



**PARTNERS FOR PERFORMANCE
BOARD MEETING**

Friday, September 8, 2023 at 10:18 AM
Via Microsoft Teams

ATTENDANCE: Commissioner Tricia Durbin, Warren County; Commissioner Robert Snyder, Forest County; Erie County Executive Alternate Charlie Bayle, Erie County; Commissioner Eric Henry, Crawford County

ABSENT: Commissioner Wayne Brosius, Clarion County; Commissioner Chip Abramovic, Venango County; County Executive Brenton Davis, Erie County

BOARD STAFF: Lisa Miller, Lisa Stalnaker, Deb O'Neil, Susan Richmond, Carrie Symes, Juanet Shefchunas, Nancy Wisgirda

VISITORS:

Diona Brick, Fiscal Agent, Robert Vernon

WELCOME/ROLL CALL/VISITOR RECOGNITION/PUBLIC COMMENT

Commissioner Henry called the meeting to order at 10:18 AM. Roll call was taken. It was noted that there was a quorum. No public comment was received. The meeting was recorded and the agenda was posted in the chat.

APPROVAL OF MEETING MINUTES

The minutes for the July 14, 2023 Partners for Performance board meeting were presented for approval.

MOTION

It was **moved** by Commissioner Snyder and **seconded** by Erie County Executive Alternate Charlie Bayle to approve the minutes for the July 14, 2023 meeting as presented. All were in favor. **Motion passed and carried.**

REVIEW OF PREVIOUS ACTION ITEMS

Lisa Miller stated that the need to update the PFP Employee Handbook with Attorney Chris Gabriel's office is ongoing.

The PFP Bylaws amendments will be discussed later in this meeting.

Lisa Miller has renewed the short-term disability plan through Companion Life.

HIRING UPDATE

As discussed in the prior meeting, Juanet Shefchunas has been hired as the Youth Program Specialist. The search for an Info/Com Specialist is ongoing. We have contracted with Temp To Hire to help facilitate this effort.

SIMPLE IRA CONTRIBUTIONS: VOTE TO SET PFP EMPLOYER CONTRIBUTION TO SIMPLE IRA AT ___ %

Lisa Miller stated that the employer contribution cannot be over 3% or less than 1%. If approved, this would become effective January 1, 2024.

MOTION

It was moved by Commissioner Snyder and seconded by Commissioner Tricia Durbin to maintain the PFP Employer Contribution to the Simple IRA at 3%. All were in favor. Motion passed and carried.

PFP BYLAWS REVISION

Attorney Robert Vernon participated in the meeting on behalf of Attorney Stephanie Fera. He had several questions regarding the PFP bylaws and the proposed revisions:

1. What is meant by the term “Governing Board”? It was noted that this refers to the Board of Directors and is not a separate board. This will be made consistent throughout the bylaws as Board of Directors.
2. Who has signing authority? Will there be a Chief Financial Officer position or will the role be handed to the Executive Director?
3. Regarding alternates, what is their level of responsibility? Will they have the authority to stand in the stead of the directors? Will the alternate have the authority to conduct the meeting on behalf of the Chair or the Vice Chair?
4. Will the Secretary/Treasurer and Assistant Secretary/Treasurer remain in the bylaws or should there be a separate Secretary and a Treasurer? Should their duties be outlined in the bylaws?

Commissioner Snyder noted that the PFP agency was originally created as a Title I program services contractor for the five rural counties several years ago. Then in 2014, PFP was recreated as staff to the local workforce development board under the PFP 501c3 organization.

Attorney Vernon asked if they plan to reappoint the Executive Director that is currently identified in the bylaws? Commissioner Snyder responded that Lisa Miller is the Executive Director of PFP. Attorney Vernon then asked if the intention was to have the fiscal agent hold the responsibilities instead of a CFO, since a CFO position was not going to be created.

Commissioner Snyder and Commissioner Durbin noted that the PFP bylaws need to reflect the current operation. The local workforce development board (NWPA Job Connect) is a separate entity from PFP.

Attorney Vernon asked if they plan to keep the separate Secretary/Treasurer and Assistant Secretary/Treasurer positions and define each of those roles in the bylaws. Commissioner Snyder noted that they should have a Chair, Vice Chair, and Second Vice Chair. Attorney Vernon noted that they must have at least a Secretary/Treasurer under corporation law. It is allowable to have staff conduct the Secretary duties but there must be a Secretary/Treasurer to maintain oversight.

Attorney Vernon asked if the intent was for the alternate to inherit the powers of the Chair or just the role as a member of the quorum. Commissioner Snyder responded that it is preferred that the Chair, Vice Chair, or Second Vice Chair run the meetings, rather than giving that authority to an alternate. The alternate could vote in the meeting, but not chair the meeting. Commissioner Durbin and Attorney Joe Keebler concurred.

Attorney Vernon noted that these were the most important issues to be clarified. He can clean up the language throughout the bylaws and present them for final approval. He asked if there were any other concerns with the bylaws. Lisa Miller noted that it appears that the Executive Director can sign PFP contracts up to \$1,000 and asked what contracts she should bring to the PFP Board for approval. Diona Brick noted that it would be based on the approved budget. If the amount was budgeted and approved, the Executive Director can sign the contract, unless it requires contract terms. The Executive Director signs contracts only for benefits and the County of Venango signs all other contracts.

Attorney Vernon noted that he will clean up the fiscal agent role in the bylaws. He asked regarding the threshold for the Executive Director to sign, responding that \$1,000 is a very small amount and perhaps a larger amount should be considered. He suggested that perhaps if the contract amount is within the approved budget, then the \$1,000 threshold could be eliminated and note that there is authorization to contract if it is included in the approved budget. If the amount is not within the approved budget, then the \$1,000 threshold would apply.

Diona Brick asked why this is part of the bylaws and suggested that this needs to be more vague, since it appears to be more of a policy or procedure issue than a bylaws issue. Attorney Vernon noted that it becomes a bylaws issue because this is the authority of the board and needs to be outlined since the board of directors must approve. This ensures oversight by the board.

It was suggested that we could review examples of other organizations the size of PFP. Attorney Vernon noted that he would need to be provided the budget numbers for PFP. Diona Brick stated that the budget of PFP is only administrative and is approximately \$1,000,000, but that might change if there were additional grants received. Attorney Vernon will research this issue and provide information following this meeting.

A question was raised about whether a board member needs to sign off on larger expenditures since the fiscal agent processes and signs all the checks and has stringent policies and procedures. The Chair approves the Executive Director's time sheet and the Executive Director signs off on all other staff timesheets. It was noted that the portion of the bylaws that outlines the CFO position will need to be revised, since it currently states that all checks are signed by the CFO and one board member. It was clarified that only timesheets are approved by the Executive Director at this time and no checks are signed by the Executive Director. It was suggested that such duties can be delegated within an employment contract or job description and not within the bylaws, with the fiscal agent handling the funding and contracting. Attorney Vernon recommended that the following language could be included in the amended bylaws: "Unless otherwise excluded herein, such powers can be delegated to the Executive Director or to other staff members as appropriate and approved by the board of directors."

ACTION

Attorney Vernon will research and review example bylaws of other similarly sized organizations and provide an updated draft of the PFP bylaws based on today's discussion following this meeting.

APPROVE CONTRACTING WITH IT PROVIDER FOR UP TO \$2400 TO PURCHASE AND INSTALL FIREWALL AND ADDITIONAL ACCESS POINT EQUIPMENT FOR THE MEADVILLE PFP OFFICE WITH SUBSEQUENT INCREASE OF THE RECURRING MONTHLY AMOUNT; BOTH WITHIN THE BUDGETED RANGE.

Lisa Miller stated that we need an expenditure of up to \$2,400 to purchase a new firewall so that we have better internet access and it sidesteps the larger cost of broadband. This will increase the monthly amount for internet at the Meadville office, but it is within the budgeted range, even at the extended price.

MOTION

It was moved by Commissioner Snyder and seconded by Commissioner Tricia Durbin to approve contracting with IT provider for up to \$2400 to purchase and install firewall and additional access point equipment for the Meadville PFP office with subsequent increase of the recurring monthly amount; both within the budgeted range. All were in favor. Motion passed and carried.

OTHER BUSINESS

None.

EXECUTIVE SESSION

No executive session was needed.

ADJOURNMENT

MOTION

It was **moved** by Commissioner Snyder and **seconded** by Commissioner Durbin to adjourn the meeting. All were in favor. There were no abstentions. **Motion passed and carried.**

The meeting adjourned at 10:56 AM.

Meeting Advertised in The Derrick		
Minutes Submitted	Nancy Wisgirda	09/8/2023
Minutes Approved	Partners for Performance Board	
Minutes Posted	NW PA Job Connect website	