



**NOVA WORKFORCE BOARD  
BYLAWS**

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

- f. Solicit direct involvement in the operation of employment and training projects of private sector organizations and companies and public agencies which can increase the effectiveness of the employment and training program.
  - g. In conjunction with Sunnyvale City Council, develop standards to monitor activities and measure effectiveness of the employment and training program.
  - h. In conjunction with the Sunnyvale City Council, develop an annual budget for both the NOVA Workforce Board and NOVA program operations, and periodically audit revenues, expenditures, and success in achieving outcomes.
- 5. MEMBERSHIP:** Membership on the Workforce Board shall include representatives from business and industry including small business and minority business, organized labor, rehabilitation agencies, community-based organizations, the State Employment Development Department, public assistance agencies, economic development organizations, educational agencies that provide education or vocational training oriented towards the needs of the business community, and other one-stop partners. For the purposes of this section, "small business" shall mean any private for-profit enterprise employing 500 or less employees. Representatives from other agencies or organizations involved in training and employment activities may also be included.
- a. The Board shall ensure compliance with the Workforce Innovation and Opportunity Act (WIOA) by maintaining a majority of business representatives, constituting at least 51% of its total membership. These representatives shall be owners, chief executives, or operating officers of businesses, and other business executives or employers with optimum policymaking or hiring authority who reflect employment opportunities in key sectors of the local economy, including small and minority-owned businesses. Additionally, the Board must include at least 20% workforce representation, comprising labor organization representatives, apprenticeship programs, and other workforce groups as specified in WIOA. The Board should be capped at 27 members.
  - b. The Board's composition should reflect the local community and labor market. It should include members from various industry sectors and communities representing large and small businesses. The Board will actively seek to include members with various perspectives, skills, and experiences to promote innovative and effective workforce development strategies.
  - c. Board members are entrusted with strategic oversight and active engagement in resource development, policy advocacy, and community relations. Members are expected to participate in strategic planning sessions, contribute to the mobilization of resources through partnerships and funding opportunities, advocate for workforce development policies, and represent the interests of the Board in community and stakeholder engagements when called upon.
  - d. Members of the Workforce Board shall be appointed for fixed terms.
    - i. Length of Term: Workforce Board members shall be appointed to the Workforce Board of Directors for a (3)-year term. Member terms shall expire on December 31st of the applicable year. Unless the Workforce Board member dies, resigns, or is removed, each member shall serve until the term expires or a successor is appointed. When a vacancy occurs before the expiration of a term, the vacancy shall be filled, and a new term will begin.
    - ii. Number of Terms: The number of terms a member may serve shall be unlimited for Non-Business Representation. Workforce Board members representing business may serve for up to two rotations (for up to six (6) years).

- iii. Change in Status: Workforce Board members are appointed to represent specific constituencies found within WIOA. Therefore, should a Workforce Board member terminate their employment with a specific company or organization, unless specifically requested by the Board Governance Committee and Executive Director to complete their term, they will cease to be a member of the Workforce Board.
  - iv. Non-Business Representation: Non-business Workforce Board members shall be appointed by the designated authorities for fixed terms and may serve until their successors are appointed. WIOA law designates these members as partners.
  - v. Vacancies: Any vacancy in the Workforce Board membership shall be filled in the same manner as the original appointment, and a new term will begin. The Board Governance Committee and the Executive Director are tasked with recruiting replacement members who support the workforce board's strategic objectives.
  - vi. Terms: Terms of office shall be automatically extended with the approval of the Sunnyvale City Council unless the Board chair(s) or individual Board members request that this not be done.
- e. The Board adopts a rigorous conflict of interest policy, requiring members to disclose any financial, personal, or professional interests that may influence their decision-making. Procedures for managing and resolving such conflicts shall include abstention from related discussions and votes, and, where necessary, divestment of the conflicting interest. The policy will be reviewed annually to ensure transparency, accountability, and the integrity of the Board's operations. Workforce Board members must be in compliance with State and Federal conflict of interest codes.
  - f. There are no other conditions governing appointment or membership on the Board as deemed appropriate by the Sunnyvale City Council.

## 6. OFFICERS:

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

## **7. COMMITTEES:**

- a. The Workforce Board may establish Standing Committees as necessary to carry out its functions, and may establish Ad Hoc Task Forces when required. Every member of the Workforce Board shall serve, at a minimum, on a Standing Committee, an Ad Hoc Task Force, or on a special assignment authorized by the Chairperson(s).
- b. There shall be an Executive Committee whose membership shall be the officers of the Workforce Board, the Chair of the Governance Committee, the Chair of the NOVAworks Foundation, and additional Workforce Board members as appointed by the Chairperson(s) of the Workforce Board. A majority of the Executive Committee members shall represent the private sector, reflective of the full Board.
  - i. The Executive Committee has the authority to act on behalf of the full Board when the Board is not scheduled to meet. At the next meeting of the full Board, a summary of those actions will be presented.
  - ii. The Executive Committee is responsible for taking a leadership role in the strategic planning/visioning process; developing and making recommendations for the Business Service Plan to the Board to increase employer involvement in the activities of the Board; identifying work assignments for the committees; and shaping the agenda for the general Board meeting.
  - iii. The Executive Committee shall define and appoint all Standing Committees and Ad-Hoc Task Force members.
- c. There shall be a Governance Committee responsible for overseeing board composition, recruitment, engagement, and the periodic review of bylaws. This committee will ensure the Board's composition aligns with strategic goals, diversity objectives, and compliance requirements.
  - i. The Governance Committee will identify and recruit qualified individuals to serve on the Board, evaluate member engagement and recommend bylaw amendments to reflect evolving best practices and regulatory changes.
  - ii. The Governance Committee will also recommend professional development for the Board from time to time on an as-needed basis.
  - iii. The Bylaws shall be reviewed at least once every three years to ensure they remain relevant and aligned with the Board's strategic direction, regulatory requirements, and best governance practices. This review will be conducted by the Governance Committee, which will recommend amendments to reflect changes in the workforce development landscape, legal obligations, and the organization's priorities.
  - iv. The Governance Committee interviews prospective candidates, and during this process, it will include a Sunnyvale City Council member as a member of the Governance Committee. The Committee's recommendations are forwarded to the Sunnyvale City Council for final appointment. Workforce Board members shall be appointed by the Sunnyvale City Council.

## **8. CONDUCT OF THE MEETING:**

- a. Meetings shall be conducted using Roberts Rules of Order.
- b. One-third of the currently serving members shall constitute a quorum for the conduct of any meeting. As long as a quorum is present at any time after the start of the meeting, a quorum

shall be in effect and can take official action. To maintain cohesion, there is no proxy and alternative designee process used when a Board member is unable to attend a meeting.

- c. To accommodate the evolving nature of business and governance, the Board shall adopt flexible meeting practices that leverage technology to enhance participation and decision-making. This includes the authorization of virtual meetings, teleconferencing, and electronic voting, provided that such practices comply with applicable laws and regulations ensuring transparency, accessibility, and the integrity of Board proceedings.
- d. There are six general Board meetings scheduled each year on the fourth Wednesday of each designated month.
- e. Special meetings can be called by the Chairperson(s) with a minimum of five (5) working day's notice. Special meetings shall require a quorum be present to conduct business. Only business designated in the special call shall be conducted at the special meeting.

9. **REVISIONS:** Revisions to these Bylaws can be made with the approval of a super-majority (two-thirds) of the members in attendance at a regular Board meeting after being submitted 30 days prior to voting on any revisions.