

NWFSC Foundation Governance Committee Meeting
Building 400, Room 308, Niceville Campus
September 14, 2022, 11:30 a.m.

Members Present:

Cindy Frakes	Kim Kirby
Todd Grisoff	Ken Wampler
Dave Jefferson	Bo Arnold

Staff Present:

Jennifer Bernich	Conner Rogers
A'isha Cristobal	Chris Stowers
Wendy McAdams Dorr	

Absent:

Don Litke	Rhonda Skipper
Vincent Mayfield	

Call to order:

Mr. Wampler called the meeting to order at 11:34 a.m.

Approval of Minutes:

The minutes from the April 14, 2022 Governance Committee meeting were approved. **Motion to approve minutes, Dave Jefferson; Second, Cindy Frakes. Motion carried unanimously.**

Review of the Foundation Mission:

Mr. Stowers presented the Board Recruitment and Nomination Timeline for review. Mr. Stowers stated November 1st the committee will start accepting nominations for new committee members.

Review Current Board Composition and Assess Needs:

Mr. Stowers presented the board's composition and needs, the governance committee seeks to ensure a diverse representation of board members. Finding a member that represents the health care industry or in Walton County would be desirable.

Review Board Member Attendance and Performance: Mr. Stowers presented documentation for the attendance of board members. Committee members discussed the possibility of 1 excused meeting.

Determine Desired Number of New Members:

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 Foundation has kept the overall total of board numbers fairly consistent. 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 we have a somewhat balanced number of board members concluding their term each year. In previous years, the ideal number of total board members each term is 7-8.

Treasurer Nomination:

Mr. Stowers reviewed the nomination process and stated it would be an informal or formal process. Committee members brought up the possibility of a member from the Finance committee to serve as Treasurer.

Discuss Nomination Form:

Review the nomination form (attached), which is available on the Foundation's website (www.NWFSCFoundation.org) under the Board Portal link in the footer of the home page. No changes were made to the treasurer nomination form.

Other Business:

Mr. Stowers introduced the idea of the Foundation Board to move to a software program called OnBoard, to help with continuity between meetings as well as all the committees. The next Governance Committee meeting will be February 15, 2023 in room 308 of Raider Central.

Adjournment:

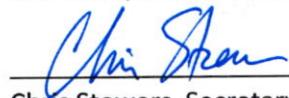
With there being no further business to discuss, the meeting was adjourned at 12:32 p.m.



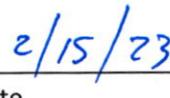
Ken Wampler, Governance Committee Chair



Date



Chris Stowers, Secretary



Date