

Northwest Florida State College Foundation Governance Committee Meeting

September 14, 2022 at 11:30 a.m.
Room #308, Costa Leadership Institute,
3rd floor, Building 400, Niceville Campus

AGENDA

- I. Call to Order
- II. [Approve Minutes from April 14, 2022 Committee Meeting](#) 2
- III. [Role of the Governance Committee](#) 5
- IV. [Discuss FY 2024 Slate/Nomination Process](#) 6
 - a) Discuss Nomination Timeline
 - 1. November 1 – Board Meeting – Call for Nominations
 - 2. February 7 – Board Meeting – Reminder for Nominations
 - 3. February 10 – Deadline for Nominations
 - 4. February 15 – Governance Meeting to Discuss Nominations
 - b) Review Current Board Composition and Assess Needs
 - c) Review Board Member Attendance and Performance
 - d) Review Members with Expiring Terms
 - e) Determine Desired Number of New Members
 - f) Discuss Treasurer Nomination
 - g) Discuss Nomination Process
- V. Other Business
 - a) Board Resource/Communication Software
 - b) Next Meeting – February 15, 2023 at 11:30 AM
Location: Room 308, Raider Central
- VI. Adjourn

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

Members Present:

Cindy Frakes
Todd Grisoff
Dave Jefferson

J.D. Peacock – Telephone
Ken Wampler
Steve Wolfrom

Staff Present:

Kelly Copeland
Kira Magruder

Carla Reinlie
Chris Stowers

Others Present:

Dr. Devin Stephenson

Absent:

Marek Bakun
Heather Kilbey

Don Litke
Rhonda Skipper

Call to order:

Mr. Wampler called the meeting to order at 11:38 a.m.

Approval of Minutes:

The minutes from the February 17, 2022 Governance Committee meeting were approved. **Motion to approve minutes, Todd Grisoff; Second, Dave Jefferson. Motion carried unanimously.**

2022-2023 Slate of Officers and Directors:

Mr. Stowers presented the slate of officers and directors for 2022-2023. Mr. Stowers stated four directors have been reappointed and two new directors will be joining our Board. Jonathan Ochs has been nominated as Treasurer. All are excited, willing, and able to serve. **Motion to approve the 2022-23 Slate of Officers and Directors for presentation to the Board, Steve Wolfrom; Second, Todd Grisoff. Motion carried unanimously.**

Review of the Foundation Mission:

Mr. Stowers presented the Foundation Mission Statement for review. After review, the committee determined the mission statement should stay “Northwest Florida State College Foundation utilizes your gifts to support the college, enhance our community, and improve students’ lives” as it reflects the goals of the Foundation. **Motion to approve the Foundation mission as presented, Steve Wolfrom; Second, Dave Jefferson. Motion carried unanimously.**

Review of Foundation Bylaws/Policies:

Mr. Stowers presented the bylaws and policies identified by staff as needing discussion along with recommendations. Bylaws – language regarding the Treasurer providing a written report of the finances of the Foundation has not been updated to reflect quarterly Board meetings. Investment – Staff recommends the language regarding the Foundation serving as a trustee be stricken to be consistent

with the GP # 16 – Gift Acceptance. Contracting and Professional Services – Staff recommends the language of the Foundation Executive Director be updated to reflect the accurate title. Restricted Funds – Staff recommends changing the language to accurately reflect the type of scholarship fund described in the policy. Naming – Staff recommends changing the language to reflect that no goods or services are being exchanged for payment, but a philanthropic gift will be recognized. Gift Acceptance – Staff recommends updating the language to create consistency and specify that the Gift Acceptance Committee has the authority to make decisions about accepting certain gifts. **Motion to approve the changes to Bylaws, Investment, Contracting and Professional Services, Restricted Funds, Naming, and Gift Acceptance policies for presentation to the Board, Dave Jefferson; Second, Cindy Frakes. Motion carried unanimously.**

Review FY2021 NWFSC/Foundation MOU:

Mr. Stowers presented the NWFSC/Foundation MOU. He highlighted specific areas of the MOU to be stricken regarding Emerald Coast Music Alliance pending dissolution of the ECMA restricted fund agreement. Mr. Stowers also noted the MOU will be updated once the 2022-2023 budget is finalized. **Motion to approve the Northwest Florida State College and NWFSC Foundation MOU, Todd Grisoff; Second, Steve Wolfrom. Motion carried unanimously.**

Ken Wampler, Governance Committee Chair

Date

Chris Stowers, Secretary

Date



NORTHWEST FLORIDA STATE COLLEGE FOUNDATION

Board of Directors 2022-23

The Northwest Florida State College Foundation is governed by a Board of Directors comprised of community leaders who volunteer their time and talents to help ensure the organization achieves its mission.

Executive Committee

Chair: Bo Arnold
Vice Chair: Alan Wood, CCB Bank
Treasurer: Jonathan Ochs, Trustmark Bank
Past Chair: Ken Wampler, Newman-Dailey Resort Properties
Secretary: Chris Stowers, Executive Director
NWF State College President: Devin Stephenson
Trustee Liaison: Maj. Gen. Don Litke

Directors

Christie Austin, Community Bank
James Bagby, One Seagrove Place
Destin Cobb, Carr, Riggs & Ingram
Cindy Frakes, ERA American Real Estate
Todd Grisoff, Active Marketing Group
Teresa Halverson, Manor at Bluewater Bay
Tyler Jarvis, Bald & The Beard Restaurant Group
Dave Jefferson, SimpleHR
Bernard Johnson, Florida Power & Light
Heather Kilbey, Professional Products
Gordon King, Okaloosa Gas
Kim Kirby, Walton County School Board
Vincent Mayfield, Bit-Wizards
Michelle McGee Freeman, Fleet & Smith, P.A.
J.D. Peacock, Okaloosa Clerk of Court
Brian Pennington
Steve Rhodes, CHELCO
Hu Ross, Polaris Wealth Management
Stanley Siefke
Rhonda Skipper, Walton County Tax Collector
Cecil Williams, Gregg Chapel AME Church

M E M O R A N D U M

TO: NWFSC Foundation Governance Committee

FROM: Mr. Ken Wampler

DATE: September 14, 2022

SUBJECT: Role of the Governance Committee

Per the Foundation's bylaws, the role of the Governance Committee is as follows:

This 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.

MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Mr. Ken Wampler

DATE: September 14, 2022

SUBJECT: Discuss 2023-24 Slate/Nomination Process

- a) **Discuss Nomination Timeline:** [Review the attached nomination timeline.](#)
- b) **Review Current Board Composition and Assess Needs:** Typically, when discussing board composition and needs, the governance committee seeks to ensure a diverse representation of board members. Typically, these factors include: industry sector, gender, ethnicity and county representation consistent with population statistics.
Attached are:
 - a. [Industry Breakdown of the 2022-23 Board](#)
 - b. [Population statistics](#)
- c) **Review Board Member Attendance and Performance:** [Attached is the 2021-22 attendance information for all board members.](#)
- d) **Review Members with Expiring Terms:** There are eight foundation directors, listed below, whose board terms will expire in June 2023. Assuming Mr. Wood is endorsed as chair, three directors are not eligible for reappointment due to board term limits.
 - a. Alan Wood – term expiring, in line for Chair position
 - b. Cobb, Destin – eligible for reappointment
 - c. Frakes, Cindy – eligible for reappointment
 - d. Grisoff, Todd – eligible for reappointment
 - e. Jefferson, Dave – eligible for reappointment
 - f. Rhodes, Steve – eligible for reappointment
 - g. Skipper, Rhonda – eligible for reappointment
 - h. Williams, Cecil – eligible for reappointment
 - i. Freeman, Michelle – second term expiring
 - j. Peacock, J.D. – second term expiring
 - k. Wampler, Ken – second term expiring
 - l. Arnold, Bo – term expired June 2022, appointed to 1 year term to serve as Chair

e) **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.

f) **Treasurer Nomination:** In previous years, the Governance Committee has noted a preference for staff, in consultation with the Governance Committee chair, to bring forward recommendations for a treasurer.

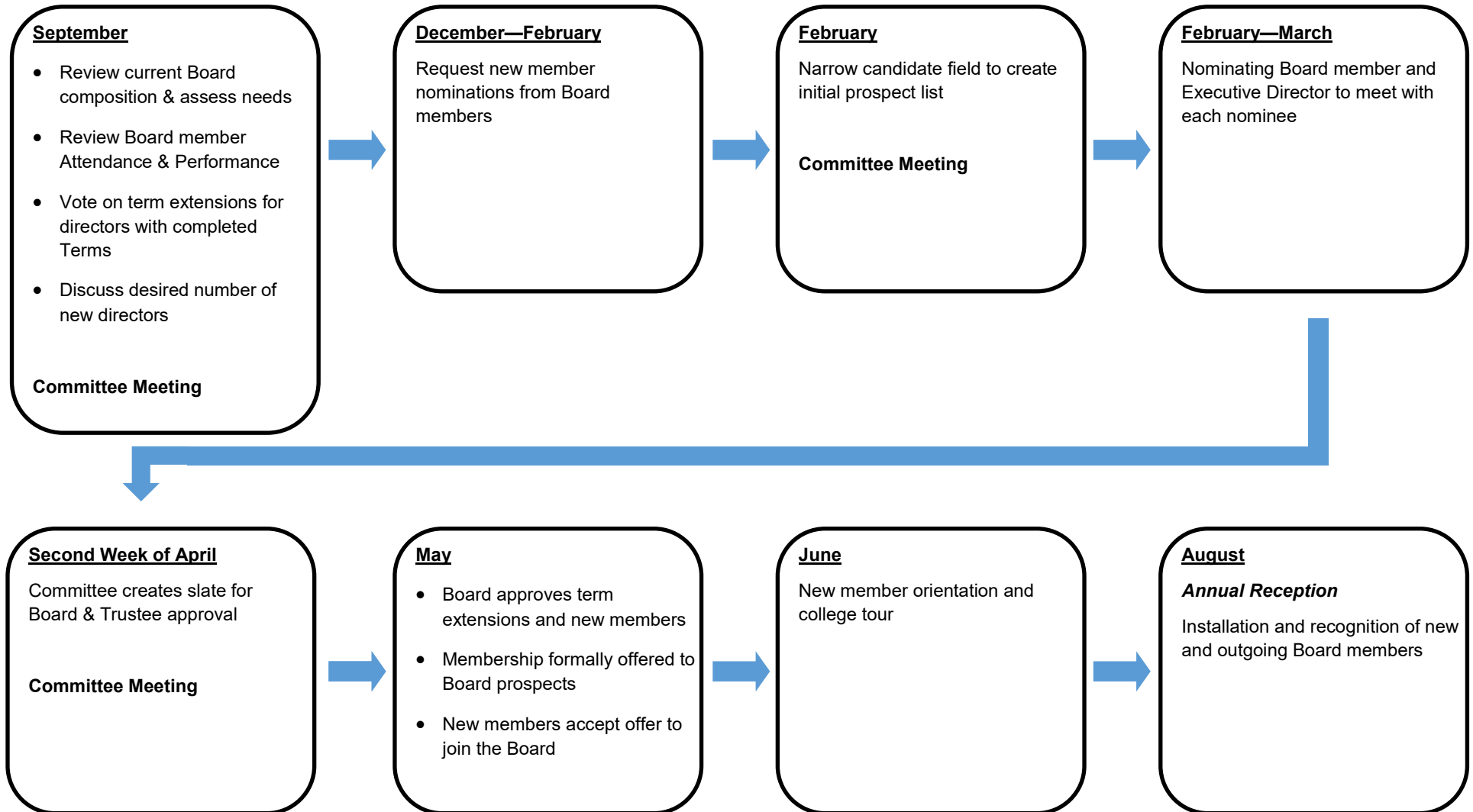
g) **Discuss Nomination Form:** [Review the nomination form \(attached\)](#), which is available on the Foundation's website (www.NWFSCFoundation.org) under the Board Portal link in the footer of the home page.



NORTHWEST FLORIDA STATE COLLEGE FOUNDATION

Governance Committee

Board Recruitment and Nomination Process



Northwest Florida State College Foundation

2022-2023 Industry Representation	Number	Members Ending Term 2023	Members Ending Term 2023 - Reappointment Possible
Financial Services	4	*	+
Defence Contractor (Retired)	3		
Utilities	3		+
Government	2	*	+
Real Estate	2		+
Accounting	1		
Attorney	1	*	
Education	1		
Healthcare	1		
Hospitality/Tourism	1	*	
Human Resources	1		+
IT	1		
Manufacturing	1		
Religious Org.	1		+
Restaurant	1		
Sales/Marketing	1		+

Other Industries Represented in Past
Agriculture
Architect
Construction Management
Dentist
Environmental Services
Flight Attendent (Retired)
Physician
Title Company

Population Distribution of 2022 – 23
Foundation Board of Directors

Population (2021 estimate)	Count	Percent	Current Count of Board	Current Percent of Board
Okaloosa County	213,255	72.7%	21	80.1%
Walton County	80,069	27.3%	5	19.2%
Total:	293,324		26	

Source: <https://www.census.gov/quickfacts/fact/map/FL,US/PST045221>

Notes:

1. Three Board members live in Okaloosa County but work in Walton County. If analyzed based on employment:
 Okaloosa, 18, 69.2%
 Walton, 8, 30.8%
2. Board member count excludes the college president and executive director as these are non-voting members.

NWFSC Foundation Board of Directors Attendance

	8/3/2021	11/2/2021	2/1/2022	5/3/2022	Percentage of Attended Meetings This Fiscal Year
Ken Wampler, Chair	X	X	X	X	100%
Bo Arnold, Vice Chair	X	X	X	X	100%
Alan Wood, Treasurer	X	X	X	X	100%
J.D. Peacock, Past Chair		X	X	X	75%
Don Litke, Trustee Liaison	X		X	X	75%
Devin Stephenson, NWFSC President	X	X	X	X	100%
Chris Stowers, Foundation Ex. Dir.		X	X	X	75%
Christie Austin	X	X			50%
Jim Bagby	X	X	X	X	100%
Destin Cobb	X	X			50%
Cindy Frakes		X	X	X	75%
Todd Grisoff	X	X	X	X	100%
Tyler Jarvis		X	X	X	75%
David Jefferson				X	25%
Bernard Johnson					0%
Heather Kilbey	X	X	X	X	100%
Gordon King	X	X	X	X	100%
Kim Kirby	X		X	X	75%
Michelle McGee Freeman		X	X		50%
Vince Mayfield	X	X	X		75%
Jonathan Ochs				X	25%
Brian Pennington	X	X		X	75%
Steve Rhodes	X			X	50%
Hu Ross	X			X	50%
Rhonda Skipper	X	X			50%
Cecil Williams	X	X	X	X	100%

Development Committee Attendance

	7/27/2021	10/26/2021	1/25/2022	4/26/2022	Percentage of Meetings Attended this Fiscal Year
Bo Arnold, Chair	1	1	1	1	100%
Tyler Jarvis	1	1	1	1	100%
Bernard Johnson	1	1	1		75%
Gordon King	1		1	1	75%
Kim Kirby	1		1	1	75%
Don Litke	1	1	1	1	100%
Michelle McGee Freeman		1			25%
Hu Ross					0%
Cecil Williams					0%

Finance Committee Attendance

	7/27/2021	10/26/2021	1/25/2022	4/26/2022	Percentage of Meetings Attended this Fiscal Year
Alan Wood, Chair	1	1	1	1	100%
Bo Arnold	1	1	1	1	100%
Christie Austin	1	1	1	1	100%
James Bagby	1	1	1	1	100%
Destin Cobb	1	1			50%
Don Litke	1	1	1	1	100%
Vincent Mayfield	1	1	1	1	100%
Jonathan Ochs		1	1		50%
Brian Pennington	1			1	50%
Steve Rhodes	1			1	50%

Governance Committee Attendance

	9/16/2021	2/17/2022	4/14/2022	Percentage of Meetings Attended this Fiscal Year
J.D. Peacock, Chair	1	1	1	100%
Cindy Frakes		1	1	67%
Todd Grisoff	1		1	67%
Dave Jefferson	1	1	1	100%
Heather Kilbey	1	1		67%
Don Litke	1	1		67%
Rhonda Skipper				0%
Ken Wampler	1	1	1	100%

NWFSC Foundation Directors Terms of Office

Name	City Residence	County of Residence	Profession/ Industry	First Term	July 2022- June 2023	July 2023- June 2024	July 2024- June 2025	Notes
Arnold, Bo	Niceville	Okaloosa	Retired Engineer - defense industry	2016-2017	✓			term limits out in June 2022; Term Extended 1 Year for Chair position 22-23
Cobb, Destin	Crestview	Okaloosa	Accounting	2020-21	✓			may be re-appointed for additional 3 years
Frakes, Cindy	Shalimar	Okaloosa	Real Estate	2020-21	✓			may be re-appointed for additional 3 years
Grisoff, Todd	Destin	Okaloosa	Sales/Marketing	2020-21	✓			may be re-appointed for additional 3 years
Jefferson, Dave	Miramar Beach	Walton	Human Resources	2020-21	✓			may be re-appointed for additional 3 years
McGee, Michelle	Fort Walton Beach	Okaloosa	Attorney	2017-18	✓			term limits out in June 2023
Peacock, J.D.	Shalimar	Okaloosa	Government	2017-18	✓			term limits out in June 2023
Rhodes, Steve	Niceville	Okaloosa	Utilities	2020-21	✓			may be re-appointed for additional 3 years
Skipper, Rhonda	DeFuniak Springs	Walton	Government	2020-21	✓			may be re-appointed for additional 3 years
Wampler, Ken	Destin	Okaloosa	Hospitality/Tourism	2017-18	✓			term limits out in June 2023
Williams, Cecil	Fort Walton Beach	Okaloosa	Religious Org.	2020-21	✓			may be re-appointed for additional 3 years
Wood, Alan	Niceville	Okaloosa	Banking	2017-18	✓			term limits out in June 2023, in line for Chair position, possible to extend term
Austin, Christie	Crestview	Okaloosa	Banking	2021-22	✓	✓		may be re-appointed for additional 3 years
Bagby, Jim	Real Estate	Okaloosa	Real Estate	2021-22	✓	✓		may be re-appointed for additional 3 years
Kirby, Kim	DeFuniak Springs	Walton	Education	2021-22	✓	✓		may be re-appointed for additional 3 years
Mayfield, Vince	Fort Walton Beach	Okaloosa	IT	2021-22	✓	✓		may be re-appointed for additional 3 years
Pennington, Brian	Fort Walton Beach	Okaloosa	Retired Defense Contractor	2021-22	✓	✓		may be re-appointed for additional 3 years
King, Gordon	Niceville	Okaloosa	Utilities	2018-19	✓	✓		term limits out in June 2024
Ochs, Jonathan	Niceville	Okaloosa	Banking	2018-19	✓	✓		term limits out in June 2024
Halverson, Teresa	Niceville	Okaloosa	Healthcare	2022-2023	✓	✓	✓	may be re-appointed for additional 3 years
Jarvis, Tyler	Santa Rosa Beach	Walton	Restaurant	2019-2020	✓	✓	✓	term limits out in June 2025
Johnson, Bernard	Niceville	Okaloosa	Utilities	2019-2020	✓	✓	✓	term limits out in June 2025
Kilbey, Heather	DeFuniak Springs	Walton	Manufacturing	2019-2020	✓	✓	✓	term limits out in June 2025
Ross, Hu	Niceville	Okaloosa	Investment Advisor, Retired USAF	2019-2020	✓	✓	✓	term limits out in June 2025
Siefke, Stanley	Niceville	Okaloosa	Retired Defence Contractor, Retired USAF	2022-2023	✓	✓	✓	may be re-appointed for additional 3 years
Litke, Don	Niceville	Okaloosa	Retired USAF General	2010-2011				resigned position June 28, 2018 when appointed to BOT; appointed trustee liaison 8/21/18 at BOT meeting
College President [ex-officio; non-voting]	Niceville	Okaloosa						
Foundation Director [ex-officio; non-voting]	Niceville	Okaloosa						



NORTHWEST FLORIDA STATE COLLEGE FOUNDATION

Foundation Board Candidate Nomination

Nominator's Name *

Nominator's Email

First Name

Last Name

Candidate Information

Candidate's Name *

First Name

Last Name

Candidate's Address

Address Line 1

Address Line 2



State

ZIP Code

Candidate's Phone

Candidate's Email

Candidate's County of Residence

☐ Okaloosa County

☐ Walton County

Candidate's County of Work Place

☐ Okaloosa County

☐ Walton County

Candidate Screening

Screening criteria to consider for the next few questions:

- Do they have strong character? (i.e. No known history of behavior that would reflect adversely on the College or the Foundation - criminal, unethical, shameful - and can they pass the Washington Post test?)
- Do they support our cause? Are they involved with the college (Raider Athletics, NFSO, Arts Center Activities, Alumnus, ISP, etc.)?
- Are they willing and able to serve (commitment of time and energy)?
- Are they a team player?

How long have you known this person and in what capacity?



Why do you think this person would make a good board member?

What skills would candidate bring to the Board? Have you ever served on a committee or board with the prospective candidate?

Is candidate an alumni of Northwest Florida State College?

☐ Yes



☐ Not Sure

Would candidate contribute to the diversity of our Board?

Additional Information

Submit Form

