



## By-Laws

### State Workforce Innovation Board Revised June 8, 2021

The New Hampshire State Workforce Innovation Board adopts these procedures as operating by-laws for conducting business.

#### Article One: Name/Identity

The name of this body shall be the State Workforce Innovation Board ("Board"). The Board members and staff support of the board will identify themselves in that manner when conducting the business of the organization.

#### Article Two: Purpose

The State Workforce Innovation Board purpose:

1. To create policy recommendations for the Governor related to the establishment and maintenance of a business-driven statewide workforce development system;
2. To serve as a focal point for addressing the major workforce development issues of New Hampshire;
3. To lead the strategic planning process for a business-driven workforce development system;
4. To create performance outcomes that identify and reward effective workforce development initiatives; and
5. To coordinate the state's workforce development initiatives with the state's economic development.

The State Workforce Innovation Board has been formed in accordance with the federal Workforce Investment Act of 1998, as amended by the Workforce Innovation and Opportunity Act (WIOA) effective July 1, 2015 and New Hampshire State Legislative Law, Chapter 12-O:44 State Workforce Innovation Board, Department of Business and Economic Affairs. In order to assure objective management and oversight, the State Workforce Board shall not operate programs or provide services directly to program participants, but shall exist to plan, coordinate, and provide policy guidance and measure success of Workforce Innovation and Opportunity Act programs, initiatives, and services.

#### Article Three: Membership and Terms

1. The State Workforce Development Board is comprised of members appointed by the Governor consistent with membership requirements established by the federal Workforce Innovation and Opportunity Act. The majority of members will be business leaders. Other members will include: the Governor; a member of each chamber of the state legislature; chief elected officials representing cities and counties; representatives of labor organizations; commissioners from relevant state departments responsible for workforce development initiatives; other education, economic development, and community leaders deemed appropriate by the Governor.
2. Member terms shall be for a minimum of two years from the time of appointment. Members may be extended for additional terms. There is no limit on the number of terms a member may serve.
3. For purposes of membership and appointments, the yearly term begins at time of appointment.

Regular yearly terms begin on July 1st and end on June 30th of each year.

4. In cases where the terms of Board members do not expire in successive years, the Governor, may, in making any appointment or filling any vacancy to the Board, appoint any person for a period less than the full term so that the terms of office will expire in successive years.

#### **Article Four: Termination of Membership**

All board members serve at the pleasure of the Governor with the exception of legislative members. Legislative members serve at the pleasure of their respective chamber's presiding officers. In addition, membership may be terminated by:

1. Failure of a member to continue to hold the qualifications, which were the basis for his/her initial appointment'
2. Receipt by the Board of the written resignation of the member;
3. Failure of a board member to attend at least 50% of scheduled board and committee meetings during a one-year period, except for absences excused by the Board Chair; or
4. Failure to represent the State Workforce Development Board in a manner deemed appropriate by the Board; in all such cases, the Chair in consultation with the Governor will make the final determination.

#### **Article Five: Officers**

The officers of the State Workforce Innovation Board shall include a Chairperson and Vice Chair. The Chair is appointed by the Governor and shall be a representative of a business. The State Workforce Innovation Board will elect the Vice-Chair from the Board's membership. The Vice-Chair shall, in the absence of the Chair, lead meetings of the Board.

Subject to any applicable transparency limitation set forth in state or federal regulations or law, the Chair shall be empowered to take action on behalf of the State Workforce Innovation Board to carry out administrative functions and to address emergency concerns. The Chair must follow all State of New Hampshire and Federal guidelines in carrying out administrative functions and addressing emergency concerns. All actions of the Chair shall be reviewed by the full State Workforce Innovation Board at the next regularly-scheduled meeting.

#### **Article Six: Executive Committee**

1. There shall be an Executive Committee comprised of the officers and standing committee chairs, as described in Article Seven.
2. The Executive Committee shall be composed of a majority of business members.
3. Standing committee chairs shall be members of the State Workforce Development Board and shall serve for one-year terms and may serve multiple terms. Standing committee chairs will be appointed by the Chair.
4. The State Board can choose to create interim or ad hoc committees to look at specific issues as they see fit; but the chairs of those committees shall not be members of the Executive Committee.
5. The Executive Committee shall have all of the authority of the Board whenever full Board action is required between regularly scheduled meetings.

#### **Article Seven: Committees and Task Forces**

The State Workforce Development Board may create as many committees or task forces it deems necessary to carry out the work of the State Workforce Development Board.

1. Committees are to be chaired by any member of the Board. Committee Chairs are to be appointed

- by the Chair.
2. Committee Chairs will be responsible for recruitment and selection of their committee members in consultation with the Chair. Committees may contain members who are not State Workforce Board members but will not have voting privileges; rather they will act as specialists or consultants on specific board issues. However, a majority of committee members must be from the State Workforce Development Board.
  3. Standing Committees shall meet regularly.
  4. The following Committees shall be considered Standing Committees,
    - Review Committee: The Review Committee has the responsibility of reviewing Request for Proposals, solicitations, and requests from the Board and shall recommend expenditures and grant awards to the Board.
    - Workforce Development Policy Committee: The Workforce Development Policy Committee has the responsibility for developing and overseeing policy, procedures, criteria, and performance measures for WIOA programming under the Board's authority.
    - Education and Training Steering Committee: The Education and Training Steering Committee shall convene key education, workforce, and training stakeholders to align efforts at the state and local levels and to increase collaboration and efficiency. Further, the Committee shall provide strategic guidance to the development and implementation of Career Pathways.
  5. Additional Standing Committees shall be created and appointed by the Chair in consultation with the Board. These additional Standing Committees shall be reviewed annually by the Board.:

#### **Article Eight: Meetings**

1. The State Workforce Development Board shall meet at least three (3) times per year, or more if necessary, in accordance with a meeting schedule to be annually adopted by the Board.
2. Special meetings of the membership may be called by the Chair or the Governor, or by the petition of at least ten members of the Board.

#### **Article Nine: Conduct of Board Meetings and Committee Meetings**

1. All Board meetings will be publicly announced and will comply with all applicable federal and state laws, rules, and regulations governing public meetings.
2. At regular meetings of the Board, the Chair will provide opportunities for public comment within appropriate time constraints determined by the Chair.
3. The Chair or, in his/her absence, the Vice-Chair, shall preside over Board meetings. In the absence of the Chair and Vice-Chair, the members present will select a member to serve as chair for the meeting.
4. The committees shall meet in a manner agreed upon by the committee chair and other members of the committee.
5. All recommendations discussed by the committees shall be presented to and voted on by the full Board.

#### **Article Ten: Voting and Quorum**

1. The quorum for all Board meetings scheduled and announced shall be a minimum of ten (10) members.
2. The quorum for committee meetings shall be those members of the committee present and eligible to vote.
3. Board members may not participate by telephone or electronically in order to constitute a quorum, with the exception if the entire meeting has been scheduled to occur via telephone or electronically.

4. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of the members consent thereto in writing or by a majority vote. Voting may be conducted by mail, electronically (including by or through an online voting application), or by email.

### **Article Eleven: Proxy**

A member appointed to the Board may send a designee to represent him/her at Board meetings. That designee must have a signed letter appointing him/her as the designee in order to vote at Board meetings. Such designation may not be reassigned. An appointee shall solely have the ability to establish a designee.

No proxy voting is allowed for State Workforce Innovation Board meetings.

### **Article Twelve: Address**

The State Workforce Development Board shall maintain a mailing address for the State Workforce Innovation Board: State Workforce Innovation Board, 100 North Main Street, Suite 100, Concord, New Hampshire 03301

### **Article Thirteen: Records**

The Office of Workforce Opportunity shall be the designated site for maintaining all records of the Board, including minutes of proceedings of all Board meetings. The Board meeting schedule, meeting agendas, and meeting minutes shall be made available to the public on the NHWorks website at [www.nhworks.org](http://www.nhworks.org).

### **Article Fourteen: Fiscal Year**

The State Workforce Development Board's Fiscal Year shall be July 1st through June 30th. Membership and appointment terms will be based on the fiscal year as addressed in Article Three.

### **Article Fifteen: Staff Support and Financial Record-Keeping**

Staff support for the Board's work and responsibilities will be performed and administratively housed within the New Hampshire Department of Business and Economic Affairs, Office of Workforce Opportunity.

### **Article Sixteen: Member Compensation and Expense Reimbursement**

Members of the State Workforce Innovation Board are volunteers and as such are not paid or reimbursed for any costs associated with membership, unless otherwise authorized by the Executive Committee on an exception basis. Funds to cover approved expenses shall be non-federal funds held by the Board.

### **Article Seventeen: Conflict of Interest**

The State Workforce Innovation Board, in conducting its business, will comply with applicable federal laws regarding conflict of interest and the State of New Hampshire's Conflict of Interest policies and procedures. All members of the Board, including the Chair, shall have the authority to vote on all matters that come before the Board where there is no conflict or appearance of a conflict of interest. No member of the Board shall vote on the provision of services by that member or any organization

which that member represents, or on any matter which would provide personal direct or indirect financial or other benefit to that member. A member shall abstain from any evaluation of an affiliate organization with whom that member is associated.

As required by law for all appointees to boards and commissions, all members of the Board must file a statement of financial interests with the New Hampshire Secretary of State within 14 days of appointment to the Board.

Each Board member shall submit in writing to the Chair, and shall update on a frequency to be determined by the Board, a list of all businesses and/or other organizations of which the Board member is an officer, director, trustee, member, owner (either a sole proprietor or partner), shareholder, employee, or agent, with which the Board has, or might reasonably in the future enter, a relationship or a transaction in which the Board member would have interest.

### **Article Eighteen: Amendments**

These by-laws may be changed or new procedures may be adopted by a 2/3 vote of the Board at any meeting of the Board, following a meeting where the proposed changes are introduced.

#### **APPROVED:**

\_\_\_\_\_  
Chairperson

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Date