



**NOVA WORKFORCE BOARD
BYLAWS**

1. **VISION.** We are a regional catalyst shaping and influencing the Silicon Valley workforce investment system to promote economic opportunity and shared prosperity.
2. **MISSION.** NOVA Workforce Board provides strategic leadership to continuously improve the Workforce Investment System by:
 - providing guidance to the One-Stop delivery system;
 - being responsive to what our customers value;
 - being accountable to our investors; and
 - holding service providers accountable to results.
3. **PURPOSE.** NOVA’s purpose is to support workforce mobility by easing workers’ transitions from opportunity to opportunity throughout their career cycles. To advance transitions with economic sustainability, NOVA provides:
 - real-time labor market information about in-demand skills;
 - skill-building and enhancements to match market demand;
 - navigation tools for the ever-changing and entrepreneurial new labor market;
 - advocacy for necessary infrastructure to support workers between opportunities such as unemployment insurance for all and portable benefits; and
 - interconnected support system for multiple career pathways for youth.
4. **FUNCTIONS.** The Workforce Board shall provide any functions it determines can contribute to the vision, mission and purpose of the Board, providing those functions are agreed to by the Sunnyvale City Council, formally representing the eight-jurisdiction consortium. These functions include among others:
 - (a) In conjunction with the Sunnyvale City Council, create and provide oversight of a strategic four-year local workforce investment plan; participate in the development of a regional plan.
 - (b) Serve as a resource to direct staff in forecasting the short-range and long-range labor needs within the Workforce Development Area.
 - (c) Develop, with the Sunnyvale City Council, standards for the type of occupations to be selected for the expenditure of funds and for training in particular occupations.
 - (d) Solicit public and private support for, and participate in, the employment and training program through a one-stop system and other programs designed to meet the purpose of the Workforce Board.
 - (e) Disseminate information to the private sector on any supporting activities such as Tax Credits, OJT, and supporting services which can increase the participation of the

- private sector in employment and training activities for economically-disadvantaged persons.
- (f) Solicit direct involvement in the operation of employment and training projects of private sector organizations and companies and public agencies which can increase the effectiveness of the employment and training program.
 - (g) In conjunction with Sunnyvale City Council, develop standards to monitor activities and measure effectiveness of the employment and training program.
 - (h) In conjunction with the Sunnyvale City Council, develop an annual budget for both the NOVA Workforce Board and NOVA program operations, and periodically audit revenues, expenditures, and success in achieving outcomes.

5. MEMBERSHIP.

- (a) Membership on the Workforce Board shall include representatives from business and industry including small business and minority business, organized labor, rehabilitation agencies, community-based organizations, the State Employment Development Department, public assistance agencies, economic development organizations, educational agencies that provide education or vocational training oriented towards the needs of the business community, and other one-stop partners. For the purposes of this section, "small business" shall mean any private for-profit enterprise employing 500 or less employees. Representatives from other agencies or organizations involved in training and employment activities may also be included.
- (b) The Workforce Board shall include approximately 20-25 members, with the majority from private sector companies and the remaining members representing, at a minimum, required categories as stipulated in the Workforce Innovation and Opportunity Act. The Board Nominating Committee interviews prospective candidates, which is comprised of a Sunnyvale City Councilmember and members of the NOVA Workforce Board that represent Board leadership and business/economic development. The Committee's recommendations are forwarded to the Sunnyvale City Council for final appointment. Workforce Board members shall be appointed by the Sunnyvale City Council.
- (c) Members of the Workforce Board shall be appointed for fixed terms. Membership for a seat on the Workforce Board shall be for a term of four years and shall end on December 31 of the designated calendar year. Terms of office shall be automatically extended with the approval of the Sunnyvale City Council unless the Board chair(s) or individual Board members request that this not be done.
- (d) The Board Membership Committee shall review Board member attendance and level of engagement on a regular basis and will make recommendations to the Executive Committee, as appropriate, to address excessive absenteeism and/or poor participation. Excessive absenteeism and/or poor participation may be cause for termination of membership. Removal of members with cause shall be approved by the Board.
- (e) Any member of the Workforce Board must declare "conflict of interest" and refrain

from both discussion and voting as a boardmember on any portion of the plan or on any contract or subgrant where said conflict exists. Workforce Board members must be in compliance with State and Federal conflict of interest codes.

- (f) In addition, there shall be a “Members at Large” seat(s) on the Workforce Board. Members appointed to a “Members at Large” seat will be current Board members who have provided value to the Board and due to special circumstances are unable to be voting members of the Board. As such, this seat shall be nonvoting. “Members at Large” status shall be conveyed upon a member by the Executive Committee.
- (g) There are no other conditions governing appointment or membership on the Board as deemed appropriate by the Sunnyvale City Council.

6. OFFICERS.

- (a) The Officers of the Workforce Board shall be: either one or two Chairperson(s), two Vice Chairpersons and the Past Chairperson. Chairperson(s) must be members representing the private sector. At least one Vice Chairperson must represent the private sector, and the other Vice Chairperson may represent either the private sector or the other organizations.
- (b) Chairperson(s) and Vice Chairpersons shall be selected by majority vote of the members in attendance at a regular meeting of the Workforce Board.
- (c) The position of Past Chairperson will be filled by the Workforce Board member who has most recently served as Chairperson and, in the case of a tie, the one who has the most seniority on the Board.
- (d) Officers shall serve a term ending December 31. Election of officers shall occur at the last scheduled Board meeting of the calendar year. Prior to the end of the calendar year, the Executive Committee will determine the need for one or two Chairperson(s) for the coming year and direct the Nominating Committee in its recruitment activities, accordingly.
- (e) Whenever the Vice Chairperson office is vacant, the Chairperson(s) shall appoint an officer to serve the remainder of the unexpired term and who, if desiring to continue as Vice Chairperson, must then stand for election.
- (f) The Chairperson(s) is/are responsible to act for the Workforce Board in administrative matters that may require actions between meetings. At the next meeting, the Chair(s) must report to the Workforce Board on those actions taken.

7. COMMITTEES.

- (a) The Workforce Board shall establish Standing Committees as necessary to carry out its functions, and may establish Ad Hoc Task Forces when required. Every member of the WB shall serve, at a minimum, on a Standing Committee, an Ad Hoc Task Force, or on a special assignment authorized by the Chairperson(s).
- (b) There shall be an Executive Committee whose membership shall be the officers of the

Workforce Board, the Chairs of the Standing Committees and Task Forces, and at large membership appointed by the Chair(s) to compliment the other designated seats. A majority of the Executive Committee members shall represent the private sector, reflective of the full Board.

- (c) The Executive Committee has the authority to act on behalf of the full Board when the Board is not scheduled to meet. At the next meeting of the full Board, a summary of those actions will be presented.
- (d) The Executive Committee is responsible for taking a leadership role in the strategic planning/visioning process; developing and making recommendations for the Business Service Plan to the Board to increase employer involvement in the activities of the Board; identifying work assignments for the committees; and shaping the agenda for the general Board meeting.
- (e) The Workforce Board Chairperson(s) shall appoint committee members.

8. CONDUCT OF THE MEETING.

- (a) Meetings shall be conducted using Roberts Rules of Order.
- (b) One-third of the currently serving members shall constitute a quorum for the conduct of any meeting. As long as a quorum is present at any time after the start of the meeting, a quorum shall be in effect and can take official action. To maintain cohesion, there is no proxy and alternative designee process used when a Board member is unable to attend a meeting.
- (c) When feasible, the use of technology is used to promote Board member participation that is in accordance with public meeting requirements.
- (d) There are six general Board meetings scheduled each year on the fourth Wednesday of each designated month.
- (e) Special meetings can be called by the Chairperson(s) with a minimum of five (5) working days notice. Special meetings shall require a quorum be present to conduct business. Only business designated in the special call shall be conducted at the special meeting.

9. REVISIONS. Revisions to these Bylaws can be made with the approval of a majority of the members in attendance at a regular Board meeting after being submitted one month prior to voting on any revisions.