

**Governor's  
Workforce  
Board**  
Rhode Island



**Today's Vision... Tomorrow's Opportunity.**

**THE BY-LAWS**

**Of the**

**STATE WORKFORCE INVESTMENT BOARD  
AND  
HUMAN RESOURCE INVESTMENT COUNCIL**

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## Article I -The Board

**Section 1. Name:** The Rhode Island State Workforce Investment Board shall be known as the Governor's Workforce Board Rhode Island and hereinafter referred to as "the Board."

**Section 2. Authority:** The Board is established and shall exercise its powers and duties pursuant to the Executive Order 05-18 dated September 22, 2005 and Rhode Island General Laws § 42-102-1 et seq. in conformity with the requirements of the Federal Workforce Investment Act of 1998 (WIA), 29 U.S.C. 2801 et seq. and/or any federal workforce development laws and regulations thereunder that may succeed WIA and the constitution and laws of the State of Rhode Island.

**Section 3. Objectives:** The GWB is the primary policy-making body on workforce development matters for the State of Rhode Island, and has statutory responsibility and authority to plan, coordinate, fund, and evaluate education, employment, and training programs that increase the skills of the RI workers and address the workforce needs of RI businesses. The objectives and responsibilities of the GWB shall include, but not be limited to, the following:

- A. Developing a Biennial Employment and Training Plan: the biennial plan shall outline goals and objectives of the workforce development system, including the major priorities for the next two (2) year period and policies and requirements necessary to meet those priorities;
- C. Establishing statewide policies, definitions, objectives, goals and guidelines for the coordination of all employment and training programs and related service programs within the state, including programs that are sponsored and/or funded under WIA, Wagner-Peyser Act, the Trade Act of 2002, Temporary Assistance to Needy Families, Title IV of the Social Security Act, the Supplemental Nutrition Assistance Program (SNAP) Employment and Training Program, Vocational Rehabilitation Act of 1973, the Carl D. Perkins Vocational Education Act, the Federal Adult Education Act, Title II of the Workforce Investment Act of 1998, the state department of corrections training programs for ex-offenders and projects and services funded through the Job Development Fund;
- D. Assuming the duties and responsibilities of the state workforce investment board established pursuant to Executive Order 05-18, and assisting the governor and general assembly in:
  - i. Developing a state workforce investment plan for the purposes of the WIA and Wagner-Peyser Act;
  - ii. Promoting and coordinating private sector involvement in the workforce investment system through the development of

partnerships among state agencies, the business community and the GWB;

- iii. Ensuring that the current and projected workforce needs of Rhode Island employers inform and advise Rhode Island's education and workforce development system;
  - iv. Providing oversight of local workforce investment boards, whose primary role in the workforce investment system is to deliver employment, training and related education services in their respective local area; and
  - v. Developing a statewide system of activities that are funded under WIA or carried out through the One-Stop delivery system.
- E. Allocating monies from the Job Development Fund for projects to implement the recommendations of the Board consistent with the statewide employment and training plan established pursuant to Section A above;
- F. Producing and submitting an annual unified workforce development expenditure and program report to the governor, the speaker of the house, the president of the senate, and the secretary of state;
- G. Supporting and overseeing statewide efforts to develop and expand career pathways that enable individuals to secure good jobs and careers within a specific industry or occupational sector; and
- H. Developing apprenticeships, internships, Work Immersion, on-the-job training and other experiential learning opportunities in partnership with Rhode Island businesses that provide a pathway to employment for students and workers and a talent pipeline for businesses.

**Section 4. Office:** The administrative office of the Board shall be located at the RI Department of Labor and Training.

**Section 5. Fiscal/Program Year:** The fiscal/program year of the Board shall be consistent with the State of Rhode Island and begin on the first day of July and end on the thirtieth day of June of the following year.

**Section 6. Nondiscrimination:** The members, officers, employees, service - providers and other persons or organizations selected and/or served by and for the Board shall be treated and considered entirely on a nondiscriminatory basis with regard to sex, marital status, sexual preference, race, religion, disability, national origin or age, except as applicable to federal or state mandated eligibility criteria for specific programs or services.

## Article II - Board Membership

**Section 1. Composition of the Board:** The membership of the Board shall consist of twenty-one (21) members and be appointed by the Governor, with the advice and consent of the senate. The composition shall include:

- A. The Secretary of Commerce, who shall be the vice-chair;
- B. The Director of the Department of Labor and Training;
- C. The Commissioner of Education;
- D. One (1) representative of a public institution of higher education in Rhode Island; and
- E. Seventeen (17) public members; eleven (11) of whom shall be representatives from the employer community, in a manner that is representative of employers of different sizes and sectors, including the nonprofit sector; provided that two (2) of the representatives from the employer community shall be the chairs of Rhode Island's local workforce investment boards, or their designees; four (4) of whom shall be representatives of organized labor and two (2) members shall be representatives of community based organizations. Provided further that the seventeen (17) public members shall be appointed in a manner that reflects the geographic diversity of the state and at least five (5) of whom shall be women, at least four (4) of whom shall be from minority communities and at least one (1) of whom shall be a person with disabilities.

**Section 2. Term of Office:** Of the seventeen public members, nine (9) shall be appointed for a term of two (2) years, and eight (8) shall be appointed for three (3) years. After the initial appointments of those individuals serving two (2) year terms, they or their successors shall be appointed to three (3) year terms. A vacancy, other than by expiration of the member's term, shall be filled in the same manner as the original appointment, but only for the remainder of the prevailing term. Members whose terms expire may be reappointed.

**Section 3. Vacancies:** The Board shall request that any vacancies are filled by the Governor, with the advice and consent of the senate, in a prompt manner and consistent with Section 1 of this Article and in conformity with federal and/or state requirements.

**Section 4. Resignations:** A member may resign at any time by submitting written notice to the Governor and Chairperson. The resignation shall take effect at the time specified in such notice, and acceptance shall not be necessary to make it effective.

**Section 5. Removal:** The Executive Committee of the Board may recommend to the Governor the removal of any member who (a) fails to attend at least two-thirds (2/3) of the regularly scheduled meetings of the Board during a twelve (12) month period, (b) fails to attend three (3) consecutive meetings of the Board or (c) fails to perform his/her duties in a manner consistent with the Board's mission and/or these by-laws; and/or any authorizing or companion legislation pertinent to the Board.

**Section 6. Prohibition of Compensation of Members:** The members of the Board shall receive no compensation for their services as members, but may, at the discretion and with prior approval of the Executive Director of the Board, be reimbursed for traveling and other expenses incurred in conformance with federal and state reimbursement policies in the performance of their official duties as Board members.

### **Article III - Officers**

**Section 1. Number and Title:** There shall be a Chairperson of the Board who shall be appointed by the Governor, with the advice and consent of the senate, from among the eleven (11) representatives of the employer community. The Chairperson shall serve a three (3) year term. The governor may reappoint the individual appointed chairperson to serve another three (3) year term. The Vice-Chairperson shall be the Secretary of Commerce.

**Section 2. Duties of the Chairperson:** The Chairperson of the Board shall:

- A. Preside at all meetings of the Board, if present;
- B. Execute instruments, as annually authorized by the Board, in the name of the Board;
- C. Review and establish standards of performance for the Executive Director;
- D. Call special meetings of the Board, or reschedule a regular meeting of the Board;
- E. Appoint ad-hoc committees, workgroups or task forces to assist the Board;
- F. Appoint Chairpersons of committees;
- G. Appoint members of the Board to committees;
- H. Be an ex-officio member of all committees, and shall be Chairperson of the Executive Committee;
- I. Conduct an annual performance evaluation of the Executive Director; and

- J. Exercise and perform such other powers and duties as may from time to time be assigned by the Governor, or the Board, or prescribed by these by-laws; and, in general, to perform all the duties incident to the office of the Chairperson.

**Section 3. Duties of the Vice-Chairperson:** The Vice-Chairperson shall, in the absence of the Chairperson, perform all the duties of the Chairperson, and, when so acting, shall have all the powers of, and be subject to all the restrictions, upon the Chairperson. The Vice-Chairperson shall also have such other powers, and perform such other duties, as, from time to time, may be prescribed by the Chairperson, Board or these by-laws.

**Section 4. Executive Director:** The Board, in consultation with the Governor, shall appoint an Executive Director who shall serve as the Executive Director of the Board. Such Executive Director shall serve at the pleasure of the Board provided that the Executive Director's initial engagement by the Board shall be for a period of not more than (3) three years. The position of Executive Director shall be in the unclassified service of the state and shall serve as the Chief Executive Officer of the Board.

**Section 5. Duties of the Executive Director:** The Executive Director shall be responsible for:

- A. The general management of the business and affairs of the Board;
- B. Seeing that all orders and resolutions of the Board are effected;
- C. Ensuring compliance with all applicable federal, state, and local statutes, regulations, rules and ordinances;
- D. Managing Board staff and work of contractors;
- E. Representing the interests of the Board to the Administrative Entity;
- F. Execute instruments, as annually authorized by the Board, in the name of the Board; and
- G. Other duties and responsibilities as assigned and/or required.

## **Article IV - Committees**

**Section 1. Executive Committee:** The Board shall have an Executive Committee comprised of members appointed by the Chairperson. The Committee shall be responsible for:

- A. Serving as or designating other members to serve as the Governance Committee of the Board;

- B. Serving as or designating other members to serve as the Audit Committee to assist the Governor, or his/her designee, in the oversight of federal and/or state obligations and expenditures;
- C. Establishing and reviewing Board member performance standards and codes of conduct consistent with the mission of the Board;
- D. Evaluating the performance of members annually;
- E. Reviewing these by-laws annually and recommend changes to the full Board;
- F. Exercising any of the powers and authority of the Board that the Board may delegate to the Committee, subject to the control of the Board, except the power to amend or repeal these by-laws and any matter required by law to be exercised by the Board;
- G. Shall be responsible for the recruitment of potential members and education of existing members; and
- H. Shall be responsible for the plans of the annual meeting.

**Section 2. Strategic Investments and Evaluation Committee:** The Board shall have a Strategic Investments and Evaluation Committee comprised of Board members designated by the Chairperson to be responsible for:

- A. Developing and recommending to the Board an annual budget with staff;
- B. Determining funding priorities;
- C. Approving grant and contract procurement and award processes;
- D. Approving grant and contract awards on behalf of the Board;
- E. Reporting to the Board all awards made on behalf of the Board; and
- F. Ensuring that the objectives and responsibilities delineated under Article 1, Section 3 (A) are met.

**Section 3. Other Committees:** The Board may create other committees that shall have, and may exercise, such powers as shall be conferred or authorized by resolution of the Board. Such other committees will have such name or names as may be determined from time to time by resolution adopted by the voting members of the Board. The Board, by such affirmative vote, shall have power, at any time, to change the powers, and to dispose of, any such committee.

**Section 4. Task Forces and Other Non-Member Committees:** The Board may recommend to the Chairperson the creation of one or more ad-hoc

committees, work groups or task forces, solely to make recommendations to the Board, which may consist of one or more persons who may but need not be Board members. No such task force or committee shall have or exercise any of the authority of the Board in the management of the affairs of the Board.

**Section 5. Committee Meetings:** At all Board committee meetings, the majority of the membership of said committee shall, at any meeting, constitute a quorum for the transaction of business. Each committee will comply with R.I.G.L. Chapter 42-46, Open Meetings, be accessible to the general public, keep regular minutes of its proceedings and report the same to the Board when required.

## **Article V – Board Meetings**

**Section 1. Meetings:** The Board shall meet at least quarterly at a place, date and time to be designated by the Chairperson. The meetings shall be open, be accessible to the general public, and the Board shall keep regular minutes of its proceedings and report the same to the Board when required in accordance with R.I.G.L. Chapter 42-46, Open Meetings.

**Section 2. Notice of Meetings:** Notice of all meetings shall be given to any member either in writing, personally, by telephone, by facsimile or email to his or her house or office either directly or by leaving a message. Notice of any meeting of the Board shall be sent to each Board member not less than seven (7) days before the meeting; this may be waived, consistent with the Open Meetings Law and other applicable provisions, if circumstances warrant.

**Section 3. Specification of Business:** Notice of any meeting of the Board shall specify the place, the day, and the hour of the meeting, and, where practicable, an agenda of the business to be conducted at said meeting. In the case of a special meeting, the notice shall contain the general nature of the business to be transacted.

**Section 4. Notice of Cancelled Meeting:** When a scheduled Board meeting is cancelled, notice of the cancellation shall be given consistent with Section 2 of this Section.

**Section 5. Special Meetings:** The Chairperson of the Board, a majority of the members of the Board, or a majority of the Executive Committee shall have the authority to call a special meeting of the Board.

**Section 6. Quorum:** A majority of the members shall constitute a quorum at all meetings of the Board for the transaction of business. If, however, such quorum shall not be present at any meeting, the members shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. When a quorum is in attendance, unless otherwise provided by law, action may be taken upon a vote of a majority of the members present. The Board members present at a duly called or held meeting at which a quorum is present may continue to do business

until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 7. Annual Retreat:** The Board may conduct an annual retreat for its members and others it deems appropriate to attend. The purpose of such retreat shall include, but not be limited to an assessment and evaluation of the structure, organization, policies, performance and effectiveness of the Board. Members will be expected to make every possible effort to participate.

**Section 8. Voting:** Each member shall be entitled to one vote. Voting by proxy, by mail or any other means where the member is not in attendance is not permitted.

**Section 9. Executive Session:** The Board, upon an affirmative vote of a majority of its members, may vote to go into executive session, and hold a meeting closed to the public. At the discretion of the Board, such executive session may also be closed to the Executive Director and staff. The vote of each Board member on the question of holding a meeting closed to the public, and the reasons for holding such a meeting, shall be recorded and entered in the minutes of the meeting. A meeting or executive session so closed to the public shall be limited to the following matters:

- A. Any discussions of the job performance, character, physical or mental health of a person or persons, provided that such person or persons affected may require that such discussion be held at an open meeting;
- B. Sessions pertaining to collective bargaining or litigation, or work sessions pertaining to the same;
- C. Discussion regarding the matter of security, including, but not limited to, the deployment of security personnel or devices;
- D. Any investigative proceedings regarding allegations of misconduct, either civil or criminal;
- E. Any discussions or considerations related to the acquisition or lease of real property for public purposes, or of the disposition of publicly-held property, wherein advance public information would be detrimental to the interest of the public;
- F. Any discussions related to, or concerning, a prospective business or industry locating in the State of Rhode Island, when an open meeting would have a detrimental effect on the interest of the public;
- G. A matter related to the question of the investment of public funds where the premature disclosure would adversely affect the public interest. Public funds shall include any investment plan or matter related thereto; and

H. Any and all matters which may be contained in Title 42, Chapter 46, Section 5, of the Rhode Island General Laws, or any amendment thereof.

**Section 10. Conflict of Interest:** Board members and staff shall not engage in any conduct resulting in a real, potential, or apparent conflict of interest. A conflict of interest may arise when any action by a Board member or staff, whether isolated, recurring, or continuous, is to the direct financial advantage of a Board member or staff and their family defined as a spouse and dependent children as well as any person related to such Board member or staff whether by blood, marriage or adoption. Board members and staff shall not participate in the selection, evaluation, choice, or management of a proposal, application or contract, covered by state and/or federal funds, if a real, potential, or apparent conflict of interest would be involved. Such a conflict of interest would arise when any Board member or staff or any member of their family, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm/organization selected for a contract.

The attendance of any member at a meeting of the Board or committee, in which the member has an interest, shall be counted in determining the presence of a quorum and shall not prohibit the Board or committee from authorizing, approving or ratifying a contract or award made by an affirmative vote of the Board or committee. However, the member shall recuse from any discussion and shall abstain from voting on any matter in which the member has interest.

Board members and staff shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, sub-recipients, parties of project contractors, or entities associated with such.

## **Article VI - Amendments to By-Laws**

**Section 1. Amendments:** These by-laws shall not be amended except by a two-thirds (2/3) affirmative vote of the members constituting the Board at a properly called and noticed Board meeting. No vote to amend the by-laws shall be taken unless notice, in writing, and a copy of the proposed changes, has been given to the Board membership at least two (2) weeks prior to the Board meeting at which the vote on said amendment is to be taken.

## **Article VII - Parliamentary Authority and Other Operating Procedures**

**Section 1. Parliamentary Procedure:** Roberts Rules of Order shall govern the proceedings of Board meetings, insofar as they are not inconsistent with these by-laws. These rules may be relaxed at the discretion of the Chairperson, in view of the nature of the discussion, should there be no objection from the membership.

**Section 2. Roll Call Vote:** The Chairperson, at his/her discretion, may request a roll call vote. A request for a roll call vote by any member is subject to a majority vote of the Board.