

NWFSC Foundation Governance Committee Meeting
August 25, 2016 11:30 a.m.
Arpke Room, Costa Leadership Institute, Niceville Campus

Members Present:

Chad Hamilton	Melissa Pilcher
Scott Jackson	Jeff McInnis
Don Litke	

Staff Present:

Serena Brown	Carla Reinlie
Cristie Kedroski	Julie Sartori
Jason Masters	

Absent: Lois Lunderman, Fred Thomas, Steve Wills, Donnie Richardson

Call to Order: Mr. Jackson called the meeting to order at 11:35 am.

Approval of Minutes:

The minutes of the May 12, 2016 committee meeting were approved. **Motion to approve, Mr. McInnis; Second, Maj Gen Litke. Motion carried unanimously.**

Role of the Governance Committee

Mr. Jackson gave a brief overview of role of the Governance Committee. He noted that the committee is chaired by the Past Chair, and that it supports Board orientation and training, identifies candidates for election to the Board, and develops and reviews succession plans related to Directors and Officers. He also noted that the Committee is accountable for regular review of the Strategic Plan.

Discuss 2016-17 Slate/Nomination Process

Mr. Jackson reviewed the current Foundation Board composition with the committee and drew attention to the industry sector representation as well as an Okaloosa/Walton County population statistics. He provided a chart showing industry sectors for our current Board members and noted that the current Okaloosa/Walton County ratio of the Board is at an appropriate level. The current board count is 18 members (78%) from Okaloosa County and 5 members (22%) from Walton County. Population statistics show that in the Okaloosa/Walton service territory, the population from Okaloosa represents 75.78% of the population and Walton represents 24.22% of the population.

Mr. Jackson also provided 2015-16 Board attendance information and noted that consistent attendance is crucial to the performance of the board. Ms. Kedroski noted that she had met with 8 directors, whose terms expire in June 2017, on whether they would like to continue serving on the Board. After discussing each director with the committee, she asked them to approve the reappointment of the six directors who desire to continue. Ms. Kedroski also noted that with two members rolling off the Board, the

governance committee needs to decide whether they would like to increase the number of Directors or keep it consistent with recent years. She also asked for the committee to be mindful of the rolling three-year term schedule to ensure the Board has a somewhat balanced number of Board members concluding their term each year. Lastly, Mr. Jackson presented the nomination process schedule and noted that an important aspect to keep in mind when nominating is Board diversity. Ms. Kedroski noted that key traits that the governance committee looks for is ethnicity, gender, industry sector and county residence. She also noted that finding members in the hospitality and legal sector would be beneficial. Ms. Kedroski also suggested having the nominators of potential Board members be present at the committee meeting when the nominations are reviewed by the Governance Committee. **Motion to approve board term extension of Mitch Mongell, Melissa Pilcher, Tom Rice, Fred Thomas and Dewayne Youngblood. Motion, Mr. McInnis; Second, Maj Gen Litke. Motion carried unanimously.**

Strategic Plan Review

Mr. Jackson presented the Board member survey results and noted that there was great participation. He went over some questions of interest with the committee, and Mr. McInnis noted that the Board did not seem to want the Foundation to host additional training opportunities or have retreats. Maj Gen Litke noted that the Board orientation and the committee orientations seem to be enough. Another suggestion that arose from the discussion was the possibility of an evening social activity for the Board to boost camaraderie and companionship in the board. Mr. McInnis suggested possibly including the new president as a focal point for the social.

Ms. Kedroski presented a dashboard of the Foundation's strategic plan for discussion. She was pleased to note that the Board has completed or made significant headway on many of the goals outlined on the strategic plan and that the time is approaching to initiate a new strategic planning process. She noted that this would most likely take place with the appointment of the new president. The committee then reviewed each item of the strategic plan and gave suggestions to better improve the plan.

Adjournment: With there being no further business, the meeting was adjourned at 12:36 p.m.



Scott Jackson, Governance Committee Chair

11/17/16

Date



Cristie Kedroski, Secretary

11/17/16

Date