

NWFSC Foundation Governance Committee Meeting
Building 400, Room 301, Niceville Campus
September 27, 2023 12:00 p.m.

Members Present:

Bo Arnold
Cindy Frakes
Fran Hendricks
Don Litke
Chris Stowers
Neko Stubblefield
Alan Wood

Staff Present:

Jennifer Bernich
Conner Rogers
Tara Thomson

Absent:

Cecil Williams

Call to order:

Dr. Arnold called the meeting to order at 12:00.

Approval of Minutes:

The minutes from the April 12, 2023 Governance Committee meeting were approved. **Motion to approve minutes, Ms. Frakes; Second, Gen. Litke. Motion carried unanimously.**

Role of the Governance Committee:

Dr. Arnold reviewed the 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.

Discussion of 2024-25 Slate/Nomination Process:

Mr. Stowers laid out the Nomination of Foundation Board members and Officer Nomination process.

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 across Okaloosa and Walton County in a variety of industries. It was noted that last year, a large portion of members representing Walton County rotated off the Board, so representation is currently more focused in Okaloosa County.

Review Board Member Attendance and Performance: Mr. Stowers presented documentation for the attendance of board members.

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. Mr. Stowers gave a Board population breakdown to determine the demographics desired in new Board members. A suggestion was made to include a section in the Member expectations regarding attendance and the possibility of an attendance requirement going forward.

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.

Survey Results:

Mr. Stowers gave an overview of the Foundation Board Performance Survey noting that the Governance Committee made the decision that the survey would be completed every two years.

Treasurer Nomination:

Mr. Stowers reviewed the nomination process. Currently, staff brings a recommendation to the committee chair, but discussion was had on the possibility of committee members submitting nominations or making the process more formal to include individuals seeking a leadership role self-nominating.

Adjournment:

With there being no further business to discuss, the meeting was adjourned at 1:04 p.m.



Bo Arnold, Governance Committee Chair

2/14/24

Date



Chris Stowers, Secretary

2/14/24

Date