

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 break down 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

Date

Chris Stowers, Secretary

Date

MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Dr. Bo Arnold

DATE: February 14, 2024

SUBJECT: Discuss 2024-25 Slate/Nomination Process

- a) **Directors – Eligible for Second Term Appointments:** There are eight Foundation directors, listed below, whose board terms will expire in June 2024. Two Directors are not eligible for reappointment due to board term limits.
- Christie Austin– eligible for reappointment
 - Indicated interest in appointment to a second term
 - Jim Bagby – eligible for reappointment
 - Indicated interest in appointment to a second term
 - Vince Mayfield– eligible for reappointment
 - Indicated interest in appointment to a second term
 - Jonathan Ochs – second term expiring, in line to serve as Chair
 - Extend term for 1 year to serve as Chair
 - Brian Pennington – eligible for reappointment
 - Indicated interest in appointment to a second term
 - Alan Wood – Term expired June 2023, extended 1 year to serve as Chair
 - Extend term for 1 year to serve as Past Chair
 - Bo Arnold – term expired June 2022, appointed to two 1-year terms to serve as Chair and Past Chair
 - Gordon King – Second term expiring

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 (2022 estimate)	Count	Percent	Current Count of Board	Current Percent of Board
Okaloosa County	216,482	72.2%	23	92%
Walton County	80,304	27.8%	3	8%
Total:	299,786		26	

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

Notes:

Three Board members live in Okaloosa County but work in Walton County. If analyzed based on employment:

Okaloosa, 20, 80%

Walton, 5, 20%

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

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

- Jonathan Ochs, Chair
- Cindy Frakes, Vice Chair

d) **Treasurer Nomination:**

- Treasurer Nominations will be shared in separate communication

NWFSC Foundation Board of Directors Attendance

	8/1/2023	11/7/2023	2/6/2024	5/7/2024	Percentage of Attended Meetings This Fiscal Year
Alan Wood, Chair	X	X	X		75%
Jonathan Ochs, Vice Chair	X	X	X		75%
Cindy Frakes, Treasurer	X	X	X		75%
Bo Arnold, Past Chair	X	X	X		75%
Devin Stephenson, NWFSC President	X	X			50%
Don Litke, Trustee Liaison	X	X	X		75%
Christie Austin			X		25%
Jim Bagby	X	X	X		75%
Destin Cobb	X		X		50%
Todd Grisoff	X		X		50%
Teresa Halverson	X	X	X		75%
Fran Hendricks	X	X	X		75%
Tyler Jarvis	X	X	X		75%
Bernard Johnson	X		X		50%
Heather Kilbey	X	X	X		75%
Gordon King	X	X			50%
Vince Mayfield			X		25%
Wendy McAdams Dorr	X	X	X		75%
Tim McCool	X		X		50%
Zach McCluskey	X		X		50%
Brian Pennington	X	X	X		75%
Steve Rhodes		X	X		50%
Hu Ross	X		X		50%
Stan Siefke	X		X		50%
Neko Stubblefield	X	X	X		75%
Cecil Williams	X				25%
					0%
					0%

Development Committee Attendance

	7/18/2023	10/24/2023	1/23/2024	4/23/2024	Percentage of Meetings Attended this Fiscal Year
Jonathan Ochs, Chair	X	X	X		75%
Teresa Halverson	X	X			50%
Fran Hendricks	X		X		50%
Tyler Jarvis		X	X		50%
Gordon King		X			25%
Don Litke	X	X	X		75%
Tim McCool					0%
Zach McCluskey					0%
Stan Siefke		X			25%
Cecil Williams		X			25%
Alan Wood			X		25%

Finance Committee Attendance

	07/13/2023 Special Meeting	7/25/2023	09/27/2023 Special Meeting	10/31/2023	1/30/2024	4/30/2024	Percentage of Meetings Attended this Fiscal Year
Cindy Frakes, Chair	X	X	X	X	X		83%
Christie Austin	X			X	X		50%
Jim Bagby	X	X		X	X		67%
Destin Cobb	X	X			X		50%
Todd Grisoff			X		X		33%
Bernard Johnson	X	X	X	X			67%
Heather Kilbey	X	X	X	X	X		83%
Don Litke	X	X	X	X			67%
Vince Mayfield	X	X		X	X		67%
Wendy McAdams Dorr	X	X	X	X	X		83%
Jonathan Ochs	X	X	X	X	X		83%
Brian Pennington		X		X			33%
Steve Rhodes	X	X		X	X		67%
Hu Ross	X	X	X		X		67%
Alan Wood	X	X	X	X	X		83%

Governance Committee Attendance

	9/27/2023	2/14/2024	4/17/2024	
Bo Arnold, Chair	X			33%
Cindy Frakes	X			33%
Fran Hendricks	X			33%
Don Litke	X			33%
Cecil Williams				0%
Neko Stubblefield	X			33%
Alan Wood	X			33%

MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Mr. Chris Stowers

DATE: February 14, 2024

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:* Prior members of the Governance Committee have made the decision to conduct a Board assessment every other year. A survey was distributed in April/May 2023 with the results distributed at the September 2023 Governance Committee.