- VII. Other Matters
- VIII. Adjourn

Governance Committee Meeting
 Virginia Career Works – Richmond West
 June 3, 2025 8:30 a.m.

Members	Present	Absent
Ilene Maurer	x	
Dale Batten	x	
Drexel Harris	x	
Scott Edwards	x	
Staff: Mr. Brian Davis, Mr. Mychael Lee, and Ms. Carla Cosby		

I. Welcome and Introductions – Chair Ilene Maurer called the meeting to order at 8:30 a.m.

II. Public Comment Period – Chair Maurer called for public comments; there were none.

III. Approval of the Minutes from May 31, 2024. Mr. Scott Edwards moved to approve the minutes as presented, Ms. Dale Batten seconded the motion. The motion carried.

IV. Board Roster Discussion (Current and New Members)

Mr. Davis noted the Board's composition requirements are set in law and a majority must be from the business sector. The remaining slots are comprised of representatives from community-based organizations, organized labor, and registered apprenticeship. Partners agencies include representatives from DARS, VA Works/VEC, post-secondary education (federal requirement), community college, technical education, social services, and at least one economic development organization.

Current members whose terms expire June 30, 2025 were contacted to confirm their interest to remain on the Board. Terms expire annually however terms can extend beyond the certification term. The state certifies composition of the Board.

New members. Three new members are recommended for approval. Ms. Elizabeth Davis, Luck Companies, Ms. Adrienne Farthing, Mr. Fix It, and a representative from Altria. Altria has held a legacy seat on the Board. Chair Ilene Maurer will follow-up on the new Altria appointment. The appointment should be confirmed by June 20.

2nd Vice Chair succession. Members Mr. Eric Stamper or Mr. Thomas Hayden may be considered. Ms. Sarah Bice was suggested to serve on the Governance Committee.

Ms. Maurer called for the motion to advance the roster to the CLEOs for approval. Mr. Drexel Harris moved to advance the roster; Ms. Dale Batten seconded the motion. The motion carried.

V. Committee Structure Discussion

Mr. Davis noted that the current working committee structure centered around specific Strategic Plan goals has not really succeeded as had been hoped. Going forward, committees the recommendation is for committees to work on specific tasks and then align work to strategic plan goals.

Staff recommendations for new committees was reviewed. It is recommended that Executive, Finance and Governance committees be retained.

Two new committees would be created; Program and Operations, and Quality Assurance and Continuous Improvement. After discussion, the committee agreed to change Quality Assurance to simply ***Continuous Improvement***.

Descriptions of the two new committees will be included in the Board's upcoming meeting packet for review, action, and member signup.

VI. Other Matters

The Finance Committee has not received the state's allocation numbers. They are scheduled to meet on Thursday, June 5. The State's number were published on May 17 in the Federal Register. Virginia's cuts: Adult/Dislocated Worker is 10%, Youth is 11%. This year's estimated reduction is 11%.

The budget adopted by the full Board on June 12 will not be the final budget. Local areas may not have their final numbers. With proposed reductions, service provider contracts will be reduced but no impending layoffs.

VII. Adjourn

There being no further business, Ms. Dale Batten moved to adjourn the meeting at 9:30 a.m.; Mr. Drexel Harris seconded the motion. The motion carried.

Updates to Board Governance Policy #120

Background:

On March 23, 2023 the Workforce Development Board (WDB) adopted a Governance Policy that included two elements: virtual meetings and electronic participation by members for in-person meetings.

- 1) The virtual meetings and electronic participation by members elements were generated by new provisions in the Code of Virginia that afforded flexibility for public bodies to hold meetings and conduct business through the use of technology, while still affording public access to meetings and setting other parameters to ensure that the Virginia Freedom of Information Act was upheld. (The immediate aftermath of the COVID pandemic brought the subject to the forefront, when public bodies were able to hold virtual meetings under a Governor's Executive Order during a State of Emergency).

In order to exercise the ability to hold meeting virtually or for members to join meetings in-person the public body must first have a policy in place the conforms with State Code provisions.

- 2) The attendance policy was created as a stand-alone element that had previously been addressed in the WDB's bylaws. Because there are more steps involved in modifying by-laws, the thought was to create a policy to address attendance expectations that could be adjusted more efficiently in the future if desired.

Discussion and Recommendations:

The Code of Virginia now requires that any public body with an adopted policy for virtual meetings and member electronic participation must adopt such policy annually. Given that element, staff is recommending that the current Governance Policy be split into two separate policies: #120 would be retained for virtual meeting and electronic participation and adopted annually, and the attendance policy would become a stand-alone with the number assignment of #127. (The next available policy number in order).

At the same time, some minor revisions of either a grammatical nature, to add additional clarity or for improved flow of reading are recommended, and highlighted on the attached.

Capital Region Workforce Development Board
 Workforce Innovation and Opportunity Act
 Administrative Policy #120 –Virtual Meetings and Electronic Participation for In-Person Meetings
~~Workforce Development Board Governance Matters~~

Index:

~~Part 1: Virtual Meetings and Related Provisions~~

~~Part 2: Member Attendance~~

~~Part 1: Virtual Meetings and Related Provisions~~

References:

Code of Virginia § 2.2-3708.3.

Virginia Board of Workforce Development Policy #20-02

Effective Dates: ~~July 1, 2024–December 12, 2025 – December 12, 2026 (Original adoption March 23, 2023).~~

Background and Purpose:

The Capital Region Workforce Development Board (WDB) ~~asis~~ a public body subject to Virginia Freedom of Information Act requirements, and seeks to ensure that it conducts business in a manner that is open and transparent to the public. As a result of ongoing advancements in technology and an evolution in the manner in which meetings can be conducted, this policy is intended to outline the manner in which virtual (electronic) meetings may be conducted by the Board or its committees, and when members may participate at in-person meetings through electronic means.

Policy

A. All-Virtual Meetings

Under § 2.2-3708.3 of the Code of Virginia, certain public bodies such as the Workforce Development Board are permitted to conduct all-virtual meetings upon the annual adoption of a local policy that meets Code provisions. As such, by adoption of this policy it is established for the WDB and any of its committees that:

1. The maximum number of virtual meetings in a fiscal-calendar year ~~for the Capital Region Board and its committees~~ will not exceed the greater of two or 50% of the total meetings in the year. number permissible under current Code of Virginia provisions.
2. Reasoning for all-virtual meetings may include local or state emergency declarations,

inclement weather where it is predicted to be unsafe for member travel, or instances where a majority of items on a particular agenda do not require board or committee action.

3. Notice that a meeting will be all-virtual must be provided publicly at least three days in advance of the meeting, with information on how the public can access the meeting and make comments. Audio access at a minimum is required, audio and visual features are preferred.
4. As with in-person meetings, advance materials must be made available to the public at the same time they are made available to the members, unless exempted by other provisions in Virginia's Freedom of Information Act. In addition, the public must be afforded the opportunity to public comment through electronic means as in an in-person meeting.
5. ~~Board's~~ Staff shall make available to the public and monitor a designated means of communication during the meeting where the public can communicate if the audio or visual transmission fails, and notify the Board of a need to so that the Board or Committee can take a recess ~~if public access is interrupted~~ until public access is restored. Email, text or phone are acceptable means for such communication.
6. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public must resume before the Board votes to certify the closed meeting as required by subsection D of § 2.2-3712.
7. Minutes of all-virtual public meetings held shall be taken as required by § 2.2-3707 and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.
8. If more than two members of the Board participate from the same location, that location must be made known and available to public access.

B. Individual Member Participation in a Meeting by Electronic Means

Under certain circumstances, a Board or Committee member may participate in an in-person meeting electronically, provided a quorum is physically established at the meeting site and one of the following is established though advance ~~request notice~~ to the Chair either directly or by way and copied to of staff:

1. The member has a temporary or permanent disability or other medical condition that prevents the member's physical attendance;
2. A medical condition of a member of the member's family requires the member to provide care that prevents the member's physical attendance;
3. The member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or
4. The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. However, the member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

If electronic participation is approved, the Board or Committee shall record in its minutes the remote location from which the member or members are participating by general description. (Such locations need not be open to the public, unless two members are at the same location). The justification of electronic participation from the list above must also be included in the minutes.

If remote participation is disapproved because it does not meet policy provisions, the disapproval shall be recorded in the minutes. Approval or disapproval of the request must be included in the minutes of the meeting. If approval is granted, the category for reasoning from the above list shall be recorded in the minutes along with the location of remote participation must also be noted by general description.

Note: The Board's present bylaws do allow for a member who cannot attend in person to designate an alternate to attend in their absence and grant a proxy vote to that person.

Part 2: Member Attendance

Effective Date: ~~March 23, 2023~~

Background and Purpose:

~~The Board considers attendance at meetings a foundational element of membership and one of the most visible manners in which members engage. However, it is recognized that certain circumstances may prevent members from attending every meeting.~~

Policy:

~~Because the Board meets only four times in a fiscal year (July to June) and the schedule is set well in advance each year, attendance at meetings is an expectation. Should the need arise for a member to miss a meeting, the following alternates are available:~~

- ~~1) A member may request to participate electronically following provisions in Part 1 of this policy document.~~
- ~~2) A member may designate an alternate to attend in their absence and grant a proxy vote on their behalf. The alternate must represent the member's organization. Notice of the alternate's name must be provided to staff no later than 24 hours before the start of the meeting.~~
- ~~3) In circumstances where a member cannot identify an alternate within 24 hours of the meeting, the member may submit a notice to staff that they are not able to attend. This notice must be received prior to the start of the meeting to count as an excused absence.~~

~~More than 2 absences in a fiscal year, regardless of reasoning given the flexibility afforded above, will place a member's term in a review status. The Governance Committee or its successor~~

Capital Region Workforce Development Board
Workforce Innovation and Opportunity Act
Administrative Policy #127 0 Board Member Attendance

Effective Date: July 1, 2024

Background and Purpose:

The Capital Region Workforce Development Board (WDB) as a public body seeks to ensure that it conducts business in a manner that is open and transparent to the public. As a result of ongoing advancements in technology and an evolution in the manner in which meetings can be conducted, this policy is intended to outline the manner in which virtual (electronic) meetings may be conducted by the Board or its committees, and when members may participate through electronic means.

Effective Date: December 12, 2025 (Original Adoption March 23, 2023)

Background and Purpose:

The Board considers attendance at meetings a foundational element of membership and one of the most visible manners in which members engage. However, it is recognized that certain circumstances may prevent members from attending every meeting.

Policy:

~~Because the~~ The Board meets only four times in a fiscal year (July to June) and the schedule is set well in advance each year, so that regular attendance at meetings is an expectation can be reasonably expected. Should the need arise for a member to miss a meeting, the following alternates are available:

- 1) A member may request to participate electronically following provisions ~~in Part 1 of this~~ of the Board's Electronic Participation -policy #120. document.
- 2) A member may designate an alternate to attend in their absence and grant a proxy vote on their behalf. The alternate must also represent the member's organization. Notice of the alternate's name must be provided to staff no later than 24 hours before the start of the meeting.
- 3) In circumstances where a member cannot identify an alternate within 24 hours of the meeting, the member may submit a notice to staff that they are not able to attend. This notice must be received prior to the start of the meeting to count as an excused absence.

~~More than 2 absences in a fiscal year~~ Missing more than 50% of scheduled meetings, regardless of reasoning given the flexibility afforded above, will place a member's term in a review status. The Governance Committee or its successor will at a minimum review attendance at the end of each member's term as part of recommendations to the elected officials on reappointment.

Capital Region Workforce Development Board
Governance Committee Meeting 12/1/25
Agenda Item V.

Executive Committee At-Large Member Vacancy

Background:

The Workforce Development Board (WDB) by-laws establish an Executive Committee that consists of the Board officers, the chairs of any standing committees and two at-large members elected from the membership of the WDB. The general purpose of the Executive Committee is to take actions on behalf of the full Board when matters require attention between regular full-board meetings, or when otherwise a meeting is called by the Chair.

Discussion and Recommendations:

With the retirement of John Easter from ChamberRVA, who held one of the two at-large seats, a vacancy now exists. (Eric Stamper with Virginia First Financial holds the other at-large seat).

An announcement of the vacancy was made at the Sept. 11, 2025 Board meeting was made, along with a call for anyone interested to indicate their preference.

To date, one member, John Yates, the CEO of Hospital to Home, has indicated an interest.

It is recommended that the Governance Committee consider if there are other members to be asked to stand on a ballot, or to move ahead with Mr. Yates. The by-laws would allow nominations from the floor at the December 12, 2025 meeting.

New Board Member Nomination Applications and Considerations

Background:

While the consideration of Workforce Development Board member nomination forms and the ultimate decision on whether to make appointments or not is held the Consortium of Local Elected Officials (CLEO), the Governance Committee has a role in matters pertaining to the organization health of the Board, and as such can formulate recommendations for CLEO consideration.

Discussion:

At present with the recent retirement of John Easter from ChamberRVA who held a business seat, the Board member roster stands at 29, with 15 business and 14 non-business, thus retaining the business majority requirement in federal law. There are three specific new member requests that merit Governance Committee awareness and discussion:

- 1) At a recent meeting, the CLEO group expressed in securing a business representative from Powhatan County, as Powhatan is the only locality not currently represented on the Board following the resignation of Beth Bray from Moslow Wood Products. The Powhatan County Economic Development Director has recommended Daniel Durrbeck from Weight Pack. (A company that engages in design, production and maintenance of net weight filling and capping machines). If he elects to serve, the Board composition would return to 16 business and 14 non-business, for a total of 30 members. If he opts not to serve, another Powhatan member would be sought by the County but the Board balance would remain intact.
- 2) Staff received an unsolicited self-nomination request from David Brame, a Dean of Instruction at Bryant and Stratton College, a private non-profit college offering credit and non-credit courses at 10 campuses in the country, with three in Virginia including a Chesterfield campus.

Mr. Brame on his nomination form checked the "Education" category in terms of composition category. However, within the confines of the federal Workforce Innovation and Opportunity Act (WIOA) which establishes the composition definitions, Bryant and Stratton does not meet the definition. Education seats are to be held by: (1) A provider in the region of Adult Education funded by WIOA Title II, (2) a secondary school division Career and Technical Education representative and (3) a representative from a post-secondary school. It must be noted for the post-secondary seat; the Virginia Board of Workforce Development Policy further specifies that the seat be held by a Community College representative.

Because of its non-profit organizational status, Bryant and Stratton cannot be classified as a business. The only other composition classification that could be considered is "Other", which is a catch-all that does not count towards any of the required composition categories. Historically, the CLEO has not appointed individuals under this category because it can create a larger than need board and also can create situations where more business members are need to maintain the business majority. In these instances, it has been recommended the individual consider service on one of the Board's committees, as committee membership is open to others not on the Board.

- 3) At present, there is no established protocol for processing of unsolicited member nominations. The Governance Committee may wish to have conversation on the merits of establishing such a procedure, and what that might entail.