

NWFSC Foundation Governance Committee Meeting  
August 13, 2015 11:30 a.m.  
Arpke Room (315), Costa Leadership Institute, Niceville Campus

**Members Present:**

Mike Flynt	Donnie Richardson
Don Litke	Steve Wills
Jeff McInnis	Dewayne Youngblood
Melissa Pilcher	

**Staff Present:**

Serena Brown	Carla Reinlie
Cristie Kedroski	Annie Young
Jason Masters	

**Absent:** Lois Lunderman, Tom Rice, Fred Thomas, Ty Handy

**Call to Order:** Mr. Youngblood called the meeting to order at 11:41 am.

**Approval of Minutes:**

The minutes of the May 12, 2015 committee meeting were approved. **Motion to approve, Mr. Flynt; Second, Mr. McInnis. Motion carried unanimously.**

**Role of the Governance Committee**

Mr. Youngblood touched upon the role of the Governance Committee per the Foundation's bylaws, noting that the Governance Committee is chaired by the Past Chair. The Committee supports Board orientation and training, identifies candidates for election to the Board, and develops and reviews succession plans related to Directors and Officers. In addition, the Committee is accountable for regular review of the Strategic Plan.

**Review Current Board Composition and Assess Needs**

When discussing board composition and needs, Mr. Youngblood noted that the governance committee typically reviews industry sector representation as well as an Okaloosa/Walton County split that is consistent with the percentage of Okaloosa/Walton County population statistics. Some of the industry sectors that were discussed last year that have not been fully realized through new appointments include insurance, real estate, and manufacturing/technical education industries.

**Review Board Member Attendance and Performance**

Ms. Kedroski noted that the committee packet contains 2014-15 attendance information for all members. This led to a discussion on what criteria the committee should focus on when determining the overall performance of a board member. Mr. Youngblood recommended that the review process not be too focused on just attendance as there are other aspects such as donor contributions and participation

that are equally as important when evaluating a board member's impact. Mr. Flynt recommended that the committee consider putting the Annual Commitment to Serve form into board policy as it more fully outlines attendance and board expectations. This item will be added to the next committee agenda.

#### **Vote on Term Extensions for Members with Concluding Terms**

Mr. Youngblood noted that there are five foundation directors whose board terms will expire in June 2016. At present, the Foundation has no policy regarding term limits. Board members with expiring terms include: Beth Burke, David Costa, Scott Jackson, Don Litke, Venita Morell.

The consensus of the committee was to review each applicant individually. Mr. Youngblood first initiated review of Beth Burke. The committee agreed to reappoint Beth Burke. **Motion to approve, Maj Gen Litke; Second, Mr. Richardson.** After starting to review Mr. Costa, Mr. Richardson noted that the committee should evaluate the group together as a whole and to reappoint all of the board members. **Motion to approve, Mr. Richardson; Second, Mr. McInnis.**

#### **Determine Desired Number of New Members**

Ms. Kedroski noted in 2014-15, the Foundation had 4 board members conclude their terms, yet the board only replaced three positions. It was thought that this fourth position would be replaced in 2015-16. Further, the bylaws indicate that the Foundation board may not consist of less than five (5) members, however, it does not have a maximum cap. In recent years, the committee has focused on replacing outgoing board members only and have not increased the number of directors. Ms. Kedroski suggested that if the governance committee decides to increase the number of directors, it would be ideal to ensure that the rolling three-year term schedule be kept in mind to ensure that the board has a somewhat balanced number of board members concluding their term each year. Mr. Youngblood proposed that the committee aim to have 7 board members appointed each year, which would keep the total board count at 21. This excludes the college president, trustee liaison, and executive director positions. Mr. Youngblood noted that if all 5 members with expiring terms are welcomed back, the committee would aim to add 2 additional members.

#### **Discuss Nomination Process**

Ms. Kedroski walked through the Board Recruitment and Nomination Process to inform the committee of the steps taken to recruit a new board member. Ms. Kedroski noted that one of the forms, the application to serve form, seemed out of place in the nomination process. As new board members, Mr. McInnis and Mr. Wills were asked to give input on the process and agreed with the assessment that the application was odd. Ms. Kedroski proposed that the committee omit this form, and add some of its content to the Foundation Board Nomination and Candidate Screening Criteria form. The revised nomination form will be made available for upcoming board nominations.

#### **Review Board Member Survey Results**

Ms. Kedroski noted that one of the strategic plan items assigned to the Governance Committee is to 'annually garner and review Board leadership expectations.' An online survey was conducted in May/June 2015, the results of which were shared with the committee. The strategic planning item of

board training was discussed, particularly as it related to a retreat because the survey results were mixed. The committee suggested having the retreat/training scheduled after a board meeting and keeping it to a half day event. The training opportunity along with the survey results will be addressed more fully at the next meeting. Maj Gen Litke also noted that only 13 of the 23 board members completed the survey, suggesting that there was not as much involvement as desired.

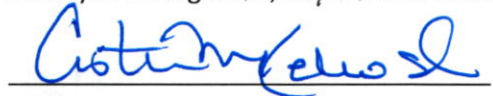
**Review Outstanding Strategic Plan Items**

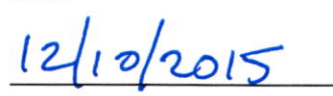
Mr. Youngblood reviewed the Strategic Plan with committee members. The Foundation integrated calendar had a date of completion for June 30, 2015, but has been pushed back to 2016 as the college IT department's work is on-going. The transition of the Foundation's operations from a management/maintenance approach to manage their database evolution challenges was also pushed back to June 30, 2016.

**Adjournment:** With there being no further business, the meeting was adjourned at 1:00 p.m.

  
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Dewayne Youngblood, Governance Committee Chair

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Date

  
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Cristie Kedroski, Secretary

  
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Date