Policy Guidance

Workforce System Governance Framework
Standards Guidance

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Purpose

This Regional Workforce Governance Standards and Operating Guidance establishes the minimum governance standards and operating requirements necessary to support the Tennessee Workforce System Governance Framework Policy.

The Framework Policy establishes Tennessee's statewide governance model and strategic responsibilities. This guidance provides the operational standards necessary to implement that framework consistently across Regional Workforce Development Boards (RWDBs), Local Elected Officials (LEOs), Chief Local Elected Officials (CLEOs), Local Advisory Councils (LACs), and other regional governance entities.

This Regional Standards and Operating Guidance establishes statewide minimum governance standards while allowing flexibility for regional innovation consistent with state policy, federal requirements, approved waivers, and regional workforce priorities. Specifically, this guidance establishes minimum standards for:

- Governance documentation;
- Board organization and operations;
- Membership administration;
- Elected official governance responsibilities;
- Conflict-of-interest requirements; and
- Governance certification.

These Standards should be read in conjunction with:

- Workforce System Governance Framework Policy;
- Applicable State Workforce Development Board policies;
- Guidance issued by the Tennessee Department of Labor and Workforce Development (TDLWD);
- Applicable federal and state law; and
- Approved federal waivers.

Regional Chief Local Elected Official (CLEO) Council Standards

Decision Making Standards

The Regional Chief Local Elected Official (CLEO) Council shall act collectively in carrying out the responsibilities assigned to the CLEOs, as representatives of the Local Elected Officials within their respective LWDA, under the Workforce Innovation and Opportunity Act (WIOA) and applicable state policy. The Council shall establish and maintain written governance documents, approved by the Tennessee Department of Labor and Workforce Development (TDLWD), that define its decision-making processes, voting procedures, meeting protocols, and other operating requirements necessary to carry out its statutory responsibilities.

The governance documents shall clearly identify the process by which the Regional CLEO Council deliberates, votes, and documents official actions. All actions of the Council shall be taken through collective decision-making and recorded in accordance with the Council's established procedures.

The following actions require the unanimous approval of all members of the Regional CLEO Council:

- Selection or designation of the fiscal agent or grant recipient;
- Nomination of individuals for appointment to the Regional Workforce Development Board;
- Renewal or reappointment of Regional Workforce Development Board members; and
- Approval of the Regional Workforce Plan.

Unless otherwise required by federal or state law or policy, all other actions within the statutory responsibilities of CLEOs shall be approved by a majority vote of the Regional CLEO Council.

If the Regional CLEO Council is unable to reach the level of agreement required for a decision after following the decision-making procedures established in its governance documents, the matter shall be referred to the Tennessee Department of Labor and Workforce Development (TDLWD). TDLWD shall make the final determination on the matter to ensure timely administration of the workforce development system and continued compliance with WIOA and applicable state policy.

The Regional CLEO Council shall elect from among themselves a Council Chair. The Council Chair shall execute documents and certifications on behalf of the Regional CLEO Council only after the Council has taken action in accordance with its approved governance procedures. Execution of documents by the Chair shall reflect the collective decision of the Council and shall not constitute independent decision-making authority beyond that delegated to the Chair by the Council and applicable law.

Regional Workforce Development Board Standards

Membership Composition

Regional Workforce Development Boards membership should reflect the industries, employers, education partners, public agencies, labor organizations, community organizations, and workforce stakeholders necessary to develop comprehensive regional workforce strategies responsive to current and emerging workforce needs. Membership shall consist of twenty-five (25) individuals and be composed to ensure:

- Strong private-sector leadership;
- Majority representation of high-demand and emerging industries;
- Representation from each LWDA within the region;
- Expertise across the education-to-employment continuum;
- Meaningful representation of workforce system partners; and
- Diverse perspectives supporting innovation and workforce development

Regional representation must include expertise in areas such as:

- Business and industry;
- Economic development;
- TCATs
- Community colleges;
- Career and technical education;
- Registered apprenticeship;
- High-demand and emerging industries identified through regional labor market analysis;
- Organized labor;
- City or municipality government;
- Community-based organizations;
- Human Services;
- Adult Education (WIOA Title II);
- State representation from WIOA Title III
- Vocational Rehabilitation (Title I of the Rehabilitation Act of 1973);

Regional Workforce Development Boards should periodically evaluate membership composition to ensure continued alignment with changing workforce conditions, employer demand, demographic trends, and statewide strategic priorities.

Regional Workforce Development Boards (RWDBs) must maintain an updated board roster in alignment with RWDB Bylaws on their RWDB website, where it is easily accessible to the public. For each member, the comprehensive board roster must include their name, date certified to serve, county representation, and employer or qualifying organizational affiliation.

Membership Appointment Process

Appointments shall follow procedures established by State Workforce Development Board (SWDB) and Tennessee Department of Labor & Workforce Development (TDLWD) and be outlined in the Regional Interlocal Agreement.

The appointment process shall provide for:

- Transparent nomination procedures;
- Verification of eligibility;
- Review of required representation categories; and
- Timely notification of appointments, resignations, vacancies, and removals.

Appointments should consider leadership experience, regional knowledge, strategic expertise, and demonstrated commitment to advancing Tennessee's workforce priorities. When considering membership appointments, the Regional CLEO Council must ensure representation from all three LWDAs within the region and may choose to align membership representation with federal funding allocations.

Required documentation to support a nomination includes a Nomination Form signed by the Chair of the Regional CLEO Council and Conflict-of-Interest Form signed by the nominee.

Certified Nomination Forms must be submitted to the State Workforce Development Board at Workforce.Board@tn.gov for review. Once the form has been reviewed, the RWDB will receive a follow-up letter of certification or denial within five (5) business days. Nominees will not be approved until all supporting documentation is complete, accurate, and contained in one (1) submission. The member must not be seated onto the RWDB until a certification letter has been received after the nomination.

Conflict of Interest

As part of the nomination process, nominated candidates must provide a written declaration to the RWDB Chair to disclose all substantial business interests or relationships they, or their immediate families, have with all business or organizations that have received, currently receive, or are likely to receive contracts of funding from the RWDB.

RWDB members must annually update their signed Conflict of Interest Form to reflect any changes in business interest or relationships. Conflict of Interest Forms must be maintained by the Lead Administrative Organization for five (5) years from the original signature date.

RWDB members must not vote or conduct a formal discussion on any matter that would provide a direct financial benefit to the member or the member's immediate family, or on matters of the provision of services by the member, or the entity the member represents. All abstentions must be recorded in the minutes of the meeting and retained for official record. The RWDB Chair must monitor potential conflicts of interest and bring them to the RWDB's attention in the event the member does not make a self-declaration.

Membership Terms of Service & Renewal

The Bylaws for each Regional Workforce Development Board shall establish member term lengths, reappointment procedures, vacancy procedures, resignation processes, and removal standards. Terms should balance continuity of governance with opportunities for new leadership and diverse perspectives.

Members whose employment, organizational affiliation, or representation category changes in a manner affecting eligibility shall promptly notify the RWDB Chair and TDLWD. The appointing authority shall determine whether continued service remains appropriate under applicable membership requirements.

The Regional CLEO Council will submit a Renewal Form to extend the tenure of RWDB members in good standing. The Renewal Waiver must acknowledge the member's qualifying affiliation, a current conflict of interest form signed within 365 days of membership renewal, verification statement that the member has not violated the RWDB's Bylaws, and list new beginning and ending dates of service in compliance with the RWDB's term limits.

Documentation for renewal of a RWDB member's nomination or their conflict-of-interest form must be received within one (1) full calendar quarter following expiration.

Membership composition requirements will be re-evaluated at least every two (2) years as part of the RWDB's Board Re-Certification.

Member Orientation and Continuing Education

Each newly appointed Board member shall receive a standardized orientation approved by the State Workforce Development Board prior to participating in governance decisions.

This orientation shall include, at minimum:

- the Workforce System Governance Framework Policy;
- Board excellence materials;
- Ethics and conflict-of-interest requirements;
- State and regional workforce priorities;
- Performance accountability and impact metrics; and
- the Regional Plan and strategic milestones

In conjunction with the State Workforce Development Board, the Regional Workforce Development Boards should provide ongoing governance and strategic management education to strengthen Board effectiveness, promote informed decision-making, and encourage continuous governance excellence.

TDLWD may establish standardized membership review procedures as part of the statewide governance certification process.

Meeting Minutes & Open Access

RWDBs must make available to the public,[1] on a regular basis through electronic means and open meetings, certain information such as minutes of formal RWDB meetings. This information must be made available upon request and on RWDB's website.

To ensure open access, RWDBs must give the public adequate notice of meetings. For regularly scheduled quarterly meetings, thirty (30) calendar days' notice is required. The RWDB Bylaws must address notice requirements for specially called meetings. At a minimum, adequate notice includes posting the following information on the RWDB website: meeting date, time, and location; distinction between in-person, virtual, or hybrid meeting; virtual meeting link if applicable; and agenda for the meeting.

Each RWDB must create a policy that complies with this guidance, including all applicable federal and state regulations. This policy must outline processes for how the RWDB will give adequate notice of meetings and conduct meetings in an open manner. The policy must also arrange for all

[1] WIOA Section 107(e), 20 CFR 679.390

individuals, including those with disabilities, to have physical and electronic access to RWDB meetings and meeting minutes, including appropriate accommodations.

Meeting minutes must be posted on the RWDB website within fifteen (15) business days of the RWDB's approval.

Public records must be open to public scrutiny.[2] Transparency and accountability must be a part of the function and duties of the RWDB. Business conducted in an open manner and with appropriate accommodations ensures that the public, including people with disabilities, can access information concerning board meetings.

Strategic Meeting Agendas

RWDB meetings should emphasize strategic governance rather than operational administration and be developed in alignment with State Workforce Development Board (SWDB) and Tennessee Department of Labor & Workforce Development (TDLWD) strategies.

Meeting agendas should prioritize discussion of:

- Regional labor market conditions;
- Employer workforce needs;
- Workforce system performance;
- Financial stewardship;
- Customer outcomes;
- Regional workforce initiatives;
- Policy development;
- Continuous improvement; and
- Emerging workforce trends.

Routine administrative matters should be managed through consent agendas whenever appropriate.

At least annually, the RWDB should set aside time dedicated primarily to long-range strategic planning.

Regional Consistency in Service Provision

Implementation of the Workforce System Governance Framework Policy requires regional solutions that transcend LWDA boundaries. Regional collaboration and system integration require coordinated service delivery aligning education, workforce development, economic development, and human services partners across the region.

RWDBs shall not manage separate One-Stop Operator or Career Services Provider contracts at the LWDA level. Maintaining multiple LWDA-specific contracts contradicts the purpose of the Workforce

[2] TCA 10-7-503

Governance Framework, which shifts governance from local administrative structures to integrated regional leadership.

Multiple contracts:

- undermine consistency in service delivery,
- complicate fiscal stewardship and monitoring,
- reintroduce fragmentation the Framework intends to eliminate, and
- impede unified regional planning and strategy execution.

While RWDBs are required to select a single One-Stop Operator and a single Career Services Provider to serve the entire region, an RWDB may request a waiver from this requirement when it can demonstrate that maintaining multiple contracts is necessary to achieve the goals of the regional workforce plan or to advance statewide workforce strategies.

To be eligible for consideration, the RWDB must submit a formal waiver request to TDLWD that includes:

- A clear explanation of why multiple provider or operator contracts are essential to fulfilling specific strategies outlined in the approved regional plan or statewide workforce priorities.
- Evidence showing that the proposed multi-contract structure will not reintroduce administrative fragmentation or undermine the integrated regional governance model referenced in the Workforce System Governance Framework.
- A detailed description of how the RWDB will ensure regional consistency in service delivery, unified performance oversight, and accountability across all contracted entities.
- A plan for maintaining streamlined administrative processes and fiscal stewardship consistent with statewide governance standards.
- Documentation of support from the Regional CLEO Council, including confirmation that the multi-contract approach aligns with joint governance responsibilities under WIOA.

TDLWD will evaluate waiver requests based on alignment with statewide workforce strategy, the potential impact on regional collaboration and system integration, and the RWDB's ability to maintain accountability and customer experience standards. Waivers will be approved only when the RWDB demonstrates that multiple contracts are necessary to achieve regional outcomes and do not conflict with the core purpose of the governance framework.

Local Advisory Councils

Membership Composition

As part of Tennessee's modernized workforce governance system, each LWDA shall be represented by one (1) Local Advisory Council (LAC), which shall be the body formerly recognized as the Local Workforce Development Board. Local Advisory Councils (LACs) should consist of membership reflective of the industries, employers, and local partners needed to provide a comprehensive understanding of current and emerging Local Workforce Development Area (LWDA) workforce

needs. The Lead Administrative Organization (LAO) will be responsible for convening and leading the Local Advisory Council. The RWDB Bylaws must state how the LAO will ensure that each LAC within the region has a direct advisory relationship to the RWDB. RWDB bylaws must include sections addressing:

- Purpose and authority of Local Advisory Council
- Communication between the RWDB and LACs
- LAO leadership of LACs
- Duty to consult on specified local matters
- Procedures for submitting and considering recommendations
- Reporting requirements
- RWDB support responsibilities
- Documentation of RWDB responses to LAC recommendations
- Resolution of disagreements
- Annual evaluation of LAC effectiveness

The LAC shall be comprised to ensure that membership compliments Regional Workforce Development Board (RWDB) membership without being duplicative. Membership shall be determined by the RWDB and procedures for nomination, term limits, and conflicts of interest shall be outlined in the RWDB Bylaws. The RWDB Bylaws must ensure that at least one (1) member of each LAC serves as member to the RWDB.

Before acting on matters that substantially affect a Local Workforce Development Area, the Regional Workforce Development Board and Lead Administrative Organization shall provide the affected Local Advisory Committee a reasonable opportunity to review, discuss, and submit recommendations. The Regional Workforce Development Board shall consider those recommendations as part of its deliberative process and document their consideration in the official meeting record.

Meetings

Each Local Advisory Council shall operate under a charter as outlined in this guidance and approved by the Regional Workforce Development Board. The Charter shall state how the Council shall meet regularly to fulfill its advisory responsibilities.

The Lead Administrative Organization shall ensure that LAC meetings:

- Encourage employer participation;
- Solicit community input;
- Review current and emerging local workforce trends;
- Discuss regional initiatives;
- Identify local concerns; and
- Develop recommendations for the RWDB.

Meeting frequency and timeliness of Advisory Reports shall be established by the Regional Workforce Development Board.

Advisory Reports

Each Council shall provide written recommendations to the RWDB, through the LAO, regarding matters affecting local workforce strategy.

Recommendations may address items such as:

- Employer needs;
- Workforce shortages;
- Training priorities;
- Access barriers;
- Transportation;
- Technology;
- Regional investments;
- Service delivery;
- Community partnerships; and
- Workforce innovation.

The RWDB should consider LAC recommendations before acting on major initiatives affecting the local area and document how local input informed regional decision-making.

The RWDB retains final governance authority for regional decisions unless otherwise provided by law or formally delegated by the State Workforce Development Board or TDLWD.

Lead Administrative Organization (LAO)

To support efficient regional administration, each Regional Workforce Development Board (RWDB) shall designate one qualified Lead Administrative Organization (LAO) to act as "staff to the board" and provide administrative, operational, and technical support necessary for the Regional Board to carry out its responsibilities under WIOA, applicable federal and state law, and State Workforce Development Board policy.

The LAO shall serve at the direction of the Regional Workforce Development Board and shall not exercise policymaking authority reserved to the Regional Board.

The Regional Workforce Development Board shall select the LAO through a transparent, documented, and objective process utilizing the minimum standards established by TDLWD and the SWDB within this Operating Guidance. The selection process shall be based on demonstrated organizational capacity, governance effectiveness, and the ability to support regional collaboration and accountability.

Minimum Selection Standards for the Lead Administrative Organization

The Regional Workforce Development Board shall evaluate each interested organization using objective, documented criteria. As a minimum, the Board shall consider the results of the State

Workforce Development Board's Workforce Board Excellence Certification Program (UTCIS Assessment), together with other indicators of organizational capacity.

At a minimum, the evaluation shall include the following:

Evaluation Area	Minimum Considerations
Governance Effectiveness	Workforce Board Excellence Certification (UTCIS Assessment), Board Certification status, governance maturity, commitment to continuous improvement
Administrative Capacity	Staffing, governance support, meeting administration, records management, operational infrastructure
Fiscal Capacity	Financial management systems, diversity of funding streams, internal controls, grant administration, procurement, budget management, audit history, experience with federal and state grants
Organizational Stability	Leadership continuity, organizational structure, succession planning, operational sustainability
Regional Collaboration	Demonstrated ability to work collaboratively across participating local areas and regional partners on workforce development strategies
Performance History	Monitoring results, corrective action history, administrative performance, implementation of Board priorities
Strategic Capacity	Strategic planning, policy implementation, performance management, regional coordination
Geographic Accessibility	Ability to effectively serve the Regional Board and participating jurisdictions

Organizations who are under sanctions pursuant to the SWDB Sanctions for Failure to Meet Federal or State Standards Policy or are determined to be “at risk” by the TDLWD shall be excluded from consideration for Lead Administrative Organization by the RWDB.

Minimum Standards for Regional Staffing Structures under the LAO

The RWDB and LAO shall determine a staff to the board staffing structure that supports regional administration, demonstrates fiscal stewardship, and aligns with TDLWD standards.

The RWDB shall designate an Executive Director to provide day-to-day administrative leadership through the LAO. The individual designated shall meet the minimum qualifications established by TDLWD and the SWDB.

In addition to selecting an Executive Director, the RWDB and LAO shall determine a regional staffing structure that:

- Supports regional administration of board functions;
- Utilizes levels of leadership such as Assistant Director(s), Operations Managers, etc.;
- Provides for effective and efficient use of funds subject toto TDLWD caps on administration expenses pursuant to funding allocations. Regional organizational charts and staffing structures must be submitted to TDLWD for approval to ensure fiscal integrity and strategic consistency. TDLWD will partner with RWDBs to design a regional staffing structure that supports the above listed objectives and meets the unique needs of the region. When designing staffing structures, RWDBs should prioritize preservation of workforce development knowledge and experience.

RWDBs should consider the following areas of expertise when establishing their WIOA staffing structure:

- Performance Management & Accountability
- Programmatic Services
- Youth Services
- Data & Analytics
- Employer Engagement & Business Services
- Apprenticeship & Work-Based Learning
- Strategic Planning & Regional Alignment
- Fiscal & Grants Management
- Policy, Compliance & Oversight
- Partnerships & System Coordination

RWDBs should also consider these are functions or expertise areas—not necessarily individual positions. Depending on the needs of the region, individual positions could be responsible for multiple functions or areas of expertise.

Minimum Qualifications for the Executive Director

The RWDB shall designate an Executive Director to lead the LAO and staff to the board. The RWDB shall select an Executive Director using the following qualification standards in alignment with UTCIS Board Excellence recommendations.

Executive Leadership Experience

- 7–10+ years of progressively responsible leadership experience, including significant experience directing complex programs, organizations, or multiple functional areas.
- Demonstrated experience leading managers, professional staff, and geographically dispersed or multidisciplinary teams.
- Experience developing and executing organizational strategy and translating executive priorities into measurable operational results.

- Demonstrated ability to lead organizational transformation, modernization, and continuous improvement.

Workforce Development Expertise

- Strong knowledge of the public workforce development system, including workforce programs, career services, employer services, training programs, and talent-development strategies.
- Knowledge of the Workforce Innovation and Opportunity Act (WIOA) and other applicable federal and state workforce requirements.
- Understanding of American Job Centers, workforce boards, partner programs, and workforce-system governance.
- Knowledge of labor-market trends, high-demand occupations, skills gaps, credentialing, career pathways, apprenticeships, and work-based learning.
- Ability to connect workforce-development strategies with broader economic-development and employer talent needs.

Strategic & Operational Management

- Experience developing and implementing a comprehensive workforce strategy with clearly defined goals, performance measures, and accountability.
- Ability to manage large-scale programs, budgets, contracts, grants, and federal/state funding.
- Experience establishing KPIs and performance-management systems and using data to evaluate outcomes and improve services.
- Demonstrated ability to manage competing priorities and execute complex initiatives across multiple divisions, regions, or partner organizations.
- Experience with technology modernization and digital delivery of workforce services is highly desirable.

Partnership & Stakeholder Management

- Proven ability to develop strong partnerships with:
- Employers and industry associations
- State and local government
- Workforce development boards
- Economic-development organizations
- K–12 and higher education
- Community and technical colleges
- Apprenticeship and training providers
- Community-based organizations
- Ability to represent the workforce system effectively before executive leadership, elected officials, boards, employers, and community stakeholders.

Financial, Compliance & Governance

- Experience overseeing substantial operating budgets and federally funded programs.
- Understanding of grants management, procurement, contracts, audits, monitoring, and internal controls.
- Demonstrated commitment to regulatory compliance, fiscal accountability, program integrity, and responsible stewardship of public resources.
- Ability to identify and manage organizational, financial, operational, and reputational risk.

Performance Expectations for LAOs

The LAO shall demonstrate:

- Timely and effective administrative support;
- Accurate governance records and documentation;
- Effective regional coordination and communication;
- Responsiveness to the Regional Board, Chief Local Elected Official, and Local Advisory Councils;
- Compliance with applicable federal and state requirements;
- Transparent and accountable administrative practices; and
- Commitment to continuous improvement and regional collaboration.

TDLWD may periodically evaluate the performance and organizational capacity of the LAO through governance assessments, monitoring activities, and other statewide evaluation processes. When necessary to improve governance effectiveness, administrative capacity, or regional performance, TDLWD may require the Regional Workforce Development Board to conduct a new selection process consistent with this Operating Guidance.

Designation of a Fiscal Agent

The designation of the Fiscal Agent remains the statutory responsibility of the Chief Local Elected Officials (CLEOs) in accordance with WIOA and applicable federal regulations. The CLEOs shall select the Regional Fiscal Agent through unanimous selection of the Regional CLEO Council

The Regional Workforce Development Board (RWDB), in partnership with the Regional CLEO Council, shall establish a documented process for evaluating and recommending the designation of a qualified Fiscal Agent to administer federal and state workforce funds and initiatives within the Regional Workforce Development Area. The RWDB's recommendation shall be based on a fair, objective, and transparent evaluation process that promotes accountability, sound fiscal management, and compliance with all applicable federal, state, and local laws, regulations, and Tennessee Department of Labor and Workforce Development (TDLWD) guidance and recommendations.

The RWDB and Regional CLEO Council shall evaluate prospective Fiscal Agents based on demonstrated organizational and financial capacity to administer public funds. At a minimum, the evaluation shall consider the entity's financial management systems, experience administering

federal and state grant funds, internal control environment, staffing qualifications, audit history, financial stability, liquidity, available working capital, and overall ability to effectively receive, account for, safeguard, and disburse public funds. The RWDB shall also verify that the prospective Fiscal Agent complies with the audit requirements of the Single Audit Act and 2 CFR Part 200, Subpart F, including obtaining an annual Single Audit when required by federal law, and that any audit findings have been resolved or are being addressed through an approved corrective action plan.

The RWDB shall ensure that the evaluation process is conducted free from actual or perceived conflicts of interest and is fully documented. Documentation shall include, at a minimum, the evaluation criteria, supporting analyses, meeting minutes, recommendations, and official actions taken by the RWDB and the Chief Local Elected Official. Such documentation shall demonstrate that the recommendation was based on the prospective Fiscal Agent's qualifications, financial capacity, and ability to effectively administer workforce funds and initiatives.

Following designation by the Chief Local Elected Official, the RWDB shall ensure that a written agreement is executed with the designated Fiscal Agent that clearly defines the roles, responsibilities, and expectations of each party. At a minimum, the agreement shall address financial management, accounting, cash management, procurement, internal controls, financial reporting, record retention, audit cooperation, compliance with applicable federal and state laws and regulations, and procedures for performance monitoring, corrective action, and termination of the designation. The agreement shall also require the Fiscal Agent to provide the RWDB with annual financial statements, Single Audit reports when required, and any corrective action plans related to audit findings affecting the administration of workforce funds and initiatives.

The RWDB shall maintain ongoing oversight of the designated Fiscal Agent to ensure continued compliance with applicable requirements and the effective stewardship of public funds. Oversight shall include the review of financial and performance reports, evaluation of audit results and internal controls, and assessment of the Fiscal Agent's continued financial stability, liquidity, working capital, staffing capacity, and overall ability to administer federal and state workforce funds and initiatives. When deficiencies are identified, the RWDB shall ensure that appropriate corrective action is taken. If the designated Fiscal Agent no longer demonstrates the organizational capacity, financial integrity, or operational capability necessary to fulfill its responsibilities, the RWDB shall recommend that the Chief Local Elected Official take appropriate action, which may include requiring corrective action, revoking the designation, and designating a new Fiscal Agent in accordance with established procedures.

The designation of a Fiscal Agent does not relieve the Chief Local Elected Official or the Regional Workforce Development Board of their statutory and fiduciary responsibilities. The RWDB and the Chief Local Elected Official remain jointly responsible for ensuring that federal and state workforce funds and initiatives are administered in accordance with applicable laws, regulations, grant requirements, and TDLWD policies.

To promote administrative efficiency, unified accountability, and streamlined oversight, TDLWD strongly encourages Chief Local Elected Officials to designate the Regional Board's selected Lead Administrative Organization as the Fiscal Agent whenever the organization demonstrates the fiscal capacity required under federal and state law.

Utilizing a single qualified organization to perform both functions reduces administrative duplication, strengthens accountability, improves coordination between governance and fiscal administration, and simplifies state oversight while preserving the statutory authority of the Chief Local Elected Officials.

Regional Governance Documents

Each Regional Workforce Development Board shall maintain, at minimum, the following governance documents:

Regional Workforce Development Board Bylaws

The bylaws establish the Board's organizational structure, governance procedures, officer responsibilities, meeting requirements, committee structure, voting procedures, and other operational rules necessary for effective governance. Bylaws must be reviewed every two years from the effective date of the bylaws. RWDBs must submit their bylaws within fifteen (15) business days of signing their updated bylaws. Bylaws specify the qualifications, rights, and liabilities of membership. The RWDB must establish bylaws that include:

i. Purpose of the Bylaws: The Bylaws must:
   - State the Name of the RWDB and the LWDAs included;
   - Identify the RWDB as the body that oversees job training and placement programs within Tennessee's workforce development system.

ii. RWDB Chairperson: The Bylaws must:
   - Describe the process to elect the RWDB Chair from among the membership representing business entities[3]
   - Define term limits of the RWDB Chair's tenure;
   - The RWDB Chair acts as the signatory on behalf of the entire RWDB regarding the following:
     - RWDB budget approval[4]
     - Regional Plans[5]
     - Selection, Certification of One-Stop Operators and Career Services Providers[6]
     - Negotiated regional performance measures[7]

[3] WIOA Section 107(b)(3)
[4] WIOA Section 107(d)(12)
[5] WIOA Section 107(d)(1)
[6] WIOA Section 107(d)(10)
[7] WIOA Section 107(d)(9)

- Assessment of programmatic and physical accessibility[8]

iii. Composition of the RWDB: The RWDB must include membership representing all three LWDAs within the Region. Based upon USDOL waiver authority, membership of the RWDB must include, at a minimum, representation from each of the following:

- Business: Representatives who are owners, other business executives, or employers with optimum policymaking or hiring authority
- Workforce: Representatives from labor organizations and joint labor-management registered apprenticeship programs
- Education: Providers of Adult Education and literacy activities; institutions of higher education that provide workforce training (including TCATS and community colleges)
- Government: County and city mayors, State Employment Service Office under Wagner Peyser, and Vocational Rehabilitation
- Economic & Community Development: Regional ECD representatives, Chambers of Commerce, community support organizations

iv. Member Elections: The Bylaws must include a description of the process used to select RWDB members, terms of appointment, member removal, and reappointments. The Bylaws must acknowledge that RWDB members who no longer hold the position or status that made them eligible to serve must resign, or be removed by the Regional CLEO Council immediately as a representative of the RWDB.

v. Member Terms: The Bylaws must establish term limits to define when a RWDB member's service tenure expires.

vi. Member Mid-Term Appointment: RWDB member replacements made mid-term will serve the remainder of the out-going RWDB member's term. RWDB vacancies must be filled within one (1) full calendar quarters following expiration. Any action taken by an RWDB with a term or expiration beyond the time period described in the RWDB Bylaws will be void unless the RWDB has an approved waiver from the Assistant Commissioner of the Workforce Services Division with an explanation of why a vacancy was not filled in the defined timeframe and a description of the process underway to fill the vacancy.

vii. Member Removal: RWDB members must be removed by the Regional CLEO Council if any of the following occurs:

- Documented violation of conflict of interest;
- Failure to meet RWDB member representation requirements; or
- Documented proof of fraud or abuse

The Bylaws must define the specific criteria that will be used to establish just cause for such removal, the process required to document proof, and the steps

[8] WIOA Section 107(d)(13)

to file an appeal or petition for arbitration. RWDB members may be removed for other factors outlined in the RWDB Bylaws, such as attendance.

viii. Member Roles & Responsibilities: The Bylaws must include the member roles in carrying out the responsibilities of the RWDB, including but not limited to the following:

- Budget Approval: The RWDB must develop a budget to provide TDLWD prior to each program year. The budget must be approved by the RWDB Chair prior to final approval by the Regional CLEO Council. The Bylaws must describe how the RWDB will develop the budget, how the LEOs will participate in drafting the budget, and specify the process to obtain the Regional CLEO Council approval.
- Regional Plan: The RWDB must develop a Regional Plan consistent with WIOA and TDLWD requirements. The Bylaws must define how the LEOs, CLEOs, RWDB, and Local Advisory Councils will collaborate to write and approve the Regional Plan.
- Selection, Certification of Service Providers: The RWDB must establish guidelines to select the One-Stop Operator (OSO) and Career Services Provider (CSP) for the region, the process to obtain the Regional CLEO Council's approval of the selection, the process to terminate for cause the eligibility of the OSO and CSP, and the process to document determination of termination for cause.
- American Job Center (AJC) System Oversight: The RWDB must conduct oversight of the AJC System, including all WIOA activities[9]; negotiate local performance measures[10]; Select the OSO and CSP subject to approval of [11]Maintain a list of eligible training providers; [12]to provide youth, adult, and dislocated worker services consistent with federal, state, and local procurement requirements[13].
- Physical and Programmatic Accessibility (ADA) Oversight: The Bylaws must describe the process of how the RWDB will assess or reassess the physical and programmatic accessibility on an annual basis or when physical or programmatic changes are made that may impact access.
- RWDB Policy: The Bylaws must describe the process to draft, review, and approve RWDB policy. All polices must reflect the signature of the RWDB Chair and demonstrate they have been formally reviewed and approved by the Board.

[9] WIOA Section 107(d)8
[10] WIOA Section 107(d)9
[11] WIOA Section 107(d)10

[13] WIOA Section 107(d)10(B)

- Other RWDB Roles & Responsibilities: The Bylaws must state that the RWDB will carry out regional planning and Board development activities, as required by the SWDB and TDLWD.

ix. Relationship Between RWDB & County Mayors: The Bylaws must establish how the RWDB will collaborate with the LEOs, to include how meeting agendas are set; how the LEOs and RWDB will communicate to share the vision and goals of the SWDB, TDLWD, and RWDB; and how performance metrics will be reviewed and monitored.

x. RWDB Meetings: The Bylaws must include detailed information on how meetings are held, including frequency of standing meetings; process and timeline for calling special meetings; acknowledgement of open meeting requirements[14]; how regular and special meetings are announced; acknowledgement that quorum must consist of one-third (1/3, or 33%) of the currently appointed members; clarification as to whether phone or web-based meetings are permitted; and description of how meetings will ensure physical accessibility.

xi. Proxy Votes: The Bylaws must include information on when a member can use a proxy to cast a vote; the process a member must follow to select a proxy on their behalf; and acknowledgement that this policy prohibits proxy use more than one (1) time in a calendar year without written approval from the RWDB Chair.

xii. Standing Committees: The Bylaws must include a list of standing committees, including descriptions and scope of work. Standing committees must meet the standards outlined in WIOA Section 107(b)(4). The primary purpose of standing committees shall be to consider and recommend actions and policies in the functional areas under their jurisdictions, subject to final approval by the full Board.

xiii. Local Advisory Council: The Bylaws must state how the RWDB will ensure that each LAC within the region has a direct advisory relationship to the RWDB. RWDB bylaws must include sections addressing: Purpose and authority of Local Advisory Committees; Process for approving LAC Charter; Membership and appointment; Meeting frequency, Conflicts of interest, Timelines for Advisory Reports; Communication between the RWDB and LACs; Duty to consult on specified local matters; Procedures for submitting and considering recommendations; Reporting requirements; RWDB support responsibilities; Documentation of RWDB responses to LAC recommendations; Resolution of disagreements; and Annual evaluation of LAC effectiveness

xiv. Designation of a Lead Administrative Organization: The Bylaws must designate a process for selecting a LWDA within the region to serve as Lead Administrative Organization. The roles and responsibilities of the Lead Administrative Organization are outlined in the SWDB Local Governance Framework Policy. The

[14] WIOA 107

RWDB's selection criteria must meet the minimum standards for Lead Administrative Organization as outlined in the TDLWD Local Governance Standards & Operating Guidance.

xv. Compensation and Reimbursement of Expenses: The Bylaws must outline Board member compensation and expense reimbursement.

xvi. Amendments to Bylaws: The Bylaws must include a description of the process to make amendments to the Bylaws, to include the voting majority required to approve changes.

xvii. Compliance with Law: The Bylaws must acknowledge all applicable Tennessee statutes and regulations including, but not limited to, the governing procurement standards for the Region, the Sunshine Law, and state travel regulations. In the execution of its business, the RWDB must comply with WIOA regulations, to include adherence to all policies and directives approved by the State Workforce Development Board (SWDB).

Local Advisory Council Charter

Each Local Advisory Council shall operate under a charter approved by the Regional Workforce Development Board.

Guidelines for the LAC Charter must be outlined in the RWDB Bylaws, and shall define the Council's:

- Purpose;
- Membership;
- Advisory responsibilities;
- Meeting requirements;
- Advisory reporting expectations; and
- Relationship to the Regional Workforce Development Board

As outlined in the Local Governance Framework Policy, the LACs serve as formal advisory bodies to the RWDB by identifying local workforce needs, reviewing regional initiatives, and providing recommendations regarding workforce priorities, customer access, employer engagement, and community partnerships.

LAC Charters shall be reviewed annually by the RWDB to ensure that the local workforce ecosystem is effectively represented in a high-functioning advisory capacity.

Interlocal Agreement

The Interlocal Agreement is a responsibility of each Local Workforce Development Area (LWDA). The Lead Administrative Organization for the region is responsible for carrying out the execution of the Interlocal Agreement for each LWDA within the region.

The Interlocal Agreement establishes the governance relationship among participating Local Elected Officials (LEOs) and documents the responsibilities assigned to the Chief Local Elected Official

(CLEO), fiscal arrangements, liability provisions, governance responsibilities, and other requirements necessary to administer the regional workforce system.

The Chief Executive Officer of a county government can serve as grant recipient and act as a LEO or CLEO. The county mayors are the LEOs of their serving area. Counties in Tennessee contain municipalities; however, the mayors of those municipalities are not considered to be the LEOs and are ineligible to serve as WIOA grant recipients.

Interlocal Agreements will have a term limit of two (2) years, beginning July 1 and ending June 30 every two years. RWDBs must submit their Interlocal Agreements within fifteen (15) business days of signing their updated agreement.

The Interlocal Agreement must include the following:

i. Purpose of the Agreement: The agreement must include the purpose and the term, to include a statement that the term cannot exceed two (2) years and include beginning and ending dates.
ii. Participating Local Elected Officials: The agreement must contain the name, representation, contact information, and signature of each LEO in the region.
iii. Designation of a Chief Local Elected Official (CLEO): The LEOs for each LWDA must select a CLEO who will act as signatory and lead LEO on their behalf. The designated CLEO will represent the LWDA on the Regional CLEO Council and participate in collective decision making for the region on behalf of the LWDA's LEOs. If the CLEO is not performing their functions, then the LEOs may unseat the CLEO by a two-thirds (2/3 or 66%) majority vote. Designation of a CLEO must include the appointment process and term; designation of CLEO as signatory for the LEOs; decisions that may be made by the CLEO on behalf of the LEOs; and name, title, and contact information of the appointed CLEO.
iv. Grant Recipient and Signatory: The agreement must acknowledge the CLEO, and their respective county, as the grant recipient for all local WIOA funds, or state that the CLEO has designated grant recipient authority to a Fiscal Agent. In either case, contracts related to the expenditure of WIOA funds must be signed by the CLEO as the signatory for the LEOs.
v. Liability of Funds: The liability of individual jurisdictions must be included in the agreement if distributed among all local units of government, including the method to define how the liability was calculated. The agreement must outline the process to determine each county's share of the responsibility for the expenditure of WIOA funds. The determination of liability could be based on allocation, population, expenditures, or other factors determined by the CLEO.
vi. Fiscal Agent, Grant Sub-Recipient Designation: Collectively with the Regional CLEO Council, the CLEO may designate an entity to serve as the Fiscal Agent or grant sub-recipient for region's WIOA funds. If the Fiscal Agent is competitively procured, the agreement must describe the competitive process used to designate the Fiscal Agent.

Such designation does not relieve the CLEO of the liability for any misuse of grant funds as apportioned by the Interlocal Agreement.

vii. Resolving Disallowed Costs: Since the liability of funds rests with all counties within the LWDA, LEOs must outline the process used to negotiate contracts and correct disallowed costs. The regional interlocal agreement must contain a detailed process to reconcile disallowed costs; acknowledgment that liability for costs rests with the entity responsible for incurring the cost, in most cases, which are recommended for disallowance, and which are not resolved. In the event the entity responsible cannot or will not assume the liability, the agreement must provide the process on how funds will be reimbursed.

viii. RWDB Member Representation: The agreement must outline how the designated CLEO will represent the LWDA's LEOs on the Regional CLEO Council to select, appoint, and remove Regional Workforce Development Board members. Regional Workforce Development Board (RWDB) nominees will be selected, appointed, removed, or reappointed. This must include a description of the member nomination process. The CLEO acts behalf of the other LEOs within the LWDA and as part of the Regional CLEO Council and has final authority to collectively select members to serve on the RWDB. The agreement must outline how the LEOs will ensure RWDB representation is fair and equitable across the local area and is in accordance with SWDB policy on RWDB membership. The agreement must reflect that term limits have been established by RWDB Bylaws.

ix. Communication between RWDB and County Mayors: The agreement must include a description of how the LEOs will communicate with each other regarding RWDB activities, including how many times a year the LEOs will meet and how often a joint meeting with the RWDB will be held. The LEOs must meet at least one (1) time a year with the RWDB and one (1) time a year separately as LEOs to discuss the shared vision, goals, and strategy.

x. RWDB Budget Approval: The agreement must describe the process used by the RWDB to create the annual region budget, to include the process used among the LEOs to review and approve the budget. All region budgets are subject to approval by the Regional CLEO Council. Fiscal oversight and fiscal performance reviews must take place throughout the year and should occur quarterly.

xi. Programmatic and Fiscal Performance: The agreement must determine how the CLEO and LEOs, in collaboration with the Regional CLEO Council and RWDB, will monitor and review the programmatic and fiscal performance of the region.

xii. Dispute Resolution: The agreement must state how disputes among LEOs will be resolved regarding RWDB appointments, budget approval, and execution of other responsibilities under WIOA.

xiii. Election of a New County Mayor: If a new county mayor is elected, the RWDB must inform the new LEO(s)-within sixty (60) business days of their responsibilities and liabilities, as well as the need to review and update any written agreements among the LEOs. Once the new LEO has had an opportunity to review the interlocal agreement, the

Lead Administrative Organization must submit an addendum to the RWDB acknowledging that they have read, understood, and comply with the current interlocal agreement; and reserve the option to request negotiations to amend the interlocal agreement at any time during the official's tenure as a LEO.

xiv. Amendment to the Interlocal Agreement: The agreement must have a section that outlines the process for amendments or changes to the interlocal agreement.

Regional Partnership Agreement

The Regional Partnership Agreement is a shared responsibility of the Regional Workforce Development Board (RWDB) and Regional CLEO Council consisting of Chief Local Elected Officials (CLEOs) representing the Local Workforce Development Areas (LWDAs) within the region. The Lead Administrative Organization is responsible for the execution of the Regional Partnership Agreement.

The Partnership Agreement establishes the collaborative working relationship between the Regional CLEO Council and the RWDB; and defines shared governance expectations, communication protocols, strategic planning responsibilities, and mutual accountability.

The Regional Partnership Agreement should, at a minimum, include the following:

i. Shared Governance Principles: The Agreement must describe the shared commitment to the Governor's workforce vision and statewide strategy through collaborative regional leadership.

ii. Governance Roles and Responsibilities: The Agreement must include a recognition of the distinct statutory responsibilities of the Local Elected Officials and the governance responsibilities of the RWDB. Pursuant to the governance roles and responsibilities outlined in the SWDB Local Governance Framework Policy, the Regional Partnership Agreement must outline the collaborative relationship between the LEOs with the region, the Lead Administrative Organization, and RWDB. The agreement must detail the relationship between the board chairperson and the Regional CLEO Council and express that the board chairperson agrees with all aspects set forth by the Partnership Agreement and adheres to organizing and facilitating a joint effort in collaborating with their respective consortium of LEOs. The agreement must have a signature line for both the board Chairperson and the CLEOs along with a date of signature. The agreement will be rendered non-complaint and expired if there is a change in board chairperson representation, a change in CLEO, or two (2) calendar years have elapsed since date of signature.

iii. Strategic Planning and Alignment: The Agreement should describe how the LEOs and RWDB will establish regional workforce priorities; align regional strategies and statewide priorities; and evaluate regional performance. This must include alignment to State Workforce Development Board priorities and the State Plan.

iv. Communication and Coordination: The Agreement should outline expectations for routine communication and information sharing, as well as joint consultation and planning.
v. Designation of a Regional CLEO Council Chair: The CLEOs for each region shall select a Chair of the Regional CLEO Council to serve as signatory on behalf of the Regional CLEO Council and carry out CLEO governance responsibilities. The Agreement must list the name, representation, and contact information for each CLEO within the region
vi. Accountability and Performance: The Agreement will describe how the LEOs and RWDB will review governance effectiveness, monitor progress toward statewide priorities; evaluate regional outcomes; and support continuous improvement.
vii. Conflict Resolution: The Agreement must establish a process for resolving disputes between shared regional governance roles. This includes disputes between LEOs within the region, between the Regional CLEO Council and the RWDB, between the RWDB and Lead Administrative Organization, and disputes between the Regional CLEO Council and Lead Administrative Organization. The Agreement must include procedures for informal resolution, consultation with TDLWD, and escalation procedures for State Workforce Development Board dispute resolution.
viii. Amendment and Review: The Partnership Agreement must be reviewed annually or following significant organizational or leadership changes. The Agreement must outline the process for making amendments or changes.

Governance Excellence, Certification, and Continuous Improvement

The Tennessee State Workforce Development Board is committed to advancing a workforce governance system that extends beyond statutory compliance to demonstrate strategic leadership, accountability, innovation, and measurable workforce system impact.

Regional Workforce Development Boards are expected to provide strategic leadership, foster employer engagement, promote transparent decision-making, steward public resources responsibly, and continuously improve governance practices in support of workforce system outcomes.

Accordingly, Tennessee shall utilize a Governance Excellence Framework that integrates governance certification, continuous improvement, and board development into a single statewide evaluation system.

The Governance Excellence Framework establishes consistent statewide expectations while recognizing that governance excellence develops over time through intentional leadership, continuous learning, regional collaboration, and evidence-based decision-making.

This framework supports implementation of the Workforce System Governance Framework Policy, the Regional Workforce Governance Standards and Operating Guidance, Executive Order 109, and the UTCIS Workforce Board Excellence Certification Assessment.

The Governance Excellence Framework is intended to:

- Satisfy WIOA local board certification requirements;
- Establish statewide governance expectations;
- Promote strategic governance rather than administrative oversight;
- Strengthen employer leadership;
- Improve accountability for workforce outcomes;
- Encourage governance innovation;
- Identify opportunities for technical assistance;
- Recognize governance excellence;
- Support continuous improvement; and
- Strengthen Tennessee's integrated workforce system.

Governance Excellence Certification

TDLWD and SWDB shall administer a statewide governance excellence certification process to evaluate the effectiveness of each RWDB utilizing the UTCIS Board Excellence Rubic, along with TDLWD evaluations and performance scorecards.

Governance excellence is characterized by leadership that:

- Establishes strategic direction;
- Focuses on measurable outcomes;
- Engages employers as workforce system leaders;
- Aligns workforce investments with labor market demand;
- Promotes collaboration across education, workforce, economic development, and community partners;
- Ensures responsible stewardship of public resources;
- Strengthens public confidence through transparency; and
- Continuously evaluates and improves governance performance.

The Governance Excellence Assessment shall evaluate, at minimum, the following governance domains.

1. Strategic Governance

Evaluation of:

- Strategic leadership;
- Long-term planning;
- Policy development;
- Employer-driven decision making;
- Alignment with statewide priorities.

2. Governance Structure

Evaluation of:

- Board composition;

- Governance documents;
- Committee effectiveness;
- Governance roles;
- Governance accountability.

3. Employer Leadership

Evaluation of:

- Employer engagement;
- Sector partnerships;
- Impact in priority sectors;
- Business participation;
- Responsiveness to labor market needs.

4. Workforce System Performance

Evaluation of governance oversight related to:

- Performance accountability;
- Customer outcomes;
- Employer outcomes;
- Continuous improvement;
- Monitoring outcomes; and
- Data-informed decision making.

5. Fiscal Stewardship

Evaluation of governance oversight of:

- Budgeting;
- Fiscal accountability;
- Procurement oversight;
- Financial transparency;
- Risk management.

6. Governance Culture

Evaluation of:

- Member engagement;
- Board education;
- Innovation;
- Ethics;
- Transparency.

7. Continuous Improvement

Evaluation of:

- Governance self-assessment;
- Board development;

- Implementation of improvement plans;
- Adoption of best practices.

Certification Levels

Regional Workforce Development Boards shall be evaluated every two (2) years for certification using three progressive maturity levels.

Level I - Functional

Characteristics include:

- Statutory compliance;
- Required governance documents;
- Established governance structure;
- Basic board operations;
- Minimum certification standards achieved.

Level II - Effective

Characteristics include:

- Active committee structure;
- Regular performance oversight;
- Employer engagement;
- Strategic meeting agendas;
- Collaborative governance;
- Annual board development.

Level III - Role Model

Characteristics include:

- Proactive policy leadership;
- Evidence-based governance;
- Regional systems thinking;
- Integrated workforce strategies;
- Governance influencing measurable workforce outcomes.

At a minimum, Regional Workforce Development Boards must achieve Level I - Functional assessment to receive certification. RWDBs receiving Level II - Effective or Level III - Role Model assessment may be eligible for additional funding or strategic opportunities.

Regional Workforce Development Board Decertification

The Governor shall have the authority to decertify a Regional Workforce Development Board at any time after providing written notice and opportunity for comment, under the following conditios:

- Documentation of fraud and/or abuse

- Failure to meet the performance accountability measure for three (3) consecutive program years;
- Failure to meet all Regional Workforce Development Board certification requirements, including failure to reach Level I- Functional Governance assessment; or
- Failure to carry out the required functions of the Regional Workforce Development Board

If the Governor decertifies a Regional Workforce Development Board, the Governor may require that a new entity be appointed and certified for the region. Certifying a new entity will take place pursuant a reorganization plan developed by the Governor, in consultation with the LEOs, and assessed through the Governance Excellence Assessment Framework.

Implementation, Technical Assistance, and Supporting Resources

TDLWD and SWDB shall provide statewide implementation support for this guidance through technical assistance, standardized governance resources, and ongoing collaboration with Regional Workforce Development Boards.

Technical assistance should support innovation while maintaining accountability and statewide consistency.

Implementation should promote statewide consistency while preserving regional flexibility and innovation. Technical assistance will emphasize governance excellence rather than compliance monitoring alone.