



Pennsylvania Rehabilitation Council (PaRC)

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Governance Committee Draft Minutes for July 14, 2022

Members Present (P) Not Present (NP)

Julia Grant Barol (P)

Susan Tomasic (P)

Paul Fogle (P)

Office of Vocational Rehabilitation (OVR) Staff Present: James Whitonis, Cheryl Novak

Project Staff Present: Chris Todd, Michelle Gerrick

CALL TO ORDER

This meeting was conducted through Zoom. Ms. Susan Tomasic called the meeting to order at 10:00 AM.

ADDITIONS TO THE AGENDA

No additions.

APPROVAL OF THE AGENDA AND PAST MINUTES

Mr. Paul Fogle motioned to approve the agenda and past meeting minutes. Ms. Julia Barol seconded the motion. All were in favor.

AGENDA ITEMS:

Discussion / Review of Committee Budget and Goals for Fiscal Year 2022-2023
Executive Committee provided review and suggestions for Budget increase and clarifications toward Goal #7

Increasing the committee budget to \$11,000 to cover travel costs associated with Goal #7 for attendance of other Board meetings and conferences

Suggested listing which Board meetings would be included under the Governance Committee

Suggested a PaRC member should attend the Medicaid Assistance Council

- Members agreed to increase the Committee budget to \$11,000. Members agreed to the following additions for Goal #7:

Goal #7: Facilitate the appointment of PaRC members to outside boards, commissions, and committees.

Steps to achieve the goal:

1.) Reviewing the need for PaRC representation and assigning membership accordingly to various boards and work groups such as the Employment First Oversight Commission, Medical Assistance Advisory Committee, and various OVR work groups / task forces.

Discussion on Governance Committee Recruitment

Providing updates on Committee work during the next Full Council meeting in an effort to recruit additional members for the Governance Committee

Upon review, staff inform Full Council of goals of Governance Committee as additional recruitment effort

- Ms. Susan Tomasic agreed that recruitment for additional Committee members was necessary and stated that Committee goals should be including in Full Council (FC) pre-meeting materials and will provide a committee report during the meeting with a strong push to recruit additional Council members to join the Governance Committee.

Discussion / Review and Revision of PaRC By-Laws (Section by section)

Review and specifications to any sections that mention attendance requirements for Full Council and Committee meetings

Providing a letter for notification of attendance

Review of section specifying eligibility of Governance Committee members for nomination of Council Officer positions

- Members discussed the stated ambiguity within the By-Laws for member requirements for attendance of meetings. Members agreed to provide better clarification and remove the word "consecutive" from Article IX, Section V (A) and specify two out of four meetings and should state the following:

(A) The Council may recommend that a member be removed for just cause including, but not limited to, noncompliance with these By-laws. Failure to attend two out of the four Full Council meetings within each Fiscal Year without appropriate 48-hour prior notification, or valid notification of illness, is just cause for removal from the Council.

- Members discussed planning for the FC meeting format (virtual, in-person, hybrid) for 2023 meetings due to concerns about COVID. Mr. Paul Fogle recommended remaining virtual for now and revisiting the issue in November pending the details of the many concerns regarding COVID, attendant care, transportation, and travel. Members agreed that potential costs and technology issues will also be taken into consideration if providing a hybrid option, so that members and attendees can fully participate in FC meetings.
- Ms. Susan Tomasic stated that the Governance Committee needs to draft a letter for notification of lack of attendance for Council members and will provide a draft to staff to be included as pre-meeting materials before the next Committee meeting. Stated that members that cannot attend meetings should notify Council leadership, Committee Chair if applicable, Council Chair, and also copy staff. This process should be outlined in the draft letter. Suggested that staff inform all members to please reach out to their Chair when unable to attend meetings 48 hours before meeting taking place with the exception of an emergency.
- Ms. Susan Tomasic stated that members of the Governance Committee would remove themselves from any duties regarding elections and nominations if running for Council officer positions. Members agreed upon the importance of recruiting additional members of the Governance Committee to handle election duties and agreed nothing is stated within the Bylaws that states Committee members aren't eligible to run for officer.
- Members agreed to add a section clarifying eligibility to Article V, Section II as the follows:

(C) All members of the Governance Committee shall be eligible to be nominated and elected to Council Officer positions. However, Governance Committee members that accept nomination for any Council officer positions may not participate in the Committee's nomination or election process duties.
- Members discussed section regarding removal of an officer. Ms. Susan Tomasic confirmed that that process must take place in Executive Session. Members agreed to provide the following addition to Article V, Section VI:

(A) A vacancy in the Chair's office will be filled by the Vice-Chair.
- Mr. Paul Fogle nominated Ms. Julia Barol for Co-Chair of the Governance Committee. Ms. Julia Barol accepted the nomination.
- Ms. Susan Tomasic stated that during the next Governance Committee meeting members should review a draft of the attendance notification letter and the Member Handbook policies and procedures.

- Members agreed to review attendance at each Committee meeting and asked staff to provide an Excel spreadsheet at the end of each month to Committee members.
- Members agreed to provide clarification for Article VI, Section I with the following edit:

(B) Individual members may only carry one vote on the Executive Committee.

- Members agreed to delete (E) and (G)(1) from Article VIII, Section I and to the following edits for (D) and (F):

(D) The Chair of the Council is an ex-officio (i.e., non-voting) member of all standing committees; provided Council is at full membership.

(F) The Chair of Council shall establish such Ad-Hoc committees as shall from time to time be necessary to carry out the duties and responsibilities of the Council.

- Members agreed to following edits of Article IX, Section I:

(B) As stated in the Act as amended by WIOA of 2014, 51% of Council members must be persons who are individuals with disabilities and not employed by the designated State unit.

- Ms. Cheryl Novak inquired about the following portion of Article IX, Section I:

(C) A member can serve two three-year terms, if willing and if reappointed by the Governor, except that:

- (1) a member appointed to fill a vacancy occurring prior to the expiration of the term for which a predecessor was appointed, shall be appointed for the remainder of such term, plus two additional three-year terms, thereby maintaining the original intent of staggered terms.
- (2) No member of the Council, other than a representative of the Client Assistance Program, may serve more than two consecutive full terms.
- (3) Members upon completion of their terms or resignation from the Council must wait 1 year before applying for reappointment to the Council.

- Ms. Cheryl Novak stated that she spoke with legal team and the interpretation of WIOA only allows for a total of 2 terms no matter the length of the first term.
- Mr. Paul Fogle and Ms. Susan Tomasic stated that they prefer to keep membership as long as possible due to issues with State approval process and appointment of membership.

- Members agreed that the Bylaws should stay as they are currently stated due to the lengthy approval process and thanked Ms. Cheryl Novak for her input.
- Ms. Michelle Gerrick inquired about the appointment process outlined in Article IX, Section I (E):
 - (E) The Council Support Project office will maintain a list of persons interested in being appointed to the Council. A duplicate list will be maintained by OVR Central Office. Individuals may be placed on the list by their own request or they may be nominated by organizations or individuals. An individual seeking to join the council will be given the opportunity to speak at a Full Council meeting. To ensure consistency, each nomination packet will include a letter of interest and a current resume or vitae. Additionally, two written letters of recommendation will be requested. Packets will be reviewed by the Governance Committee (within a ninety (90) day time period). Individuals recommended by the Governance Committee will be sent forward to the Executive Committee and finally the Full Council for approval for nomination to the Governor. Support project staff will submit approved packets to OVR. OVR will provide a copy of approved packet(s) to the Governor's Office. Also, see Recruitment Procedures located in the Member Handbook.
- Ms. Susan Tomasic stated the section can remain as is and more details will be provided within the Member Handbook policies and procedures. Stated staff can follow the process outlined in the Bylaws when receiving applications for membership as the current approved Bylaws overrule any information that may conflict within the Member Handbook.
- Members agreed to delete ad hoc from Article IX, Section II (B)(2) and add the following details:
 - Lack of attendance of Committee meetings is defined as missing more than two meetings for Committees that meet quarterly and more than four meetings that meet more frequently during a Fiscal Year. If unable to attend a scheduled Committee meeting members must notify their Committee Chair within 48 hours of the meeting taking place.
- Mr. Paul Fogle requested staff to send Council an updated Committee Roster. Stressed the importance of consistent Committee meeting schedule. Requested changing part (H)(1) from notify the PaRC Office Staff to notify the Chair. Requested adding a signature page to the end of the document which includes the Bylaws and Member Handbook. For Section III (A) and (B) delete in care of the Council Support Project office. Resignations should be sent directly to the Chair. Resignations would be forwarded to OVR after it is voted upon by Full Council. Members should be provided the Chair's email.
- August 18th meeting has been rescheduled to August 25th.

Mr. Paul Fogle motioned that Ms. Julia Barol be nominated as Co-Chair of the Governance Committee. Ms. Susan Tomasic seconded that motion. All were in favor.

Adjourn

Ms. Julia Barol motioned to adjourn. Ms. Susan Tomasic seconded the motion. The meeting was adjourned.