

NWFSC Foundation Governance Committee Meeting  
April 14, 2021 11:30 a.m.

Room 308, SSC, Niceville Campus

**Members Present:**

Cindy Frakes  
Bernard Johnson – Teleconference  
Heather Kilbey  
Don Litke

Jeff McInnis  
Rhonda Skipper  
Ken Wampler  
Steve Wolfrom

**Staff Present:**

Shiri Brandenburg  
Kelly Copeland  
Cristie Kedroski

Kira Magruder  
Carla Reinlie

**Absent:**

Dave Jefferson and Steve Wills

**Call to Order:**

Mr. McInnis called the meeting to order at 11:33 am.

**Approval of Phone Conference:**

Bernard Johnson was present via teleconference. **Motion to approve phone conference with Mr. Bernard Johnson, Rhonda Skipper; Second, Steve Wolfrom. Motion carried unanimously.**

**Approval of Minutes:**

The minutes of the February 17, 2021 Governance Committee meeting were approved. **Motion to approve minutes, Ken Wampler; Second, Don Litke. Motion carried unanimously.**

**2021-2022 Slate of Officers and Directors:**

Mr. McInnis presented the slate of officers and directors for 2021-2022. Ms. Kedroski, along with a Board representative, met face-to-face with the prospective new members. She indicated they are all willing, able, and qualified to serve. **Motion to approve the 2021-2022 Slate of Officers and Directors as presented, Heather Kilbey; Second, Steve Wolfrom.**

**Review of the Foundation Mission:**

Ms. Kedroski presented the NWFSC Foundation Mission Statement for review. It was agreed to update the Mission to "The Northwest Florida State College (NWFSC) Foundation provides charitable and educational aid in the form of money, other property, and services to and/or for the benefit of NWFSC." **Motion to approve amendment to NWFSC Foundation Mission, Ken Wampler; Second, Rhonda Skipper. Motion carried unanimously.**

**Review of Foundation Bylaws:**

Ms. Kedroski reviewed the bylaws regarding voting rights with the committee. The committee agreed to add language that states, "Voting rights are limited to directors appointed to the committee," by the Chair of the Board. **Motion to approve amendment to Bylaws, Ken Wampler; Second, Heather Kilbey. Motion carried unanimously.** Committee recommends amending Article III b. language to reflect, "The Annual meeting of this organization shall be held at a date and time set by the Board of Directors." **Motion to approve amendment, Ken Wampler; Second, Don Litke. Motion carried unanimously.**

**Review of Policy – Organization of the Board:**

Ms. Kedroski reviewed the current language stating the annual meeting shall be held within nine months of the fiscal year. After discussion, the committee decided to change the verbiage to "The Annual Meeting of the NWF State College Foundation shall be held at a time and date scheduled by the board." **Motion to approve language for Organization of the Board, Ken Wampler; Second, Don Litke. Motion carried unanimously.**

**Review of Policy – Accountability:**

Ms. Kedroski reviewed the Accountability policy. After discussion, it was decided the verbiage would be changed to, "The Foundation Board of Directors meets to direct the on-going operations of the Foundation based on a schedule approved annually by the Board of Directors. At such meetings, financial and program reports are reviewed and proposals are considered. A report on the workings of the Foundation is submitted to the Board of Directors by the Executive Director at each regular meeting of the Board and at the Foundation Annual Meeting of the Board." **Motion to approve bi-monthly language be stricken, Ken Wampler; Second, Steve Wolfrom. Motion carried unanimously.**

**Review NWFSC/Foundation MOU:**

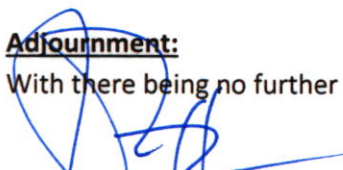
Ms. Kedroski presented the NWFSC/Foundation MOU. She highlighted some areas of the MOU for the committee to be stricken contingent upon the sale of the College Courtyard Apartments before fiscal year end. **Motion to approve NWFSC/Foundation MOU with language regarding the College Apartments contingent on any sale, Ken Wampler; Second, Heather Kilbey. Motion carried unanimously.**

**Board Assessment Survey:**

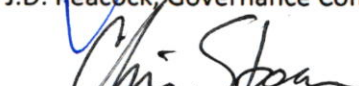
Ms. Kedroski stated the Board Survey is ready, but suggested holding off on sending it to members until after the May Foundation Board meeting. This would allow all Board members to evaluate all four Board meetings. The committee members agreed.

**Adjournment:**

With there being no further business, the meeting was adjourned at 12:15 pm.

  
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J.D. Peacock, Governance Committee Chair

  
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Date

  
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Chris Stowers, Secretary

  
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Date