

Northwest Florida State College Foundation Governance Committee Meeting

September 27, 2023 at 12:00 PM
Room #301, Building 400
Niceville Campus

AGENDA

- I. Call to Order
- II. Approve Minutes from April 12, 2023 Committee Meeting
- III. Role of the Governance Committee
- IV. Discuss FY 2025 Board Slate & Nomination Process
 - a) Discuss Nomination Timeline
 - 1. November 7 – Board Meeting – Call for Nominations
 - 2. February 6 – Board Meeting – Reminder for Nominations
 - 3. February 9 – Deadline for Nominations
 - 4. February 14 – 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. Review Results from Board Assessment Survey
- VI. Other Business
 - a) Next Meeting – February 14, 2024 at 12:00 PM
Location: Room 301, Raider Central
- VII. Adjourn

NWFSC Foundation Governance Committee Meeting
Building 400, Room 308, Niceville Campus
April 12, 2023; 11:30 a.m.

Members Present:

Bo Arnold
Cindy Frakes
Don Litke

Ken Wampler
Chris Stowers

Staff Present:

Jennifer Bernich
Conner Rogers

Absent:

Dave Jefferson
Rhonda Skipper
Vince Mayfield

Call to order:

Mr. Wampler called the meeting to order at 11:30.

Approval of Minutes:

The minutes from the February 15, 2023 Governance Committee meeting were approved. **Motion to approve minutes, Ms. Frakes; Second, Dr. Arnold. Motion carried unanimously.**

2023-2024 Slate of Officers and Directors:

Mr. Stowers presented the slate of officers and directors for 2023-2024 stating he spoke with four of the five candidates. One declined the nomination and Mr. Wampler spoke with the fifth nominee. All will make good addition to the board. Ms. Cindy Frakes was selected as Treasurer. **Motion to approve the 2023-2024 Slate of Officers and Directors for presentation to the Board, Gen. Litke; Second Ms. Frakes. Motion carried unanimously.**

Review of the Foundation Mission:

Mr. Stowers presented the Foundation Mission Statement for review. Some discussion was had about the use of the word "your", but no changes were made at this time. **Motion to approve the Foundation mission as presented, Ms. Frakes; Second, Gen. Litke. Motion carried unanimously.**

Review and Approval of the NWF State College/Foundation Memorandum of Understanding:

Mr. Stowers presented the NWFSC/Foundation MOU with no suggested changes at this time. **Motion to approve the NWFSC/Foundation MOU as presented, Gen. Litke; Second, Ms. Frakes. Motion carried unanimously.**

Review of Foundation Policies and Procedures:

Mr. Stowers presented the NWFSC/Foundation Policies and Procedures with no suggested changes at this time. He highlighted the section regarding the Foundation’s payment to the college for staff stating that the percentage will remain, but the total dollar amount will change because of pay increases.

Motion to approve the Foundation Policies and Procedures as presented, Dr. Arnold; Second Ms. Frakes. Motion carried unanimously.

Board Assessment Survey:

Mr. Stowers presented the questions used for previous Board surveys. It had been determined previously that this tool would be utilized every two years. Discussion was centered on improving the form and other steps appropriate in order to encourage more participation. An agreement was reached to distribute the to the Board with a timeline determined by the staff following the May 2 Board Meeting.

Adjournment:

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

Bo Arnold, Governance Committee Chair

Date

Chris Stowers, Secretary

Date

MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Dr. Bo Arnold

DATE: September 27, 2023

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. Chris Stowers

DATE: September 27, 2023

SUBJECT: Discuss 2024-25 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 2023-24 Board
 - b. Populations statistics
- c) **Review Board Member Attendance and Performance:** Attached is the 2022-23 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. Arnold, Bo – 1 year term to serve as Past Chair expiring
 - b. Austin, Christie – eligible for reappointment
 - c. Bagby, Jim – eligible for reappointment
 - d. King, Gordon – second term expiring
 - e. Mayfield, Vince – eligible for reappointment
 - f. Ochs, Jonathan – second term expiring, in line for Chair position
 - g. Pennington, Brian – eligible for reappointment
 - h. Alan Wood – term expired June 2023, 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.

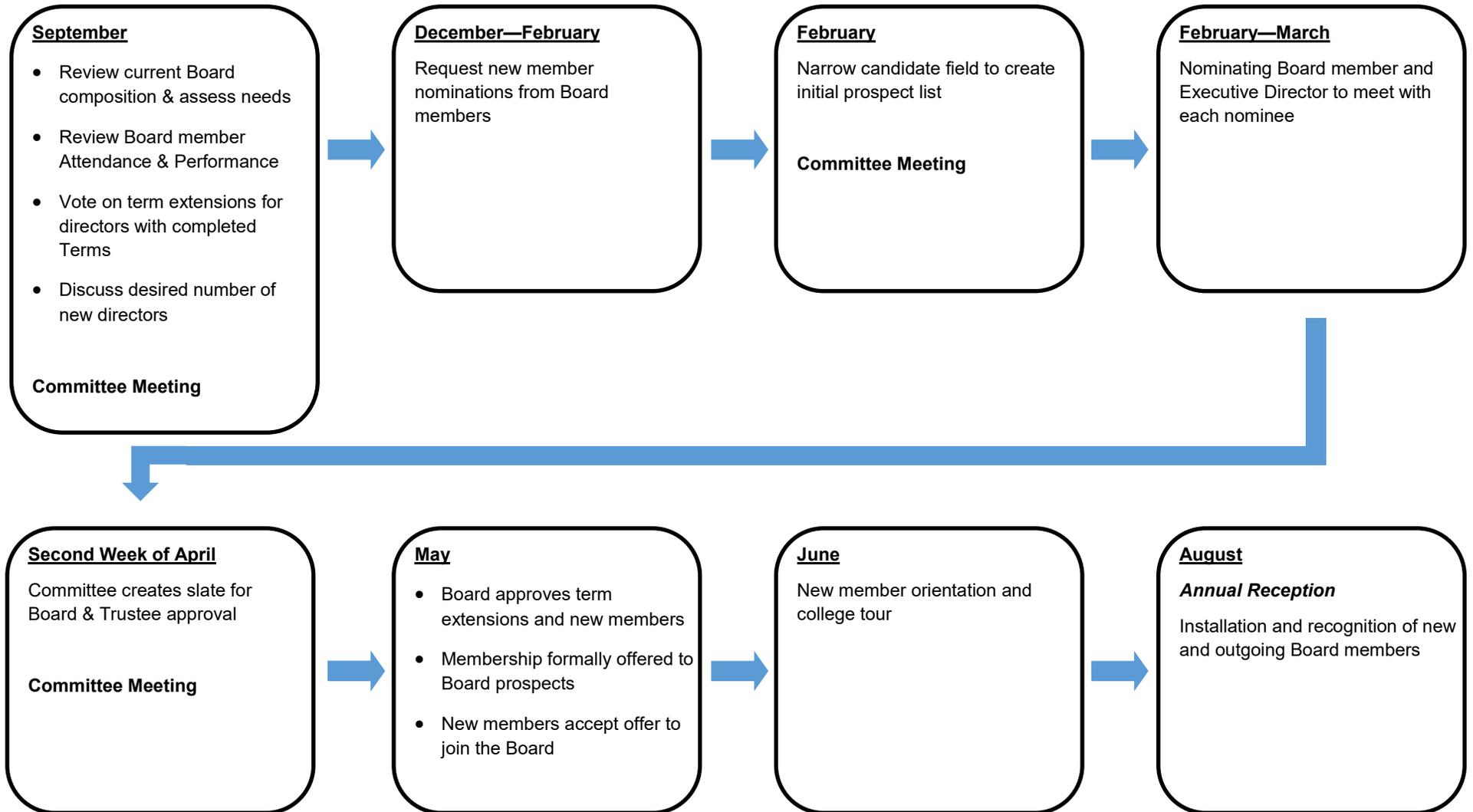
- g) **Discuss Nomination Form:** Review the nomination form (attached), which is available within OnBoard as well on the Foundation's website (www.NWFSCFoundation.org) under the Board Portal link in the footer of the home page.



**NORTHWEST FLORIDA
STATE COLLEGE
FOUNDATION**

Governance Committee

Board Recruitment and Nomination Process



Northwest Florida State College Foundation

2023-2024 Industry Representation	Number	Members Ending Term 2024	Members Ending Term 2024 - Reappointment Possible
Financial Services	6	* *	+
Military/Defence Contractor (Retired)	5	*	+
Utilities	3	*	
Real Estate	2		+
Accounting/Finance	2		
Restaurant/Food & Beverage	2		
Healthcare	2		
Education	1		
Government	1		
IT	1		+
Manufacturing	1		
Religious Org.	1		
Sales/Marketing	1		

Other Industries Represented in Past
Agriculture
Architect
Attorney
Construction Management
Dentist
Environmental Services
Flight Attendent (Retired)
Hospitality/Tourism
Human Resources
Physician
Title Company

**Population Distribution of 2023 – 24
Foundation Board of Directors**

Population (2022 estimate)	Count	Percent	Current Count of Board	Current Percent of Board
Okaloosa County	216,482	72.2%	23	92%
Walton County	83,304	27.7%	2	8%
Total:	299,786		25	

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

Notes:

1. Three Board members live in Okaloosa County but work in Walton County. If analyzed based on employment:
Okaloosa, 20, 80%
Walton, 5, 20%
2. Board member count excludes the college president and executive director as these are non-voting members.

NWFSC Foundation Board of Directors Attendance

	8/2/2022	11/1/2022	2/7/2023	5/2/2023	Percentage of Attended Meetings This Fiscal Year
Bo Arnold, Chair		X	X	X	75%
Alan Wood, Vice Chair	X	X	X	X	100%
Jonathan Ochs, Treasurer	X	X	X	X	100%
Ken Wampler, Past Chair	X	X	X	X	100%
Devin Stephenson, NWFSC President	X	X	X	X	100%
Don Litke, Trustee Liaison	X	X	X	X	100%
Christie Austin		X			25%
Jim Bagby	X	X	X	X	100%
Destin Cobb		X		X	50%
Cindy Frakes	X	X	X	X	100%
Todd Grisoff			X	X	50%
Teresa Halverson	X	X	X	X	100%
Tyler Jarvis		X	X		50%
David Jefferson			X		25%
Bernard Johnson	X	X	X	X	100%
Heather Kilbey	X	X	X		75%
Gordon King	X	X		X	75%
Kim Kirby	X	X	X		75%
Michelle McGee Freeman	X	X			50%
Vince Mayfield	X		X		50%
Jonathan Ochs	X	X	X	X	100%
J.D. Peacock		x		X	50%
Brian Pennington	X	X	X	X	100%
Steve Rhodes		X	X	X	75%
Hu Ross	X	X		X	75%
Stan Siefke	X	X	X	X	100%
Rhonda Skipper					0%
Cecil Williams		X	X	X	75%

Term Ending
Eligible for 2nd term
Rotated Off Board

Development Committee Attendance

	7/20/2022	10/19/2022	1/18/2023	4/19/2023	Percentage of Meetings Attended this Fiscal Year
Alan Wood, Chair	X	X	X	X	100%
Michelle Freeman	X		X		50%
Teresa Halverson	X			X	50%
Tyler Jarvis	X	X	X	X	100%
Bernard Johnson	X				25%
Gordon King			X		25%
Don Litke	X	X			50%
Hu Ross	X	X	X	X	100%
Stan Siefke	X	X	X	X	100%
Cecil Williams		X			25%

Term Ending
Eligible for 2nd term
Rotated Off Board

Finance Committee Attendance

	7/26/2022	10/25/2022	1/24/2023	4/25/2023	5/16/2023 - Special Meeting	5/19/2023 - Special Meeting	Percentage of Meetings Attended this Fiscal Year
Jonathan Ochs, Chair	X	X	X	X	X	X	67%
Bo Arnold		X	X	X	X		50%
Christie Austin		X					17%
Jim Bagby	X	X	X			X	50%
Destin Cobb	X				X	X	17%
Todd Grisoff	X	X			X	X	33%
Heather Kilbey	X	X	X	X	X	X	67%
Gordon King	X		X				33%
Don Litke	X				X	X	17%
JD Peacock	X		X	X			50%
Brian Pennington		X		X		X	33%
Steve Rhodes	X	X	X				50%
Alan Wood	X	X	X	X	X	X	67%

Term Ending
Eligible for 2nd term
Rotated Off Board

Governance Committee Attendance

	9/14/2022	2/15/2023	4/12/2023	
Ken Wampler, Chair	X	X	X	100%
Bo Arnold	X	X	X	100%
Cindy Frakes	X	X	X	100%
Dave Jefferson	X	X		67%
Kim Kirby	X	X	X	100%
Don Litke		X	X	67%
Vince Mayfield				0%
Rhonda Skipper				0%

<i>Term Ending</i>
Eligible for 2nd term
Rotated Off Board

NWFSC Foundation Directors Terms of Office

Name	City Residence	County of Residence	Profession/ Industry	First Term	# of Terms	July 2023- June 2024	July 2024- June 2025	Jul 2025 - June 2026	Notes
Arnold, Bo	Niceville	Okaloosa	Retired Engineer - defense industry	2016-2017	2	✓			Term limits out in June 2022; Term Extended 1 Year for Chair position 22-23, Term extended for 1 Year for Past Chair position 23-24
Wood, Alan	Niceville	Okaloosa	Banking	2017-18	2	✓			Term limits out in June 2023, term extended 1 year for Chair position
Austin, Christie	Crestview	Okaloosa	Banking	2021-22	1	✓			May be re-appointed for additional 3 years
Bagby, Jim	Real Estate	Okaloosa	Real Estate	2021-22	1	✓			May be re-appointed for additional 3 years
Mayfield, Vince	Fort Walton Beach	Okaloosa	IT	2021-22	1	✓			May be re-appointed for additional 3 years
Pennington, Brian	Fort Walton Beach	Okaloosa	Retired Defense Contractor	2021-22	1	✓			May be re-appointed for additional 3 years
King, Gordon	Niceville	Okaloosa	Utilities	2018-19	2	✓			Term limits out in June 2024
Ochs, Jonathan	Niceville	Okaloosa	Banking	2018-19	2	✓			Term limits out in June 2024; in line for leadership
Halverson, Teresa	Niceville	Okaloosa	Healthcare	2022-2023	1	✓	✓		May be re-appointed for additional 3 years
Jarvis, Tyler	Santa Rosa Beach	Walton	Restaurant	2019-2020	2	✓	✓		Term limits out in June 2025
Johnson, Bernard	Niceville	Okaloosa	Utilities	2019-2020	2	✓	✓		Term limits out in June 2025
Kilbey, Heather	DeFuniak Springs	Walton	Manufacturing	2019-2020	2	✓	✓		Term limits out in June 2025
Ross, Hu	Niceville	Okaloosa	Investment Advisor, Retired USAF	2019-2020	2	✓	✓		Term limits out in June 2025
Siefke, Stanley	Niceville	Okaloosa	Retired Defence Contractor, Retired USAF	2022-2023	1	✓	✓		May be re-appointed for additional 3 years
Cobb, Destin	Crestview	Okaloosa	Accounting	2020-21	2	✓	✓	✓	Term limits out in June 2026
Frakes, Cindy	Shalimar	Okaloosa	Real Estate	2020-21	2	✓	✓	✓	Term limits out in June 2026
Grisoff, Todd	Destin	Okaloosa	Sales/Marketing	2020-21	2	✓	✓	✓	Term limits out in June 2026
Hendricks, Fran	Shalimar	Okaloosa	Retired USAF General, Past College President	2023-24	1	✓	✓	✓	May be re-appointed for additional 3 years
McAdams Dorr, Wendy	Shalimar	Okaloosa	Retired corporate finance	2023-24	1	✓	✓	✓	May be re-appointed for additional 3 years
McCluskey, Zach	Fort Walton Beach	Okaloosa	Healthcare	2023-24	1	✓	✓	✓	May be re-appointed for additional 3 years
McCool, Tim	Niceville	Okaloosa	Retired USAF; defense contractor; entrepreneur	2023-24	1	✓	✓	✓	May be re-appointed for additional 3 years
Rhodes, Steve	Niceville	Okaloosa	Utilities	2020-21	2	✓	✓	✓	Term limits out in June 2026
Stubblefield, Neko	Crestview	Okaloosa	Banking/Credit Union	2023-24	1	✓	✓	✓	May be re-appointed for additional 3 years
Williams, Cecil	Fort Walton Beach	Okaloosa	Religious Org.	2020-21	2	✓	✓	✓	Term limits out in June 2026
Litke, Don	Niceville	Okaloosa	Retired USAF General	2010-2011	Trustee Liasion				Resigned position June, 2018 when appointed to BOT; appointed trustee liasion 8/21/18 at BOT meeting
College President [ex-officio; non-voting]	Niceville	Okaloosa			Permanent				
Foundation Director [ex-officio; non-voting]	Niceville	Okaloosa			Permanent				



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

No



Not Sure

Would candidate contribute to the diversity of our Board?

Additional Information

Submit Form



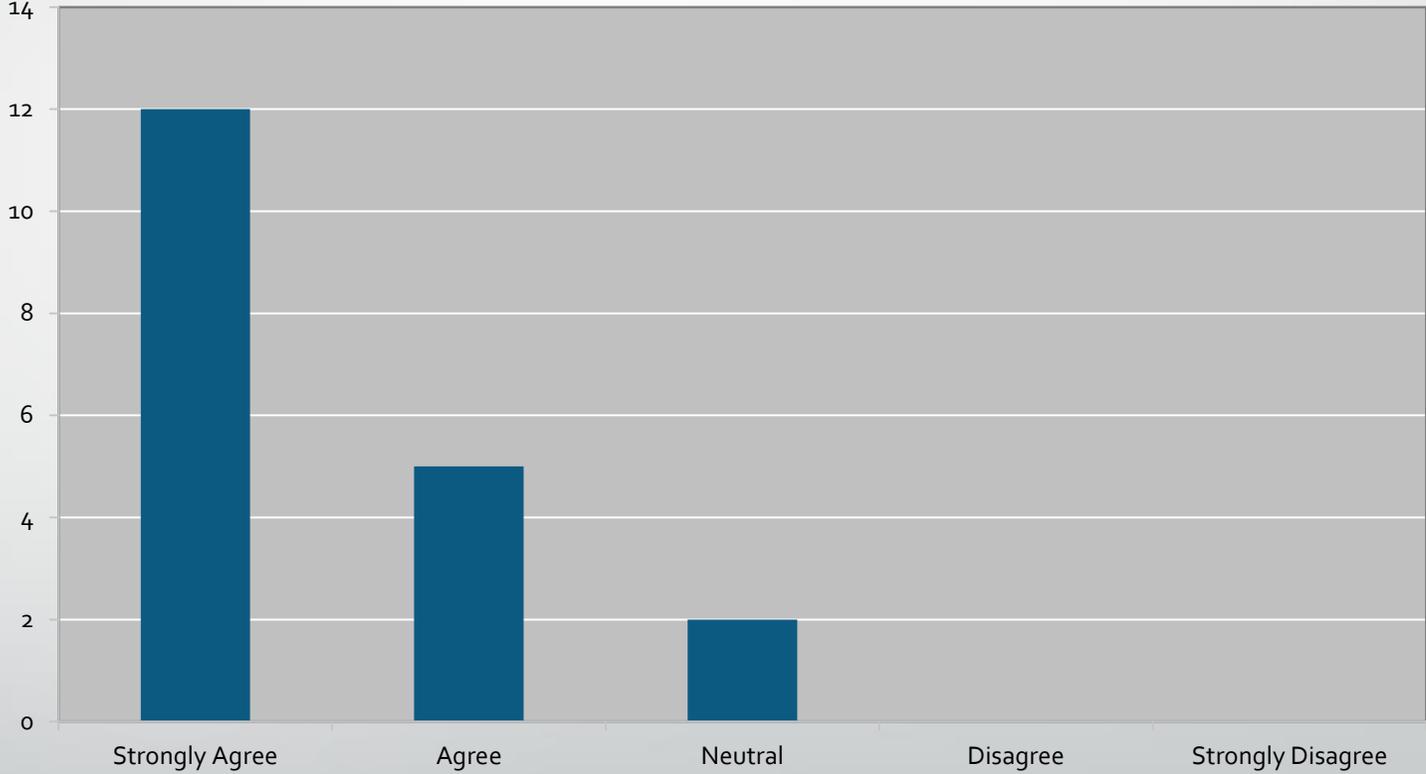


Foundation Board Survey Results 2022 - 2023



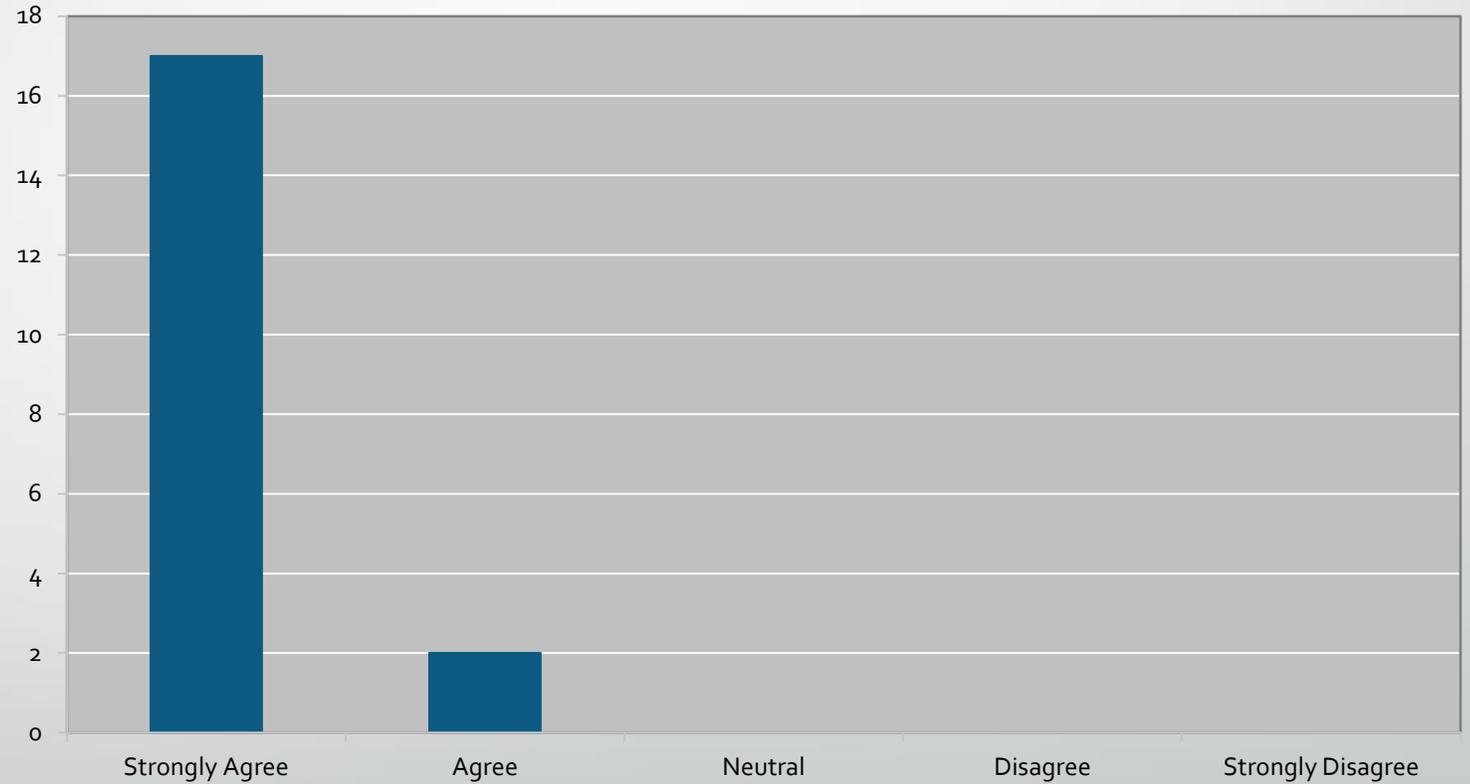
I feel adequately connected to Northwest Florida State College and understand its mission and vision.

I feel adequately connected to Northwest Florida State College and understand its mission and vision.	
Choices	Totals
Strongly Agree	12
Agree	5
Neutral	2
Disagree	0
Strongly Disagree	0



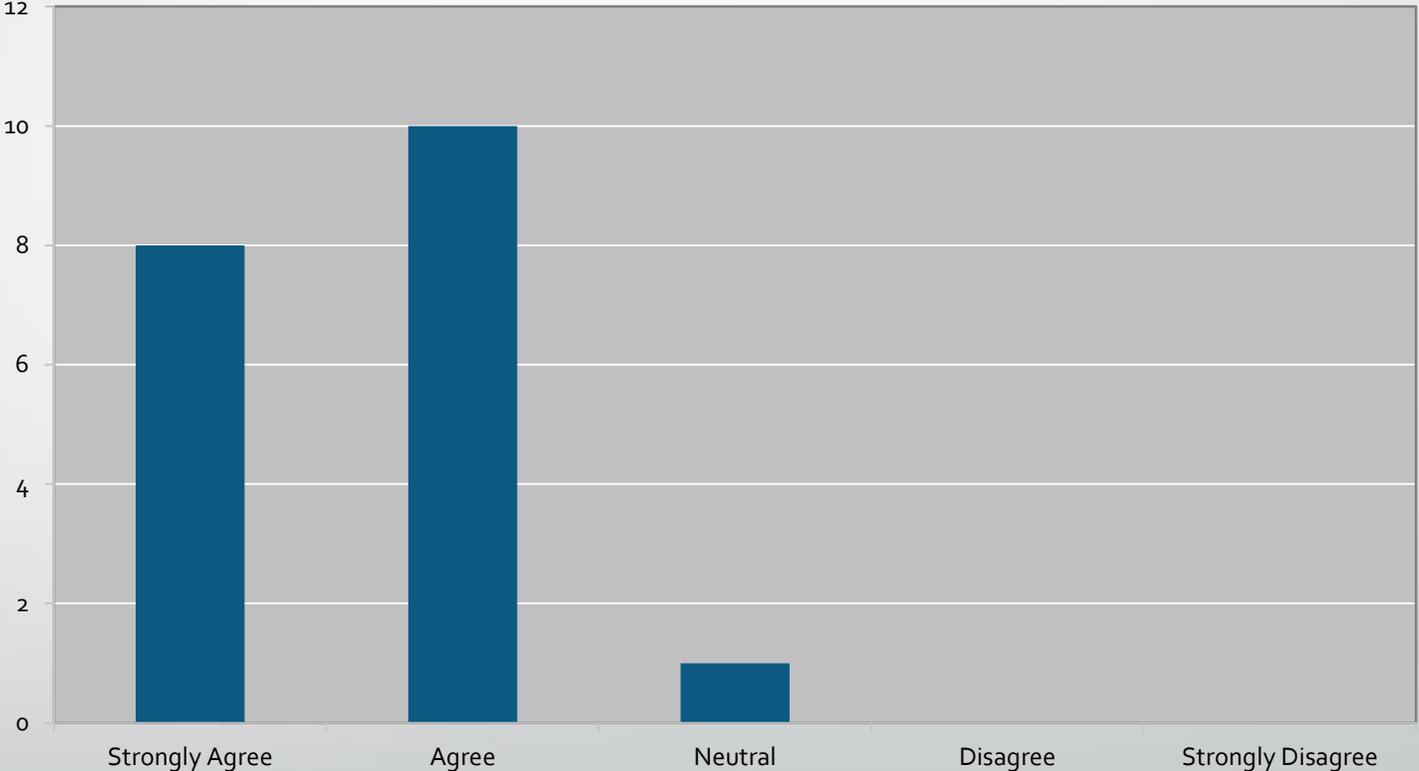
I understand the role of the Foundation as it relates to Northwest Florida State College.

I understand the role of the Foundation as it relates to Northwest Florida State College.	
Choices	Totals
Strongly Agree	17
Agree	2
Neutral	0
Disagree	0
Strongly Disagree	0



I actively contribute during the Foundation Board meetings.

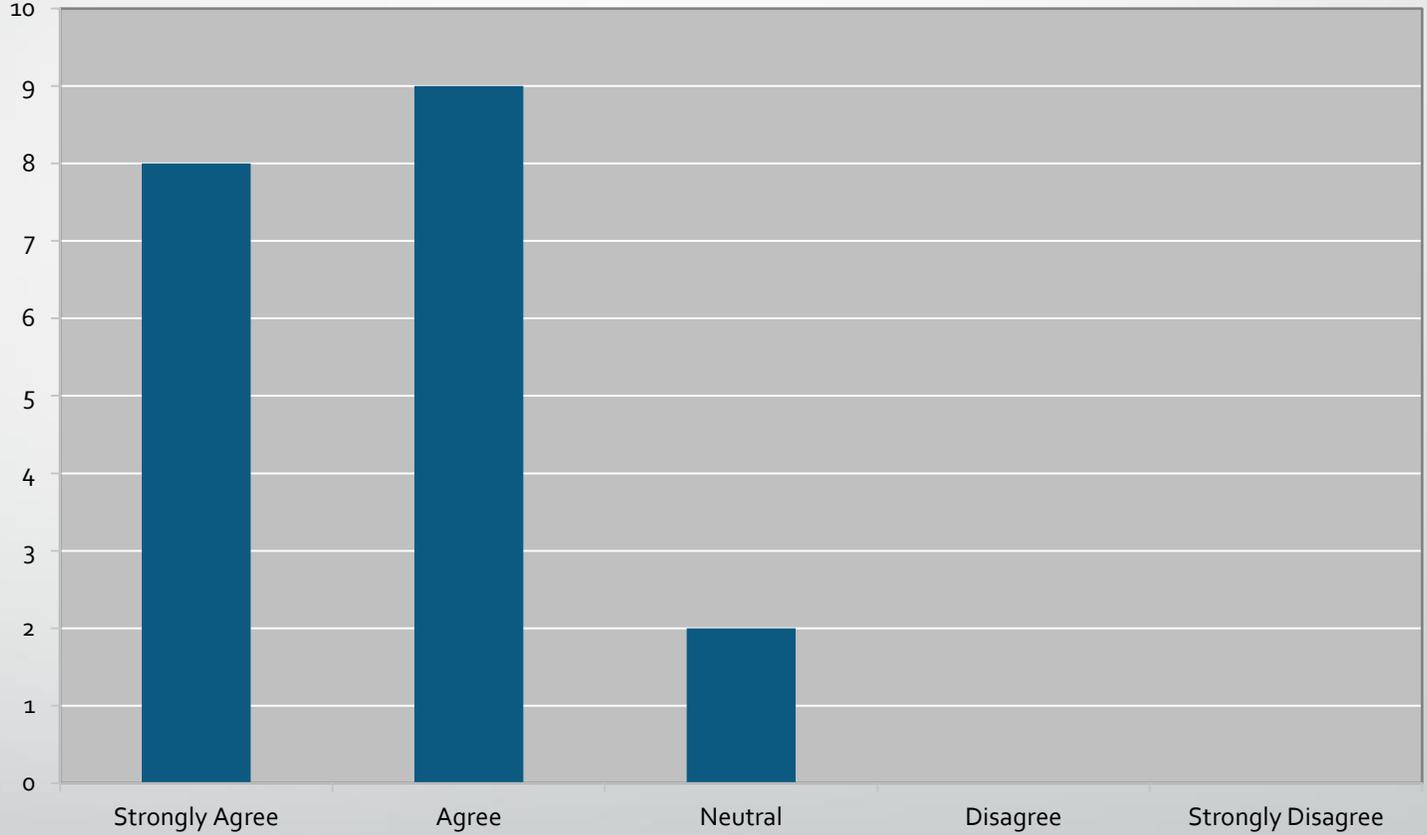
I actively contribute during the Foundation Board meetings.	
Choices	Totals
Strongly Agree	8
Agree	10
Neutral	1
Disagree	0
Strongly Disagree	0



I actively contribute during the committee meetings.

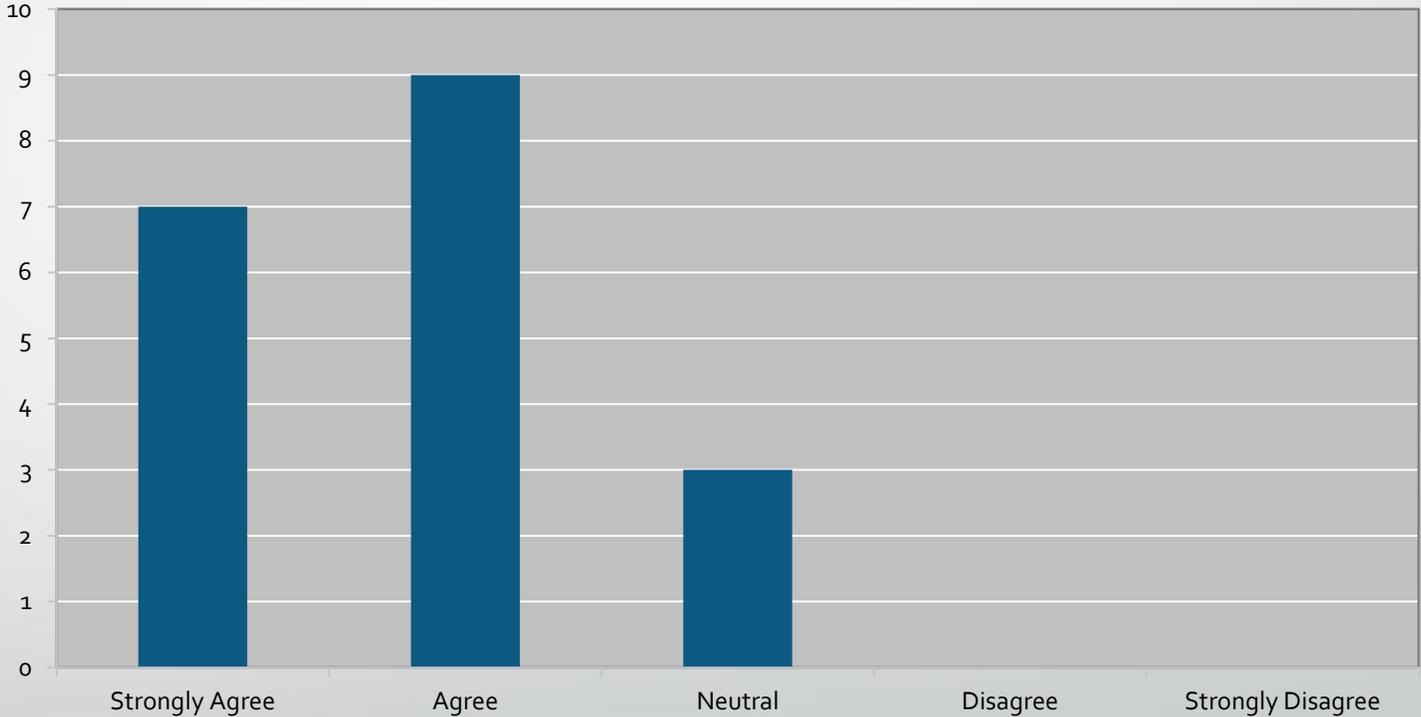
Choices	Totals
Strongly Agree	8
Agree	9
Neutral	2
Disagree	0
Strongly Disagree	0

I actively contribute during the committee meetings.



I believe I am satisfying my commitment, in regards to attendance, at Foundation Board meetings and committee meetings.

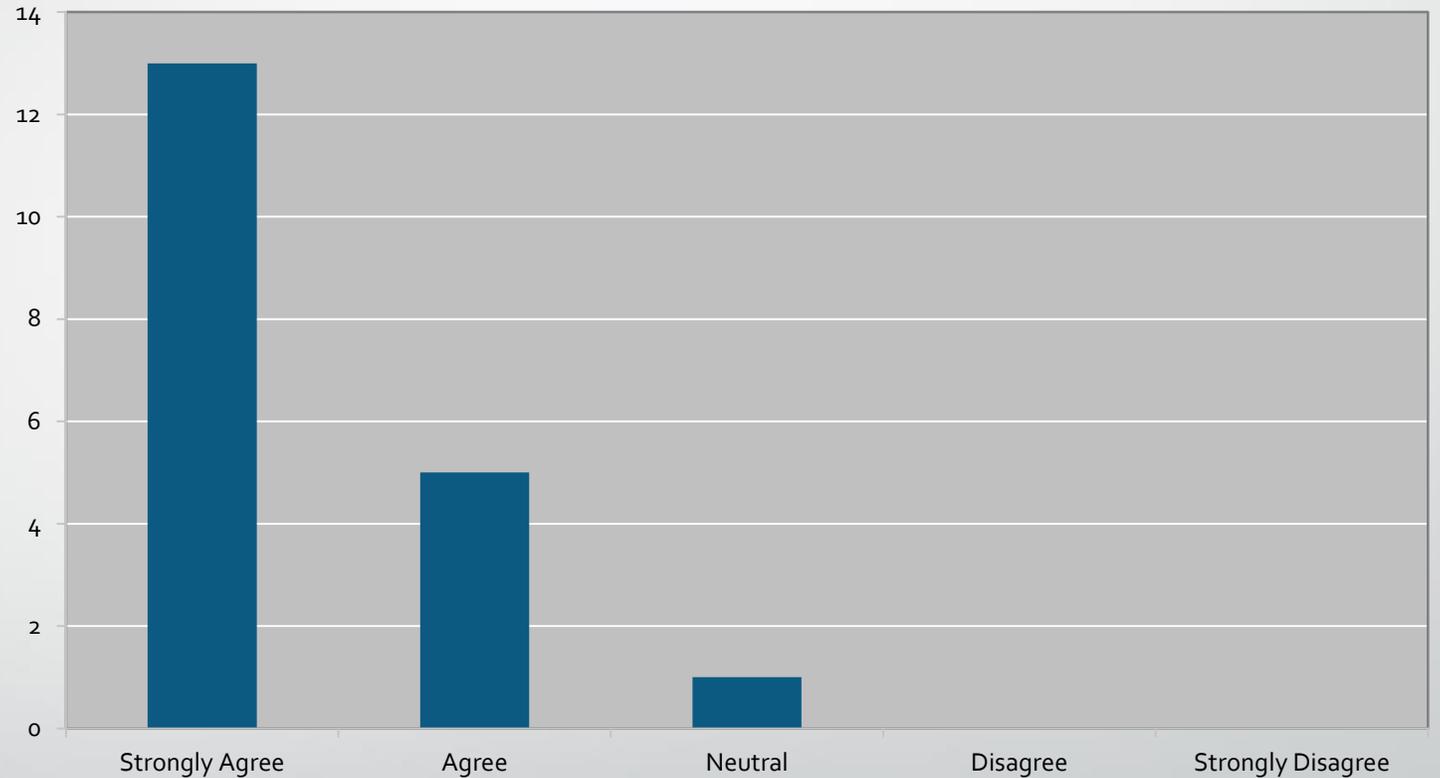
I believe I am satisfying my commitment, in regards to attendance, at Foundation Board meetings and committee meetings.	
Choices	Totals
Strongly Agree	7
Agree	9
Neutral	3
Disagree	0
Strongly Disagree	0



The time spent in Foundation Board meetings and committee meetings is used efficiently and effectively.

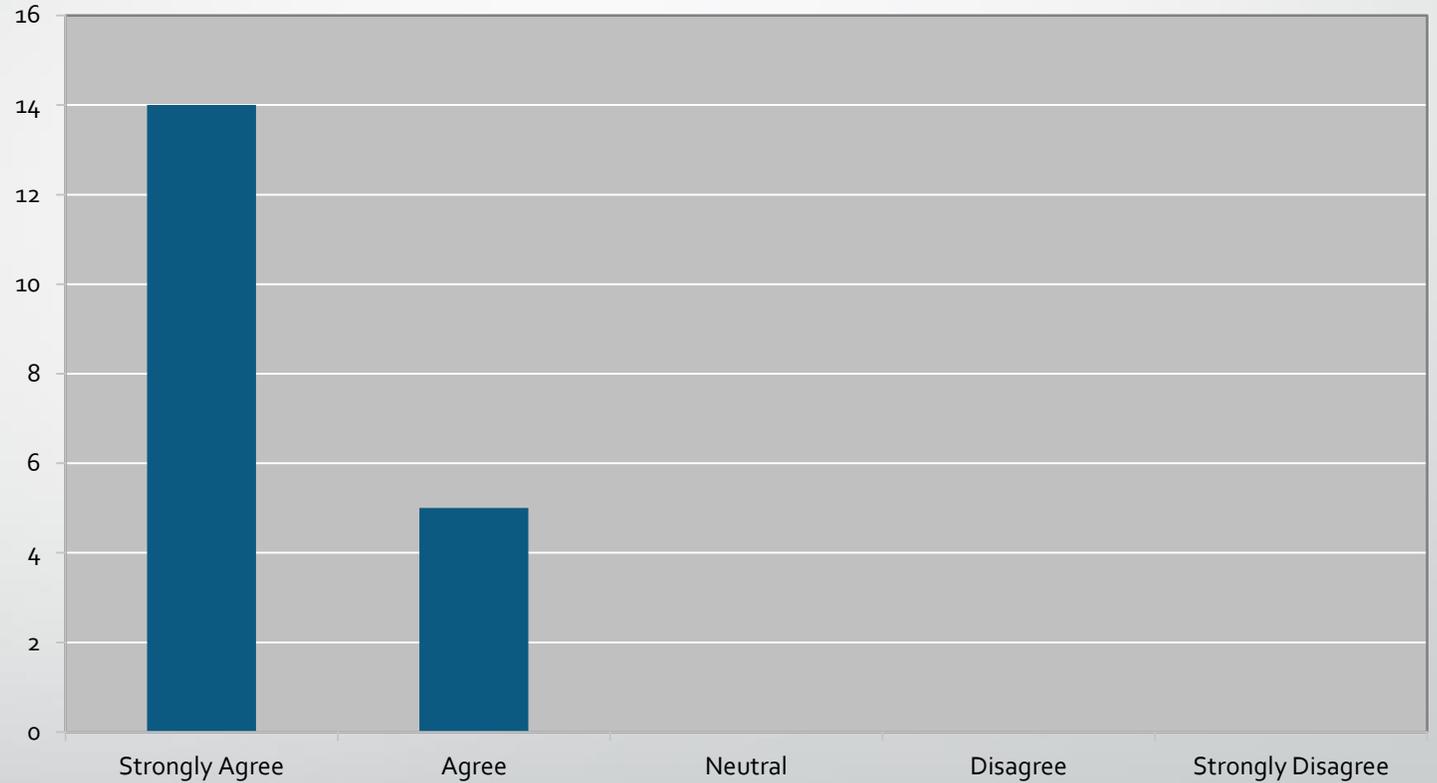
The time spent in Foundation Board meetings and committee meetings is used efficiently and effectively.

Choices	Totals
Strongly Agree	13
Agree	5
Neutral	1
Disagree	0
Strongly Disagree	0



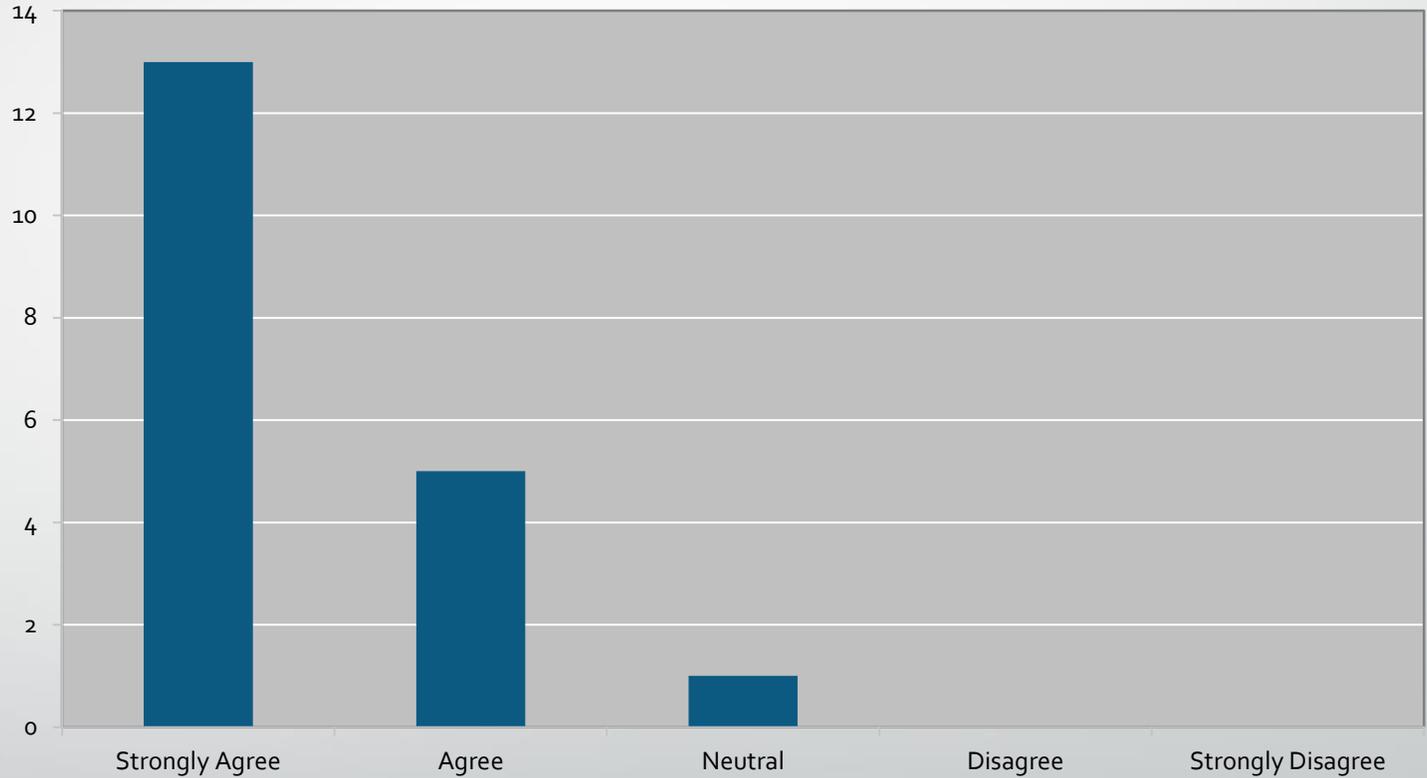
I have the necessary information from College employees to be an effective Board member.

I have the necessary information from College employees to be an effective Board member.	
Choices	Totals
Strongly Agree	14
Agree	5
Neutral	0
Disagree	0
Strongly Disagree	0



Serving on the Foundation Board is personally rewarding to me.

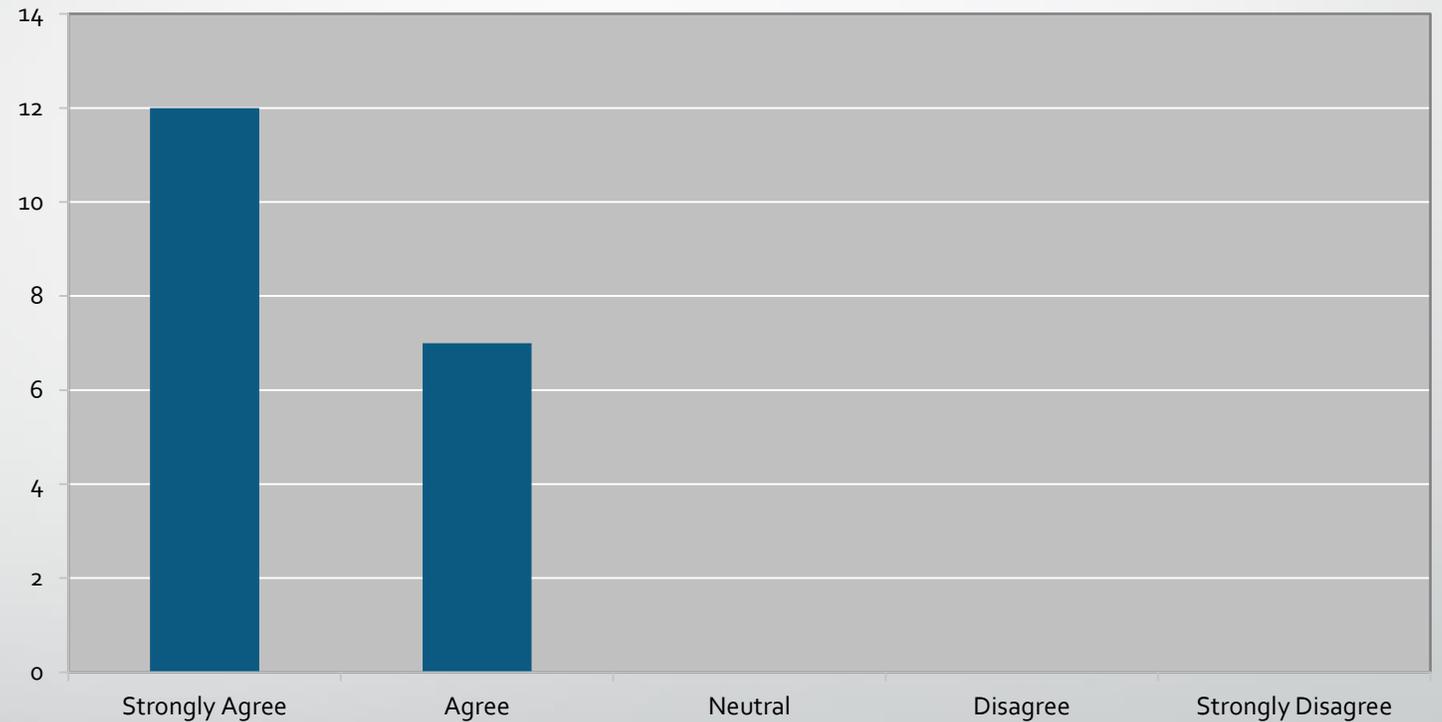
Serving on the Foundation Board is personally rewarding to me.	
Choices	Totals
Strongly Agree	13
Agree	5
Neutral	1
Disagree	0
Strongly Disagree	0



The combined knowledge and experience of the Foundation Board members match the needs of the Foundation.

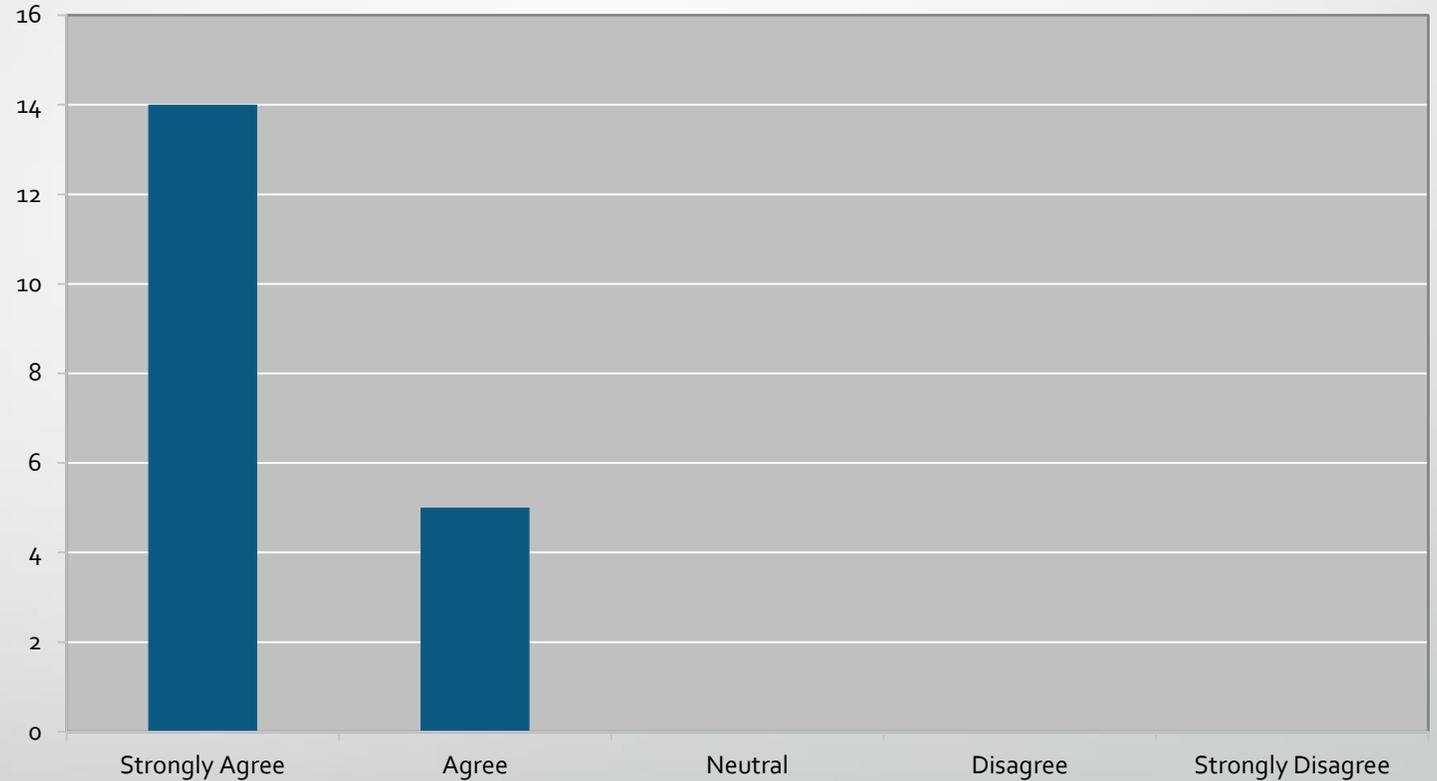
The combined knowledge and experience of the Foundation Board members match the needs of the Foundation.

Choices	Totals
Strongly Agree	12
Agree	7
Neutral	0
Disagree	0
Strongly Disagree	0



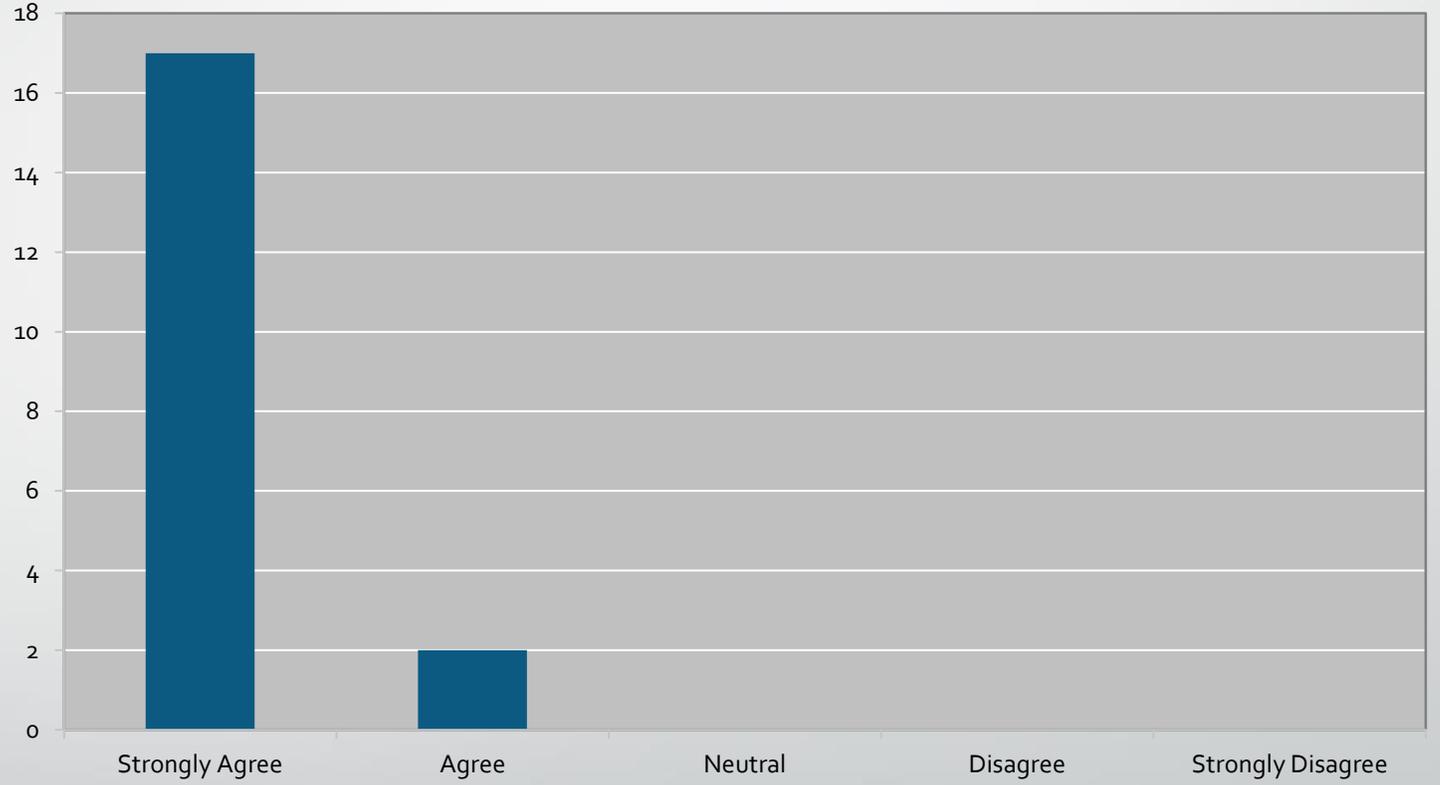
I have the staff support and other resources I need to be effective.

I have the staff support and other resources I need to be effective.	
Choices	Totals
Strongly Agree	14
Agree	5
Neutral	0
Disagree	0
Strongly Disagree	0



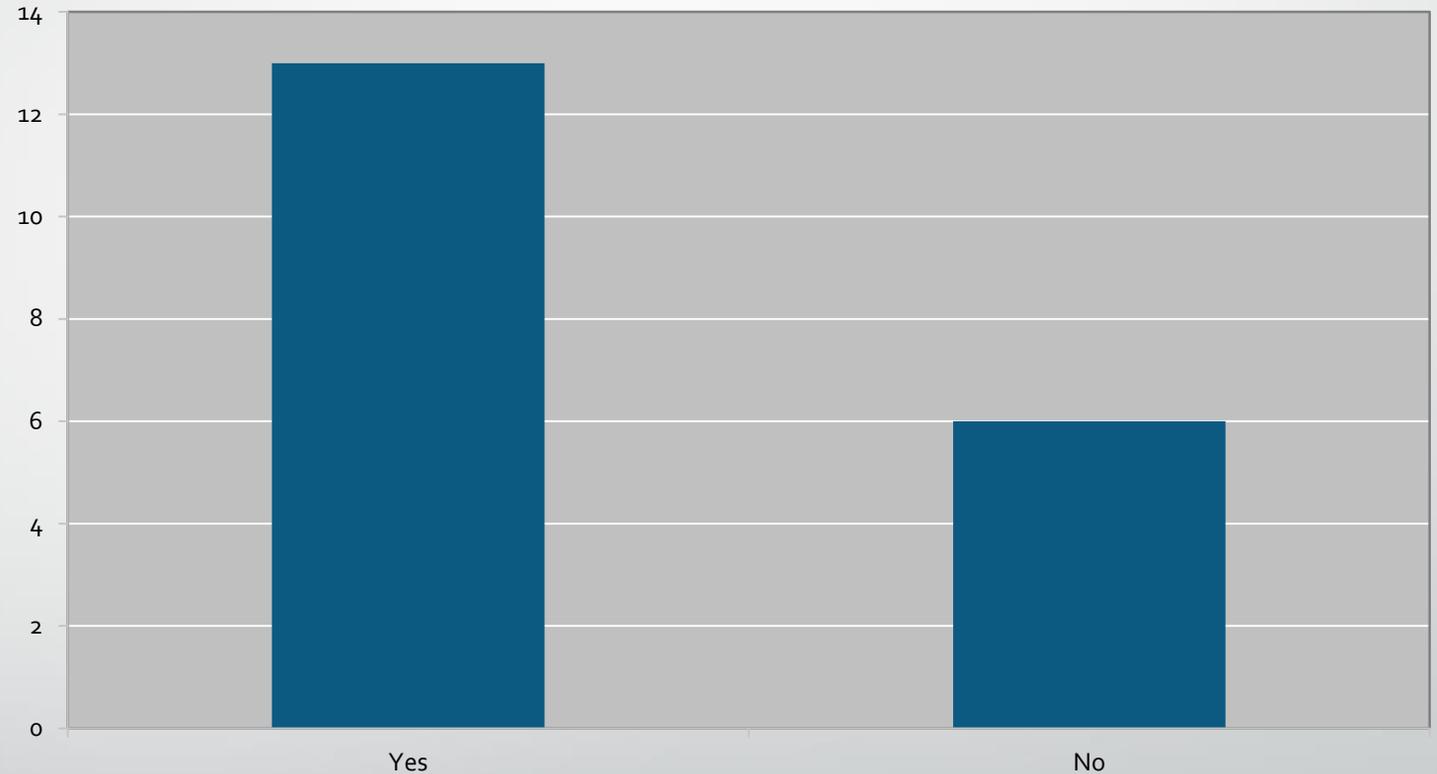
The staff members that serve the Foundation Board are professional, ethical, competent, and responsive.

The staff members that serve the Foundation Board are professional, ethical, competent, and responsive.	
Choices	Totals
Strongly Agree	17
Agree	2
Neutral	0
Disagree	0
Strongly Disagree	0



Would you be willing to serve in a leadership position with the Foundation?

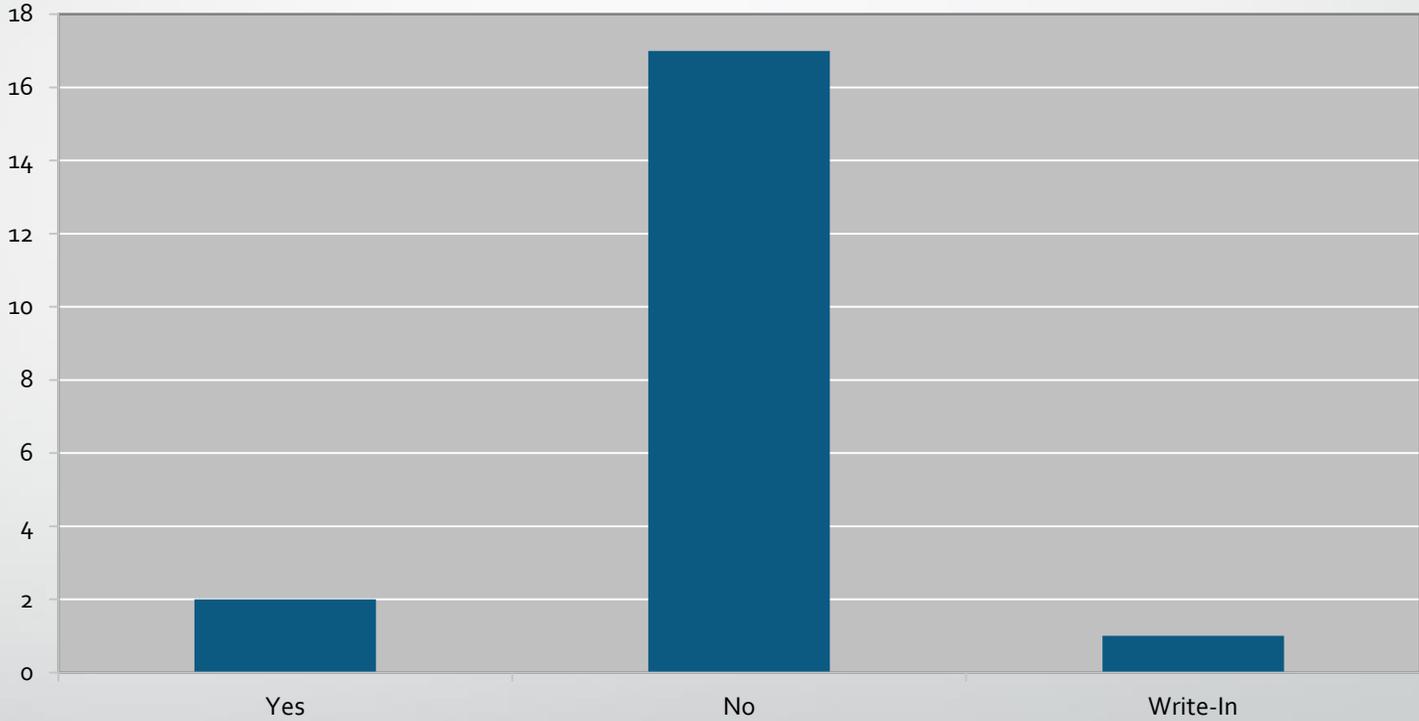
Would you be willing to serve in a leadership position with the Foundation?	
Choices	Totals
Yes	13
No	6



I would like the Foundation to host additional training opportunities (if yes, please indicate what type of training you would like in the comments section).

I would like the Foundation to host additional training opportunities (if yes, please indicate what type of training you would like in the comments section).

Choices	Totals
Yes	2
No	17
Write-In	1



The strengths of the Foundation Board are:

- Good engagement with members; Good staff direction
- A Great Leadership team that is organized, efficient and has great vision for the college.
- An engaged and knowledgeable group of local leaders committed to serve their communities while also serving higher education.
- Diverse members; Strong staff support
- Leadership staff and the mission.
- The board members are connected to the people in the area; The board has a diverse set of individuals from many different professional backgrounds; The board has individuals that are willing to give in various ways to help the college
- Open and honest comments
- Willingness to hear and entertain contra-opposing concepts



The strengths of the Foundation Board are: (continued)

- Diversity, knowledge of our community, commitment to purpose, willingness to work to meet our goals
- A very diverse group of professionals
- Diverse group of community leaders
- Leadership
Knowledge of mission
- professionalism, engagement, willingness to assist when needed
- Diverse group of community members and leaders.
- Diversity and respect for each other
- Varied professional experience across the Board helps us tackle most any circumstance or situation that comes before the Board.
The Board works well as a collective unit -- even in the face of disagreements.



Specific ways the Foundation Board could improve:

- Be more focused
- More participation by all members—having a presence at college events. Perhaps have another tailgate before a baseball/softball game, which was fun. It could be a pot luck picnic, eat, then go to the game together.
- Perhaps add to the commitment agreement to attend so many events; or, one sporting event, one production event, one student event (graduation, art show, etc.)
- During session, give us a legislative update. Dr. Stephenson touches on this and asks for our help when needed but I would like more detail. Give me a bill number and I'll follow it.
- Increased participation by members
- Increased community outreach
- Fund raising is a challenge
- I still believe there are constituent groups within the College community that could be better connected to the College but have not been able to do so.



My strengths, as related to my service on the Foundation Board, are:

- Contacts, accesses, and references
- Strong business background in finance, commercial real-estate, problem solving and management.
- 35 years of business and financial experience.
- Leadership, patience
- My ability to network and bring new members and opportunities to the staff and board.
- Would like to hear this from the board or the director on how they see my help on the board
- Willingness to accept and complete tasks; contacts with military community
- knowledge of/connections in the community and strong database.
- Public speaking, legislative action
- A long history of involvement with the college
- Willingness to speak up and participate
- Fundraising ; Outreach; Well known in community; Guests speaking
- Finance, vision, logic
- Donor
- Professional background; ability to dissect an issue to arrive at a data-driven solution



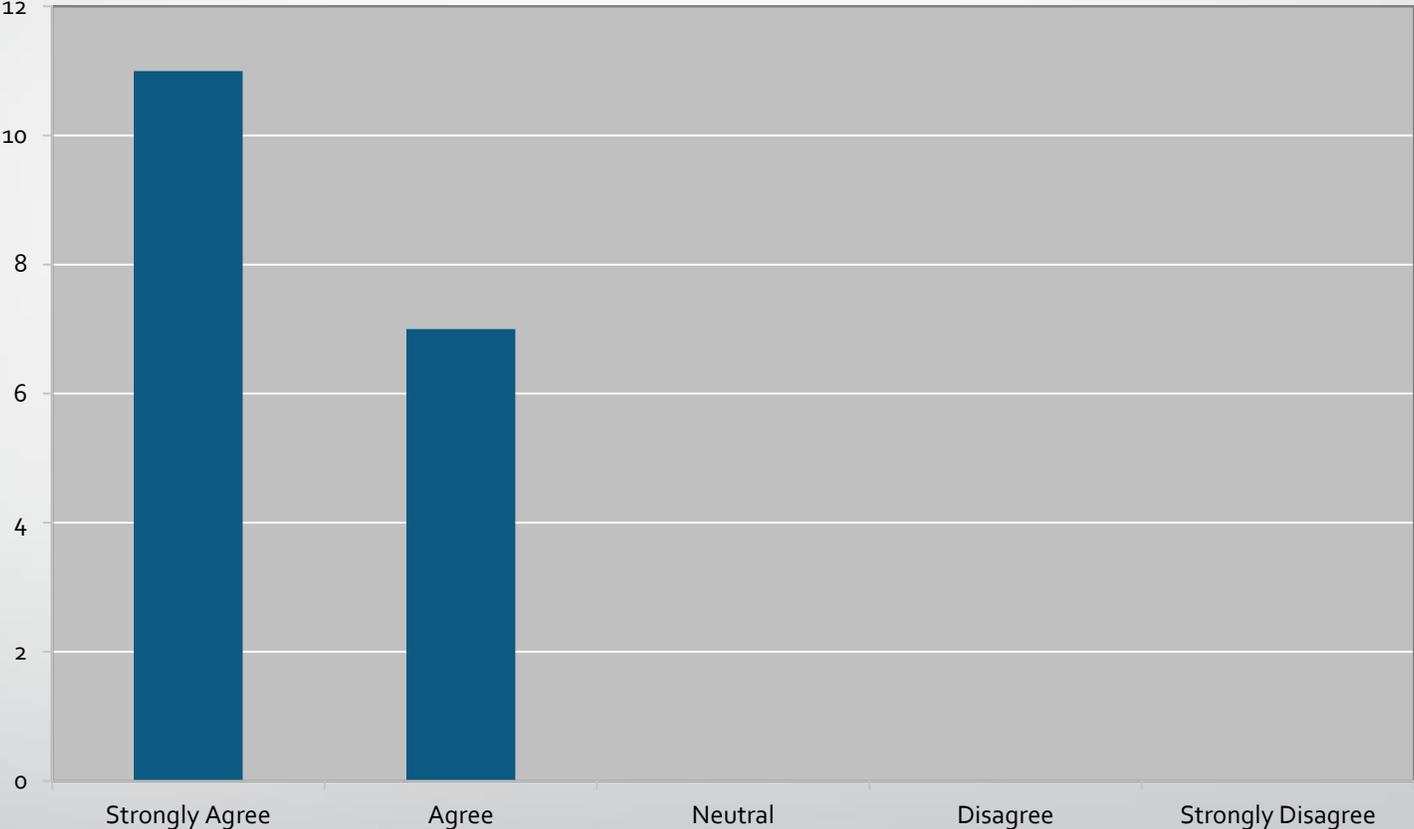
Ways that I can improve my service on the board?

- Support the college in the various events throughout the year.
- Personally, I know that I need to improve my attendance
- Maybe become a little more passionate about the mission.
- I would like to hear this from the members of the board or the director on what they see I can improve upon to help the board be better
- Improve my "sales pitch" skills
- Wear my name tag at community events which will provide opportunities to discuss the Foundation and enlighten others about our purpose. I've found that most people, even this active in the community, don't know there IS a foundation at the college.
- Be a better spokesman/advocate for the college
- Follow legislation more closely
- 100 % attendance
- Step up /volunteer; Attend more college events
- Find things I can feel connected to and dig into. The one thing we have done that I felt connected to and provided valuable input on was the sale of the forestry land in Walton County.



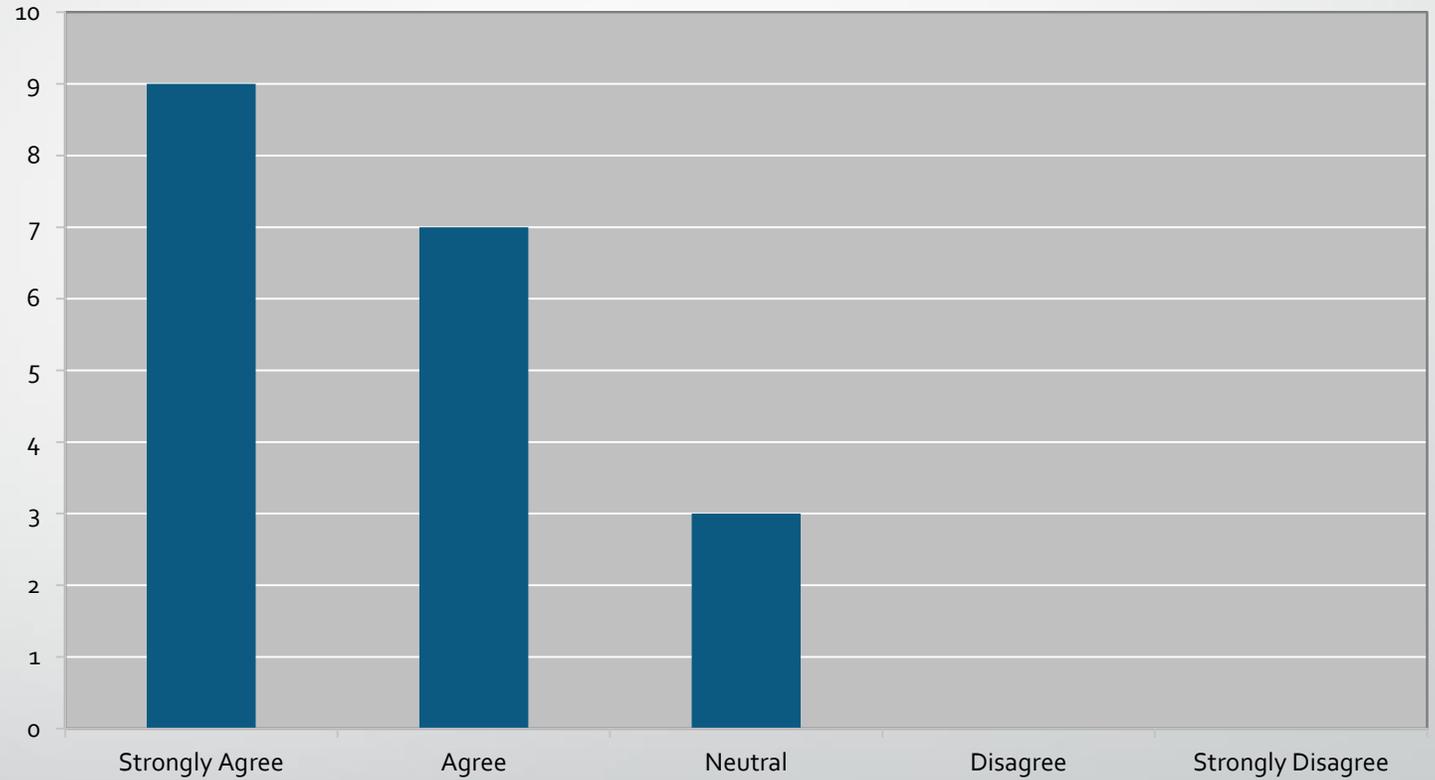
Is the board effective?	
Choices	Totals
Strongly Agree	11
Agree	7
Neutral	0
Disagree	0
Strongly Disagree	0

Is the board effective?



OnBoard is an effective tool for the needs of the Foundation Board.

OnBoard is an effective tool for the needs of the Foundation Board.	
Choices	Totals
Strongly Agree	9
Agree	7
Neutral	3
Disagree	0
Strongly Disagree	0



Additional comments

- A great board with experience to continue growth.
- I'm pleased to be able to serve my community by serving on this board. I appreciate the opportunity.
- Possible training: effective fundraising—how to.
- Its been an honor and pleasure to serve on the board, so THANKYOU!
- Great Board
- The Foundation and NWF college do great work for our community. Dr. Stephenson, Dr. Kedroski, Dr. Price, and Chris Stowers are phenomenal leaders.

