

**Northwest Florida State College Foundation
Governance Committee Meeting**

February 15, 2023 at 11:30 a.m.
Room #308, Building 400

AGENDA

- I. Call to Order
- II. Approve Minutes from September 14, 2022 Committee Meeting
- III. Foundation Nominations
 - a) Directors – Eligible for Second Term Appointments
 - b) Directors – New Nominations
 - c) Vice Chair/Chair
 - d) Treasurer
- IV. Upcoming Items
 - a) Review Foundation Policies/Bylaws
 - b) Review NWF State College/Foundation MOU
 - c) Board Assessment Survey
- V. Other Business
 - a) Next Meeting – April 12, 2023 at 11:30 a.m.
Room #308, Building 400, Niceville Campus
- VI. Adjourn

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

Members Present:

Cindy Frakes
Todd Grisoff
Dave Jefferson

Kim Kirby
Ken Wampler
Bo Arnold

Staff Present:

Jennifer Bernich
A'isha Cristobal
Wendy McAdams Dorr

Conner Rogers
Chris Stowers

Absent:

Don Litke
Vincent Mayfield

Rhonda Skipper

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

MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Mr. Ken Wampler

DATE: February 15, 2023

SUBJECT: Discuss 2023-24 Slate/Nomination Process

a) **Directors – Eligible for Second Term Appointments:** There are twelve Foundation directors, listed below, whose board terms will expire in June 2023. Three Directors are not eligible for reappointment due to board term limits.

- Alan Wood – in line for Chair position
 - Extend term for 1 year
- Destin Cobb– eligible for reappointment
 - Indicated interest in appointment to a second term
- Cindy Frakes – eligible for reappointment
 - Indicated interest in appointment to a second term
- Todd Grisoff – eligible for reappointment
 - Indicated interest in appointment to a second term
- Dave Jefferson – eligible for reappointment
- Steve Rhodes – eligible for reappointment
 - Indicated interest in appointment to a second term
- Rhonda Skipper – eligible for reappointment
- Cecil Williams – eligible for reappointment
 - Indicated interest in appointment to a second term

- Michelle Freeman – second term expiring
- JD Peacock – second term expiring
- Ken Wampler – second term expiring
- Bo Arnold - term expired June 2022, appointed to 1 year term to serve as Chair

b) **New Director Nominations –**

- New Nominations will be shared in separate communication

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.

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:

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%

Board member count excludes the college president and executive director as these are non-voting members.

c) **Vice Chair/Chair** – Discuss appointments for slate.

- Alan Wood, Chair
- Jonathan Ochs, Vice Chair

d) **Treasurer Nomination:**

- Treasurer Nominations will be shared in separate communication

2021 - 2022

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%
Devin Stephenson, NWFSC President	X	X	X	X	100%
Don Litke, Trustee Liaison	X		X	X	75%
Christie Austin	X	X			50%
Jim Bagby	X	X	X	X	100%
Marek Bakun			X		25%
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%
Ashley Rogers					0%
Hu Ross	X			X	50%
Rhonda Skipper	X	X			50%
Cecil Williams	X	X	X	X	100%
Stephen Wolfrom	X		X	X	75%

2022 - 2023

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		50%
Alan Wood, Vice Chair	X	X	x		75%
Jonathan Ochs, Treasurer	X	X	x		75%
Ken Wampler, Past Chair	X	X	x		75%
Devin Stephenson, NWFSC President	X	X	x		75%
Don Litke, Trustee Liaison	X	X	x		75%
Christie Austin		X			25%
Jim Bagby	X	X	x		75%
Destin Cobb		X			25%
Cindy Frakes	X	X	x		75%
Todd Grisoff			x		25%
Teresa Halverson	X	X	x		75%
Tyler Jarvis		X	x		50%
David Jefferson			x		25%
Bernard Johnson	X	X	x		75%
Heather Kilbey	X	X	x		75%
Gordon King	X	X			50%
Kim Kirby	X	X	x		75%
Michelle McGee Freeman	X	X			50%
Vince Mayfield	X		x		50%
Jonathan Ochs	X	X	x		75%
J.D. Peacock		x			25%
Brian Pennington	X	X	x		75%
Steve Rhodes		X	x		50%
Hu Ross	X	X			50%
Stan Siefke	X	X	x		75%
Rhonda Skipper					0%
Cecil Williams		X	x		50%

Finance Committee Attendance

	7/26/2022	10/25/2022	1/24/2023	4/25/2023	Percentage of Meetings Attended this Fiscal Year
Jonathan Ochs, Chair	X	X	X		75%
Bo Arnold		X	X		50%
Christie Austin		X			25%
Jim Bagby	X	X	X		75%
Destin Cobb	X				25%
Todd Grisoff	X	X			50%
Heather Kilbey	X	X	X		75%
Gordon King	X		X		50%
Don Litke	X				25%
JD Peacock	X		X		50%
Brian Pennington		X			25%
Steve Rhodes	X	X	X		75%
Alan Wood	X	X	X		75%

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		75%
Michelle Freeman	X		X		50%
Teresa Halverson	X				25%
Tyler Jarvis	X	X	X		75%
Bernard Johnson	X				25%
Gordon King			X		25%
Don Litke	X	X			50%
Hu Ross	X	X	X		75%
Stan Siefke	X	X	X		75%
Cecil Williams		X			25%

Governance Committee Attendance

	9/14/2022	2/15/2023	4/12/2023	
Ken Wampler, Chair	X			25%
Bo Arnold	X			25%
Cindy Frakes	X			25%
Dave Jefferson	X			25%
Kim Kirby	X			25%
Don Litke				0%
Vince Mayfield				0%
Rhonda Skipper				0%
Todd Grisoff	X			25%
				0%

MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Mr. Ken Wampler

DATE: February 15, 2023

SUBJECT: Upcoming Items

- A. *Review Foundation Policies/Bylaws:* The Foundation's policies/bylaws are available in the Resources section of OnBoard as well as the Foundation's website. Staff will review the policies/bylaws and make recommendations, if needed, for changes at the next Governance Committee meeting. Governance committee members are encouraged to review all policies/bylaws in anticipation of this discussion.
- B. *Review NWF State College/Foundation MOU:* The NWFSC/Foundation memorandum of understanding will be presented at the next meeting.
- C. *Board Assessment Survey:* The 2020-21, the Governance Committee decided to conduct a board assessment survey every other year. Thus there was no survey during 2021-22. Using OnBoard we will easily be able to conduct the assessment survey before June 30, 2023. The list of questions from the last survey is enclosed and staff is seeking feedback from the committee on the instrument.

Board Assessment Questions

1. I feel adequately connected to Northwest Florida State College and understand its mission and vision.
2. I understand the role of the Foundation as it relates to Northwest Florida State College.
3. I understand my role in the annual fundraising goals and plans.
4. I actively contribute during the Foundation Board meetings.
5. I actively contribute during the committee meetings.
6. I believe I am satisfying my commitment, in regards to attendance, at Foundation Board meetings and committee meetings.
7. The time spent in Foundation Board meetings and committee meetings is used efficiently and effectively.
8. I have the necessary information from College employees to be an effective Board member.
9. Serving on the Foundation Board is personally rewarding to me.
10. The combined knowledge and experience of the Foundation Board members match the needs of the Foundation.
11. I have the staff support and other resources I need to be effective.
12. 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).
13. The staff members that serve the Foundation Board are professional, ethical, competent and responsive.
14. The strengths of the Foundation Board are:
15. The opportunities of the Foundation Board are:
16. My strengths, as related to my service on the Foundation Board, are:
17. My opportunities, as related to my service on the Foundation Board, are:
18. Would you be willing to serve in a leadership position with the Foundation?