

**Meeting of the
Northwest TN Local Elected Officials Consortium
June 23, 2023– 11:00 a.m.
Northwest HRA/Dev. District, Martin, TN**

Minutes

Local Elected Officials Attending: Mayors John Penn Ridgeway, Jake Bynum, Joseph Butler, Nelson Cunningham, Steve Carr, Mark Ward, and David Quick.

Staff Attending: Jennifer Bane

Welcome and Call to Order: Mayor Ridgeway called the meeting to order, acknowledged that a quorum was present, and reminded members to abstain from discussion and voting in the event of a conflict of interest. Materials for all items listed below for consideration were provided to the members ahead of time and are included in the attached handouts. Mayor Ridgeway opened each for discussion and questions prior to voting.

Approval of Minutes: Minutes for the 5/17/22 meeting were presented for approval.

- o **MOTION: A motion to approve the 5/17/22 minutes was made by Mayor Bynum and seconded by Mayor Butler. All were in favor and the motion carried.**

Quarterly Dashboard Review: Jennifer Bane presented the March dashboard, highlighting the American Job Center (AJC) traffic and visit reasons, the number enrolled in Title I training services to date, the number receiving Individual Training Account (ITA) scholarships for occupational skills training, the breakdown of ITA enrollments by provider type, and the breakdown of expenditures for new and existing ITA recipients by provider type. Jennifer also reviewed the Business Services and Talent Pipelines dashboards and noted that the state-funded Summer Youth Employment Program (SYEP), beginning July 1st, will expand work experience opportunities to youth and young adults who would not normally qualify for WIOA. Additional Justice-Involved Individual funding is also expected in the new program year. This year's funding provided manufacturing training through UT Center for Industrial Services in several counties. The Growing Relational & Occupational Wealth in West TN Households (GROWWTH) TANF Pilot grant is now available through the AJCs. Jennifer also noted that fiscal and performance measures are on track to be met.

Agreement Revisions: Jennifer Bane reviewed the proposed changes as indicated in red in the attached handout

- Northwest TN LEO Interlocal Agreement: Changes were made and details added to align the Agreement with the State's revised Local Governance policy including adding term dates, requiring a 66% majority instead of a majority for removal of an officer, changing the majority definition for private-sector representatives to "defined as the greater sum of the whole (largest percentage)" to match the State's policy, but it is recommended that 51% still be the goal. Additional details were also added regarding the terms of members and the recommendation letter was removed as a requirement for nomination. The requirements for the Vice-Chair for the AJC and Outreach & Opportunities Committee, and the Regional Representative for the Board of Directors, were also updated to include representatives of a labor organization, apprenticeship program, or economic and community development entity in addition to a private business in order to expand those eligible to serve.
 - o **MOTION: A motion to approve the Northwest TN LEO Interlocal Agreement was made by Mayor Bynum and seconded by Mayor Carr. All were in favor and the motion carried.**
- Northwest TN Workforce Board Bylaws: The majority of changes included updates and additional details to describe processes as required in the State's revised Local Governance policy. The majority definition for private-sector representatives was changed to "defined as the greater sum of the whole (largest percentage)" to match the State's policy, but it is recommended that 51% still be the goal. The requirements for the Vice-Chair for the AJC and Outreach & Opportunities Committee and the Regional Representative for the Board of Directors were updated to include representatives of a labor

organization, apprenticeship program, or economic and community development entity in addition to a private business in order to expand those eligible to serve.

- o **MOTION: A motion to approve the Northwest Workforce Board Bylaws was made by Mayor Butler and seconded by Mayor Ward. All were in favor and the motion carried.**
- Recission of the Northwest TN LEO and Board Partnership Agreement: The State's revised Local Governance policy removes the requirement to have a separate partnership agreement between the mayors and board as the majority of items are already covered in the Bylaws and Interlocal Agreement.
 - o **MOTION: A motion to approve the recission of the NW TN LEO and Board Partnership Agreement was made by Mayor Bynum and seconded by Mayor Butler. All were in favor and the motion carried.**

Budget & Administration:

- Program Year 2023 Budget: Jennifer Bane provided an overview of the attached budget, noting formula allocations are down nearly \$217,000, but about \$683,000 is being added to the budget with the TANF/GROWWTH grant. Only about \$513,000 will be available for participants, which would result in only a 32% minimum participant cost rate (MPCR). An additional \$229,000 in participant funding would need to be requested to reach a 40% MPCR. Jennifer has already submitted a request for \$337,000 in participant funding, based on prior years' participant expenditures, and it appears it will be approved.
 - o **MOTION: A motion to approve the PY 23 Northwest TN Workforce Board Budget was made by Mayor Butler and seconded by Mayor Bynum. All were in favor and the motion carried.**
- One-Stop Operator Selection: Jennifer reported that Thomas P. Miller & Associates (TPMA) managed the OSO procurement process, and results are outlined in the attached recommendation report. Two bids were received, for both NW and SW, from Mid-Cumberland Human Resource Agency (MCHRA) and University of Tennessee Center for Industrial Services (UTCIS). Three TPMA evaluators reviewed and scored the two bids, and with the average score for MCHRA being 5.03 points higher than the UTCIS score, TPMA recommended MCHRA to be the OSO. It was noted that the bid from UTCIS exceed the allotted budget. Mayor Butler asked if the decision was primarily financial. Mayor Ridgeway noted MCHRA was scored higher overall and Jennifer added that TPMA cited the detail and specific examples in the MCHRA proposal whereas the UTCIS proposal noted that they would work with the selected OSO to implement items.
 - o **MOTION: A motion to approve MCHRA as the One-Stop Operator contractor was made by Mayor Butler and seconded by Mayor Quick. All were in favor and the motion carried.**

Northwest TN Workforce Board Roster Review: Jennifer Bane presented the attached updated roster noting the new members who have been added over the last year. Board members have been very active with only one labor representative cited as attending infrequently. New paperwork will be submitted to report Ben Marks' change in employment.

Respectfully submitted,

Jennifer Bane,
Executive Director

**Meeting of the
Northwest TN Local Elected Officials Consortium
June 23, 2023– 11:00 a.m.**

Northwest HRA / Dev. District
124 Weldon Drive
Martin, TN 38237

[Join Zoom Meeting](#)
Meeting ID: 824 8938 9137
Passcode: 926190

Agenda

Welcome and Call to Order/Acknowledge Quorum/Conflict of Interest Mayor Ridgeway, Chair

Approval of May 17, 2022 Minutes **(VOTE)**

Quarterly Dashboard Review Jennifer Bane, Executive Director

Agreement Revisions Jennifer Bane

- Northwest TN LEO Interlocal Agreement **(VOTE)**
- Northwest TN Workforce Board Bylaws **(VOTE)**
- Recission of the Northwest TN LEO and Board Partnership Agreement **(VOTE)**

Budget & Administration Jennifer Bane

- Program Year 2023 Budget **(VOTE)**
- One-Stop Operator Selection **(VOTE)**

Workforce Board Roster Review Jennifer Bane

Other Business

**Meeting of the
Northwest TN Local Elected Officials Consortium
May 17, 2022 – 1:00 p.m.
Northwest HRA/Dev. District, Martin, TN & Zoom Meeting**

Minutes

Local Elected Officials Attending: Mayors Gary Reasons, Benny McGuire, Tom Witherspoon; **via Zoom:** Mayors Brett Lashlee, John Penn Ridgeway, Jake Bynum

Staff Attending: Jennifer Bane and LeAnn Lundberg (in person); Lana Burchfiel and Ginger Powell (Zoom)

Others Attending: Kristie Bennett

Welcome and Call to Order: Mayor Gary Reasons called the meeting to order, acknowledged that a quorum was present, and reminded members to abstain from discussion and voting in the event of a conflict of interest. Materials for all items listed below for consideration were provided to the members ahead of time and are included in the attached handouts. Most were presented in the preceding board and CLEO meeting. Mayor Reasons opened each for discussion and questions prior to voting.

Approval of Minutes: Minutes for the 2/14/22 meeting were presented for approval.

- **MOTION: A motion to approve the 2/14/22 minutes was made by Mayor Ridgeway and seconded by Mayor Witherspoon. All were in favor and the motion carried.**

Election of Officers (Effective 7/1/22):

- Chief Local Elected Official: Mayor John Penn Ridgeway was nominated and has agreed to serve.
 - **MOTION: A motion to approve Mayor John Penn Ridgeway as Chief Local Official was made by Mayor McGuire and seconded by Mayor Witherspoon. All were in favor and the motion carried.**
- Vice-Chief Local Elected Official: Mayor Jake Bynum was nominated and has agreed to serve.
 - **MOTION: A motion to approve Mayor Bynum as Vice-Chief Elected Official was made by Mayor Ridgeway and seconded by Mayor McGuire. All were in favor and the motion carried.**

Approval of Agreement Changes

- Northwest TN LEO Interlocal Agreement: Jennifer Bane reviewed the changes as indicated in red in the attached handout since they were not discussed in the previous meeting. The majority of the changes were made to align agreements between the Northwest and Southwest areas as they will be sharing a fiscal agent / staff to the board. The elected CLEO and Vice-CLEO will be added to the agreement.
 - **MOTION: A motion to approve the Northwest TN LEO Interlocal Agreement was made by Mayor Witherspoon and seconded by Mayor McGuire. All were in favor and the motion carried.**
- Northwest TN LEO and Board Partnership Agreement
 - **MOTION: A motion to approve the NW TN LEO and Board Partnership Agreement was made by Mayor McGuire and seconded by Mayor Witherspoon. All were in favor and the motion carried.**
- Northwest TN Workforce Board Bylaws
 - **MOTION: A motion to approve the Northwest Workforce Board Bylaws was made by Mayor Ridgeway and seconded by Mayor Lashlee. All were in favor and the motion carried.**
- Fiscal Agent/Staff to the Board Agreement: Jennifer Bane reviewed the changes as indicated in red in the attached handout since they were not discussed in the previous meeting. The changes were made to align agreements between the Northwest and Southwest areas as they will be sharing a fiscal agent / staff to the board. The elected CLEO will be added to the agreement.

- **MOTION: A motion to approve the Fiscal Agent/Staff to the Board Agreement was made by Mayor Witherspoon and seconded by Mayor McGuire. All were in favor and the motion carried.**

Approval of Strategic Plans

- West TN Regional Plan
 - **MOTION: A motion to approve the West TN Regional Plan was made by Mayor Lashlee and seconded by Mayor Witherspoon. All were in favor and the motion carried.**
- Northwest Local Plan
 - **MOTION: A motion to approve the Northwest Local Plan was made by Mayor Ridgeway and seconded by Mayor McGuire. All were in favor and the motion carried.**

American Job Center (AJC) & Contractor Updates

- AJC Restructure & OSO Contract Updates:
 - **MOTION: A motion to approve the AJC Restructure & OSO Contract Updates to include having only three certified AJCs in Dyersburg, Huntingdon, and Dresden, using access points in the remaining counties, and removing three part-time Welcome Function positions from the OSO budget was made by Mayor Lashlee and seconded by Mayor Witherspoon. All were in favor and the motion carried.**
- Career Services Provider Selection
 - **MOTION: A motion to approve Thomas P. Miller & Associates' recommendation that Dyersburg State Community College serve as both the Adult / Dislocated Worker and Youth Service Provider was made by Mayor Ridgeway and seconded by Mayor Witherspoon. All were in favor and the motion carried.**

Program Year (PY) 22 Northwest TN Workforce Board Budget

- **MOTION: A motion to approve the PY 22 Northwest TN Workforce Board Budget was made by Mayor McGuire and seconded by Mayor Witherspoon. All were in favor and the motion carried.**

Approval of Two-Year Extension, to June 30, 2024, of Line of Credit up to \$325,000

The line of credit may be extended for the duration of the new Interlocal Agreement. Jennifer Bane stated that the line of credit has not been needed, but if it is ever needed, approval of the Consortium is required prior to it being used. With the transition of the Southwest fiscal agent, it is possible that the line of credit may be needed.

- **MOTION: A motion to approve the two-year extension of the line of credit up to \$325,000 was made Mayor Witherspoon and seconded by Mayor Lashlee. All were in favor and the motion carried.**

Northwest TN Workforce Board Membership Roster & Attendance: Jennifer Bane presented the attached updated roster and discussed how several members have recently been replaced due to lack of attendance. The new members have had good attendance so far. There is currently one Henry County member who has not been active that will be replaced once a replacement is identified and approved.

Motion to Adjourn:

- **MOTION: A motion to adjourn was made by Mayor Witherspoon and seconded by Mayor McGuire. All were in favor and the motion carried.**

Respectfully submitted,

Lana Burchfiel,
Public Information Specialist

NORTHWEST TN LOCAL ELECTED OFFICIALS CONSORTIUM INTERLOCAL AGREEMENT

Local Workforce Development Area for Benton, Carroll, Crockett, Dyer, Gibson, Henry, Lake, Obion, and Weakley Counties

Purpose of the Interlocal Agreement:

As noted in Sec. 107(c)(1)(B)(i) of the Federal Public Law 113-128, the Workforce Innovation and Opportunity Act, and in Final Rule 680.100(b), when a Local Workforce Development Area (LWDA) includes more than one unit of government, the Local Elected Officials, hereby known as LEOs, of each unit shall execute a written agreement that specifies the respective roles and liability of the individual LEO. This Local Elected Officials Consortium Agreement, hereby known as the “Agreement” is entered into by and between the LEOs of the following counties in Tennessee: Benton County, Carroll County, Crockett County, Dyer County, Gibson County, Henry County, Lake County, Obion County, and Weakley County, political subdivisions of the State of Tennessee; pursuant to Title I of Public Law 113-128 (Workforce Innovation and Opportunity Act enacted July 22, 2014) which amends the Title I of Public Law 105-220 (Workforce Investment Act of 1998). **The term of this agreement cannot exceed two (2) years, with this agreement beginning July 1, 2023 and ending June 30, 2025.**

Whereas, Federal Public Law 113-128, the Workforce Innovation and Opportunity Act (WIOA) Title I enacted by the Congress of the United States and signed into Law by the President of the United States has prescribed a unified workforce development system that will in accordance with Sec. 2 (6) for purposes of subtitle A and B of Title I, to provide workforce investment activities that increase the employment, retention, and earnings of participants, and increase attainment of recognized postsecondary credentials by participants, and as a result, improve the quality of the workforce, reduce welfare dependency, increase economic self-sufficiency, meet the skill requirements of employers and enhance the productivity and competitiveness of the Nation; and,

Whereas, in accordance with WIOA Sec.106(b)(2) the Governor shall approve a request for initial designation as a Local Workforce Development Area for any area that was designated as a local area for purposes of the Workforce Investment Act of 1998 who performed successfully and sustained fiscal integrity for the 2-year period preceding the date of enactment of this Act. Further, to promote the effective delivery of workforce investment activities, Sec.107(c)(2)(B)(i) provides that the LEOs of general local governments may execute an Agreement that specifies the respective roles of the local elected officials; and,

Whereas, the county legislative body of each of the parties to this Agreement desires that its county be included in a regional workforce development program to avail its citizens of the benefits of WIOA; and,

Whereas, as of the effective date, the Governor has designated the parties to this Agreement as a Local Workforce Development Area (LWDA) for the purpose of the Workforce Innovation and Opportunity Act; and,

Whereas, the parties to this Agreement are fiscally liable for the expenditures of WIOA grant funds as noted in WIOA Sec. 107(d)(12)(B)(i)(I); and,

Whereas, the local elected officials, within the meaning of the Workforce Innovation and Opportunity Act, are the County Mayors of each county referenced above; and,

Whereas, WIOA requires the establishment of a Local Workforce Development Board (LWDB) to provide policy guidance for, and exercise oversight with respect to, activities under the workforce development program for its workforce development region in partnership with the general local governments within its LWDA; and,

Whereas, it is the responsibility of the Chief Local Elected Official in the LWDA to appoint members of the Local Workforce Development Board from the individuals nominated or recommended to be such members in accordance

with the WIOA Sec. 107, subsection (b) and through an Agreement entered into by the County Mayor of each county; and,

Whereas, it is the responsibility of the Local Workforce Development Board, in accordance with an agreement with the Local Elected Official of each county in the Local Workforce Development Area, to determine procedures and policies so as to develop a WIOA local plan, and, if determined by the State in accordance with Sec. 106 (a)(1), the local area is part of a planning region that includes other local areas, the local board shall collaborate with the other local boards and local elected officials from such other local areas in the preparation and submission of a regional plan as described in Sec. 106 (c)(2); and,

Whereas, it is the responsibility of such officials under this title to carry out any other responsibilities under this title including, but not limited to additional functions described in Sec.107(d) including workforce research and regional labor market information; convening, brokering, leveraging; employer engagement; career pathways development; proven and promising practices; technology; program oversight; negotiation of local performance accountability measures; selection of operators and providers; coordination with education providers; budget and administration; and accessibility for individuals with disabilities.

Now, therefore, the parties agree as follows:

1. Establishment of the Local Northwest Tennessee Local Elected Officials Consortium (NWTN LEO)
This multi-jurisdictional arrangement (hereinafter called the “NWTN LEO Consortium”) among all the parties hereto for the express purpose of collectively carrying out the individual responsibilities of each party to this agreement under the WIOA. The NWTN LEO Consortium shall consist of the County Mayor or their successors from the nine (9) member counties, each voting as an individual entity.
2. Identification of Parties to this Agreement
Each of the parties to this Agreement is a county of the State of Tennessee, and as such are general purpose political subdivisions of the State of Tennessee which have the power to levy taxes and spend funds, as well as general corporate and police powers. The governing body of each of the parties to this Agreement is its County Legislative Body and each party is identified as follows:

County Legislative Body Benton County, Tennessee
County Legislative Body Carroll County, Tennessee
County Legislative Body Crockett County, Tennessee
County Legislative Body Dyer County, Tennessee
County Legislative Body Gibson County, Tennessee
County Legislative Body Henry County, Tennessee
County Legislative Body Lake County, Tennessee
County Legislative Body Obion County, Tennessee
County Legislative Body Weakley County, Tennessee

The name, representation, contact information, and signature of each Local Elected Official signing on behalf of the County Legislative Body, is included in #17. Signatures.
3. Geographical Area to be Served by this Agreement
The geographical area which will be served by this Agreement are the entire geographical areas of each of the nine (9) member counties.
4. Local Workforce Development Area Designation
Pursuant to the designation by the Governor, the nine (9) counties constituting the NWTN LEO Consortium shall be a Local Workforce Development Area (LWDA) as provided for in Section 106 of Title I of the WIOA for the geographical area covered by this Agreement.

5. Size of the Population to be Served

The population of the nine (9) county area to be served by this Agreement is 248,338 based upon 2020 US Census Bureau American Community survey.

6. Designation of Single Grant Recipient and Chief Local Elected Official

The parties to this Agreement agree that a Chief Local Elected Official shall be selected to serve as Chairperson by the body of LEOs and shall serve as the Grant Recipient, acting on behalf of the other LEOs to execute any documents as may be reasonably necessary to implement the provisions of the WIOA, including signing contracts related to the expenditure of WIOA funds. A Vice-Chairperson may be selected by the body of LEOs and may be authorized to act on behalf of the Chairperson with the Chairperson's written authority to do so.

- *Appointment process and term of the Chief Local Elected Official*

The Chief Local Elected Official, elected as Chairperson, and the Vice-Chairperson, shall serve a term of four (4) years beginning from his/her date of election and can succeed him- or herself at the agreement of the other LEOs or until the CLEO properly notifies the body of LEOs of the intent to no longer serve. A new Chairperson will be selected by a majority vote of the body of LEOs.

- *Removal process of officers*

The LEOs of this Agreement, may by a **two-thirds 2/3 or 66%** majority vote at a meeting, at which a quorum is present, remove any officer when, in its judgment, the best interest of the LWDA will be served thereby or when the officer is believed to not be performing his/her function, including compliance with conflict of interest requirements and attendance expectations. Intent to recall or remove an officer must be stated in the call of the meeting with notice provided to the officer to be removed and all other voting members at least five (5) days prior to the meeting. The State Workforce Development Board must be notified immediately of a change in the CLEO role.

- *Designation of the CLEO to serve as the signatory authority for the LEO*

The CLEO shall be empowered to sign all legal and non-legal documents on behalf of the LEOs, as designated signatory authority. The CLEO may delegate signatory authority to the VCLEO for when necessary, or for convenience.

- *Decisions that may be made by the CLEO on behalf of the LEOs*

The CLEO shall in general be primarily responsible for the management of the programmatic and administrative affairs of the LEOs and for implementing the policies and directives of the LEOs; shall preside at all meetings of the LEOs; and have authority to sign contracts, proposals, plans, or other instruments which may be reasonably necessary to implement the provisions of WIOA, except in cases where the signing and execution thereof shall be expressly delegated or required by law to be otherwise signed or executed. The CLEO and VCLEO will serve as members of the Executive Committee and Board of Directors of the Northwest TN Workforce Board, representing the interest of the LEOs and making decisions on behalf LEOs as relates to and in conjunction with the local workforce development area and the Northwest TN Workforce Board.

- *The name, title, and contact information of the appointed CLEO*

The following were elected May 17, 2022

Chief Local Elected Official:

John Penn Ridgeway, Mayor of Henry County

101 W. Washington St. Paris, TN 38242

(731) 642-5212

jpridgeway@henrycountyttn.org

Vice Chief Local Elected Official:

Jake Bynum, Mayor of Weakley County
116 West Main Street Dresden, TN 38255
(731) 364-5414
countymayor@weakleycountyttn.us

- *Election of a New County Mayor:* Within thirty (30) business days of the election of a new CLEO or LEO, either participating as a signatory on the Agreement or as a participating LEO, the LWDB must inform the new LEO of the responsibilities and liabilities, as well as the need to review and update any written agreements among the LEOs. Once the newly elected LEO has had an opportunity to review the Interlocal Agreement, the LEO shall submit an addendum acknowledging that he or she has read, understands, and will comply with this LEO Agreement, and reserves the option to request negotiations to amend the LEO Agreement at any time during the official's tenure as a LEO. Newly elected LEO/CLEO will be included as Appendix B, if applicable.

This agreement will be reviewed within ninety (90) days of a county mayor election to determine if updates are required.

7. Designation of Fiscal Agent/Grant Sub-recipient

In accordance with WIOA Sec. 107(d)(12)(B)(i)(II), the CLEO may designate an entity to serve as local fiscal agent. Such designation does not relieve the CLEO of the liability for any misuse of grant funds as apportioned in this Agreement. The parties to this Agreement have agreed ~~the Northwest Tennessee Workforce Board, Inc. (NWTNWB)~~ **Workforce Innovations, Inc.** shall serve as Fiscal Agent for the Northwest TN Local Workforce Development Area. The name, representation, contact information and signature of the Fiscal Agent is included as Appendix A.

~~The Northwest Tennessee Workforce Board, Inc.,~~ **Workforce Innovations, Inc.**, as fiscal agent, shall also serve as Grant Sub-recipient for the Northwest TN Local Workforce Development Area. WIOA funds will flow directly from the State of Tennessee to ~~the Northwest Tennessee Workforce Board, Inc.~~ **Workforce Innovations, Inc.**, as the Grant Sub-recipient.

In general, **Workforce Innovations, Inc.**, as the Fiscal Agent for the Consortium of Local Elected Officials will be responsible for the following functions:

- Receive funds to expend or disburse for the purposes authorized by WIOA
- Ensure sustained fiscal integrity and accountability for expenditures of funds in accordance with Office of Management and Budget circulars, WIOA and the corresponding Federal Regulations and State policies
- Respond to audit financial findings
- Maintain an appropriate system of internal controls, proper accounting records and adequate documentation
- Prepare financial reports
- Provide technical assistance to sub-recipients regarding fiscal issues
- Procure contracts or obtain written agreements
- Conduct financial monitoring of service providers
- Ensure independent audit of all employment and training programs
- Comply with state and federal reporting requirements and timelines as defined by Tennessee Department of Labor and Workforce Development
- Provide requested documentation to state monitors and external auditors
- Other duties as required by direction of the Chief Local Elected Official or the Northwest TN Workforce Board

Additionally, to prevent a lapse in services in the event of a delay in the receipt funding from the Tennessee Department of Labor and Workforce Development, the Fiscal Agent is authorized to secure a line of credit. The line of credit may only be secured upon the approval of the Consortium of the Local Elected Officials

for the specified amount. Once secured, the line of credit may only be utilized with the approval of the Consortium of the Local Elected Officials for the specified amount, and only if the grant funds have been authorized and obligated. Two signatory authorities must sign to access the line of credit. In the event a line of credit is secured and utilized, if a default were to occur, Parties agree to distribute such liability among the parties in proportion to the most recent population estimates available from the U.S. Bureau of the Census at such time that any repayment of funds is required.

8. Liability and Resolving Disallowed Costs

In general, liability for costs rests with the entity responsible for incurring the cost and recovery will be pursued with such entity for any disallowed cost. In the event the responsible entity cannot or will not assume liability for disallowed cost, the parties to this Agreement agree to share liability for the expenditures of funds made available under the WIOA to this local area, in accordance with Sec. 107(d)(12)(B)(I) of the WIOA. Parties agree to distribute such liability among the parties in proportion to the most recent population estimates available from the U.S. Bureau of the Census at such time that any repayment of funds is required. The Fiscal Agent will calculate such liability based on the population estimates and present to the Chief Local Elected Official, who will provide a copy of documentation of all disallowed costs, to the LEO Consortium. Funds will be reimbursed to the TN Department of Labor and Workforce Development as required.

9. Affirmation, Composition, and Appointment of the Local Workforce Development Board (LWDB)

WIOA Section (107)(c)(1)(A) authorizes ~~the CLEOs~~ to appoint the members of the LWDB in accordance with the criteria established under Section 107(b) of the WIOA. Authority to appoint members to the LWDB lies solely with the Chief Local Elected Official. As ex-officio members of the Board, the local elected officials have all rights and privileges stated within the by-laws of the Northwest TN Workforce Board, Inc.

Membership: The number of the members of the Board shall be not less than the minimum number required under the Act as set forth in the Workforce Innovation and Opportunity Act of 2014, as amended from time to time. The number of members may be increased or decreased from time to time by the ~~Chief Local Elected Officials~~ **in consultation with the LEOs** of the counties **as needed**, within the LWDA, but no decrease shall have the effect of shortening the term of an incumbent officer or member or reducing the number of members below the minimum number required under the Act.

The Local Elected Official of each of the counties encompassed within the LWDA may solicit nominations of members of the Board in accordance with the criteria established by the Governor of the State of Tennessee as described in Workforce Services Policy – Local Governance, as amended from time to time, and in accordance with the requirements of LWDB composition as described below.

A majority – **defined as the greater sum of the whole (largest majority)** - of the members of the local board shall be representatives of the private sector as described in paragraph (2)(A) in the WIOA, Section 107. The local elected officials within the LWDA may execute an agreement that specifies the respective roles of the individual local elected officials (a) in the appointment of the members in accordance with the criteria established as provided below; and (b) in carrying out any other responsibilities assigned to such officials under the Workforce Innovation and Opportunity Act of 2014.

The Governor, in partnership with the State board, shall establish criteria for use by chief local elected official in the LWDA for appointment of members of the Board. Such criteria shall require that, at a minimum—

A. Representatives of Business - a ~~minimum of 51% majority~~ **– defined as the greater sum of the whole (largest percentage)** of the members of each local board shall be representatives of business in the local area, who—

- (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;

- (ii) represent businesses, including small businesses (~~at minimum 2 members~~), or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
 - (iii) are appointed from among individuals nominated by local business organizations and business trade associations;
- B. Labor Organization Representatives** - A minimum of 20% of the membership shall be representatives of the workforce within the local area, who—
- (i) shall include two (2) or more representatives of labor organizations nominated by local labor federations in local areas where employers are represented by labor organizations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - (ii) shall include ~~a~~ **one (1) or more** representative(s), who shall be a member of a labor organization or a training director, from a joint labor-management **registered** apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - (iii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
 - (iv) may include (optional) representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of WIOA eligible youth, including representatives of organizations that serve out of school youth;
- C. Representatives of Education & Training** - each local board shall include representatives of entities administering education and training activities in the local area, who—
- (i) shall include **at least one (1)** representative of eligible providers administering adult education and literacy activities under WIOA title II;
 - (ii) shall include **at least one (1)** representative of institutions of higher education providing workforce investment activities (including community colleges);
 - (iii) may include (optional) representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;
- D. Representatives of Government, Economic and Community Development** - each local board shall include representatives of governmental and economic and community development entities serving the local area, who—
- (i) shall include **at least one (1)** representative of economic and community development entities **in the LWDA**;
 - (ii) shall include ~~a~~ **at least one (1)** appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
 - (iii) shall include ~~a~~ **at least one (1)** appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
 - (iv) may include (optional) representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
 - (v) may include (optional) representatives of philanthropic organizations serving the local area; and
- E. Discretionary Representatives** - each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.

SPECIAL RULE.—If there are multiple eligible providers serving the local area by administering adult education and literacy activities under title II, or multiple institutions of higher education serving the local area by providing workforce investment activities, each representative on the local board described in clause

(i) or (ii) of paragraph (c), respectively, shall be appointed from among individuals nominated by local providers representing such providers or institutions, respectively.

Terms: The terms of the Board membership shall be four (4) years. Member terms will be staggered so all terms do not expire at the same time. Members in good standing will automatically renew for an additional four (4) year term until the Board member properly notifies the Chairman of the Board of the intent to no longer serve. ~~In accordance with Workforce Services Local Governance, documentation for renewal of a Local Board member's nomination or their conflict-of-interest form must be received within one (1) full calendar quarter following expiration. The CLEO will sign and submit a Renewal Form to extend the tenure of LWDB members in good standing. The Renewal Form must acknowledge:~~

- ~~• The member's organization that they indicated on the nomination form,~~
- ~~• The member has a conflict-of-interest form signed within 365 days of membership renewal,~~
- ~~• The member has not violated the Local Board's bylaws that would bring cause to the termination of their appointment, and~~
- ~~• The member's new begin and end dates of service, in compliance with the term limits of the Local Board's bylaws.~~

~~All member renewal due to change in employment must include a new nomination form and conflict-of-interest form signed by the LWDB member (if expired or not on file at the time of renewal).~~

Nomination: Nominations shall be solicited by the Chief Local Elected Official from entities of business, government or community development. Nominations must come from the heads of organizations—specifically those representing businesses, labor, education, and economic and community development—to align the workforce and education needs within the State. The CLEO acts as the signatory on behalf of the other LEOs and has final authority to select members to serve on the LWDB. To approve the nomination of each individual selected to serve on the LWDB, the following documentation is required:

- A Nomination Form signed by the CLEO; and
- A Conflict of Interest Form signed by the nominee to the LWDB; and
- ~~• A recommendation letter from the head of the organization the nominee represents, a Chamber of Commerce within the LWDA, or the LEO for the nominee's county. This letter must identify the individual being nominated and must also acknowledge the nominee's optimum policymaking authority, as it aligns with a curriculum vita, resume, or work history, to support the qualifications of the nomination.~~

Additionally, the CLEO shall ensure that the composition of the LWDB is fair and equitable across the LWDA, by requiring at least one (1) nomination per county, and reflective of the demographics of the LWDA in accordance with the most recent US Census and represents diverse geographic areas within the local area, as much as possible.

Prohibition: Staff to the Board, Fiscal Agent staff, staff employed by One-Stop Operators, and contracted service providers shall be prohibited from both nominating members to the board or serving on the board to avoid conflicts of interest.

Appointment and Certification: LWDB member appointments must be signed by the appointing CLEO and submitted to the Staff to the Board using the appropriate Workforce Development Board Nomination Form. Completed nomination forms and required documents as listed above must be submitted to the Tennessee Department of Labor and Workforce Development at Workforce.Board@tn.gov for review. Once the form has been reviewed the Local Board will receive a follow-up letter of certification or denial within five (5) business days; the letter will also make a request for additional information when submitted documentation is insufficient to make a determination. The member must not be seated on to the Local Board until a certification letter from TDLWD has been received to affirm the nomination.

Change in Status: A member who has a change of employment that results in a change of membership classification must resign or be removed by the Chief Local Elected Official immediately as a representative of that entity. Documentation of Board member violation and subsequent removal will be maintained by the LWDA in the form of attendance logs, conflict of interest forms and other documentation deemed necessary.

Mid-Term Appointment: LWDB members replacing out-going individuals at mid-term will serve the remainder of the out-going member term.

Vacancies: Any vacancy occurring on the Board will be filled ~~in a reasonable time period, as defined as the period between the date of resignation and the date of the second subsequent regularly scheduled Board meeting, no later than the subsequent~~ within one (1) full calendar quarter from expiration or the last official day that the member served on the LWDB, ~~including all documentation submitted, approved and confirmed.~~ The CLEO in a LWDA is authorized to make all reappointments of members. Any action taken by the Board, with a vacancy or term expiration beyond the time period described in the by-laws must be approved through a waiver from the TDLWD prior to the Board meeting of such action. Waivers are to be requested in writing to the Assistant Commissioner of Workforce Services with an explanation of why a vacancy was not filled in the defined timeframe and a description of the process underway to fill the vacancy.

Removal: Any member of the Workforce Development Board will be removed for cause by the Chief Local Elected Official (CLEO), if any of the following occurs: (a) documented violation of conflict of interest; (b) failure or refusal to work cooperatively with the Board and to abide by the By-Laws as stated in 5.4; (c) documented proof of fraud and/or abuse; (d) failure to meet Board member representation requirements as defined in WIOA; and (e) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting. Removal of a member requires a two-thirds (2/3) vote at the Board meeting, at which a quorum is present.

Any board member missing three (3) consecutive meetings may be replaced at the sole discretion of the Chief Local Elected Official.

A member who has a change of employment that results in a change of membership classification must resign or be removed by the Chief Local Elected Official immediately as a representative of that entity.

Documentation of Board member violation and subsequent removal will be maintained by the LWDA in the form of attendance logs, conflict of interest forms and other documentation deemed necessary. A Board member subject to removal will be notified, in writing, within fifteen (15) days of the decision and will be provided the reason for removal. A Board member subject to removal may appeal by submitting a letter in writing within 30 days of notice of removal to the CLEO stating reasons to remain as an active member of the Board. The appeal must be sent by certified mail (return receipt) to the CLEO, in care of Executive Director, at 208 N. Mill Ave., Dyersburg, TN 38024. A committee of LEOs will review the appeal and make a decision prior to the next scheduled date of the Board.

Standing Committees: In accordance with WIOA Section 107(b)(4)(A), the Board may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out activities authorized in this section. The primary purpose of standing committees shall be to consider and recommend actions—and propose policies—in the functional areas under their jurisdictions, subject to final approval by the LWDB. Such standing committees shall have a Chair ~~and Vice-Chair~~ representing private business ~~and a Vice-Chair who is a member of the Board representing private-business, labor organization, apprenticeship program, or economic and community development entity~~; may include other members of the Board; and shall include other individuals appointed by the Board who are not members and who are

determined to have appropriate experience and expertise. At a minimum, the Board may designate each of the following:

- (i) The American Job Center Services Committee;
- (ii) The Outreach and Opportunities Committee;
- (iii) The Executive Committee; and
- (iv) When deemed necessary or appropriate the chairperson of the Board shall have the authority to appoint temporary or ad hoc committees, including the chairperson of said committee, for the purpose of special projects.

Board of Directors: The Board of Directors includes the Chief Local Elected Official, the Vice Chief Local Elected Official, the Board Chairperson, the Vice Board Chairperson from the Northwest and Southwest local areas and one regional private sector representative, **labor organization, apprenticeship program, or economic and community development entity** selected by the other Directors. The Northwest Board Chairperson will serve as the President, the Southwest Board Chairperson as Vice President, and the regional ~~private sector~~ representative as Secretary of the entity selected to serve as Fiscal Agent/Staff to the Board. The Board of Directors will serve as the administrative authority in oversight of day-to-day operations in conducting the functions of the board and fiscal agent. The Board of Directors shall have the authority to supervise and manage the employees of the entity serving in the capacity of staff to the Board and Fiscal Agent. The Board of Directors shall be subject to the order of the Board, and none of its acts shall conflict with these By-laws or stated policies of the Board. The Board of Directors shall be responsible for ensuring board actions comply with federal, state and local laws, regulations and policies.

10. Dispute Resolution

In the event that an impasse should arise between the LEOs regarding LWDB appointments, budget approval, the terms and conditions, the performance, or administration of this Agreement, or the execution of other responsibilities under WIOA, the parties agree to attempt to resolve disputes by mutually satisfactory negotiations in lieu of litigation. To this effect, they shall consult and negotiate with each other in good faith, and recognizing their mutual interests, attempt to reach a just and equitable solution satisfactory to all parties. After discussion of all disputed items, the LEOs will vote, with the majority ruling. If a committee is formed from members of the body to resolve the dispute, the committee shall be the final adjudicator and report the resolution to the full LEOs. Continued performance during disputes is assured.

11. Local Board Budget Approval

Annually, in accordance with WIOA Section 107(12)(A), the LWDB will develop the LWDA budget upon notification of allocations from the Tennessee Department of Labor and Workforce Development **with input from the LEOs through participation on the Executive Committee and as ex-officio members of the Workforce Board**. The LWDB will approve the budget by majority vote and present to the CLEO for approval. ~~by a majority vote~~. The Executive Director will advise the Board Chairman and CLEO of additional funding opportunities and special projects between regular meetings and report opportunities and projects to the standing committees for presentation to the full board, including LEOs at regular meetings. Fiscal oversight and performance reviews **of the local area and One-Stop Operator** will occur quarterly at joint LWDB and CLEO meetings **to ensure each county's workforce goals and needs are addressed according to the Local Plan**.

12. Amendment(s)

It is agreed that no modification, amendment or alteration of the terms or conditions contained herein shall be effective unless contained in a written document executed with the same formality and of equal dignity herewith. All amendments or changes must be submitted to the Local Workforce Development Board and the Tennessee Department of Labor and Workforce Development **with all LEO signatures recorded**.

13. Effective Date

This Agreement and any amendments hereto shall be effective between and among each county adopting this Agreement as of the date of the signing by the CLEO, pursuant to the Governor's designation of the aforementioned nine (9) counties, for execution of activities authorized by the Workforce Innovation and Opportunity Act.

14. Termination/Duration of Agreement

This Agreement becomes effective **July 1, 2023**, upon acceptance by all parties, for execution of activities authorized by the Workforce Innovation and Opportunity Act and shall remain in force until such time a County Mayor calls for a modification, amendment, alteration of the terms or conditions contained herein or a maximum of two (2) years from the latest fully executed agreement, **but no later than June 30, 2025**.

15. Communication of LEOs

Whenever a party desires to give notice unto the other, notice must be given in writing or electronic communication. Notices of quarterly meetings of the LWDB will be sent to all LEOs as an invitation to meet jointly in the capacity of ex-officio members with the LWDB. These notices will be sent through electronic means by a designated member of the staff to the Board. Called meetings will be held as deemed necessary and will be coordinated by the CLEO with assistance from staff to the Board. Decisions made by the CLEO/Vice CLEO as a member of the LWDB Executive Committee and Board of Directors will be included as updates at quarterly meetings of the LWDB. Meeting Agendas are set in consultation with the Board Chair and CLEO and will include Board Committee Reports, as well as, an "Other" agenda item to promote membership contribution regarding the shared vision, goals, and strategy. The LEOs serve as ex-officio members of the Northwest TN Workforce Board and are encouraged to attend all meetings to communicate shared goals and assure that the vision and needs of their communities are addressed. Detailed reports are provided to the American Job Center Committee and Outreach and Opportunity Committee to assure resources are utilized for workforce development across the LWDA. The committees report to the full board at quarterly meetings. LEOs will also meet separately annually.

16. Oversight and Performance Review

A primary function of the LWDB and LEOs is to provide oversight. The Staff to the Board provide detailed fiscal, monitoring and performance reports for the LWDA and One-Stop Operator to the appropriate Standing Committee of the LWDB throughout the year. Each standing committee provides a report to the full LWDB. The Executive Committee, which includes members of the LEOs, reviews the fiscal, monitoring and performance reports to assure the One-Stop system maintains an efficient and effective capacity to serve the LWDA, and to ensure each county's workforce goals and needs are addresses according to the local plan. A Financial Status report including budget and expenditures is included on the agenda for each workforce board meeting. In addition to local instruments, the Staff to the Board includes oversight information provided by the State such as Report Cards, Dashboards, Score Cards, etc. to communicate performance related to fiscal, monitoring and oversight of the programs.

17. Signatures

This Agreement is entered into by and on the behalf of:

Mike Ward, Benton County Mayor
1 Court Square, Room 102
Camden, TN 38320
(731) 584-6011
Mark.ward@bentoncountyttn.gov

Date

Joseph Butler, Carroll County Mayor**Date**

625 High Street, Suite 101
Huntingdon, TN 38344
(731) 986-1936
jbutler@carroll.tn.org

David Quick, Dyer County Mayor**Date**

Dyer County Courthouse
PO Box 1360
Dyersburg, TN 38024
(731) 286-7800
countymayor@co.dyer.tn.us

Nelson Cunningham, Gibson County Mayor**Date**

Gibson County Courthouse
Suite 202
Trenton, TN 38382
(731) 855-7613
mayorcunninghamgc@gmail.com

John Penn Ridgeway, Henry County Mayor, Chief Local Elected Official**Date**

101 W Washington St
Paris, TN 38242
(731) 642-5212
jpridgeway@henrycountyttn.org

Danny Cook, Lake County Mayor**Date**

PO Box 1
Tiptonville, TN 38079
(731) 253-7382
dannycooklcmayor@gmail.com

Steve Carr, Obion County Mayor**Date**

PO Box 236
Union City, TN 38261
(731) 885-9611
mayor@obioncountyttn.gov

Jake Bynum, Weakley County Mayor
116 West Main Street, Room 106
Dresden, TN 38225
(731) 364-5413
countymayor@weakleycountyttn.gov

Date

This agreement is effective July 1, 2023 as signified by signature of the Chief Elected Official.

John Penn Ridgeway, Henry County Mayor, Chief Local Elected Official
101 W Washington St
Paris, TN 38242
(731) 642-5212
jpridgeway@henrycountyttn.org

Date

Fiscal Agent Contact

In accordance with WIOA Sec. 107(d)(12)(B)(i)(II), the parties to this Agreement have agreed the **Workforce Innovations, Inc. shall serve as Fiscal Agent for the Northwest TN Workforce Development Area**. The name, representation, contact information and signature of the Fiscal Agent is as follows. By signing this document the Fiscal Agent verifies he/she has read and understands the responsibilities and liabilities of the role as sub-recipient described in WIOA Sec. 107(d)(12)(B)(i)(II). Change in Fiscal Agent will require a new Appendix A signed by all parties.

Jimmy Williamson, President/Chairman
 Northwest TN Workforce Board, Inc.
Jimmy.williamson@att.net
 731-445-1007

Date

Jennifer Bane, Executive Director
 Workforce Innovations, Inc.
jbane@nwtworks.org
 731-286-3585

Date

John Penn Ridgeway, Chief Local Elected Official
 Northwest TN Local Elected Official Co
jpridgeway@henrycountyttn.org
 (731) 642-5212

Date

New Local Elected Official or Chief Local Elected Official:

A newly elected Local Elected Official or Chief Local Elected Official shall sign this addendum acknowledging he/she has read, understands and will comply with this LOCAL ELECTED OFFICIALS INTERLOCAL CONSORTIUM AGREEMENT for Northwest Tennessee Workforce Development Area including Benton, Carroll, Crockett, Dyer, Gibson, Henry, Lake, Obion, and Weakley Counties. The newly elected CLEO or LEO reserves the option to request negotiations to amend the LEO Interlocal Consortium Agreement at any time during the official's tenure as a LEO.

_____, County Mayor _____ Date

Address:
City, State, Zip:
Phone:
Email:

John Penn Ridgeway, Chief Local Elected Official _____ Date
Northwest TN Local Elected Official Consortium
jpridgeway@henrycountyttn.org
(731) 642-5212

Agreement Between Board Chairperson and Chief Local Elected Official

As Board Chairperson, I agree with all aspects set forth by this agreement and will adhere to organizing and facilitating a joint effort in collaborating with the respective Consortium of Local Elected Officials.

Jimmy Williamson, Board Chair

Date

John Penn Ridgeway, Chief Local Elected Official

Date

**BYLAWS FOR THE
NORTHWEST TENNESSEE WORKFORCE BOARD
LOCAL WORKFORCE DEVELOPMENT AREA**

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Article I: Name & Establishment

§ 1.1 Name: This body shall be known as Northwest Tennessee Workforce Board, for the Northwest Tennessee Local Workforce Development Area (NWTN LWDA); hereinafter referred to as “the Board”. The Board is established in accordance with Workforce Innovation and Opportunity Act of 2014 (WIOA), Section 107(b)(2) as an entity within Tennessee’s workforce development system.

Article II: Location

§ 2.1 Location: The principal office of the Board shall be located at 208 North Mill Avenue in Dyersburg, Tennessee, 38024. The Board may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the affairs of the Board may require.

Article III: Mission and Purpose

§ 3.1 Mission and Purpose of the Board: The purpose of this body is to provide policy guidance and exercise oversight with respect to activities under the Workforce Innovation and Opportunity Act of 2014 (WIOA) (or subsequent federal law) in partnership with the units of local government for Northwest TN LWDA. The Board is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes. This Board supports WIOA activities that develop a quality workforce system to meet the needs of area employers and job seekers, so that Northwest Tennessee is an area where business and industry thrive based on the availability of a skilled workforce and a robust talent pipeline, and where increasing wealth fuels prosperous communities and a high quality of life.

In furtherance of such purposes, the Board intends to operate in the Local Workforce Development Area, established by the Governor of the State of Tennessee, encompassing Benton, Carroll, Crockett, Dyer, Gibson, Henry, Lake, Obion, and Weakley counties of Tennessee.

§ 3.2 Term of the Bylaws: ~~The term of the bylaws cannot exceed two (2) years.~~ These bylaws are effective beginning July 1, 2023 ~~with an end date of June 30, 2024.~~ Bylaws must be reviewed every two years from the effective date.

Article IV: Functions of Local Board

§ 4.1 Roles and Responsibilities: Consistent with WIOA section 107(d) and Tennessee Department of Labor and Workforce Development (TDLWD) requirements in partnership with the Local Elected Officials (LEOs) the following roles and responsibilities of the functions of the local board shall include the following:

- (1) LOCAL PLAN – Develop and submit a Strategic Plan in partnership with the Local Elected Officials (LEOs) (as defined in 29 - 29 USC 3123) within the LWDA for submission to the Governor of the State of Tennessee ~~by the Local Board Chair. The LEOs, Chief Local Elected Official (CLEO), and Local Board will collaborate to write and approve the Local Strategic Plan utilizing the board committee structure, including seeking input from appropriate staff to the board and one-stop partner staff, as needed. The Local Strategic Plan will be published for public comment according to TDLWD policy prior to submission to the State Workforce Board.~~ If the local area is part of a planning region that includes other local areas, the Board shall collaborate with the other local boards and chief elected officials in preparation of a regional plan as described in section 106(c)(2);
- (2) WORKFORCE RESEARCH AND REGIONAL LABOR MARKET ANALYSIS – In order to assist in the development and implementation of the local plan, the Board shall:
 - A. Carry out analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training) and regularly update such information; and

- B. Assist the Governor in developing the statewide workforce and labor market information system described in section 15(e) of the Wagner-Peyser Act, specifically in the collection, analysis, and utilization of workforce and labor market information; and
 - C. Conduct other research, data collection, and analysis related to the workforce needs of the regional economy as the board, after receiving input from a wide array of stakeholders.
- (3) CONVENING, BROKERING, LEVERAGING – The Board shall convene local workforce development system stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources.
- (4) EMPLOYER ENGAGEMENT – The Board shall lead efforts to engage with a diverse range of employers:
- A. To promote business representation (particularly representatives with optimal policymaking or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the Board; and
 - B. To develop effective linkages with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities; and
 - C. To ensure that workforce development activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and
 - D. To develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships).
- (5) CAREER PATHWAYS DEVELOPMENT – The Board, with representatives of secondary and postsecondary education programs, shall lead efforts in the local area to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
- (6) PROVEN AND PROMISING PRACTICES – The Board shall lead efforts to:
- A. Identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers (including individuals with barriers to employment) in the local workforce development system, including providing physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system; and
 - B. Identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
- (7) TECHNOLOGY – The local board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers, by—
- A. Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area;
 - B. Facilitating access to services provided through the one-stop delivery system involved, including facilitating the access in remote areas;
 - C. Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and
 - D. Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.
- (8) PROGRAM OVERSIGHT.—The local board, in partnership with the local elected officials for the local area, shall conduct oversight of the One-Stop System, including all WIOA activities and —
- A. (i) conduct oversight for local youth workforce investment activities authorized under section 129(c), local employment and training activities authorized under subsections (c) and (d) of section 134, and the one-stop delivery system in the local area; and
 - (ii) ensure the appropriate use and management of the funds provided under subtitle B for the activities and system described in clause (i); and
 - B. for workforce development activities, ensure the appropriate use, management, and investment of funds to maximize performance outcomes under section 116.

(9) NEGOTIATION OF LOCAL PERFORMANCE ACCOUNTABILITY MEASURES.—The local board, the local elected officials, and the Governor shall negotiate and reach agreement on local performance accountability measures as described in section 116(c).

(10) SELECTION OF OPERATORS AND PROVIDERS.—

A. SELECTION OF ONE-STOP OPERATORS.—Consistent with section 121(d), the local board and the LEOs, subject to the approval of the chief elected official for the local area—

- (i) shall designate or certify one-stop operators as described in section 121(d)(2)(A) and (B), an eligible entity (which may be a consortium of entities) shall be designated or certified as a one-stop operator through a competitive process consistent with federal, state, and local procurement requirements. Procurement results shall be presented to the Executive Committee of the Board, which includes the CLEO as a member, for approval or recommendation to the full Workforce Board, including LEOs serving as ex-officio members; and
- (ii) may terminate for cause the eligibility of such operators based on documentation through monitoring and oversight conducted of non-compliance with the contractual agreement for services procured. Documentation shall be presented to the Executive Committee for approval or recommendation to the full Workforce Board, including LEOs serving as ex-officio members..

B. SELECTION OF YOUTH PROVIDERS.—Consistent with section 123, the local board—

- (i) shall identify eligible providers of youth workforce investment activities in the local area by awarding grants or contracts on a competitive basis consistent with federal, state, and local procurement requirements (except as provided in section 123(b)), based on the recommendations of the youth standing committee, if such a committee is established for the local area under subsection (b)(4); and
- (ii) may terminate for cause the eligibility of such providers.

C. IDENTIFICATION OF ELIGIBLE PROVIDERS OF TRAINING SERVICES.—Consistent with section 122, the local board shall identify eligible providers of training services in the local area, including cost and performance data.

D. IDENTIFICATION OF ELIGIBLE PROVIDERS OF CAREER SERVICES.—If the one-stop operator does not provide career services described in section 134(c)(2) in a local area, the local board shall identify eligible providers of those career services in the local area by awarding contracts through a competitive process, consistent with federal, state, and local procurement requirements. Procurement results shall be presented to the Executive Committee of the Board, which includes the CLEO as a member, for approval or recommendation to the full Workforce Board, including LEOs serving as ex-officio members. The Career Service Provider may be terminated for cause based on documentation through monitoring and oversight conducted of non-compliance with the contractual agreement for services procured. Documentation shall be presented to the Executive Committee for approval or recommendation to the full Workforce Board.

E. CONSUMER CHOICE REQUIREMENTS.—Consistent with section 122 and paragraphs (2) and (3) of section 134(c), the local board shall work with the State to ensure there are sufficient numbers and types of providers of career services and training services (including eligible providers with expertise in assisting individuals with disabilities and eligible providers with expertise in assisting adults in need of adult education and literacy activities) serving the local area and providing the services involved in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.

(11) COORDINATION WITH EDUCATION PROVIDERS.—

A. IN GENERAL.—The local board shall coordinate activities with education and training providers in the local area, including providers of workforce investment activities, providers of adult education and literacy activities under title II, providers of career and technical education (as defined in section 3 of the Carl D. Perkins Career and Technical Education Act of 2006 (20 U.S.C. 2302)) and local agencies administering plans under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741).

B. APPLICATIONS AND AGREEMENTS.—The coordination described in subparagraph (A) shall include—

- (i) consistent with section 232—
 - I. reviewing the applications to provide adult education and literacy activities under title II for the local area, submitted under such section to the eligible agency by eligible providers, to determine whether such applications are consistent with the local plan; and
 - II. making recommendations to the eligible agency to promote alignment with such plan; and
 - (ii) replicating cooperative agreements in accordance with subparagraph (B) of section 101(a)(11) of the Rehabilitation Act of 1973 (29 U.S.C. 721(a)(11)), and implementing cooperative agreements in accordance with that section with the local agencies administering plans under title I of that Act (29 U.S.C. 720 et seq.) (other than section 112 or part C of that title (29 U.S.C. 732, 741) and subject to section 121(f)), with respect to efforts that will enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination.
 - C. COOPERATIVE AGREEMENT.—In this paragraph, the term “cooperative agreement” means an agreement entered into by a State designated agency or State designated unit under subparagraph (A) of section 101(a)(11) of the Rehabilitation Act of 1973.
- (12) BUDGET AND ADMINISTRATION.—
- A. BUDGET.—The local board shall develop a budget, with input from the LEOs through participation on the Executive Committee and as ex-officio members of the Workforce Board, for the activities of the local board in the local area, consistent with the local plan and the duties of the local board under this section, subject to the approval of the Board Chair prior to submission to a majority of the Chief Local Elected Officials— for final approval and submission to the Tennessee Department of Labor and Workforce Development (TDLWD) prior to each program year in accordance with Workforce Services Policy – Local Governance.
 - B. ADMINISTRATION.—
 - (i) GRANT RECIPIENT.—
 - I. IN GENERAL.—The chief elected official in a local area shall serve as the local grant recipient for, and shall be liable for any misuse of, the grant funds allocated to the local area under sections 128 and 133, unless the chief elected official reaches an agreement with the Governor for the Governor to act as the local grant recipient and bear such liability.
 - II. DESIGNATION.—In order to assist in administration of the grant funds, the chief elected official or the Governor, where the Governor serves as the local grant recipient for a local area, may designate an entity to serve as a local grant subrecipient for such funds or as a local fiscal agent. Such designation shall not relieve the chief elected official or the Governor of the liability for any misuse of grant funds as described in subclause (I).
 - III. DISBURSAL.—The local grant recipient or an entity designated under subclause (II) shall disburse the grant funds for workforce investment activities at the direction of the local board, pursuant to the requirements of this title. The local grant recipient or entity designated under subclause (II) shall disburse the funds immediately on receiving such direction from the local board.
 - (ii) GRANTS AND DONATIONS.—The local board may solicit and accept grants and donations from sources other than Federal funds made available under this Act.
 - (iii) TAX-EXEMPT STATUS.—For purposes of carrying out duties under this Act, local boards may incorporate, and may operate as entities described in section 501(c)(3) of the Internal Revenue Code of 1986 that are exempt from taxation under section 501(a) of such Code.
- (13) ACCESSIBILITY FOR INDIVIDUALS WITH DISABILITIES.— The local board shall annually assess the physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), of all one stop centers in the local area. The Executive Committee of the Board shall assess and reassess the physical

and programmatic accessibility on an annual basis or when physical and programmatic changes that may impact access are made.

Note: Except as provided in sec. 107(g)(1)(B), pursuant to a request from the local board, the Governor may grant a written waiver of training prohibition, no local board may provide training services.

Other LWDB roles and responsibilities include:

- (a) Elect a private-sector business representative as LWDB Chair; and
- (b) In accordance with WIOA Section 107(f) the Board may hire a director and other staff to assist in carrying out the functions described in subsection (d) using funds available under sections 128(b) and 133(b) as described in section 128(b)(4).

QUALIFICATIONS.—The local board shall establish and apply a set of objective qualifications for the position of director, that ensures that the individual selected has the requisite knowledge, skills, and abilities, to meet identified benchmarks and to assist in effectively carrying out the functions of the local board.

LIMITATION ON RATE.—The director and staff described in paragraph (1) shall be subject to the limitations on the payment of salaries and bonuses described in section 194(15).

APPOINTMENT.—Pursuant to the above, the Board of Directors are authorized to appoint an Executive Director who is authorized to appoint additional staff to carryout the functions of the Board and Fiscal Agent.

- (c) Create an annual report that must be submitted to the State Office as per guidelines established by the TDLWD; and
- (d) Promote American Job Center programs and activities; and
- (e) Assist the State Office in developing the statewide employment statistics system under the Wagner-Peyser Act; and
- (f) Coordinate with economic development strategies and establish employer linkages with workforce development activities; and
- (g) Carry out regional planning responsibilities as required by the TDLWD; and
- (h) Conduct business in an open manner by making available to the public information about the activities of the LWDB, including the local Strategic Plan before submission, membership, designation of the local Workforce System Operator, the awards of grants or contracts, and minutes of LWDB meetings; and
- (i) Establish or revise local policy through a process of Staff to the Board consulting with either the Board of Directors or a Standing Committee of the LWDB or presenting directly to the LWDB to respond to the policy consideration by vote. All policies will reflect the signature of the LWDB Chair to demonstrate that they have been formally reviewed and approved by the LWDB.

Article V: Membership and Committees

§ 5.1 Membership: The Board shall be established and certified by the Governor of the State to carry out the functions described in Article IV (and any functions specified for the local board under WIOA.) The Chief Local Elected Officials in Northwest TN LWDA are is authorized to appoint the members of the Board in accordance with the State criteria. Authority to appoint members to the LWDB lies solely with the Chief Local Elected Official.

The number of the members of the Board shall be not less than the minimum number required under the Act as set forth in the Workforce Innovation and Opportunity Act of 2014, as amended from time to time. The number of members may be increased or decreased from time to time by the Chief Local Elected Officials, in consultation with the LEOs of the counties as needed, within the LWDA, but no decrease shall have the effect of shortening the term of an incumbent officer or member or reducing the number of members below the minimum number required under the Act.

The Local Elected Official of each of the counties encompassed within the LWDA may solicit nominations of members of the Board in accordance with the criteria established by the Governor of the State of Tennessee as described in Workforce Services Policy – Local Governance, as amended from time to time, and in

accordance with the requirements of LWDB composition as described below. Nominations must come from the heads of organizations—specifically those representing businesses, labor, education, and economic and community development—to align the workforce and education needs within the State.

The CLEO acts as the signatory on behalf of the other LEOs and has final authority to select members to serve on the LWDB. To approve the nomination of each individual selected to serve on the LWDB, the following documentation is required:

- A Nomination Form signed by the CLEO; and
- A Conflict of Interest Form signed by the nominee to the LWDB; and
- ~~A recommendation letter from the head of the organization the nominee represents, a Chamber of Commerce within the LWDA, or the LEO for the nominee's county. This letter must identify the individual being nominated and must also acknowledge the nominee's optimum policymaking authority, as it aligns with a curriculum vita, resume, or work history, to support the qualifications of the nomination.~~

Completed nomination forms must be submitted to the TDLWD for review. Once the form has been reviewed, the LWDB will receive a follow-up letter of certification or denial within five (5) business days. **Nominees will not be approved until all supporting documentation is complete, accurate, and contained in one (1) submission.** The member must not be seated onto the LWDB until a certification letter from TDLWD has been received to affirm the nomination.

A majority – **defined as the greater sum of the whole (largest percentage)** - of the members of the local board shall be representatives of the private sector as described in paragraph (2)(A) in the WIOA, Section 107. The local elected officials within the LWDA may execute an agreement that specifies the respective roles of the individual local elected officials (a) in the appointment of the members in accordance with the criteria established as provided below; and (b) in carrying out any other responsibilities assigned to such officials under the Workforce Innovation and Opportunity Act of 2014.

As ex-officio members of the Board, the **chief local** elected officials have all rights and privileges stated within these by-laws. **As ex-officio members of the Workforce Board, LEOs/CLEO receive notices and all materials and are encouraged to participate in quarterly and special called board meetings. This includes collaborating with the Local Board on the following:**

- Meeting Agendas are set in consultation with the Board Chair and CLEO and will include Board Committee Reports, as well as an “other” agenda item to promote membership contributions.
- Communicating the shared vision, goals and workforce development needs of local communities through attending presentations and review/comment on quarterly and annual reports; and
- Reviewing, monitoring, sharing and communicating with responsible staff/contractors to determine outcomes of performance metrics and any necessary adjustments for improvement.

(1) STATE CRITERIA: The Governor, in partnership with the State board, shall establish criteria for use by the chief elected official in Northwest TN LWDA for appointment of members of the Board in accordance with the requirements of paragraph (2). Further, in accordance with Workforce Services Policy – Local Governance, nominations shall be solicited by the Chief Local Elected Official from entities of business, government or community development. The nominator shall be of a management capacity representing business, labor, education and economic community development. The staff to the LWDB, fiscal agent staff, staff employed by One-Stop Operators, and contracted service providers are prohibited from both nominating members to the board or serving on the board to avoid conflicts of interest.

(2) COMPOSITION.—Such criteria shall require that, at a minimum—

A. **Representatives of Business** - a ~~minimum of 51%~~ **majority – defined as the greater sum of the whole (largest percentage)** - of the members of each local board shall be representatives of business in the local area, who—

- (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;

- (ii) represent businesses, including small businesses ~~(at minimum 2 members)~~, or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
 - (iii) are appointed from among individuals nominated by local business organizations and business trade associations.
- B. **Labor Organization Representatives** - A minimum of 20% of the membership shall be representatives of the workforce within the local area, who—
 - (i) shall include two (2) or more representatives of labor organizations nominated by local labor federations in local areas where employers are represented by labor organizations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - (ii) shall include ~~a one~~ **(1) or more** representative, who shall be a member of a labor organization or a training director, from a joint labor-management **registered** apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - (iii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
 - (iv) may include (optional) representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of WIOA eligible youth, including representatives of organizations that serve out of school youth;
- C. **Representatives of Education & Training** - each local board shall include representatives of entities administering education and training activities in the local area, who—
 - (i) shall include **at least one (1)** representative of eligible providers administering adult education and literacy activities under WIOA title II;
 - (ii) shall include **at least one (1)** representative of institutions of higher education providing workforce investment activities (including community colleges);
 - (iii) may include (optional) representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment.
- D. **Representatives of Government, Economic and Community Development** - each local board shall include representatives of governmental and economic and community development entities serving the local area, who—
 - (i) shall include **at least one (1)** representative of economic and community development entities **in the LWDA**;
 - (ii) shall include ~~at least one (1)~~ appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
 - (iii) shall include ~~at least one (1)~~ appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;
 - (iv) may include (optional) representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
 - (v) may include (optional) representatives of philanthropic organizations serving the local area; and
- E. **Discretionary Representatives** - each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.
- F. **County Representatives** - The CLEO must establish a LWDB that reflects the diversity of the counties that comprise the LWDA by requiring at least one (1) nomination per county. LWDB representation must be fair and equitable across the LWDA and is in accordance with WIOA policy regarding LWDB member nominations. LWDB members must exhibit the demographic diversity of the counties within their respective LWDA.

- (3) **AUTHORITY OF BOARD MEMBERS.**—Members of the board that represent organizations, agencies, or other entities shall be individuals with optimum policymaking **or hiring** authority within the organizations, agencies, or entities. The members of the board shall represent diverse geographic areas and demographic make-up, in accordance with the most recent US Census, within the local area, as much as possible.
- (4) **SPECIAL RULE.**—If there are multiple eligible providers serving the local area by administering adult education and literacy activities under title II, or multiple institutions of higher education serving the local area by providing workforce investment activities, each representative on the local board described in clause (i) or (ii) of paragraph (2)(C), respectively, shall be appointed from among individuals nominated by local providers representing such providers or institutions, respectively.

§ 5.2 Standing Committees: The Board, in accordance with WIOA Section 107(b)(4)(A), may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out activities authorized in this section. The primary purpose of standing committees shall be to consider and recommend actions—and propose policies—in the functional areas under their jurisdictions, subject to final approval by the LWDB. Such standing committees shall have a Chair **and Vice-Chair** who is a member of the Board representing private business **and a Vice-Chair who is a member of the Board representing a private-business, labor organization, apprenticeship program, or economic and community development entity**; may include other members of the Board; and shall include other individuals appointed by the Board who are not members and who are determined to have appropriate experience and expertise. At a minimum, the Board may designate each of the following:

- (1) The American Job Center (AJC) Services Committee will provide information and assist with operational and other issues relating to the one-stop delivery system, which may include representatives of the one-stop partners. This committee will oversee activities related to AJC Technology Services; Coordination with education providers; and Employer engagement functions as outlined in Section 4.1. This committee also supports the Career Development Services Team in their efforts to provide job seekers with opportunities to explore career options, identify barriers, access resources, develop skills, and apply for jobs and the Business Services Team in providing employers with opportunities to identify potential workers, assess skill gaps, and facilitate training of employees to meet employer needs.
- (2) The Outreach and Opportunities Committee will be responsive to the provision of services to individuals with particular service needs, such as veterans, youth ages 16-24, individuals with a disability, dislocated workers, offenders, and others with barriers to employment. The committee will lead local workforce development efforts in the functions related to Career pathways development by recommending alignment of employment, training, education, and supportive services and proven and promising practices identification in meeting the needs of customers of the **American Job Career** Center system and disseminating this information to the Board. This committee will also support the staff in seeking supplemental grant funds to support workforce development efforts in Northwest TN LWDA.
- (3) The Executive Committee shall have the authority to act on behalf of the Board between its business meetings, make recommendations to the Board, and such other duties as specified in these By-laws. The Executive Committee shall be subject to the order of the Board, and none of its acts shall conflict with these By-laws or stated policies of the Board. The Executive Committee will be made up of the chairpersons of each of the aforementioned standing committees, the Vice-Chair of the Board, the Secretary, the Chief Local Elected Official, the Vice Chief Local Elected Official, and the Board Chair. The Board Vice-Chairperson will serve as the Chair of the Executive Committee. This committee will be instrumental in performing the following functions of the Board as outlined in Section 4.1 Development of the Local Strategic Plan: Workforce research and regional labor market analysis; Convening, brokering, and leveraging stakeholders; Program oversight; Selection of Operators and providers; Approval of providers for Eligible Training Provider List; Negotiation of local performance accountability measures; and Budget and administration. In keeping with the requirements for the Accessibility function of the Board outlined in Section 4.1 (13), this committee shall annually assess

the physical and programmatic accessibility of all one stop centers in the local area, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).

- (4) When deemed necessary or appropriate the chairperson of the Board shall have the authority to appoint temporary or ad hoc committees, including the chairperson of said committee, for the purpose of special projects.

5.2.1 Members of Standing Committees not appointed to the Board may attend all meetings of the Board, but shall not have voting rights. Standing Committee members shall serve at the pleasure of the Board and shall advise and counsel the Board on appropriate matters.

§ 5.3 Terms: The terms of members of the Board shall be four (4) years. Member terms will be staggered so all terms do not expire at the same time. Members in good standing will automatically renew for subsequent terms until the Board member properly notifies the Chairperson of the Board of the intent to no longer serve. **In accordance with Workforce Services Local Governance, documentation for renewal of a Local Board member's nomination or their conflict-of-interest form must be received within one (1) full calendar quarter following expiration. The CLEO will sign and submit a Renewal Form to extend the tenure of LWDB members in good standing. The Renewal Form must acknowledge:**

- The member's organization that they indicated on the nomination form,
- The member has a conflict-of-interest form signed within 365 days of membership renewal,
- The member has not violated the Local Board's bylaws that would bring cause to the termination of their appointment, and
- The member's new begin and end dates of service, in compliance with the term limits of the Local Board's bylaws.

All member renewal due to change in employment must include a new nomination form and conflict-of-interest form signed by the LWDB member (if expired or not on file at the time of renewal).

§ 5.4 Board Vacancy: Any vacancy occurring on the Board will be filled ~~in the period between the date of resignation and the date of the second subsequent meeting, no later than the subsequent~~ within one (1) full calendar quarter from ~~expiration or~~ the last official day that the member served on the LWDB, **including all documentation submitted, approved and confirmed.** This includes vacancies created by the removal of members for cause. LWDB members replacing out-going individuals at mid-term will serve the remainder of the out-going member term. Any action taken by the Board, with a vacancy or term expiration beyond the time period described in the by-laws must be approved through a waiver from the TDLWD prior to the Board meeting of such action. Waivers are to be requested in writing to the Assistant ~~Commissioner~~ Administrator of Workforce Services with an explanation of why a vacancy was not filled in the defined timeframe and a description of the process underway to fill the vacancy.

§ 5.5 Removal: Any member of the Board will be removed for cause by the Chief Elected Official (CLEO), if any of the following occurs: (a) documented violation of conflict of interest; (b) failure or refusal to work cooperatively with the Board and to abide by the By-Laws as stated in 5.4; (c) documented proof of fraud and/or abuse and (d) failure to meet board member representation requirements defined in WIOA; (e) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting. Removal of a member requires a two-thirds (2/3) vote at the Board meeting, at which a quorum is present.

5.5.1 Any board member missing three consecutive meetings may be replaced at the sole discretion of the Chief Local Elected Official.

5.5.2 A member who has a change of employment that results in a change of membership classification must resign or be removed by the Chief Local Elected Officials immediately as a representative of that entity.

Documentation of Board member violation and subsequent removal will be maintained by the LWDA in the form of attendance logs, conflict of interest forms and other documentation deemed necessary. A Board member subject to removal will be notified, in writing, within fifteen (15) days of the decision and will be provided the reason for removal. A Board member subject to removal may appeal by submitting a letter in writing within 30 days of notice of removal to the CLEO stating reasons to remain as an active member of the Board. The appeal must be sent by certified mail (return receipt) to the CLEO in care of Executive Director, at 208 N. Mill Ave., Dyersburg, TN 38024. A committee of LEOs will review the appeal and make a decision prior to the next scheduled date of the Board.

§ 5.6 Resignation: A member may resign his or her membership at any time by tendering his or her resignation in writing to the Chairperson, or in the case of the resignation of the Chairperson, to the Vice-Chairperson or the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Board.

§ 5.7 Board Certification: The TDLWD will certify that the composition of each LWDB, including the appointment process, complies with the criteria outlined in WIOA Section 107 and with the Workforce Services Policy – Local Governance. The composition of each LWDB will be evaluated quarterly by TDLWD staff and will coincide with State Workforce Development Board (SWDB) meetings.

5.7.1 LWDB Recertification will be conducted by the TDLWD once every two (2) years to ensure the local workforce activities support meeting local performance measures, as outlined in the local grant agreement, to include LWDB composition requirements. If an LWDB meets all membership requirements but fails to meet all performance measures (**90% of target or higher**), certification will be granted for review period of one (1) year instead of two (2) years. At the end of the one-year review period, the recertification process will be repeated with an updated review of performance and membership composition. If this review shows the LWDB is meeting all performance measures, the regular two-year certification will be continued.

5.7.2 The Governor shall have the authority to decertify a LWDB at any time after providing written notice and opportunity for comment, under the following conditions: (1) Documentation of fraud or abuse; (2) Failure to meet the local performance accountability measures for **2 three (3)** consecutive program years; (3) Failure to meet all LWDB certification requirements; or (4) Failure to carry out the required functions of the LWDB. If the Governor decertifies a LWDB, the Governor may require that a new LWDB be appointed and certified for the LWDA. Certifying a new LWDB will take place pursuant to a reorganization plan developed by the Governor, in consultation with the LEOs, which is consistent with WIOA Section 107(b).

Article VI: Officers

§ 6.1 Board Officers: There shall be a Chairperson, a Vice-Chairperson, and a Secretary of the Board, each of whom shall be elected in accordance with the provisions of this article (§ 6.2). In accordance with WIOA sec. 107(3)(A), the Chair and thus the Vice-Chair shall be representatives of business in the local area. The Board may also elect such other assistant officers as the Board may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for that of the offices of Chairperson, Vice-Chairperson, and Secretary.

§ 6.2 Election and Term of Office: The officers of the Board shall be elected every two years by the Board members, during the designated annual meeting. Each officer shall hold office for a term of two (2) years or until his or her resignation, death or removal from office in the manner provided in these By-laws. An officer may succeed himself or herself in office.

§ 6.3 Board Chairperson: The Chairperson of the Board shall

- (1) be elected from among the members of the Board;
- (2) be a representative of the private sector;

- (3) be designated as the Chairperson of the Board and shall in general be primarily responsible for the management of the programmatic affairs of the Board and for implementing the policies and directives of the Board;
- (4) preside at all meetings of the Board; and
- (5) have authority to **approve and** sign, with the Vice-Chairperson, Secretary or any other proper officer thereunto authorized by the Board, **Local Board budget**, contracts, proposals, **local and regional** plans, **selection and certification of One-Stop Operators and Career Service Providers**, **negotiated local performance measures**, **assessment of programmatic and physical accessibility** or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed. Each chairperson shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her resignation, removal from office, or death. A chairperson may succeed himself or herself. ~~The chairperson shall be natural persons who have attained the age of twenty-one (21) years.~~

§ 6.4 Vice-Chairperson: The Vice-Chairperson shall

- (1) be elected from among the members of the Board;
- (2) be a representative of the private sector;
- (3) preside over the Executive Committee meetings;
- (4) preside at all meetings of the Board during the absence or disability of the Chairperson of the Board;
- (5) be primarily responsible for the general management of the business of the Board and for implementing the policies and directives of the Board in the absence or disability of the Chairperson of the Board;
- (6) have authority to sign, with the Secretary or any other proper officer thereunto authorized by the Board, contracts, proposals, plans, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed; and
- (7) perform such other duties as from time to time may be assigned by the Chairperson of the Board.

§ 6.5 Secretary: The Secretary shall perform the following functions or shall oversee staff to the Board to

- (1) keep the minutes of the proceedings of the Board;
- (2) ensure that all notices are duly given in accordance with the provisions of these By-laws;
- (3) keep a register of the mailing address and electronic addresses of each member of the Board, as furnished to the Secretary by each member; and
- (4) in general perform all duties pertinent to the office of Secretary and such other duties as may from time to time be assigned by the Chairperson of the Board.

§ 6.6 Vacancies: A vacancy in any office, as a result of death, resignation, removal, disqualifications, or otherwise, may be filled by the affirmative vote of a majority of the Board at a meeting, at which a quorum is present, for the unexpired portion of the term of his or her predecessor, and until the next election of officers at the boards annual meeting.

§ 6.7 Recall of Officers: Pursuant to Section 5.4 of these By-Laws the Board may by a two-thirds (2/3) vote at a meeting, at which a quorum is present, remove any officer when, in its judgment, the best interest of the Board will be served thereby. Intent to recall or remove an officer must be stated in the call of the meeting with notice provided to the officer to be removed and all other voting members at least five (5) days prior to the meeting.

§ 6.8 Resignation: An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chairperson or, in the case of the resignation of the Chairperson, to the Vice-Chairperson, or Secretary. A resignation shall become effective upon the date specified in such notice, or if no date is specified, upon receipt of the resignation by the Board. An officer may resign his or her position as an officer of the board, but retain his or her position as a member of the board.

§ 6.9 Board of Directors: The Board of Directors includes the Chief Local Elected Official, the Vice Chief Local Elected Official, the Board Chairperson, the Vice Board Chairperson from the Northwest and Southwest local areas and one regional private sector, labor organization, apprenticeship program, or economic and community development entity representative selected by the other Directors. The Northwest Board Chairperson will serve as the President, the Southwest Board Chairperson as Vice-President, and the regional private sector representative as Secretary of the entity selected to serve as Fiscal Agent/Staff to the Board. The Board of Directors will serve as the administrative authority in oversight of day-to-day operations in conducting the functions of the board and fiscal agent. The Board of Directors shall have the authority to supervise and manage the employees of the entity serving in the capacity of staff to the Board and Fiscal Agent. The Board of Directors shall be subject to the order of the Board, and none of its acts shall conflict with these By-laws or stated policies of the Board. The Board of Directors shall be responsible for ensuring board actions comply with federal, state and local laws, regulations and policies.

Article VII: Meetings

§ 7.1 Regular and Annual meetings: The Board and its committees shall meet at least quarterly for the purpose of transacting business according to the current workforce development needs. There will be one board meeting designated as the annual meeting for the purpose of receiving annual reports from the Administrative Entity, electing officers of the Board and transacting any other Board business. The Chairperson shall fix the time and place and provide notice to all voting members prior to the meeting. The notice shall state the location or means of communication for the meeting (including conference telephone or electronic communications, wherein all Board members have access to the discussion and vote of all participating members), in addition to the time and date. The local board shall make available to the public, through electronic means and print media, notice of upcoming open meetings.

§ 7.2 Special or Called Meetings: Special meetings of the Board may be called by the Chairperson or at the request of the Executive Director. Special meetings may also be called upon the written request of five members of the Board. Special or called meetings may be held under certain circumstances where a pertinent issue needs to come before the Board prior to the next scheduled meeting. This meeting can take place by means of conference telephone or electronic communications, wherein all Board members have access to the discussion and vote of all participating members. The purpose of the meeting shall be stated in the notice and no other business shall be transacted at the meeting. The Chairperson shall fix the time and place and provide notice to all voting members at least five (5) business days prior to the meeting. The notice shall state the location or means of communication for the meeting, in addition to the time and date. The local board shall make available to the public, through electronic means and print media, notice of upcoming open meetings.

§ 7.3 Quorums: One-third (1/3) of the voting members of the Board will constitute a quorum for the transaction of business at any meeting thereof. Action of the Board must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

§ 7.4 Participation in Meetings: Each regular Board member, shall be entitled to one (1) vote on any matter properly submitted for a vote to the Board. The affirmative vote of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these By-laws. Members of the Board absent from any meeting shall be permitted to vote at such a meeting by written proxies. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The members shall be furnished a copy of the minutes of the meetings of the Board prior to the next regularly scheduled meeting.

§ 7.5 Open Meeting Requirement: All meetings and actions of the Board must comply with the Tennessee Open Meeting Act, Tenn. Code Ann. 8-44-101 *et seq.*, along with WIOA Section 107(d), 20CFR 679.390, 20CRF 679.550(b)(5) and Tenn Code Ann 10-7-503(a)(2)(A)(B). Public records must be open to public scrutiny and transparency and accountability must be a part of the function and duties of the LWDB. Business conducted in an

open manner and with accommodations when needed ensures that the public, including people with disabilities, can access information concerning board meetings. The following local policy is set forth:

- Notice of Northwest TN LWDA Board Meetings, including location, date, and time, will be posted on the Board's website and social media page, ~~sent to area newspapers as a public service announcement~~, and be emailed to Board Members and Local Elected Officials for distribution thirty (30) days prior to the meeting ~~and will also serve as public outreach to encourage community engagement.~~
- Board meetings will be conducted in an open manner and available to the public.
- Arrangements will be made upon request for all individuals, including those with disabilities to have physical and electronic access to Board meetings, including appropriate accommodations, such as documents in Braille and large print, sign language interpreters, wheelchair accessibility, and closed captioning.
- WIOA Section 107(e)—along with 20 CFR 679.390—states that LWDBs must make available to the public, on a regular basis through electronic means and open meetings, certain information such as minutes of formal LWDB meetings. Unless otherwise provided by State law, minutes of Board meetings will be made available to the public upon request and will also be available on its website within fifteen (15) business days of the Board's approval of the meeting minutes. Only the formal minutes will be posted on the website; no attachments of presentations at the board meeting will be posted unless the Local Board believe that these attachments are necessary.
- Along with the board minutes, the LWDB must provide the updated LWDB roster to be uploaded on the LWDB's website ~~by the next quarterly calendar board meeting. Failure to do so will result in technical assistance. Multiple offenses may result in a corrective action plan or sanction. The State will maintain and internal comprehensive roster sheet for monitoring purposes.~~ The public-facing roster must include the following information:
 - The name of the LWDB,
 - The date the member was confirmed to serve on the LWDB,
 - The member's first and last name,
 - The member's county of ~~residence~~ representation, and
 - The organization the member represents.
 - ~~The beginning and end dates of the member's conflict of interest statement,~~
 - ~~The category the member represents,~~
 - ~~The nominator's first and last name,~~
 - ~~The organization the nominator represents, and~~
 - ~~Whether the member serves on the Executive Committee.~~

§ 7.6 Presumption of Assent: A member of the Board who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

§ 7.7 Expenses and Compensation: No member shall be entitled to receive compensation for services rendered to the Board, as a member of the Board or as a member of any committee thereof. However, upon prior approval by the Board, a member may be paid for reasonable expenses incurred by the member, which directly related to the affairs of the Board upon proper substantiation of such expenses. No such payments shall preclude any member from serving the Board in any other capacity and receiving compensation therefore.

§ 7.8 Vote by Proxy: Any member of the Board may proxy to another sitting board member by completing and filing the Member Proxy Form. Duly executed proxies must be filed with the Board Chairperson prior to the commencement of the board meeting in which the board member is to be absent. The board member accepting such proxy must be in good standing with the Northwest Tennessee Workforce Board. Any Board member may proxy to another Board member once per year. TDLWD policy prohibits proxy voting more than once per calendar year without written approval from the Board Chair. Such proxies shall be considered valid votes in matters considered by the Board, and shall constitute member participation in absentia.

Article VIII: Staff to the Board

§ 8.1 Staff: In general, the Board and/or the fiscal agent may hire an executive director and other staff to assist in carrying out the functions described in WIOA sec. 107, subsection (d) using funds available under sections 128(b) and 133(b) as described in section 128(b)(4). Pursuant to the above, the Board of Directors are authorized to appoint an Executive Director. The Executive Director is authorized to appoint additional staff to carry out the functions of the Board and Fiscal Agent.

§ 8.2 Qualifications: The Board and/or the fiscal agent shall establish and apply a set of objective qualifications for the position of director that ensures the individual selected has the requisite knowledge, skills, and abilities to meet identified benchmarks and to assist in effectively carrying out the functions of the local board.

§ 8.3 Limitation on Rate: The director and staff described in paragraph (1) shall be subject to the limitations on the payment of salaries and bonuses described in section 194(15).

Article IX: Amendment of the By-Laws

§ 9.1 Amendment of By-Laws: These By-Laws may be altered, amended, or repealed, upon the affirmative two-thirds (2/3) vote of the voting members of the Board at any regular meeting at which a quorum is present, provided that the amendment has been submitted to the voting members of the Board in writing two weeks prior to the meeting at which the vote on the amendment(s) is to be taken.

Article X: Conflict of Interest

§ 10.1 Conflict of Interest: Board members and members of Standing Committees shall adhere to the following in regard to conflict of interest- WIOA Sec. 102 (b)(2)(E)(i) and Sec. 107 (h)(1)(2). A Board member may not vote on or participate in any decision-making regarding any matter that would provide direct financial benefit to the member, the members' immediate family, or any organization the member is or a member represents, or on matters of the provision of services by the member or the entity the member represents.

- (1) Board members shall avoid even the appearance of a conflict of interest. Prior to taking office, Board members must provide to the Board Chair a written declaration of all substantial business interests or relations they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board. Such declarations shall be updated annually ~~or within 30 days of changes in business~~ to reflect any changes in such business interests or relationships. The Board shall appoint an individual to timely review the disclosure information and advise the Local Board Chair and appropriate members of potential conflicts. Board members shall recuse themselves from official board duties if they are involved in a conflict of interest.
- (2) Declarations must be maintained by the Board staff for five (5) years from the original signature date. TDLWD staff will conduct an annual on-site review of all LWDB member's conflict of interest forms in each LWDA. All LWDB member's conflict of interest forms must be available to staff conducting the on-site review and must be verified as current during the review. Expired conflict of interest forms will be noted and documented as a finding.
- (3) LWDB staff must monitor the expiration dates for all LWDB members.
- (4) Prior to a discussion, vote, or decision on any matter before the Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relations to a business entity, organization, or property that would be affected by any official Board action, the member shall disclose the nature and extent of the interest or relationship and shall abstain from discussion and voting on or in any other way participate in the decision on the matter. Board members shall seek the opinion of the

Board if there are any doubts whether specific situations involve a conflict of interest. All abstentions shall be recorded in the minutes of the Board meeting and be maintained as part of the official record.

- (5) It is the responsibility of the Board Chair to monitor the potential conflict of interest and bring it to the Board's attention in the event the member does not make a self-declaration.
- (6) The CLEO is prohibited from appointing members to the LWDB that are employed by the Fiscal Agent, LWDB staff, or LWDB staff entity (e.g. OSO, or CSP).
- (7) The Board shall ensure that the Board, its members or its employees do not directly control the daily activities of its workforce service providers, its workforce system partners, or its contractors.
- (8) Board members or their organizations may receive services as a customer of a local workforce service provider.
- (9) Board members shall not accept bribes, kickbacks or any gift, rebate, money or anything of value whatsoever, or any promise, obligation or contract for future reward, compensation, property or item of value, including intellectual property, for the purpose or result of causing detriment to another and/or bringing about some benefit to oneself or others.
- (10) The Board shall select or designate an organization to perform duties related to WIOA such as developing a written agreement with the Board and Local Elected Official, which shall clarify how the organization will carry out its multiple responsibilities while demonstrating compliance with WIOA, corresponding regulations, relevant Office Management and Budget circulars, and with the Workforce Services Policy - WIOA (Conflict of Interest Policy), minimize fiscal risk, and develop appropriate steps within the single entity performing multiple functions.
- (11) In the event the Board is selected as a One-Stop Operator, through a competitive process conducted by a third party, the Board shall establish sufficient "firewalls" and conflict of interest policies and procedures consistent with the Workforce Services Policy - WIOA (Conflict of Interest Policy). The Board shall also ensure that all new staff members and providers are informed about this policy, and that appropriate staff members are familiar with it and its requirements in order to prepare state or local plans and the conflict of interest policy.
- (12) The Board shall also ensure training concerning internal conflicts of interest for any entities directly involved with making assessments and determining the eligibility of participants. Documentation of training must be maintained and made available for review and audit purposes.

Article XI: Compliance with Law

§ 11.1 Compliance with Law: The Board acknowledges that in execution of its business, the Board shall:

- (1) Comply with all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards or regulations for the LWDA, Sunshine Law, and the State Travel Regulations;
- (2) Comply with Workforce Innovation and Opportunity Act of 2014 (WIOA) and other appropriate regulations, as well as, policies and directives from the Tennessee Department of Labor and Workforce Development and the State Workforce Board.
- (3) Local Boards shall be subject to TCA 10-7-503(a)(2)(A)(B):
 - (2)(A) Records shall, at all times during business hours, be open for personal inspection by any citizen of this state, and those in charge of the records shall not refuse such right of inspection to any citizen, unless otherwise provided by state law.
 - (2)(B) The custodian of a public record or the custodian's designee shall promptly make available for inspection any public record not specifically exempt from disclosure. In the event it is not practicable for the record to be promptly available for inspection, the custodian shall, within seven (7) business days, from the date of the Local Board meeting:
 - (i) Make the information available to the requestor;
 - (ii) Deny the request in writing or by completing a records request response form developed by the office of open records counsel. The response shall include the basis for the denial; or

- (iii) Furnish the requestor a completed records request response form developed by the office of open records counsel stating the time reasonably necessary to produce the record or information.

Article XII: Rules of Order

§ 12.1 Rules of Order: The Board will adhere to Robert's Rules of Order; Revised. In the Event any provision of these By-Laws conflict with Robert's Rules of Order; Revised, the provisions of these By-Laws shall govern.

Signatures

Revisions approved by Northwest Tennessee Workforce Board on 5/23/2023

As signed by:

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Date

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Date

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Date

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Date

LOCAL ELECTED OFFICIALS AND LOCAL WORKFORCE DEVELOPMENT BOARD PARTNERSHIP AGREEMENT

Northwest Tennessee Local Elected Officials Northwest Tennessee Workforce Board

In accordance with Workforce Innovation and Opportunity Act (WIOA) of 2014, Section 107(b)(1), the Governor, in partnership with the State Workforce Board shall establish criteria for the appointment of Local Workforce Development Board members by the Local Elected Officials. The Tennessee Department of Labor and Workforce Development (TDLWD), as the designated representative of the Governor, provides guidance on the required inclusions of such an agreement. For Northwest TN Workforce Development Area (NWTN WDA), the Local Elected Officials (LEOs) include the county mayors/executives from the following counties in Tennessee: Benton County, Carroll County, Crockett County, Dyer County, Gibson County, Henry County, Lake County, Obion County, and Weakley County.

Whereas, the local elected officials, within the meaning of the Workforce Development Act, are the County Mayors/Executives of each county referenced above; and,

Whereas, the WIOA requires the establishment of a Local Workforce Development Board (LWDB) to provide policy guidance for, and exercise oversight with respect to, activities under the job training program for its workforce development region in partnership with the general local governments within its LWDA; and,

Whereas, per WIOA Section 107(c)(1)(A), it is the responsibility of the Chief Local Elected in the LWDA to appoint members of the Local Workforce Development Board in accordance with the WIOA and an Agreement entered into by the County Mayor of each county.

The following provisions, as included in the Local Elected Official Interlocal Agreement, the Northwest TN Workforce Board Bylaws, Tennessee Department of Labor and Workforce Development Services Policy - Interlocal and Partnership Agreements and Local Workforce Development Board Nomination Process, are agreed upon by all parties to this agreement:

1. Local Board Membership

WIOA Section (107)(c)(1)(A) authorizes the CLEO to appoint the members of the LWDB in accordance with the criteria established under Section 107(b) of the WIOA. Authority to appoint members to the LWDB lies solely with the Chief Local Elected Official. As ex-officio members of the Board, the local elected officials have all rights and privileges stated within the bylaws of the Northwest TN Workforce Board.

Membership: The number of the members of the Board shall be not less than the minimum number required under the Act as set forth in the Workforce Innovation and Opportunity Act of 2014, as amended from time to time. The number of members may be increased or decreased from time to time by the chief elected officials of the counties within the LWDA, but no decrease shall have the effect of shortening the term of an incumbent officer or member or reducing the number of members below the minimum number required under the Act.

The Local Elected Official of each of the counties encompassed within the LWDA may solicit nominations of members of the Board in accordance with the criteria established by the Governor of the State of Tennessee as described in Workforce Services Policy – Local Governance, as amended from time to time, and in accordance with the requirements of LWDB composition as described below.

A majority of the members of the local board shall be representatives of the private sector as described in paragraph (2)(A) in the WIOA, Section 107. The local elected officials within the

LWDA may execute an agreement that specifies the respective roles of the individual local elected officials (a) in the appointment of the members in accordance with the criteria established as provided below; and (b) in carrying out any other responsibilities assigned to such officials under the Workforce Innovation and Opportunity Act of 2014.

The Governor, in partnership with the State board, shall establish criteria for use by chief local elected official in a LWDA for appointment of members of the Board. Such criteria shall require that, at a minimum—

- (a) **Representatives of Business** - a minimum of 51% of the members of each local board shall be representatives of business in the local area, who—
 - (i) are owners of businesses, chief executives or operating officers of businesses, or other business executives or employers with optimum policymaking or hiring authority;
 - (ii) represent businesses, including small businesses (at minimum 2 members), or organizations representing businesses that provide employment opportunities that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area; and
 - (iii) are appointed from among individuals nominated by local business organizations and business trade associations;
- (b) **Labor Organization Representatives** - A minimum of 20% of the membership shall be representatives of the workforce within the local area, who—
 - (i) shall include two (2) or more representatives of labor organizations nominated by local labor federations in local areas where employers are represented by labor organizations, or (for a local area in which no employees are represented by such organizations) other representatives of employees;
 - (ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists;
 - (iii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
 - (iv) may include (optional) representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of WIOA eligible youth, including representatives of organizations that serve out of school youth;
- (c) **Representatives of Education & Training** - each local board shall include representatives of entities administering education and training activities in the local area, who—
 - (i) shall include a representative of eligible providers administering adult education and literacy activities under WIOA title II;
 - (ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);
 - (iii) may include (optional) representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to employment;
- (d) **Representatives of Government, Economic and Community Development** - each local board shall include representatives of governmental and economic and community development entities serving the local area, who—
 - (i) shall include a representative of economic and community development entities;
 - (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act (29 U.S.C. 49 et seq.) serving the local area;
 - (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741), serving the local area;

- (iv) may include (optional) representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance; and
- (v) may include (optional) representatives of philanthropic organizations serving the local area; and
- (e) **Discretionary Representatives** - each local board may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.

SPECIAL RULE.—If there are multiple eligible providers serving the local area by administering adult education and literacy activities under title II, or multiple institutions of higher education serving the local area by providing workforce investment activities, each representative on the local board described in clause (i) or (ii) of paragraph (c), respectively, shall be appointed from among individuals nominated by local providers representing such providers or institutions, respectively.

Terms: The terms of the Board membership shall be four (4) years. Member terms will be staggered so all terms do not expire at the same time. Members in good standing will automatically renew for an additional four (4) year term until the Board member properly notifies the Chairman of the Board of the intent to no longer serve. The CLEO will make all reappointments of LWDB members by one full quarter of the term of expiration.

Nomination: Nominations shall be solicited by the Chief Local Elected Official from entities of business, government or community development. Nominations must come from the heads of organizations—specifically those representing businesses, labor, education, and economic and community development—to align the workforce and education needs within the State. The CLEO acts as the signatory on behalf of the other LEOs and has final authority to select members to serve on the LWDB. To approve the nomination of each individual selected to serve on the LWDB, the following documentation is required:

- A Nomination Form signed by the CLEO; and
- A Conflict of Interest Form signed by the nominee to the LWDB; and
- A recommendation letter from the head of the organization the nominee represents, a Chamber of Commerce within the LWDA, or the LEO for the nominee's county. This letter must identify the individual being nominated and must also acknowledge the nominee's optimum policymaking authority, as it aligns with a curriculum vita, resume, or work history, to support the qualifications of the nomination.

Additionally, the LWDB officers and CLEO shall ensure that the composition of the LWDB reflects the demographics of the LWDA in accordance with the most recent US Census and represents diverse geographic areas within the local area, as much as possible, by requiring at least one (1) nomination per county.

Prohibition: Staff to the Board, Fiscal Agent staff, staff employed by One-Stop Operators, and contracted service providers shall be prohibited from both nominating members to the board or serving on the board to avoid conflicts of interest.

Appointment and Certification: LWDB member appointments must be signed by the appointing CLEO and submitted to the Staff to the Board using the appropriate Workforce Development Board Nomination Form. Completed nomination forms and required documents as listed above must be submitted to the Tennessee Department of Labor and Workforce Development at Workforce.Board@tn.gov for review. Once the form has been reviewed the Local Board will receive a follow-up letter of certification or denial within five (5) business days; the letter will also make a request for additional information when submitted documentation is insufficient to make a determination. The member must not be seated on to the Local Board until a certification letter from TDLWD has been received to affirm the nomination.

Change in Status: A member who has a change of employment that results in a change of membership classification must resign or be removed by the Chief Local Elected Official immediately as a representative

of that entity. Documentation of Board member violation and subsequent removal will be maintained by the LWDA in the form of attendance logs, conflict of interest forms and other documentation deemed necessary.

Mid-Term Appointment: LWDB members replacing out-going individuals at mid-term will serve the remainder of the out-going member term.

Vacancies: Any vacancy occurring on the Board will be filled in a reasonable time period, as defined as the period between the date of resignation and the date of the second subsequent regularly scheduled Board meeting, no later than the subsequent calendar quarter from the last official day that the member served on the LWDB. The CLEO in a LWDA is authorized to make all reappointments of members. Any action taken by the Board, with a vacancy or term expiration beyond the time period described in the by-laws must be approved through a waiver from the TDLWD prior to the Board meeting of such action. Waivers are to be requested in writing to the Assistant Commissioner of Workforce Services with an explanation of why a vacancy was not filled in the defined timeframe and a description of the process underway to fill the vacancy.

Removal: Any member of the Workforce Development Board will be removed for cause by the Chief Local Elected Official (CLEO), if any of the following occurs: (a) documented violation of conflict of interest; (b) failure or refusal to work cooperatively with the Board and to abide by the By-Laws as stated in 5.4; (c) documented proof of fraud and/or abuse; (d) failure to meet Board member representation requirements as defined in WIOA; and (e) other causes as determined by the Board. Removal of a member shall also constitute removal as an officer of the Board and as a member of all committees of the Board. Intent to remove a member must be stated in the call of the meeting and be provided to all voting members at least five (5) days prior to the meeting. Removal of a member requires a two-thirds (2/3) vote at the Board meeting, at which a quorum is present.

Any board member missing three (3) consecutive meetings may be replaced at the sole discretion of the Chief Local Elected Official.

A member who has a change of employment that results in a change of membership classification must resign or be removed by the Chief Local Elected Official immediately as a representative of that entity.

Documentation of Board member violation and subsequent removal will be maintained by the LWDA in the form of attendance logs, conflict of interest forms and other documentation deemed necessary. A Board member subject to removal will be notified, in writing, within fifteen (15) days of the decision and will be provided the reason for removal. A Board member subject to removal may appeal by submitting a letter in writing within 30 days of notice of removal to the CLEO stating reasons to remain as an active member of the Board. The appeal must be sent by certified mail (return receipt) to the CLEO, in care of Executive Director, at 208 N. Mill Ave., Dyersburg, TN 38024. A committee of LEOs will review the appeal and make a decision prior to the next scheduled date of the Board.

2. **Relationship Between Chief Elected Officials and the Local Workforce Development Board**

Local Plan Requirements: Consistent with Section 108, NWTN WDA, in partnership with the local elected officials for the local area involved, shall develop and submit a local plan to the Governor that is consistent with the State's Plan. Upon issuance of guidance from the Tennessee Department of Labor and Workforce Development, the Staff to the Board, in conjunction with the LWDB and LEOs, shall develop all Agreements, Memorandums of Understanding, Assurances and other documents required by Workforce Innovation and Opportunity Act legislation and Tennessee Department of Labor and Workforce Development Workforce Services Division policies. Additionally, the local strategic plan will be published for public comment for a minimum of fifteen days upon approval by the LWDB and prior to submission to the State Workforce Board. If the local area is part of a planning region that includes other local areas, the Board shall collaborate with the other local boards and chief elected officials in preparation of a regional plan as described in section 106(c)(2).

Budget and Approval: Annually, in accordance with WIOA Section 107(12)(A), the LWDB will develop the LWDA budget upon notification of allocations from the Tennessee Department of Labor and Workforce Development. The LWDB will approve the budget by majority vote and present to the LEOs for approval by a majority vote. The Executive Director will advise the Board Chairman and CLEO of additional funding opportunities and special projects between regular meetings and report opportunities and projects to the standing committees for presentation to the full board, including LEO at regular meetings.

Workforce System Operator and Service Provider(s): Consistent with WIOA Section 107(d)(10) and the Workforce Services Policy regarding One-Stop Delivery and Design System, paragraph (D) of the Local Board Responsibilities section, LWDBs, in consultation with the LEOs, are responsible for the oversight and selection of the Operator and Career Service Provider(s) of the local Workforce System. In accordance with the Regional Planning Council, LWDBs must designate an Operator for their LWDA that will ensure seamless service delivery within each center. Consistent with section 121(d), the local board, with the agreement of a majority vote of local elected officials for the local area—

- (i) shall designate or certify one-stop operators and service providers as described in section 121(d)(2)(A); and
- (ii) may terminate for cause the eligibility of such operators and services providers as documented through regular monitoring and oversight, and reporting to the Board, as outlined in the Board's policies.

In order to conduct a competitive process for the selection of a one-stop operator and service providers in accordance with 121(d)(2)(A), the Board, with the agreement of the LEOs, shall issue a Request for Proposals for a designated time period, with public notice being provided through print media and / or electronic means. Proposals received shall be reviewed by a committee approved by the Board and LEOs. The review committee shall make a recommendation to the Board and CLEO for selection of the Operator and service provider(s). The selected Operator and service provider(s) shall enter into a contract with the Board as developed by the fiscal agent.

In the event the Board is selected as a One-Stop Operator, through a competitive process conducted by a third party, the Board shall establish sufficient “firewalls” and conflict of interest policies and procedures consistent with the Workforce Services Policy - WIOA (Conflict of Interest Policy). The Board shall also ensure that all new staff members and providers are informed about this policy, and that appropriate staff members are familiar with it and its requirements in order to prepare state or local plans and the conflict of interest policy.

Standing Committees: In accordance with WIOA Section 107(b)(4)(A), the Board may designate and direct the activities of standing committees to provide information and to assist the Board in carrying out activities authorized in this section. The primary purpose of standing committees shall be to consider and recommend actions—and propose policies—in the functional areas under their jurisdictions, subject to final approval by the LWDB. Such standing committees shall have a Chair and Vice-Chair representing private business; may include other members of the Board; and shall include other individuals appointed by the Board who are not members and who are determined to have appropriate experience and expertise. At a minimum, the Board may designate each of the following:

- (i) The American Job Center Services Committee;
- (ii) The Outreach and Opportunities Committee;
- (iii) The Executive Committee; and
- (iv) When deemed necessary or appropriate the chairperson of the Board shall have the authority to appoint temporary or ad hoc committees, including the chairperson of said committee, for the purpose of special projects.

Board of Directors: The Board of Directors includes the Chief Local Elected Official, the Vice Chief Local Elected Official, the Board Chairperson, the Vice Board Chairperson from the Northwest and Southwest local areas and one regional private sector representative selected by the other Directors. The Northwest Board Chairperson will serve as the President, the Southwest Board Chairperson as Vice-President and the

regional private sector representative as Secretary of the entity selected to serve as Fiscal Agent/Staff to the Board. The Board of Directors will serve as the administrative authority in oversight of day-to-day operations in conducting the functions of the board and fiscal agent. The Board of Directors shall have the authority to supervise and manage the employees of the Northwest Tennessee Workforce Board, Inc. serving in the capacity of staff to the Board and Fiscal Agent. The Board of Directors shall be subject to the order of the Board, and none of its acts shall conflict with these By-laws or stated policies of the Board. The Board of Directors shall be responsible for ensuring board actions comply with federal, state and local laws, regulations and policies.

Local Board Policy: As the Staff to the Board finds the need to adopt, amend or discard local policy regarding services and functions for consumers of training and educational services allowed by the Workforce Innovation and Opportunity Act, the Staff to the Board will either consult with the Board of Directors, a Standing Committee of the LWDB or present directly to the LWDB on the need for policy implementation or amendment. At such point where it is appropriate, the Committee will make a recommendation to the LWDB, which includes the LEOs of all counties in NWTN WDA, to respond to the policy consideration. The LWDB, with the ability and flexibility to make decisions regarding local and regional workforce development needs, will adopt or disallow the policy consideration by a majority of its voting members. All policies will reflect the signature of the LWDB Chair to demonstrate that they have been formally reviewed and approved by the LWDB.

3. **Local Board Roles and Responsibilities**

In partnership with the Local Elected Officials and the Local Workforce Development Board, consistent with WIOA Section 107(d)8, the following roles and responsibilities will be:

- (a) LOCAL PLAN – Develop and submit a Strategic Plan in partnership with the Local Elected Officials (LEOs) (as defined in 29 - 29 USC 3123) within the LWDA for submission to the Governor of the State of Tennessee. If the local area is part of a planning region that includes other local areas, the Board shall collaborate with the other local boards and chief elected officials in preparation of a regional plan as described in section 106(c)(2);
- (b) WORKFORCE RESEARCH AND REGIONAL LABOR MARKET ANALYSIS – In order to assist in the development and implementation of the local plan, the Board shall:
 - (i) Carry out analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities (including education and training) and regularly update such information; and
 - (ii) Assist the Governor in developing the statewide workforce and labor market information system described in section 15(e) of the Wagner-Peyser Act, specifically in the collection, analysis, and utilization of workforce and labor market information; and
 - (iii) Conduct other research, data collection, and analysis related to the workforce needs of the regional economy as the board, after receiving input from a wide array of stakeholders.
- (c) CONVENING, BROKERING, LEVERAGING – The Board shall convene local workforce development system stakeholders to assist in the development of the local plan and in identifying non-Federal expertise and resources.
- (d) EMPLOYER ENGAGEMENT – The Board shall lead efforts to engage with a diverse range of employers:
 - (i) To promote business representation (particularly representatives with optimal policymaking or hiring authority from employers whose employment opportunities reflect existing and emerging employment opportunities in the region) on the Board; and
 - (ii) To develop effective linkages with employers in the region to support employer utilization of the local workforce development system and to support local workforce investment activities; and
 - (iii) To ensure that workforce development activities meet the needs of employers and support economic growth in the region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and

- (iv) To develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers (such as the establishment of industry and sector partnerships).
- (e) CAREER PATHWAYS DEVELOPMENT – The Board, with representatives of secondary and postsecondary education programs, shall lead efforts in the local area to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
- (f) PROVEN AND PROMISING PRACTICES – The Board shall lead efforts to:
 - (i) Identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers, and jobseekers (including individuals with barriers to employment) in the local workforce development system, including providing physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), to the one-stop delivery system; and
 - (ii) Identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
- (i) TECHNOLOGY – The local board shall develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers, by—
 - (ii) Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area;
 - (iii) Facilitating access to services provided through the one-stop delivery system involved, including facilitating the access in remote areas;
 - (iv) Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system, such as improving digital literacy skills; and
 - (v) Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment.
- (g) PROGRAM OVERSIGHT.—The local board, in partnership with the local elected officials for the local area, shall conduct oversight of the One-Stop System, including all WIOA activities and —
 - (i) conduct oversight for local youth workforce investment activities authorized under section 129(c), local employment and training activities authorized under subsections (c) and (d) of section 134, and the one-stop delivery system in the local area; and
 - (ii) ensure the appropriate use and management of the funds provided under subtitle B for the activities and system described in clause (i); and
 - (iii) for workforce development activities, ensure the appropriate use, management, and investment of funds to maximize performance outcomes under section 116.
- (h) NEGOTIATION OF LOCAL PERFORMANCE ACCOUNTABILITY MEASURES.—The local board, the local elected officials, and the Governor shall negotiate and reach agreement on local performance accountability measures as described in section 116(c).
- (i) SELECTION OF ONE-STOP OPERATORS.—Consistent with section 121(d), the local board and the LEOs, with the agreement of the chief elected official for the local area—
 - (i) shall designate or certify one-stop operators as described in section 121(d)(2)(A); and
 - (ii) may terminate for cause the eligibility of such operators.
- (j) SELECTION OF YOUTH PROVIDERS.—Consistent with section 123, the local board—
 - (i) shall identify eligible providers of youth workforce investment activities in the local area by awarding grants or contracts on a competitive basis (except as provided in section 123(b)), based on the recommendations of the youth standing committee, if such a committee is established for the local area under subsection (b)(4); and
 - (ii) may terminate for cause the eligibility of such providers.
- (k) IDENTIFICATION OF ELIGIBLE PROVIDERS OF TRAINING SERVICES.—Consistent with section 122, the local board shall identify and include eligible providers of training services in the

local area on the Statewide Eligible Training Provider List which includes cost and performance data.

- (l) IDENTIFICATION OF ELIGIBLE PROVIDERS OF CAREER SERVICES.—If the one-stop operator does not provide career services described in section 134(c)(2) in a local area, the local board shall identify eligible providers of those career services in the local area by awarding contracts.
- (m) CONSUMER CHOICE REQUIREMENTS.—Consistent with section 122 and paragraphs (2) and (3) of section 134(c), the local board shall work with the State to ensure there are sufficient numbers and types of providers of career services and training services (including eligible providers with expertise in assisting individuals with disabilities and eligible providers with expertise in assisting adults in need of adult education and literacy activities) serving the local area and providing the services involved in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.
- (n) COORDINATION WITH EDUCATION PROVIDERS.—
 - (i) IN GENERAL.—The local board shall coordinate activities with education and training providers in the local area, including providers of workforce investment activities, providers of adult education and literacy activities under title II, providers of career and technical education (as defined in section 3 of the Carl D. Perkins Career and Technical Education Act of 2006 (20 U.S.C. 2302)) and local agencies administering plans under title I of the Rehabilitation Act of 1973 (29 U.S.C. 720 et seq.), other than section 112 or part C of that title (29 U.S.C. 732, 741).
 - (ii) APPLICATIONS AND AGREEMENTS.—The coordination described in subparagraph (A) shall include—
 - consistent with section 232— reviewing the applications to provide adult education and literacy activities under title II for the local area, submitted under such section to the eligible agency by eligible providers, to determine whether such applications are consistent with the local plan; and making recommendations to the eligible agency to promote alignment with such plan; and
 - replicating cooperative agreements in accordance with subparagraph (B) of section 101(a)(11) of the Rehabilitation Act of 1973 (29 U.S.C. 721(a)(11)), and implementing cooperative agreements in accordance with that section with the local agencies administering plans under title I of that Act (29 U.S.C. 720 et seq.) (other than section 112 or part C of that title (29 U.S.C. 732, 741) and subject to section 121(f)), with respect to efforts that will enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration, and coordination.

COOPERATIVE AGREEMENT.—In this paragraph, the term “cooperative agreement” means an agreement entered into by a State designated agency or State designated unit under subparagraph (A) of section 101(a)(11) of the Rehabilitation Act of 1973.
- (o) BUDGET AND ADMINISTRATION.—
 - A. BUDGET.—The local board shall develop a budget for the activities of the local board in the local area, consistent with the local plan and the duties of the local board under this section, subject to the approval of a majority of the local elected officials and submitted to the Tennessee Department of Labor and Workforce Development (TDLWD) prior to each program year in accordance with Workforce Services Policy – Local Governance.
 - (i) ADMINISTRATION.—
 - GRANT RECIPIENT.—
 - IN GENERAL.—The chief elected official in a local area shall serve as the local grant recipient for, and shall be liable for any misuse of, the grant funds allocated to the local area under sections 128 and 133, unless the chief elected official reaches an agreement with the Governor for the Governor to act as the local grant recipient and bear such liability.

- **DESIGNATION.**—In order to assist in administration of the grant funds, the chief elected official or the Governor, where the Governor serves as the local grant recipient for a local area, may designate an entity to serve as a local grant subrecipient for such funds or as a local fiscal agent. Such designation shall not relieve the chief elected official or the Governor of the liability for any misuse of grant funds as described in subclause (I).
- **DISBURSAL.**—The local grant recipient or an entity designated under subclause (II) shall disburse the grant funds for workforce investment activities at the direction of the local board, pursuant to the requirements of this title. The local grant recipient or entity designated under subclause (II) shall disburse the funds immediately on receiving such direction from the local board.

GRANTS AND DONATIONS.—The local board may solicit and accept grants and donations from sources other than Federal funds made available under this Act.

TAX-EXEMPT STATUS.—For purposes of carrying out duties under this Act, local boards may incorporate, and may operate as entities described in section 501(c)(3) of the Internal Revenue Code of 1986 that are exempt from taxation under section 501(a) of such Code.

- (p) **ACCESSIBILITY FOR INDIVIDUALS WITH DISABILITIES.**— The local board shall annually assess the physical and programmatic accessibility, in accordance with section 188, if applicable, and applicable provisions of the Americans with Disabilities Act (ADA) of 1990 (42 U.S.C. 12101 et seq.), of all one stop centers in the local area. Assessments will be formally conducted through the certification process, to include an ADA review from Vocational Rehabilitation. Continued compliance will be ensured through monitoring and oversight of the One-Stop Operator and service provider(s), which may include periodic site visits.

Note: Except as provided in sec. 107(g)(1)(B), pursuant to a request from the local board, the Governor may grant a written waiver of training prohibition, no local board may provide training services.

Other LWDB roles and responsibilities include:

- (a) Elect a private-sector business representative as LWDB Chair; and
- (b) In accordance with WIOA Section 107(f) the Board may hire a director and other staff to assist in carrying out the functions described in subsection (d) using funds available under sections 128(b) and 133(b) as described in section 128(b)(4).

QUALIFICATIONS.— The local board shall establish and apply a set of objective qualifications for the position of director, that ensures that the individual selected has the requisite knowledge, skills, and abilities, to meet identified benchmarks and to assist in effectively carrying out the functions of the local board.

LIMITATION ON RATE.—The director and staff described in paragraph (1) shall be subject to the limitations on the payment of salaries and bonuses described in section 194(15).

APPOINTMENT.—Pursuant to the above, the Board of Directors are authorized to appoint an Executive Director of the Northwest Tennessee Workforce Board, Inc. and additional staff to carryout the functions of the Board and Fiscal Agent.

- (c) Create an annual report that must be submitted to the State Office as per guidelines established by the TDLWD; and
- (d) Promote American Job Center programs and activities; and
- (e) Assist the State Office in developing the statewide employment statistics system under the Wagner-Peyser Act; and
- (f) Coordinate with economic development strategies and establish employer linkages with workforce development activities; and
- (g) Carry out regional planning responsibilities as required by the TDLWD; and
- (h) Conduct business in an open manner by making available to the public information about the activities of the LWDB, including the local Strategic Plan before submission, membership, designation of the local Workforce System Operator, the awards of grants or contracts, and minutes of LWDB meetings.

4. **Communication**

Whenever a party desires to give notice unto the other, notice must be given in writing or electronic communication. Notices of quarterly meetings of the LWDB will be sent to all LEOs as an invitation to meet jointly with the LWDB. These notices will be sent through electronic means by a designated member of the staff to the Board. There will be one meeting designated as the annual meeting for the purpose of receiving annual reports from the Staff to the Board, electing officers of the Board and transacting any other Board business. Called meetings will be held as deemed necessary and will be coordinated by the Board Chair or CLEO with assistance from staff to the Board. Meeting Agendas are set in consultation with the Board Chair and CLEO and will include Board Committee Reports, as well as, an "Other" agenda item to promote membership contribution. The LEOs serve as ex-officio members of the Northwest TN Workforce Board and are encouraged to attend all meetings to communicate shared goals and assure that the vision and needs of their communities are addressed. Detailed reports are provided to the American Job Center Committee and Outreach and Opportunity Committee to assure resources are utilized for workforce development across the LWDA. The committees report to the full board at quarterly meetings.

5. **Oversight and Performance Review**

A primary function of the LWDB and LEOs is to provide oversight. The Staff to the Board, including the Executive Director, Director of Finance & Administrative Services, and the Director of Performance & Compliance, provide detailed fiscal, monitoring, and performance reports for the LWDA and One-Stop Operator to the appropriate Standing Committee of the LWDB throughout the year. Each standing committee provides a report to the full LWDB. The Executive Committee, which includes members of the LEOs, reviews the fiscal, monitoring, and performance reports to assure the One-Stop system maintains an efficient and effective capacity to serve the LWDA, and to ensure each county's workforce goals and needs are addresses according to the local plan. A Financial Status report including budget and expenditures is included on the agenda for each workforce board meeting. In addition to local instruments, the Staff to the Board includes oversight information provided by the State such as Report Cards, Dashboards, Score Cards, etc. to communicate performance related to fiscal, monitoring and oversight of the programs.

6. **Amendments, Changes, Term, Disputes and Election**

Modification, Amendment or Alteration: It is agreed that no modification, amendment or alteration of the terms or conditions contained herein shall be effective unless contained in a written document executed with the same formality and of equal dignity herewith. Any amendment or change to the Partnership Agreement, notice of an election of a new CLEO/LEO or notice of an election of a new LWDB Chair shall be maintained by the LWDA Staff to the Board and be available for review by the Tennessee Department of Labor and Workforce Development.

Effective/Termination/Duration of Agreement: This Agreement and any amendments hereto shall be effective between and among each county adopting this Agreement as of the specified effective date, pursuant to the Governor's designation of the aforementioned nine (9) counties, for execution of activities authorized by the Workforce Innovation and Opportunity Act. This Agreement becomes effective upon acceptance by all parties for execution of activities authorized by the Workforce Innovation and Opportunity Act and shall remain in force until such time as the Chief Local Elected Official or Board Chairman calls for a modification, amendment, alteration of the terms or conditions contained herein or a maximum of two (2) years from the latest fully executed agreement.

Dispute Resolution: In the event that an impasse should arise between the LEOs and the Board regarding the terms and conditions, the performance, or administration of this Agreement, the parties agree to attempt to resolve disputes by mutually satisfactory negotiations in lieu of litigation. To this effect, they shall consult and negotiate with each other in good faith, and recognizing their mutual interests, attempt to reach a just and equitable solution satisfactory to all parties. After discussion of all disputed items, the Executive Committee of the Board, which includes members of both parties, will vote, with the majority ruling. The

committee shall be the final adjudicator and report the resolution to the full Board and LEOs. Continued performance during disputes is assured.

Election: A newly elected Board Chair or CLEO, either participating as a signatory on the Agreement or as a participating LEO, shall submit an addendum acknowledging that he or she has read, understands, and will comply with this Agreement, and reserves the option to request negotiations to amend the Partnership Agreement at any time during the official's tenure as a LEO.

7. **Authorized Signatures**

This Agreement shall be effective July 1, 2022–June 30, 2024, and is entered into by and on the behalf of:


Jimmy Williamson, Chairman, Northwest TN Workforce Board
1230 S Main
Dyersburg, TN 38024
(731) 288-6001
jimmy_williamson@att.net

5/17/2022
Date


Gary Reasons, Chief Elected Official, Northwest TN Consortium of LEOs
Crocket County Mayor
1 South Bells, Suite 3
Alamo, TN 38001
(731) 696-5460
crockettcountymayor@gmail.com

5-17-22
Date

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1230 S Main
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(731) 288-6001
jimmy_williamson@att.net

5/17/2022
Date

DocuSigned by:



F3C1BAB8B4DB4EC...

5/25/2022

John Penn Ridgeway, Elected Chief Elected Official, Northwest TN Consortium of LEOs Date

County Mayor - Henry County

Street Address: 101 W. Washington St.

City, State, Zip Code: Paris, TN 38242

Phone Number: 731-642-5212

Email Address: jpridgeway@henrycountyttn.org

DRAFT Northwest PY 23 Budget Rev. May 2023	Admin. (Title I + RESEA)	Adult Prg (w/ Adult Transfer)	DW Prg (w/o AT)	Youth Program	Title I Program Total	Total Title I Budget	RESEA Program	GROWWTH Admin / Program	Total Budget
Estimated PY 22 Carryover	\$ 95,579.94	\$ 284,581.85	\$ 116,825.96	\$ (35,464.65)	\$ 365,943.16	\$ 461,523.10	\$ 3,300.00	\$ 297,314.99	\$ 762,138.09
Estimated PY 23 Allocations*	\$ 144,964.32	\$ 485,071.40	\$ 341,215.80	\$ 478,391.71	\$ 1,304,678.91	\$ 1,449,643.23	\$ 25,555.50	\$ 385,565.32	\$ 1,860,764.05
Total PY 23 Funding Available	\$ 240,544.26	\$ 769,653.25	\$ 458,041.76	\$ 442,927.06	\$ 1,670,622.07	\$ 1,911,166.33	\$ 28,855.50	\$ 682,880.31	\$ 2,622,902.14

*\$216,729.77 decrease from PY 22

IFA Expenses (including OSO)	\$ 1,997.33	\$ 46,708.04	\$ 17,433.94	\$ 29,087.64	\$ 93,229.62	\$ 95,226.95	\$ 1,512.14	\$ 48,361.87	\$ 145,100.96
Career Service Provider	\$ -	\$ 320,640.00	\$ 119,680.00	\$ 199,680.00	\$ 640,000.00	\$ 640,000.00	\$ 27,343.36	\$ 467,502.15	\$ 1,134,845.51
Board / Fiscal Agent Expenses	\$ 241,002.67	\$ 190,354.77	\$ 71,050.58	\$ 118,544.29	\$ 379,949.64	\$ 620,952.31	\$ -	\$ 145,921.02	\$ 766,873.33
Total Operating Expenses*	\$ 243,000.00	\$ 557,702.81	\$ 208,164.52	\$ 347,311.93	\$ 1,113,179.26	\$ 1,356,179.26	\$ 28,855.50	\$ 661,785.04	\$ 2,046,819.80

*May be adjusted between line items / programs

			\$ (43,342.50)						
Balance for Participants (Minus PY 24 Q1 Expenses)	\$ 167,926.01	\$ 249,877.24	\$ 95,615.13	\$ 513,418.37					
			Revised Participant % of Program Funds	32%					
			Amount Needed to Reach 40% MPCR	\$ 228,701.13					



THOMAS P. MILLER & ASSOCIATES

PROPOSAL FOR:

Northwest & Southwest Tennessee

One-Stop Operator Procurement Recommendation Report

SUBMITTED TO
WORKFORCE
INNOVATIONS, INC

SUBMITTED BY
Dr. Ben Wilson
Christina Ortega
TPMA

Introduction

Thomas P. Miller and Associates (TPMA) was contracted by the Workforce Innovations, Inc. to act as the third-party procurement agent for the local workforce area's One-Stop Operator.

As the third-party procurement agent, TPMA was responsible for developing the Request for Proposal (RFP), soliciting bids, facilitating the Q&A period, creating a tailor-made scoresheet for each contract, evaluating bids, and identifying our recommendation for contract to the Board. All bids were submitted directly to TPMA for evaluation, and we scored each bid for its effectiveness in responding to the Scope of Work outlined in the RFP. TPMA's team of evaluators scored each bid independently then convened to discuss their scores and agree upon a recommendation.

Upon completing the evaluation of all bids, TPMA presents Workforce Innovations, Inc. with this evaluation report. This report serves simply as a recommendation to the Board. Because we are not involved either contractually or in-kind with the Board, we do not present any conflict of interest and have made the following recommendations based on our evaluation. The final decision for contracting is the responsibility of the Board.

TPMA received the following proposals from interested bidders for each contract:

One-Stop Operator in Northwest Tennessee

- Mid-Cumberland Human Resource Agency
- University of Tennessee Center for Industrial Services

One-Stop Operator in Southwest Tennessee

- Mid-Cumberland Human Resource Agency
- University of Tennessee Center for Industrial Services



Procurement Preparation

TPMA launched the procurement process by facilitating a conversation with Workforce Innovations, Inc. staff to determine the ideal roles and responsibilities of the One-Stop Operator in addition to what is required by U.S. Department of Labor and Tennessee guidance. Next, TPMA requested and reviewed all relevant documents from the Workforce Innovations, Inc.

TPMA developed one RFP branded on TPMA letterhead, and provided it to Workforce Innovations, Inc. to review. We incorporated applicable edits into the final version of the RFPs and prepared them for release. The timeline for the procurement was as follows:

ACTION	DATE
RFP Release	2/13/2023
Deadline for Bidder Questions	2/20/2023
Response to Bidder Questions Posted	2/27/2023
Proposal Deadline (email only)	3/20/2023
LWDB Approval	6/1/2023
Notification to All Bidders	6/2/2023
Contract Begin Date	6/15/2023

To ensure open and fair competition, Workforce Innovations, Inc. advertised the RFP in several sources. In addition, TPMA e-mailed the RFP to contacts that Workforce Innovations, Inc. supplied and TPMA created a procurement page <https://www.tpma-inc.com/workforce-innovations-procurement/>, that housed all information related to the procurement (e.g., timeline, RFPs, contact information, questions, and answers, etc.).

Upon release of the RFPs, a one-week question period was permitted. TPMA did not receive any questions for the One-Stop Operator RFP.



Evaluation of Bids

[CONTRACT (E.G., ONE-STOP OPERATOR, WIOA TITLE I ADULT & DISLOCATED WORKER PROVIDER, WIOA TITLE I YOUTH SERVICES PROVIDER)]

TPMA developed an evaluation scoresheet to score bids that was based upon criteria listed in the One-Stop Operator RFP:

PROPOSAL COMPONENT	POINTS
Organizational Experience & Capacity	15
Performance & Accountability	15
Partnerships & Community Engagement	15
Program Service Delivery Model	20
Technology, Data, & Reporting	10
Financial & Fiscal Capabilities & Budget	20
Instructions, Attachments & Formatting	5
Northwest/Southwest Alignment Bonus	10
TOTAL	110

The table below details the scores of each evaluator as well as the combined average score of all three evaluators.

BID	SCORE 1	SCORE 2	SCORE 3	AVERAGE SCORE
Mid-Cumberland Human Resource Agency	72.75	90.75	90.17	84.56
University of Tennessee Center for Industrial Services	66.83	83.08	88.67	79.53

The total annual budget allocated for the One-Stop Operator contract, per the RFP, is \$165,000.

BID	TOTAL ANNUAL BUDGET
Mid-Cumberland Human Resource Agency	\$165,000
University of Tennessee Center for Industrial Services	\$223,000



Proposal Summaries

MID-CUMBERLAND HUMAN RESOURCE AGENCY

SUMMARY

Mid-Cumberland Human Resource Agency (MCHRA) was created in 1964; their mission is to “help people help themselves by providing knowledge and resources.” Besides providing social service programs, they also have experience in workforce development. They are currently operating as a One-Stop Operator in two local areas and have previously worked as a One-Stop Operator in six local areas. Their proposal answered all the questions and contained all the required documents. Mid-Cumberland Human Resource Agency proposes a budget of \$165,000 and their audits did not produce any findings.

STRENGTHS & WEAKNESSES

The organization and formatting really stood out at first glance of MCHRA’s RFP. It was easy to follow and well-written. Another strength was the clarity and examples of their answers. When talking about providing services and ensuring compliance, MCHRA provided specific examples of how these tasks would be accomplished. They had a detailed plan for outreach to connect with more partners. Their explanation of customer flow was also very thorough and they provided a customer flow model to help demonstrate their plan. One other strength was the way their language tied back to the guidance.

While MCHRA’s proposal was easy to follow and many of their answers were detailed, there were a few answers that could have been more specific and a couple that were not as clear. For instance, there was not a detailed explanation of how to work with partners and there was no discussion of how they would evaluate the customer experience. Another brief answer was the mention of using “removable cameras for virtual workshop and meetings,” but no more information or explanation was given about these technological devices.

UNIVERSITY OF TENNESSEE CENTER FOR INDUSTRIAL SERVICES

SUMMARY

The University of Tennessee Center for Industrial Services (CIS) was created in 1963 and is one of six UT Institute for Public Services agencies. CIS adheres to what they refer to as the Pillars of Professionalism (Innovation, Honesty, Engagement, Accountability, and Respect) and focuses on helping their customers to achieve their goals. CIS has previously served as the One-Stop Operator for the East Tennessee Workforce Development area and has nearly 40 years of experience in successfully managing federal contracts. Their proposal answered all the questions and contained all the required documents. University of Tennessee Center for Industrial Services proposes a budget of \$223,000 and their audits did not produce any findings.

STRENGTHS & WEAKNESSES

One strength that stood out in CIS’ proposal was their specifics when they talked about their managing of federal grants; they have successfully done so for nearly 40 years and mentioned specific projects in their proposal; some of their references also spoke highly of CIS’ management of federal grants and programs. Throughout their 60 years in business, CIS has also made many connections especially to higher education institutions, which is another plus. This proposal also did a good job of backing up their answers with specifics and details.

One flaw in this proposal is the reference to the current One-Stop Operator. CIS mentioned several times that if they won the bid they would rely on and work with the One-Stop Operator for specific tasks rather than propose how they would handle the tasks on their own. Another concern is the proposed budget. CIS is proposing a budget that is \$58,000 over the budget set by Workforce Innovations, Inc. While the budget was explained and CIS said that they are open for negotiations, the RFP clearly stated that the budget should not exceed \$165,000.



RECOMMENDATION FOR ONE-STOP OPERATOR

Based on the evaluation of the bids, TPMA recommends that Workforce Innovations, Inc. contract with Mid-Cumberland Human Resources Agency for One-Stop Operator services. Their proposal scored an average of 5.03 points higher than the University of Tennessee Center for Industrial Services and demonstrated an understanding of the region's workforce needs.



Board Member Name	County Member Represents	Board Member Employer, Organization
Rita Alexander	Gibson	Gibson Electric Membership Corp
Janet James	Henry	Henry County Medical Center
John G. Castellaw	Crockett	Farmspace Systems LLC
R. Keith Cursey	Weakley	Stanley, Black & Decker
Brad Hurley	Carroll	Carroll County Trophies
Randy S. Shannon	Benton	Shannon Office of Law
Ben Marks	Benton	Mark's Building Materials
Kristy Mercer	Gibson	Ceco Door
Ted Piazza --VICE CHAIR--	Gibson	Rack - IT Industries
Kelly Buffington	Henry	Four Seasons Sales and Service
JD (Jason) Cantu	Lake	Fast Pace Health/Reelfoot Family Walk-In Clinic
Jimmy Williamson -- BOARD CHAIR --	Dyer	Aztec Pest Control
Lori Burdine	Dyer	ERMCO Inc.
William Eddie White	Henry	United Auto Workers Local 9025
Jon Dougherty	Dyer	Amteck
Amy McDonald	Dyer	Tennessee Homeless Solutions
Lindsay Frilling	Obion	Union City Boys and Girls Club
AJ Douglas	Weakley	Weakley County Schools
Landy Fuqua	Weakley	University of TN at Martin Reed Center
Melinda Goode	Weakley	Northwest Tennessee HRA
Randa Hardin	Crockett	Crockett County Chamber of Commerce
Kristie Bennett	Carroll	Tennessee Department of Labor and Workforce Development
David Parrish	Henry	Tennessee Department of Human Services
Paul Murphy Jr.	Carroll	USW Local 8915
Willie Huffman	Carroll	TCAT Paris
Monica Heath	Carroll	McKenzie Chamber of Commerce and Industry
Sam Sinclair	Obion	Excel Boats