

ByLaws
Virginia Board of Workforce Development

Article I
Name

The name of the Board is the Virginia Board of Workforce Development as enacted by the Virginia General Assembly (Virginia Code §2.2-2471) hereinafter referenced as the Board.

Article II
Purpose and Membership

Section 1: Purpose

The Board is established as a business-led policy board in the executive branch of state government. The purpose of the Board is to assist and advise the Governor, the General Assembly, and the Chief Workforce Development Advisor in meeting the workforce development needs in the Commonwealth through recommendation of policies and strategies to increase coordination and thus efficiencies of operation between all education and workforce programs. It is a required body under the federal Workforce Innovation and Opportunity Act and has specific federal and state statutory authority and responsibilities.

The Board's responsibility and authority is established in Virginia Code §2.2-2472. The federal Workforce Innovation and Opportunity Act Section 101 defines the roles and responsibilities of state workforce boards established to satisfy the requirement.

In its work, the Board acknowledges a dual-customer for the workforce system which includes both business and job-seeking individuals. It envisions a Virginia where every business has access to a qualified, job-ready workforce and every Virginian has the skills they need to connect with meaningful employment and advance in their career.

Section 2: Membership

To support our vision of building a workforce system aligned to the skill needs of industry, the majority of the members of the Board represent private sector businesses operating in the Commonwealth. The remaining members represent workforce system partners and stakeholders, including state leaders who have administrative responsibilities for one or more workforce development agencies or programs, state and local elected officials, and entities which represent the interests of the workforce.

A. The Board shall consist of the following

1. Non-legislative citizen members representing the business community appointed by the Governor who shall constitute a majority of the membership. Business members shall represent Virginia's economic development priorities, be regionally diverse, and have optimum policy-making or hiring authority in their organizations.
2. Business membership shall include the presidents of the Virginia Chamber of Commerce and the Virginia Manufacturers Association or their designees. At least two business members shall also be members of local workforce development boards.
3. Eight (8) members appointed by the Governor who shall be representatives of the workforce, to include (i) three representatives nominated by state labor federations, of which one shall be a representative of a joint-labor apprenticeship program; and (ii) at least one representative of a private career college.
4. Two (2) local elected officials appointed by the Governor.

Members appointed in accordance with subdivision A.1.- A.3. shall serve four-year terms, subject to the pleasure of the Governor, and may be reappointed. The Governor shall select a Chair and Vice-Chair, who shall serve two-year terms, from among the non-legislative citizen members representing the business community appointed in accordance with subdivision A.1.

5. The Board shall include two (2) members of the House of Delegates to be appointed by the Speaker of the House of Delegates and two (2) members of the Senate to be appointed by the Senate Committee on Rules. Legislative members shall serve terms coincident with their terms of office and may be reappointed for successive terms.
6. The Governor, the Secretary of Labor, and the
7. Secretaries of Commerce and Trade, Education, Health and Human Resources, and Veterans and Defense Affairs and Public Safety and Homeland Security, or their designees; and the Chancellor of the Virginia Community College System or his designee shall serve as ex officio members.

Section 3: Conflict of Interest

A. All members of the Board serve a public interest and trust role and have a clear obligation to conduct all affairs in a manner consistent with this concept. All decisions of the Board are to be based on promoting the best interest of the state and the public good. Accordingly:

1. All members of the Board are subject to the provisions of the State and Local Government Conflict of Interest Act.
2. A member of the Board must neither cast a vote on, nor participate in, any decision-making capacity on the provision of services by such member (or by an organization that such member directly represents); nor on any matter that would provide any direct benefit to such member or the immediate family of such member. Immediate family means (1) a spouse and (2) any other person residing in the same household as the member, who is a dependent of the member or of whom the member is a dependent. Dependent means any person, whether or not related by blood or marriage, which receives from the member, or provides to the member, more than one half of his or her financial support.
3. Any board member (or specific entity represented by that member) who participates in the development of contract specifications or standards is prohibited from receiving any direct financial benefit from any resulting contract.
4. Any board member who participates in a board decision relating to specific terms of a contract, the determination of specific standards for performance of a contract, the development of Invitations for Bid or Requests for Proposals or other such bid processes leading to a contract, or any similar decisions is prohibited from receiving any direct financial benefit from any resulting contract. In addition, no corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, trust, foundation or other entity shall receive the contract if it would create a conflict of interest for the board member who participated in this manner.

B. Each board member shall file a statement of economic interest with the Office of the Secretary of the Commonwealth, as a condition of assuming membership and then, annually while serving as a board member. Any board member with a potential or actual conflict of interest must disclose that fact to the Board as soon as the potential conflict is discovered and, to the extent possible, before the agenda for the meeting involving the matter at issue is prepared.

C. If it should be determined during a meeting that a conflict of interest exists, the member must verbally declare such conflict of interest, such declaration must be clearly noted in the minutes, and such member must excuse himself from the remainder of the discussion and voting on that item. Each board member is responsible for determining whether any potential or actual conflict of interest exists or arises for him or herself during his tenure on the Board.

Section 4: Compensation

Appointed board members shall not be compensated; however, they shall be reimbursed for reasonable and necessary expenses incurred in the performance of their duties on behalf of the Board. Legislative members shall be compensated according to appropriate state law.

Section 5: Resignations/Retirements

A board member may resign by giving written notice to the Governor and the Secretary of the Commonwealth.

If a member retires from his/her position with the organization for whom he/she serves as representative, that member must resign from the Board, through written letter to the Secretary of the Commonwealth 30 days prior to the effective date of the retirement. The resigning member shall vacate their board position on the date of their retirement or when a replacement appointment is made by the Governor.

Section 6: Changing Employment Status

In the event that a member changes employers, that member may be allowed to continue to serve on the Board if they are still able to fill the member type category for which they were originally appointed, or if they are able to fill a vacancy in another member category.

In the event that the changing employment status makes the member ineligible to serve, that member must submit their resignation to the office of the Secretary of the Commonwealth.

Article III Officers and Duties

Section 1: Duties

A. The Chair shall preside at all board meetings, enforce the Bylaws and lead the

Executive Committee. The Vice-Chair shall, during the absence or inability of the Chair, perform the duties of the Chair.

B. The Chair and the Vice-Chairman shall select at least five members of the Board to serve as an Executive Committee of the Board.

C. The Chair and Vice-Chairman shall also appoint the chairs of standing and temporary committees or task forces. The Chair may appoint non-voting citizen members to participate in board committees. Those appointees may not vote nor may their attendance be counted towards a quorum. Appointments of citizen members of committees by the Board Chair will be for the period of the tenure of the Chair.

Article IV Committees

Section 1: The Executive Committee

The Executive Committee shall have the limited purpose of reviewing by-laws and other documents pertaining to board governance and operations, approving reports to the Governor, and responding to urgent federal, state, and local issues between scheduled board meetings.

Section 2: Standing Committees

The Board may establish standing committees as it deems necessary to support the on-going work of the Board.

Section 3: Temporary Committees or Task Forces

The Chair may establish temporary committees or task forces for special purposes. Temporary committees or task forces shall be composed of persons who represent the views and interest of the various workforce development stakeholders and who are known to be qualified to perform their duties. State and local agency personnel may serve on these committees as members or consultants. The Chair may establish task forces for specific assignments. Temporary committees shall have a definite time of duration.

Article V

Meetings of the Board

Section 1: Regular Meetings

The Board shall meet at least every three months. The fiscal year is from July 1 to June 30. The Board may meet additionally upon the call of the Chair or the Governor.

Section 2: Meeting Notice

A notice of board and committee meetings will be published in the Commonwealth Calendar according to submission guidelines, as well as posted on the Commonwealth Calendar and the official website of the Virginia Board of Workforce Development.

The Board's meeting practices will conform to the requirements of the Virginia Freedom of Information Act (Virginia Code § 2.2-3707). Meeting notices shall be provided at least three working days prior to a meeting of the Board or committees.

Section 3: Quorum

A quorum for Board meetings, committees of the Board, or task forces shall consist of a simple majority of members.

Section 4: Attendance

Board members are required to attend a majority of board meetings each year. Cabinet Secretaries may designate a representative to serve on their behalf, giving notice in writing to the Executive Director to the Board. The designee may participate and vote in a board member's absence. If a member misses more than two meetings in a given calendar year for a non-emergency event, communicated to the Executive Director, he/she may be removed from the Board.

It is the policy of the Board (VBWD Policy 100-00) that board members may participate in a meeting of the Board or committees and task forces by electronic means as permitted by Virginia Code.

Section 5: Order of Business

Robert's Rules of Order shall govern board meetings. There shall be an agenda for each meeting that is posted and accessible to the public in advance of the meeting.

It is the practice of the Board to have all proposed policies or actions to be first

reviewed and approved by the Executive Committee, a Standing Committee, Temporary Committee or Task Force, duly formed, prior to being considered for a vote by the Board. However, such matters may be taken up for consideration by the Board without Executive Committee, Standing Committee, Temporary Committee or Task Force action, by the call of the Chair and consent of at least two-thirds of the Board members present.

Section 6: Public Participation

All meetings will include a reasonable time for public comment.

Section 7: Sunshine Provision

- A. The Board shall share information regarding its meetings and activities with the public subject to the provisions of the Virginia Freedom of Information Act.
- B. The Board shall make available to the public, on a regular basis through open meetings, information regarding the activities of the Board, including its work plan and historical record of minutes and presentations.
- C. In order to comply with the Sunshine Provisions, the Board and any subcommittee authorized to take official action on behalf of the Board must do the following:
 - 1. Take official action and engage in deliberations only at meetings open to the public. "Official action" includes making recommendations, establishing policy, making decisions, and/or voting on matters of Board business. "Deliberations" are discussions of board business necessary in order to reach decisions.
 - 2. Ensure that all meetings are held in an accessible location for the disabled and that all information is provided in accessible and alternate formats.
 - 3. Give public notice of meetings in accordance with applicable state code provisions, including public notice in advance of any special meeting or rescheduled regular meeting.
 - 4. Insure that votes of board members be publicly cast and, in the case of roll call votes, recorded.
 - 5. Keep written minutes of all public meetings, including date, time and place of the meeting, members present, the substance of all official actions, a record of roll call votes, and the names of any citizens who appeared and gave testimony.
- D. Closed executive sessions may be used for certain limited purposes according to the provisions of the Virginia Freedom of Information Act Virginia Code §

2.2- 3711. Such session may be held during or after an open meeting, or may be announced for a future time. If closed session is not announced for a specific time, Board members must be notified 24 hours in advance of the date, time, location and purpose of the session. The reason for holding an executive session must be announced at the open meeting either immediately prior or subsequent to the executive session. Official action on any matter discussed at an executive session must be taken at an open meeting.

Article VI Staffing

Section 1: Designated Board Staff

Ensuring that the Board receives adequate support to fulfill its operations and outcomes shall be the responsibility of the Executive Director. Additional staff support, including staffing of standing committees, may include staff of relevant education and workforce programs as requested by the Chief Workforce Development Advisor and as in-kind support to the Board from agencies administering workforce programs.

The Chief Workforce Development Advisor shall enter into a written agreement with agencies administering workforce programs regarding supplemental staff support to Board committees and other logistical support for the Board. Such written agreements shall be provided to members of the Board upon request.

Article VII Bylaws

Section 1: Amendments

The Articles of Organization/Bylaws may be amended by vote of a two-thirds majority of the members of the Board present at any Board meeting. Notice of such amendment must have been sent to the Board members prior to such meeting.

New Effective Date: March 19, 2021

Revision 11 – March 19, 2021

Chair: Nathaniel Marshall

Effective Date: August 12, 1999

Revision 1 – September 19, 2000

Revision 2 – June 12,
2002 Chair: Michael A.

Daniels

Conforming Revisions 3 – July 1, 2003

Revision 4 – March 31, 2004

Revision 5 - September 13, 2005

Revision 6 – October 31, 2006

Revision 7 – October 23,

2008 Chair: Dr. Robert

Leber Revision 8 – October

26, 2011 Chair: Huey Battle

Revision 9—April 16, 2015

Chair: R. Danny Vargas

Revision 10 – June 15, 2017

Chair: Mark A. Herzog