

## MINUTES

Detroit Employment Solutions  
Corporation (DESC)  
Executive Committee Meeting  
Thursday, March 17, 2016

Time: 9:30 p.m. – 10:30 a.m.  
Location: 440 East Congress, Suite 400, Detroit, MI 48226  
Facilitating: Chair Laura Hughes

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Directors Present: Laura Hughes, Mark Gaffney, Alice Thompson, David Carroll  
Director(s) Absent: Cal Sharp  
Staff Present: Kristin Bailey, L'Tanya Clegg, Jose Reyes, Chauncey Samuel, Rose Wilson, Robert Shimkoski

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### Proceedings

The meeting of the Detroit Employment Solutions Corporation (DESC) Board Executive Committee was called to order at 9:36 a.m. by Chair Laura Hughes. A motion was made by Director Mark Gaffney to approve Draft Agenda of March 17, 2016, and the Draft Minutes of February 11, 2016, supported by Director David Carroll. Motion Carried Unanimously.

### Chair Comments

Chair Hughes congratulated Ms. Pamela Moore, President/CEO, DESC, on her new role at the Detroit Public Schools Foundation and thanked her for her service to DESC. Chair Hughes shared that DESC is excited for its next chapter, and thanked Mr. Jose Reyes, Chief Operating Officer, DESC, for serving as DESC's Interim President/CEO. Ms. Moore thanked several individuals, including Mr. Tom Lewand, Group Executive for Jobs and Economic Growth, City of Detroit, as well as the agency's Board members, for their service and support.

Chair Hughes stated that focus needs to be placed on the agency's budget and would like to ensure that the Board members have a better understanding of the agency's financial situation. She further noted that there would be an opportunity to learn more about the agency's federal funding as planning gets underway for the FY 2016 budget.

Chair Hughes stated that the Board will also discuss capital structure and noted that a presentation will take place on this topic at an upcoming meeting. Discussion ensued among the Board members, who mentioned that it would be helpful to learn more about the agency's financial operations, particularly how decisions are made on how the dollars are spent.

Chair Hughes stated that Director Ric Preuss has discussed with her the fact that the Board has not received an update recently regarding the agency's programs and their metrics. Chair Hughes thanked Director Preuss for noting this as an issue and assured the Board that an update will be presented soon to the Board.

Director Gaffney shared that he will serve as the Chair of the Board's Program Services Committee. Director Gaffney explained that the next Program Services Committee meeting would take place within the next two weeks. The committee will review DESC's program performance and discuss the committee's role and responsibilities going forward.

### **Bylaws Revision**

Chair Hughes stated that a particular section of the Board's bylaws required review and revision. Currently, Section 3.2 ("Number and Qualification") of the Corporation Board Bylaws states, "a person shall not concurrently serve on the Board and be a paid employee of the Corporation." Chair Hughes stated that this should be removed from the bylaws since Director Jeff Donofrio is a new Board member and is also paid through DESC. She also noted that the Board agreed that Director Donofrio should sit on the Board. Director Alice Thompson asked whether removing this provision from the bylaws would impact any other areas of the bylaws. Chair Hughes responded that DESC's team as well as legal counsel reviewed this section, and that there should not be any issues regarding this revision. A motion was made by Director Thompson to strike from the Board's bylaws the sentence that reads "a person shall not concurrently serve on the Board and be a paid employee of the Corporation," supported by Director Gaffney. Motion Carried Unanimously.

### **Appointment of Interim Responsibilities**

Chair Hughes shared that Mr. Reyes has agreed to serve as the agency's Interim President/CEO, stating it is very important that nothing falls through the cracks during this transition. She stated that she would need time to put in place the plans and duties of Mr. Reyes during this transition period, noting that there are a number of moving pieces. Chair Hughes explained that the Board is currently considering what a transition plan would look like for the organization. She stated that a job description does not currently exist for the DESC President/CEO, and that this is one of the first tasks to be accomplished. Once the job description is created, an ad hoc committee of the Board would be created in order to begin the process of a national search. Discussion ensued that a three-month timeline is projected in order to appoint a new President/CEO. In the interim, Mr. Reyes will continue to oversee the organization and its operations.

Director Thompson made a motion that an ad hoc committee be convened for the purpose of creating a job description for the President/CEO for DESC, which would detail goals and objectives, supported by Director Gaffney. Motion Carried Unanimously.

### **Audit and Finance Committee Recommendations**

Director Carroll reviewed the contract modifications up for approval. Ms. Kristin Bailey, Compliance Manager, DESC, explained that these modifications were reviewed and approved by the Audit and Finance Committee and are presented before this committee for final approval. A motion was made by Director Gaffney to approve the four (4) contract modifications as presented, supported by Director Thompson. Motion Carried Unanimously.

### **Public Comment**

No public comment was presented before the Board.

### **Adjournment**

With no further business to come before the DESC Board Executive Committee, the meeting was adjourned at 10:30 a.m.

Prepared by: L'Tanya Clegg