

PARTNER WORK

The Workforce Development Board for the Pittsburgh Area

Partner4Work

Executive Committee

8:30 to 10 a.m. December 5, 2024

Via Zoom: <https://us02web.zoom.us/j/85957383278?pwd=YIR1eWRhRGplQzR6c3VMQjR6VFdWQT09>

1. Welcome and roll call

David Malone, Chair

2. General Business – Consent Agenda

ACTION:

- o **Approve** the minutes of the June 28, 2024 and September 27, 2024 Partner4Work board meetings and the June 14, 2024 and September 13, 2024 Executive Committee meetings.
- o **Accept** all funds since the last Executive Committee meeting
 - \$75,000 Pittsburgh Foundation for Learn & Earn 2025
 - \$45,000 Citizen's Bank for Bankwork\$
 - \$10,000 UPMC Insurance division for Learn & Earn
 - \$5,000 Pittsburgh Penguins for Learn & Earn
 - \$15,000 National Skills Coalition
 - \$1,000 University of Pittsburgh
 - \$1,000 Community Advisory Group
 - \$229.79 ACA lunch
- o **Approve** contracts
 - WIOA**
 - \$20,000 Re:Build TPS I, LLC
 - Building Pathways to Infrastructure**
 - \$67,200 FortyX80, Inc
 - ABA**
 - \$36,666 Dynamic Workforce Solutions
 - Hillman**
 - \$7,500 Women in Tech PGH
 - Build Back Better**
 - \$100,000 Pittsburgh Robotics Network
 - \$71,634 Eos Energy Enterprises, Inc.
 - Management & General**
 - \$4,500 James Jess Grainger
 - \$35,000 Cheryalyn Randall
 - Industry Partnerships**
 - \$6,000 Superior Home Services
 - \$5,000 Familylinks
 - Clean Energy**
 - \$18,907 DMI Companies, Inc.
 - TBD**
 - \$27,000 Re:Build TPS I, LLC

3. Committee Reports

- **Audit and Finance**

Steve Massaro, Treasurer, and Kristin Kramer, CFO

PARTNER WORK

The Workforce Development Board for the Pittsburgh Area

- o Recommendation for approval 990*
- o Recommendation for approval of Audit FYE 6/30/2024*
- o Approve \$500,000 transfer funds from City Dislocated Worker to City Adult*
- o Approve \$400,000 transfer funds from County Dislocated Worker to County Adult*

- **Learn & Earn and Governance**

Debra Caplan, Chair

- o Recommendation for approval of bylaws*
- o Recommendation for approval of board meeting dates for 2025 (March 28, June 27, September 26, December 12) and Exec Committee meeting dates for 2025 (March 12, June 13, September 12, December 5).*

4. Policy Updates

Susie Puskar

- o E-vote process*

5. CEO's report

Robert Cherry

6. Other Business

7. Open Forum and Public Comment

Speakers are limited to three (3) minutes

8. Adjournment

Minutes of Partner4Work Board of Directors' Meeting

8:30 a.m. June 28, 2024

VIA ZOOM and in person at PA CareerLink Downtown Pittsburgh

Board Members Present

Barcaskey, Rich
Bullock, Dr. Quintin
Caplan, Debra
Casoli, Rich
Coplan, Dave
Dalton, Erin
Dozier, Clarence
Ellsworth, Laura
Gittlen, Ike
Gonzalez, Gaby
Harris, Carey
Holt, Tim
Houser, Crystal
Huey, Terry
Kelly, Darrin
LaVallee, Dan
Malone, David
McLaughlin, Cat
Stewart, Josh
Thomas, John
Washington, Dr. Nancy
Williamson, Sam

Board Members Absent

Acklin, Kevin
Allen, Will
Massaro, Steve
McEvilly, Katherine
Nobers, Jeff
Rendulic, Mark
Wheatley, Jake

Guests Present

Dick, Jeff (L&I)
Ferguson, MaryBeth (L&I)
Higgins, Kiara (Dynamic Workforce Solutions)
Jutca, Alex (Allegheny County DHS)
Kovak, Brian (CMU)
Lampman, Chester (Labor & Industry)
Leisten, Terri (Dynamic Workforce Solutions)
Morrow, Leo (L&I)

Staff Present

Cherry, Rob
Kramer, Kristin
Kreit, Brian
Pajewski, Jennifer
Puskar, Susie
Wesley, Dr. Carl

Board Meeting Minutes

Chair Malone called the meeting to order at 8:32 a.m., announced a quorum present. A link to the agenda was posted in the chat.

- Staff, board members, and guests were asked to acknowledge their participation in the chat feature.

CONSENT AGENDA

No one wished to discuss any item in more detail for separate treatment.

ACTION:

- o **Approve** minutes from the March 29, 2024, Board Meeting
- o **Approve** minutes from the March 15, 2024, Executive Committee, and June 14, 2024, Executive Committee summary
- o **Accept** all funds since the last Board meeting
 - \$308,610 Pennsylvania National Health Emergency Dislocated Worker Grant
 - \$125,000 from JP Morgan Chase for Learn & Earn
 - \$29,000 from the Taco Bell Foundation for Learn & Earn
 - \$60,000 from Bank of America for Learn & Earn
 - \$10,000 from Snee-Reinhardt Charitable Foundation for Learn & Earn
 - \$8,000 from Citizens Bank for Learn & Earn

- o **Approve** contracts

Green Infrastructure

FortyX80, Inc	\$300,000
German American Chamber of Commerce	\$300,000
Dynamic Workforce Solutions	\$75,000
Tri-County WDB	\$75,000
Southwest Corner WDB	\$75,000
Westmoreland Fayette WDB	\$75,000

Learn & Earn

Allegheny County DHS (Braddock Youth)	\$50,225
Bloomfield Garfield Corp	\$25,832

Intro to the Trades

Pittsburgh Gateways Corporation	\$315,000
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Training and Culture (PA CareerLink)

Prodigy Advisors, LLC	\$3,800
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CareerLink East (Relocation)

A Shannon Construction	\$52,038
South Hills Movers, Inc.	\$13,329

Adult Education Services

Literacy Pittsburgh	\$80,000
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Transportation Assistance

Traveler's Aid	\$385,000
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Language Services

Global Wordsmiths	\$25,000
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EARN

Goodwill	\$550,000
D B Grant Associates, Inc.	\$1,700,000
Educational Data Systems, Inc.	\$1,500,000

WorkReady	
Travelers Aid	\$135,000
Goodwill	\$100,000
D B Grant Associates, Inc.	\$400,000
Educational Data Systems, Inc.	\$700,000
WIOA Adult/Dislocated Worker	
Dynamic Workforce Solutions	\$2,500,000
WIOA Adult	
Goodwill	\$350,000
WIOA Dislocated Worker	
Jewish Family and Community Services	\$120,000
One-Stop Operator	
Equus	\$600,000
BankWork\$	
Energy Innovation Center	\$275,000

- o **Approve** policy revisions, including the new One-Stop Operator Firewall Policy and Lease Threshold Accounting Policy (full policies are included as attachment A)
- o **Approve** revisions to the employee handbook changes to include language around a recovery-friendly workplace and parental leave (Handbook included as attachment B)

The consent agenda was approved on a motion by Tim Holt, seconded by Darrin Kelly. Carey Harris abstained from the Literacy Pittsburgh contract vote and Erin Dalton abstained from the DHS contract vote.

COMMITTEE REPORTS

Finance

CFO Kristin Kramer presented the 2024-2025 annual budget and financial statements. The board discussed changes in the budget and programs for priority populations.

On a motion by Carey Harris, seconded by Deb Caplan, the budget was approved as presented. There were no objections or abstentions.

Program Optimization Committee

Chair Cat McLaughlin presented the slate of proposed Industry Recognized Training Pipeline (IRTP) contracts. These programs require employer participation in the design and implementation of the contracts. Training programs must include guarantee of interview or employment for successful graduates to be considered for funding. The board discussed the closures of Triangle Tech and the Pittsburgh Technical College as opportunities and challenges for the region. Community College of Allegheny County was commended for their work to ensure that students impacted by these closures would be able to finish their degrees with CCAC. Discussion also included opportunities for further engagement with Chambers of Commerce and stackability of credentials.

On a motion by Sam Williamson, seconded by Carey Harris, the IRTP contracts were approved as presented. Dr. Quintin Bullock, Deb Caplan, Tim Holt, and Dan Lavalley all abstained. There were no objections.

Governance and Youth Advisory Committee

Chair Deb Caplan welcomed new board members Jmar Bey, Steve Mazza, and Nadyli Nunez to the board and thanked Chief of Staff Jake Wheatley for their recommendation. She informed the Board that Learn & Earn began last week and that 1,100 young adults have begun jobs in the program. This is a slight reduction in the number of youth employed in previous years and is a result of an increase in the wages for participants as well as the prior depletion of covid-related roll over funding. She also introduced an online resource called Connect4Work for job seekers ages 18 and younger who are looking to work but are either ineligible for L&E due to income or other criteria, want to work year-round, or are on the Learn & Earn waitlist.

Ms. Caplan also presented on the slate of WIOA and TANF year-round youth contracts. WIOA funding is available to Partner4Work to spend over two program years. WIOA youth contracts for PY24-25 will include a slight reduction in total funding to right size funding to spend half of year one funds and half of year two funds. This will enable Partner4Work to provide a more stable and consistent funding level for providers. **On a motion by Tim Holt, seconded by Carey Harris, the WIOA and TANF youth contracts were approved as presented. Dave Coplan abstained. There were no objections.**

ALLEGHENY COUNTY ANCHORED RE-ENTRY SUMMIT

Chief Program and Innovation Officer Dr. Carl Wesley presented on the Allegheny County Anchored Re-entry Summit (ACAR). The event was attended by more than 300 people and sought to build the capacity and ability of employers to hire individuals with justice system involvement. Board discussion included additional opportunities for [connecting employers with resources to hire and retain employees with justice system involvement](#) and examples of companies like A1 and Burgatory, who are doing this well.

TITLE I PRESENTATION

Terri Leisten and Kiara Higgins from Dynamic Workforce Solutions presented on their work on the Title I Adult/Dislocated Worker contract in the Downtown Pittsburgh and Allegheny East PA CareerLink Centers. They shared that the local labor market continues to have low unemployment. This has required a shift in service model to provide ready resources to job seekers. Many job seekers have never considered the public workforce development system as an opportunity to meet their career goals. Individuals do not seek services out through the public system as they did in previous periods of high unemployment. To improve services, Dynamic has helped move both PA CareerLink locations in Allegheny County, increased outreach at special events and in community based organizations, and created flexibility for their customers. Business services have also been a key area of attention, with new metrics in place to track and report on outreach and partnerships. Dynamic continues to prioritize partnerships and improvements to services for job seekers and businesses in their work.

POLICY

Dillon Moore presented on new pending legislation being considered by the Senate Health, Education, Labor, and Pensions (HELP) Committee. This legislation would reauthorize the Workforce Innovation and Opportunity Act. The Senate HELP Committee is taking comment until July 5, 2024 on the proposed legislation. Partner4Work staff will submit comment requesting the prioritization of continued local control for the public workforce system and the reduction of bureaucratic requirements.

CEO REPORT

Rob Cherry informed the board that the DOL Advisory Committee on Apprenticeships, which he chairs, will visit Pittsburgh later this year. The meeting will highlight New Sector apprenticeship opportunities we are building in the region.

PUBLIC COMMENT

There was no public comment.

With no public comment, on a motion from Tim Holt, seconded by Dr. Quintin Bullock, the meeting adjourned at 9:30 a.m. There were no objections or abstentions.



Minutes for Partner4Work Board of Directors' Meeting
8:30 to 10 a.m. September 27, 2024
Via ZOOM and in-person at PA CareerLink East Office

Board Members Present

Allen, Will
Bey, Jmar
Caplan, Debra
Coplan, Dave
Dozier, Clarence
Ellsworth, Laura
Gonzalez, Gaby
Harris, Carey
Houser, Crystal
Huey, Terry
Malone, David
McEvilly, Katherine
McLaughlin, Cat
Nobers, Jeff
Rendulic, Mark
Stewart, Josh
Valentin, Marisol
Washington, Dr. Nancy
Wheatley, Jake
Williamson, Sam

Board Members Absent

Acklin, Kevin
Barcaskey, Rich
Bullock, Dr. Quintin
Casoli, Rich
Dalton, Erin
Gittlen, Ike
Holt, Tim
Kelly, Darrin
LaVallee, Dan
Massaro, Steve
Mazza, Steve
Mendoza, Brandon
Thomas, John

Guests Present

Dick, Jeff (L&I)
Handlovich, Melissa (PA CareerLink®)
McCartney, Alexis (PA CareerLink®)
Morrow, Leo (L&I)
Upchurch, Chris (PA CareerLink®)
Angela (guest speaker for Literacy
Pittsburgh)

Staff Present

Cherry, Rob
Christiansen, Mayada
Kramer, Kristin
Puskar, Susie
Wesley, Dr. Carl
Woods, LaDonna

Board Meeting Minutes

Chair Malone called the meeting to order at 8:33 a.m., and announced a quorum present.

CONSENT AGENDA

Dave Malone requested Dr. Carl Wesley provide an overview of the TANF EARN & Work Ready Vehicle Purchase Pilot Policy prior to approval. No one wished to discuss any other items in more detail for separate treatment.

ACTION:

- **Accept** all funds since the last Executive Committee meeting
 - \$15,000 National Skills Coalition
 - \$15,500 Sustainable Pittsburgh
 - \$45,000 Citizens Bank for BankWork\$
 - \$10,000 Dewalt Grow the Trades

Corporate Learn & Earn Contributions:

 - \$10,000 UPMC Corporate Learn & Earn
 - \$5,000 Jones Day Corporate Learn & Earn
 - \$5,000 Power Recovery Corporate Learn & Earn
 - \$5,000 Pittsburgh Penguins Corporate Learn & Earn
 - \$5,000 Pittsburgh Pirates Corporate Learn & Earn
 - \$5,000 David L Lawrence Convention Center Corporate Learn & Earn
 - \$5,000 Levy Restaurants Corporate Learn & Earn
 - \$5,000 Sports & Exhibition Authority Corporate Learn & Earn
- **Approve contracts**
 - Learn & Earn**
 - Allegheny County DHS \$42,815
 - Neighborhood Learning Alliance \$36,000
 - Building Pathways to Infrastructure**
 - Green Building Alliance \$25,000
 - FortyX80 Inc \$48,105
 - ARC**
 - Dynamic Workforce Solutions \$5,586
 - Hillman**
 - A1 Resources, LLC \$52,500
 - Keen360 \$197,150
 - National Fund Workforce Solutions \$17,000
 - Youth State Re-Entry**
 - All State Career School \$18,750
 - Landforce \$20,480
 - Phase 4 Learning Center \$25,000
 - Build Back Better**
 - Near Earth Autonomy, Inc \$68,000
 - Eos Energy Enterprises, Inc. \$70,756
 - Advanced Construction Robotics \$20,000
 - Management & General**
 - Event Horizon Ventures LLC \$40,000
 - Melissa Seldin Consulting \$28,500
 - Industry Partnerships**

Diversity Way-Maker Consulting LLC \$40,000

Trying Together \$25,000

Building Performance Architecture \$10,000

DWG Opioid

Dynamic Workforce Solutions \$32,214

- **Approve** policy revisions, including the new Opioid DWG program policies and EARN/Work Ready policy (full policies are included on page 14)

The consent agenda was approved. Laura Ellsworth abstained from acceptance of the Jones Day Corporate Learn & Earn Contributions and Debra Caplan abstained from the acceptance of the UPMC Corporate Learn & Earn Contributions.

COMMITTEE REPORTS

Program Optimization Committee

Chair Cat McLaughlin presented on how the committee is working to improve service integration across TANF, EARN, Work Ready, and WIOA programs, aiming to enhance client and employer services while reducing administrative costs. A preliminary change management plan is under review by program partners, targeting a full rollout of integrated services by July 2025. WIOA performance outcomes for fiscal year 2023 were reviewed by the committee and are available in the Briefing Book. Recent policy updates by the Pennsylvania Department of Labor and Industry allow local boards more flexibility in committee structuring, including merging Youth and Program Optimization Committees. This decision will be discussed in December. The State Department of Labor and Industry has renegotiated WIOA performance targets with the Federal Department of Labor, which local areas must now adopt. These targets—covering employment, wages, credentials, and skill gains—are on page 13 of the Briefing Book. Most targets are flat or slightly increased from previous years.

On a motion by Cat McLaughlin, seconded by Debra Caplan, the Negotiated WIOA Performance Levels for PY24 and PY25 were approved without any objections or abstentions.

Youth Program Committee

Chair Debra Caplan presented on the Learn & Earn program in which 1,100 youth participated and 949 completed. Nearly 60% of participants were from the city, with the remainder from the county. A few were offered jobs post-program, highlighting its positive impact on employability. However, challenges like waitlists, limited budget placements, attendance, and timesheet management were noted. Looking ahead, 2025 plans include a career pathways model for workforce development: younger participants (ages 14-15) will focus on foundational skills, while older youth (ages 16-17+) will gain work experience and certifications. The work-readiness curriculum now includes communication, time management, problem-solving, and professionalism. Partner4Work will take on payroll responsibilities, orientations, and implement electronic timesheets in 2025. Additionally, Career Ready Allegheny, a new resource platform for educators and businesses in the region, has been created in partnership with the Allegheny Intermediate Unit, Department of Education, Consortium for Public Education, and Remake Learning.

Dr. Carl Wesley introduced Mayada Christiansen, who presented on the Career Ready Allegheny Platform. Mayada discussed how employers face significant challenges in engaging young people in career education, especially during the school year, due to the scale of coordinating with 43 districts and 272 schools in Allegheny County. Partner4Work is addressing this by collaborating with the Allegheny Intermediate Unit, local workforce boards, and initiatives like Career Ready PA to bridge the gap between employers and educators. Updated Pennsylvania career education standards now emphasize labor market knowledge, positioning workforce boards as essential partners for career education. Locally, the focus on work-based learning aims to give 11,000 of the

county's 44,000 high school students hands-on industry experience through job shadowing, internships, and pre-apprenticeships. Many of these experiences will be facilitated by districts. These experiences help students make informed career choices and allow businesses to showcase diverse career opportunities, building a future workforce pipeline.

Title II presentation

Carey Harris, CEO of Literacy Pittsburgh, provided the annual Title II presentation highlighting the ongoing impact of adult education programs in Allegheny County, where over 110,000 residents have limited English proficiency, 13% have low literacy, 22% face numeracy challenges, and about 50,000 lack a high school diploma. Programs offered through Literacy Pittsburgh, Goodwill of Southwestern Pennsylvania, and the Allegheny County Intermediate Unit provide college and career readiness, English language instruction, and family literacy support, with instruction primarily from paid educators and over 500 volunteer tutors. Enrollment and educational outcomes have steadily improved over the last four years, with notable increases in employment and educational advancements, though high school equivalency achievements saw a decline in PY 23-24. These services are crucial in addressing educational gaps and enhancing workforce readiness in the region.

Carey introduced Angela, a guest speaker, who shared her personal journey of receiving support from Literacy Pittsburgh. With an associate's degree in Pedology and years of experience caring for youth with various diagnoses, she sought out digital skills classes at Literacy Pittsburgh. Her aim is to transition into an administrative role in healthcare, which would help her and her husband achieve greater financial stability. Through these classes, Angela has earned multiple digital certificates and is actively progressing toward her career goals.

CEO's report

Rob Cherry provided a recap of the Department of Labor Advisory Committee on Apprenticeships meeting held in Pittsburgh earlier in September. During this meeting, committee members visited key sites, including the airport, Parkway West, and the Carpenters Training Center. A major highlight was the launch of the first Electric Vehicle (EV) Technician Registered Apprenticeship, marking a pivotal step in workforce innovation. Rob also shared details on the upcoming visit of Acting Secretary of Labor, Julie Su, along with his recent policy meetings with elected officials at the DC Fly-In, hosted by the Allegheny Conference. Furthermore, he discussed his role in a Pittsburgh delegation that traveled to Manchester, United Kingdom, to explore and compare workforce development systems, bringing valuable insights back to Pittsburgh.

Open Forum and Public Comment

There was no open discussion or public comment.

The meeting adjourned at 10:02 am and attendees were offered an optional tour of the new PA CareerLink® Pittsburgh/Allegheny County Allegheny East facility.

Executive Committee Minutes from September 13, 2024

Attending: Belechak, Caplan, Ellsworth, McLaughlin, Malone, Massaro

Absent: Dalton, Kelly, Wheatley

Staff: Cherry, Kramer, Kreit, Puskar, Wesley, Woods

The meeting was called to order at 8:31 a.m.

Consent Agenda

Consent agenda items included approval of minutes, accepting funds, and approving contracts.

On a motion by Steve Massaro, seconded by Debbie Caplan, the agenda as presented was approved. There were no abstentions or objections.

Financial Report and Dashboard Review

Steve Massaro provided a meeting summary of the last Finance Committee meeting on September 6, 2024.

Kristin Kramer presented the dashboard report, highlighting a decrease in WIOA Youth, Adult, and Dislocated Worker expenses compared to the prior year, while Sector Strategies expenses increased by \$781,000 due to new program initiatives. Budget tracking will be added to the Expense Comparison bar graph in the dashboard moving forward, which was an action suggested by the Finance Committee.

Youth Advisory and Learn & Earn Updates

Debra Caplan gave a summary of the latest Youth Advisory Committee meeting, where they reviewed the restructuring of Partner4Work committees, last year's performance, retention rates, and job placement statistics. She also mentioned that the Career Ready Allegheny website will launch next week, providing youth access to over 6,000 training programs and 130 credentials through SkillUp PA. Additionally, there was a discussion on using AI to streamline reporting and data analysis.

Program Optimization Updates

Cat McLaughlin talked about the opportunity to restructure committees in 2025, aiming to enhance visibility and foster collaboration between youth and adult programs. She addressed the need to standardize processes across all programs and outlined updates to the procurement process. Additionally, she emphasized the productive discussion on improving program metrics. There was a discussion on a potential survey of the board to identify areas of improvement, which will be a topic at the next Governance meeting.

Policy Updates

Susie Puskar provided policy updates, starting with a TANF/Work Ready Vehicle Purchase pilot, which will use TANF funds to help participants buy their first vehicle. To qualify, participants must demonstrate that owning a vehicle would significantly improve their access to employment compared to relying on a bus pass. The second update focused on the Opioid Dislocated Worker grant, which requires new policies. These policies mirror WIOA policies. On a motion from Cat McLaughlin and a second from Debbie Caplan, the policies were unanimously approved to go to the full board. There were no abstentions.

CEO Update

Rob Cherry provided an overview of the Department of Labor Advisory Committee on Apprenticeships meeting which was held in Pittsburgh this week, highlighting site visits to the Airport, Parkway West, Carpenters Training Center, and CCAC where committee members were able to connect with apprenticeship programs in our region. He also discussed his future travels to Washington, DC, organized by the Allegheny Conference, to meet with elected officials in Pennsylvania and across the country. He also discussed efforts to build apprenticeship

programs with upcoming construction projects in Pittsburgh, applying for the next round of EDA Good Jobs Challenge funding with a focus on clean energy and battery storage, as well as his recent trip to Manchester, England with a Pittsburgh delegation to compare workforce systems.

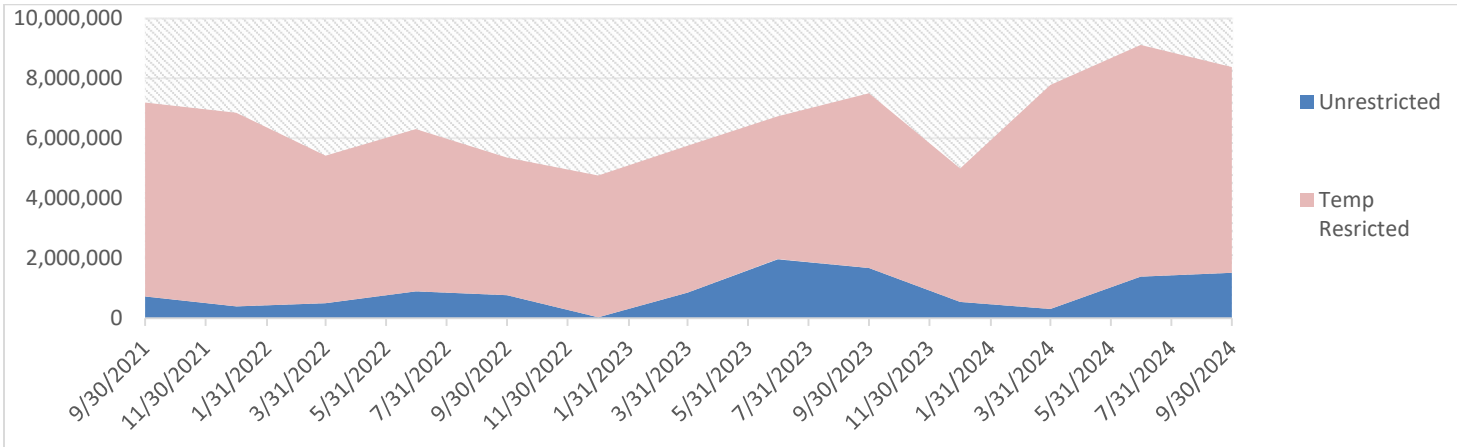
There was no public comment.

The meeting adjourned at 10:00 a.m.

September 30, 2024

Dashboard Report

Cash Flow Unrestricted and Temp Restricted Funds



Current Assets, Liabilities & Equity

Cash:

Temp Restricted \$6,875,405

Unrestricted \$1,511,447

Total Cash \$8,386,852

Line of Credit secured by Money

Market

\$0 of \$500,000

Other Current

Assets

Prepaid Expenses \$41,790

Prepaid Insurance \$20,025

Unbilled Receivable \$16,169

Security Deposit \$6,067

Fixed Assets Net of Depreciation \$103,381

Right of Use Asset – Operating Lease \$1,643,936

Liabilities

A/P \$5,024,618 (\$4,881,728 due to subrecipients)

Accrued Vacation/Payroll \$114,136

Accrued Contract Liability \$0

Right of Use Liability-Operating Lease (current & long term)\$1,695,505

Equity

Unrestricted Net Assets \$849,305

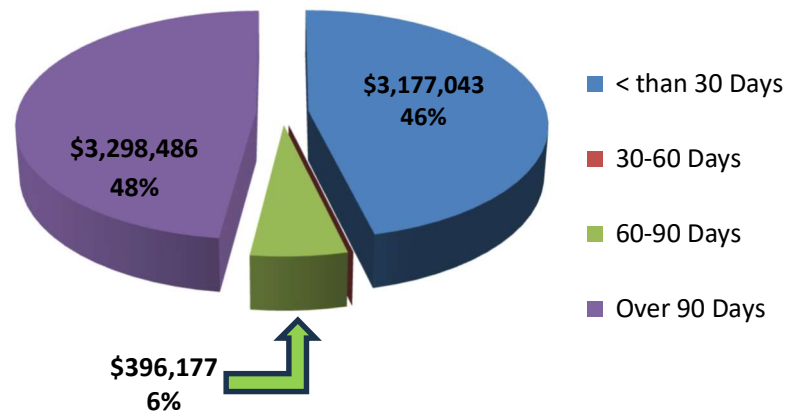
Temp Restricted Net Assets \$10,282,423**

Net Income (\$892,231)

**Career Link \$57,701; M&G \$131,660; Sector Strat. \$4,268,842; Adult TANF \$3,509,731; L&E \$2,314,489

This is reflective of activity through 7/1/2024

Partner4Work Accounts Receivable \$6,871,706

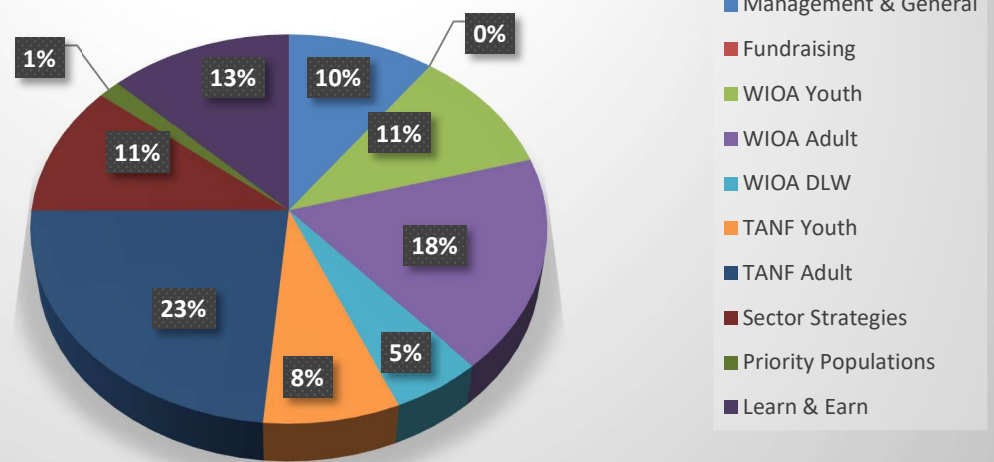


Items over 90+ days: Midwest Urban Strategies \$36,509; Dept of Health & Human services \$707,539*
UPMC \$10,000*; DHS \$8,437*; City of Pittsburgh \$336,000; County of Allegheny \$2,200,000 *marked as pd

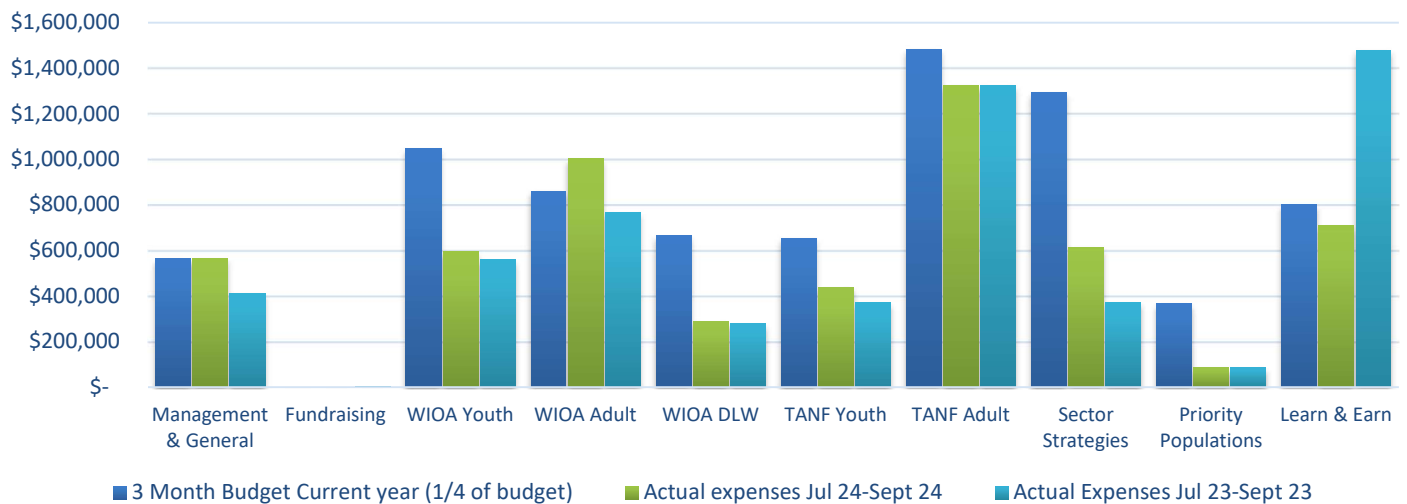
Dashboard Report Continued

Expense section

Total Partner4Work Expenditures \$5,626,647



3 Month Budget and Expense Comparison



Comments

- **Management & General:** Expenditures are in line with current budget projections.
- **WIOA Programs:** Youth program spending aligns with seasonal trends, while Adult program spending shows early invoicing by providers. Proposed shifts from DW to Adult will balance program spending.
- **TANF Youth and Adult:** Below budget due to delays in hiring and direct program expenses.
- **Sector Strategies:** \$240K increase from prior year, \$678K below budget due to direct program expenses and positions unfilled.
- **Learn & Earn:** \$770K below prior year and \$94K below budget due to timing of provider invoices
- **Conclusion:** The financial outlook for Partner4Work reflects anticipated variations tied to program timing and allocations. Efforts are ongoing to resolve aged receivables and align program expenditures with budget expectations as the fiscal year progresses.



BYLAWS – TRWIB, INC.

Revised – December 17, 2021
Revised — December 8, 2017
Revised — December 16, 2016
Revised — December 16, 2015
Revised — December 10, 2014
Revised – December 11, 2013
Revised – November 10, 2010
Revised – November 8, 2006
Revised – November 2, 2005
Revised – November 5, 2003
Accepted for Consideration – 1 April 2002

These Bylaws replace Bylaws previously approved on December 8, 2017

ARTICLE I – Corporate Name

The name of the Corporation shall be TRWIB, Inc. (the “Corporation” or the “TRWIB”), a 501(c)3 corporation whose offices are located at 650 Smithfield Street, Suite 2400, Pittsburgh, PA 15222, doing business as “Partner4Work.”

ARTICLE II – Purpose & Objectives

A. Purpose

The purpose of TRWIB is to deliver innovative workforce solutions for the City of Pittsburgh and Allegheny County to ensure that the current and future needs of businesses and job seekers are met and to assist in building an economically vibrant region.

The Corporation is a non-stock, non-profit entity.

The Board of Directors and the Executive Committee shall govern the Corporation. Actions taken by the Executive Committee shall be acknowledged by the Full Board.

The Corporation is organized and intended to be tax-exempt within the meaning of the Internal Revenue Code of 1986, as amended, and includes all purposes, powers, and privileges conferred upon the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988.

Notwithstanding any provisions of these articles, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

In the event of dissolution, all remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a

public purpose, subject to the approval of a Justice of the Supreme Court of the State of Pennsylvania.

B. Objectives

The primary objectives of the TRWIB are The TRWIB will deliver these objectives in collaboration with the Mayor of the City of Pittsburgh, the Allegheny County Executive, and key stakeholders. to deliver innovative workforce solutions for employers, job seekers, workers, and youth in the City of Pittsburgh and Allegheny County; to provide policy guidance and program oversight; to educate the community through robust labor market analytics.

ARTICLE III – Conformance with Federal and State Laws

1. TRWIB has been established to serve as a Workforce Development Board under Section 107 of the Workforce Innovation and Opportunity Act of 2014 (the Act), and Commonwealth policies and procedures affecting Workforce Development Boards. As such, TRWIB shall conform to the requirements of the Act, federal regulations, and/or Commonwealth policies and procedures, as may be in effect from time to time. This shall include Pennsylvania's System of Record Policy.
2. PA CareerLink® sites will use CWDS/PA CareerLink® as the common information-management system. CWDS/PA CareerLink® is the official system of record used for all data collection and reporting for all required partners located in comprehensive and affiliate PA CareerLink® sites. Shared information and data agreements will be used to support access to information and information sharing among partners as allowed by authorizing laws and regulations.
3. PA CareerLink® sites will use CWDS/PA CareerLink® as the job-match system when job seekers are looking for employment and employers are searching for candidates.
4. All WIOA, WIA, Wagner-Peyser Act, and TAA grant recipients are required to report individual participant data and financial data via Pennsylvania's system of record, CWDS/PA CareerLink®.
5. All participant, employer, and provider data must be entered into CWDS within 30 calendar days of the actual date of occurrence (e.g. service start date, hold date, entered employment, certifications, assessments, program exit dates).
6. Requests for funds by TRWIB will be made using CWDS/PA CareerLink®.

ARTICLE IV - Directors

1. The Allegheny County Chief Executive and the Mayor shall appoint the Board of Directors.
2. Composition shall, at a minimum, be consistent with statutory requirements and include individuals from industries, specific businesses, and other representatives with optimal decision-making authority, as the Allegheny County Chief Executive and Mayor deem necessary. The local board will notify the Chief Elected Officials within fifteen (15) days of a vacancy in a required position and will submit a nomination for the required position to the Chief Elected Officials within 90 days.
3. The TRWIB shall request from various business, labor, adult literacy, higher education, government, and other organizations those names of individuals who may have interest in serving on the TRWIB and forward a list of nominees to the Allegheny County Chief Executive and Mayor for their consideration and appointment.
4. The TRWIB shall not permit alternates in the absence of the appointed Director. Directors are expected to attend every meeting.
5. From and after the date of these Bylaws, Directors shall be appointed from nominations made to the Mayor or Allegheny County Chief Executive for a term of two (2) or three (3) years. Reappointments shall be handled in the same manner. At all times, nominations and

appointments will be staggered and made in accordance with the Act and Commonwealth requirements. There shall be no limitations on the number of terms an appointee can serve.

6. If a Director should die, resign, be removed before his or her term ends, or be unable to complete his or her term of office, the Allegheny County Chief Executive and the Mayor may replace such Director. If a Director no longer holds optimal decision-making or hiring authority with his/her specified entity or if separated from his/her specified entity, the Director's appointment is no longer valid and the Director may not continue to serve in the appointed role.
7. The Directors shall constitute the Board and these terms shall mean the same body of persons when used in these Bylaws.

Specifically, the TRWIB will:

- Develop its vision, mission, strategic goals, and policies that shall govern its operation;
- Produce comprehensive strategic plans and strategies to carry out the vision of the TRWIB; and identify the necessary program elements and work to develop a cohesive, efficient, effective, and customer-focused workforce development system, including the development of standards, policies, and performance measures;
- Approve negotiated local program performance standards with various funding sources as appropriate, and put in place performance criteria and reporting as the TRWIB deems necessary to ensure an informed consumer;
- Develop a continuous improvement process for the workforce development system in the area;
- Create and sustain an effective linkage with the employment market with emphasis on the private sector including developing services as are necessary to assist the employer in recruitment, retention, and training of their workforce;
- Partner with the economic development organizations to provide services to new and expanding employers, thereby providing expanded opportunities for job seekers;
- Assist in the development of a dynamic labor market information system and the timely dissemination of such information so as to help create a robust human capital marketplace in the Southwest PA Region;
- Approve a budget for the operation of TRWIB and secure resources as may be necessary to operate;
- Assume such other work as the Mayor and the Allegheny County Executive may request TRWIB to undertake on their behalf.

ARTICLE V – Governance Structure

A. Full Membership

1. Officers of the Board shall consist of a Chair, a Vice-Chair, Secretary, and Treasurer. Officers of the Board will be elected to a two-year term by the Board. There is no limit to the number of terms a Director may serve as an Officer. Officers can be removed from the respective office by a two-thirds vote of the Full Board. The Officers collective, will herein be referred to as, the Executive Committee. The Board may designate additional officers and assistant officers from time to time.
2. The Full Board is responsible for:
 - Ongoing planning activities to determine the mission of the organization and its strategic direction, to define specific goals and objectives related to the mission, and to evaluate the success of the organization's services toward achieving the mission.

- Annually approving the organization's budget and assessing the organization's financial performance in relation to the budget at least four times per year.
3. **Compensation.** No compensation shall be paid to any Director for their services as Director. At the discretion of the Executive Committee, a Director may be reimbursed for travel and actual expenses necessarily incurred by him or her in attending meetings and performing other duties on behalf of the Corporation.
 4. **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.
 5. **Conflict of Interest.** The Corporation shall not be precluded from conducting business with any partnership, firm, or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of Article IV are met. The Board shall adopt a conflict of interest policy in compliance with PA Department of Labor and Industry Workforce System Policy No. 02-2015 or subsequent revisions, which shall require each Director to disclose any actual or potential conflict between the Director's personal interests and his or her duty to the Corporation. The Secretary shall review or cause to be reviewed disclosure information and advise the Board Chair and other appropriate entities of potential conflicts. Any Director deemed by the Executive Committee pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the effect on the quorum.
 6. **Standard of Care and Fiduciary Duty.** Each Director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which s/he may serve, in good faith, in a manner s/he/they reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing duties, Directors shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - One or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
 - A committee of the Board of this Corporation upon which he does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
 - A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
 7. **Factors Which May Be Considered by Directors.** In discharging the duties of their respective positions, the committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with this Corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 8 hereof.

8. **Rules and Regulations.** The Board may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by a simple majority vote of Directors present and entitled to vote at a meeting of the Members where a quorum is present.
9. **Removal.** The Allegheny County Executive and the Mayor shall have the sole authority to remove Directors for cause. For purposes of this Section, cause shall mean any action or inaction, which, in the sole discretion of the Allegheny County Chief Executive and the Mayor, materially and adversely affects or may affect the Corporation or its reputation, including, for the avoidance of doubt, a Director's failure to attend three (3) or more consecutive Board meetings without explanation. The Board or the Chair shall inform the Allegheny County Executive and the Mayor, and may make recommendations to the Allegheny County Executive and the Mayor for removal of a Director for cause; *provided, however*, that the decision to remove a Member lies within the sole discretion of the Allegheny County Executive and the Mayor.

B. Officers

1. **Enumeration.** The officers of the Corporation shall consist of a "Chair," "Vice-Chair," "Secretary," "Treasurer," and such other officers and assistant officers as the Board may, from time to time, designate.
2. **Election and Term of Office.** Each of the officers of the Corporation will be elected and/or appointed every two years by the Full Board and will remain in office and shall serve at the pleasure of the Full Board, until his or her successor is duly elected and takes office.
3. **Vacancies.** The Directors entitled to vote shall fill any vacancy. The Chair may, however, fill vacancies in the office of "Secretary," "Treasurer," or any other office designated by the Board for the period ending upon the date when such vacancy is filled by the Membership.
4. **The Chair.** The Chair serves as the chairperson of the Board and as such shall be responsible for and have supervision over the management and operation of the Corporation, subject to the control of the Executive Committee and Directors. The Chair shall also preside at all meetings of the Board and Executive Committee. The Chair shall see that the affairs of the Corporation are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the directions of the Board. The Chair shall be an ex-officio member of all committees. The Chair must be a member of the business community.
5. **Vice-Chair.** The Vice-Chair, shall, in the absence, disability, inability or refusal to act of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as shall from time to time be imposed by the Board. If there is no Vice Chair or if the Vice Chair cannot act, will not act, or is absent from his/her duties, then the Secretary shall assume the duties of the Vice Chair.
6. **Secretary.** The Secretary shall make or cause to be made minutes of all meetings of the Executive Committee and Board. The Secretary shall be responsible for or cause the timely mailing or delivery of all notices of meetings of the Board, and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Executive Committee or Directors. The Secretary shall perform the duties of the Chair when the Chair and Vice-Chair are absent or disabled and shall undertake such other responsibilities as the Board or Chair may assign.
7. **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and credit of the Corporation in such depositories as shall be designated by the Executive Committee. He / She shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board or the Executive Committee, and shall render to the Chair and Members, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial

condition of the Corporation. If required by the Board, he or she shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office.

8. **Other Officers.** The Board may also choose such other Officers and Assistant Officers and Agents as the needs of the Corporation may require, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by Resolution of the Board and Membership. These Officers of the Corporation need not be Directors.
9. **Standard of Care.** An Officer shall perform his or her duties as an officer in good faith in a manner he or she reasonably believe to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of being an Officer of the Corporation.
10. **Bonds.** The Board, in its discretion, may require the Treasurer and any of its Officers to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

C. Executive Committee

1. **Authority.** Subject to the rights of the Directors and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of an Executive Committee, which shall administer, manage, preserve, and protect the property of the Corporation. All actions taken by the Executive Committee shall be acknowledged by the Full Board.
 2. **Qualification and Appointment.** Any Director is eligible to become an Officer of this Corporation.
 3. **Number and Term.** The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, the Treasurer, the Chair of each of the other standing committees, one representative of the Mayor, and one representative of the County Executive, a member-at-large, and such other appointments at the discretion of the Chair. In no event will the number of members of the Executive Committee exceed fifteen (15) members.
 4. **Vacancies.** In the event of a vacancy, the Executive Committee may name a Director to serve in an interim capacity until the next Full Membership meeting. Executive Committee appointees named as a result of vacancies occurring on the Executive Committee by death, resignation, and refusal to serve or otherwise shall be approved by the Directors entitled to vote. A new Officer of the Executive Committee appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office. The local board will notify Local Chief Elected Officials within ninety (90) days of a vacancy.
- 5. Specific functions of the Executive Committee**
- a) Assessing the organization's annual performance and confirm the organization's compliance with existing legal, regulatory, and financial reporting requirements.
 - b) Working with the Audit/Finance Committee to approve the Corporation's budget and assessing the Corporation's financial performance in relation to the budget at least four times per year.
 - c) Hiring, establishing compensation, and annually evaluating the performance of the Chief Executive Officer.

Article VI – Meetings

A. Meetings in general

1. **(a) Notice.** All meetings requiring notice by these bylaws or by statute shall be given by written notice to all Board members. If the date set for the meeting falls on a legal holiday, then the meeting will be held on a day determined by the Chief Executive Officer. This provision of the Bylaws constitutes notice to all members of the Executive Committee and all Members of all regular meetings, and no further notice shall be required, although further notice may be given.
(b) Notice of Special Meeting. Written notice of the date, time and place of each special meeting shall be sent to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting and shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary of the Board or Vice Chair of the Membership as the case may be or another designated officer of the corporation and shall be delivered to each Member as the case may be either personally or by mail, facsimile, electronic mail or telegram to his or her residence or place of business as listed on the records of the Corporation. If the notice is sent by mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.
2. **Quorum.** Unless otherwise specifically provided in these Bylaws, the presence of one-half (1/2) plus one Board members entitled to vote shall constitute a quorum at all meetings. In addition to those who are actually present at a meeting, participants shall be deemed as present at such meeting if a telephone, video conferencing, or other technology is used by means of which all persons participating in the meeting can hear each other simultaneously. The act of a majority of the Members entitled to vote at a meeting at which a quorum is present shall be the act of the Board or Members as the case may be. A majority of those present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board or Membership as the case may be to another time and place. Notice of any such adjourned meeting shall be given to the Members as the case may be who are not present at the time of adjournment.
3. **Voting.** Each Member as the case may be entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Membership. The Secretary is authorized to cast the proxy ballots of those members who are not present, but have submitted a voting proxy. Such proxies will be voted when the Chair or the Secretary declares a quorum is present.
4. **Location.** All meetings of the Board shall be held at the registered office of the Corporation unless otherwise designated in the notice.
5. **Attendance.** Directors are expected to attend all meetings. A Director's failure to attend three (3) or more consecutive Board meetings without explanation, the Board or the Chair shall inform the Allegheny County Executive and the Mayor, and may make recommendations to the Allegheny County Executive and the Mayor for removal of a Director for cause; *provided, however*, that the decision to remove a Member lies within the sole discretion of the Allegheny County Executive and the Mayor.
6. **Sunshine Act Provisions.** The PA Sunshine Act, Act 65 of 2021 Senate Bill 554, Section 709 and Section 712 contain the revisions that will affect future public notice and transparency (65 P.S. 271 et seq.) and PA Department of Labor and Industry Workforce System Policy No. 02-2015, The Board shall make available to the public, on a regular basis through electronic means and open meetings, information regarding: the activities of the Board, information regarding membership, and minutes of formal meetings of the Board and/or its Executive Committee.

In January of each year, the Board shall publish its schedule of public meetings in a newspaper of general circulation, at TRWIB's public website www.partner4work.org, and at the Corporate offices at 650 Smithfield Street, Suite 2400, Pittsburgh PA 15222. Any changes during the year will be similarly published.

Public meetings will be held in a physical location and/or by telephonic or other electronic means and meeting notices will indicate public accessibility as necessary to ensure PA Sunshine Law compliance.

Board and Executive Committee agendas, including a listing of each matter of agency business that will or may be the subject of deliberation or official action, shall be posted at www.partner4work.org, the physical location of the meeting, and the Corporate offices no less than 24 hours in advance of the public meeting. TRWIB shall make available to individuals in attendance of the meeting copies of the agenda, which will include a listing of each matter of agency business that will be or may be the subject of deliberation or official action at the meeting.

B. Full Membership Meetings

1. **Regular Meetings.** The Full Membership will meet four times a year. The meeting dates will be approved at the annual meeting for the upcoming year.
2. **Annual Meeting.** The Board shall designate one meeting a year to be the annual meeting.
3. **Special meetings.** Special meetings for the Membership may be called at the discretion of the Chair. Further, Special meetings for the Membership may be called by the Vice Chair of the Membership upon the order of the Chair of the Membership or at the written request of a number of Members constituting a quorum of the Members then in office and entitled to vote.

C. Executive Committee Meetings

1. **Regular Meetings.** The Executive Committee shall meet four times per year. The meeting dates will be approved at the annual meeting for the upcoming year. Such dates will be advertised both to the members and to the public. Regular meetings of the Executive Committee shall be open according to the Sunshine Act.
2. **Special meetings.** Special meetings for the Executive Committee shall be called or cause to be called by the Secretary upon the order of the Chair or at the written request of a number of the Officers constituting a quorum of the Executive Committee then in office and entitled to vote.
3. **Actions by Consent.** If all the Executive Committee members shall severally or collectively consent in writing prior to or subsequent to any action to be taken by the Executive Committee, and that writing is filed with the Secretary of the Corporation, such action shall be valid as a corporate action as though it had been authorized at a regular meeting of the Executive Committee.
4. **Telephone or Electronic Meetings.** One or more Executive Committee member shall be considered present and may participate and vote in any meeting of the Executive Committee by means of any communications equipment whereby all persons participating at the meeting can simultaneously hear each other.
5. **Electronic voting.** Executive Committee members may vote on action items electronically. The collection of those votes shall be filed at the corporate office.

Article VII – Committees

There shall be an Executive Committee and such other standing committees as the Full Membership may deem advisable in the administration and conduct of the affairs of the Corporation. Ad Hoc committees and task forces can be created at the discretion of the Chair. Each board member shall serve on at least one committee or task force. Committees shall meet as necessary. Committees may create sub- committees as needed. Standing Committees shall include one non-board member. Without limiting the foregoing, standing committees of the Corporation shall include an Executive Committee, a Governance Committee,

an Audit/Finance Committee, and a Youth Advisory Committee, each of which shall have such authority as may be determined by the Board and shall report to the Board.

Executive Committee

The Executive Committee is responsible for the general direction of the organization and is empowered to act on behalf of the full board. Special functions of the committee include:

1. Preparing an annual report on the organization's performance and confirm the organization's compliance with existing legal, regulatory, and financial reporting requirements.
2. Working with the Audit/Finance Committee to prepare the organization's budget and assessing the organization's financial performance in relation to the budget at least four times per year.
3. Hiring, establishing compensation, and annually evaluating the performance of the Chief Executive Officer.

Membership: The Executive Committee must consist of the Chair, Vice Chair, Secretary, Treasurer, standing committee chairs, one representative of the Mayor, one representative of the Allegheny County Executive, one member-at-large, and other appointments at the discretion of the Chair.

Governance Committee

The Governance Committee is responsible for recommending nominees for appointment and/or reappointment to the Board, reviewing bylaws and recommending any needed changes, developing best practices of highly functioning board, board education, and strategic and succession planning.

Membership: The Governance Committee is made up of current members of the Board of Directors and one member at-large. The committee is chaired by a member of the board, who also serves on the Executive Committee.

Audit/Finance

The Audit/Finance Committee is responsible for the direction and oversight regarding the overall financial management of TRWIB, Inc. Functions include reviewing and recommending the organization's annual budget (prepared by the staff) for final approval by the Board, long-term financial planning, monitoring actual vs. budgeted financial performance, establishment and monitoring of accounting policies and procedures, hiring, setting the compensation, and overseeing the auditor's activities. It set rules and processes for complaints concerning accounting and internal control practices. The Audit/Finance Committee is also responsible for review and recommendation for approval of the final audited financial statements, as well as any communications received from the auditor regarding internal controls, illegal acts, or fraud. The Audit/Finance Committee also serves as the primary point of contact for any employee who suspects that fraud has been committed against the organization or by one of its employees.

Membership: The Audit/Finance Committee is composed of a diverse group of Partner4Work Board members who are concerned with the financial situation of the Partner4Work and one member-at-large. Committee members will possess an understanding of the Partner4Work's diverse funding streams, funding restrictions, and budgeting process. At least one member of the committee that is a board member and qualifies as a "financial expert." The Committee Chair is a Partner4Work Board member who serves on the Partner4Work's Executive Committee and as Treasurer of TRWIB, Inc.

Youth Advisory

The Youth Advisory Committee is charged with leading the efforts to prepare youth with the skills needed to develop a world-class workforce pipeline in Pittsburgh and Allegheny County. This Committee recommends the distribution of funds, manages youth service contracts and guides the vision for youth programs.

Membership: The Youth Advisory Committee is comprised of current members of Partner4Work's Board

of Directors and members of the community with the expertise in youth services. The committee is chaired by a member of the board who also serves on the Executive Committee.

Limitation on Power of Committees. No committee of the Board other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these Bylaws or the Nonprofit Corporation Law of 1988 in the Board as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

Article VIII – Personal Liability of Directors

1. **Directors' Personal Liability.** To the extent permitted by law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action.
2. **Preservation of Rights.** Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Member or former Member may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Member of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Article IX – Indemnification

1. **Mandatory Indemnification of Directors and Officers.** The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law) each Director or officer (including each former Director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
2. **Mandatory Advancement of Expenses to Directors and Officers.** The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Member or Officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or Officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or Officer to repay all amounts advanced if it shall ultimately be determined that s/he is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.
3. **Permissive Indemnification and Advancement of Expenses.** The Corporation may, as determined by the Executive Committee from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an authorized representative of the corporation, both as to action in his or her official capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Executive Committee from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding

referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that s/he is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

4. **Scope of Indemnification.** Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification (i.e., gross negligence or willful misconduct) is expressly prohibited by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law or any successor statute as in effect at the time of such alleged action or failure to take action.
5. **Miscellaneous.** Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provide by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Director, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the members or the Executive Committee of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.
6. **Definition of Authorized Representatives.** For the purposes of this Article, the term, "authorized representative" shall mean a Director, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

Article X – Restrictions Regarding the Operations of the Corporation; Administration of Funds, Contracts, Checks, Deposits, and Funds

1. **Fund Solicitation.** The TRWIB Board or its Officers or designated agents may solicit funds for special projects.
2. **Fund Maintenance.**
 - a) In accordance with the Workforce Innovation and Opportunity Act and all applicable federal and state policies and regulations, funds shall be maintained in such a manner as to ensure the safety, accessibility, and separateness from government funds.
 - b) Title I Funds of the Workforce Innovation and Opportunity Act will be maintained by such fiscal agent as the TRWIB and the Mayor for City funds and the County Executive for County funds, shall designate,
 - c) All other Funds may be maintained by the Board through its Treasurer.
3. **Funds and Contract Commitment or Disbursement.** Unless otherwise restricted by law, the following commitments and disbursements designate the level of approval that must be obtained prior to commitment or disbursement:
 - a) All grants that are to be awarded to the Corporation must be submitted to a vote of the Membership to accept the grant. Acceptance of the grant will require a simple majority of the members present at a meeting in which a quorum is declared. The full Board may

- delegate the authority to accept an award, or all awards, to the Executive Committee.
- b) The Treasurer will annually submit a budget to the full Board for approval, prior to the start of the fiscal year. Approval of the budget will require a simple majority of the members present at a meeting for which a quorum is declared.
 - c) CEO, upon acceptance of a grant award, shall have the authority to execute the grant and any contracts/agreements that are incorporated in the grant.
4. **No Private or Political Beneficiaries.** In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.
5. **No Violation of Purposes.** In no event and under no circumstances shall the Executive Committee or Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.
6. **Annual Report.** The Treasurer shall submit annually to the Executive Committee and Membership a statement containing those details required to be included under the provisions of the Pennsylvania Non-Profit Corporation Law, the Articles of Incorporation of this Corporation, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.
7. **Books and Records.** This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Membership, Executive Committee and Committees' meetings. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.
8. **Tax Records.** The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection for any person requesting to see them.

Article XI – Bylaw Amendments

1. **Authority.** Subject to the rights of the Directors set forth in the Pennsylvania Non-Profit Corporation Law, these Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a two-thirds vote of the Membership entitled to vote.
2. **Notice.** The Directors of the Corporation shall be given at least seven (7) days' prior written notice of any meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws, which are under consideration and the proposed changes thereto.