

NWFSC Foundation Governance Committee Meeting  
March 17, 2016 11:30 a.m.  
Carr, Riggs and Ingram Room, Costa Leadership Institute, Niceville Campus

**Members Present:**

Don Litke	Steve Wills
Jeff McInnis	Dewayne Youngblood
Fred Thomas	

**Staff Present:**

Serena Brown	Carla Reinlie
Cristie Kedroski	Annie Young
Jason Masters	

**Absent:** Mike Flynt, Lois Lunderman, Melissa Pilcher, Tom Rice, Donnie Richardson

**Call to Order:** Mr. Youngblood called the meeting to order at 11:40 am.

**Approval of Minutes:**

The minutes of the February 11, 2016 committee meeting were approved. **Motion to approve, Mr. McInnis; Second, Maj Gen Litke. Motion carried unanimously.**

**Bylaws Revision**

Mr. Youngblood notified the committee that Ms. Robin Wilson had resigned from the board effective February 26, 2016 but noted that this resignation provided the opportunity to talk with three board nominees as opposed to only two. However, a review of the bylaws approved at the last governance committee meeting resulted in the identification of conflicting language regarding board vacancies. Ms. Kedroski noted that currently the bylaws state that vacancies shall be filled for the balance of the term. For Ms. Wilson's position that would have resulted in the potential to add a director to the board for a 15 month placement. She noted however that item 2.2 (a) states that a director cannot serve more than six years so this would lead the person appointed in Ms. Wilson's vacancy to serve a maximum of 4 years and 3 months so as not to exceed the six year maximum.

Ms. Kedroski presented revised bylaws to address the concern. After discussion the committee came to the agreement that they would like to address board vacancies through the nomination process. The committee also decided that they would not implement an emeritus program and to exclude item 2.4 in the revised bylaws. **Motion to approve, Mr. Wills; Second, Mr. McInnis. Motion carried unanimously.**

**2016-2017 Slate of Directors and Officers**

Mr. Youngblood presented the 2016-17 NWF State College Foundation Slate of Officers and Board of Directors. He noted that the discussions with the board nominees went very well. He noted that meetings were held with the following nominees: Dr. Bo Arnold, Ms. Paige Floyd-Hart, and Mr. Steve Wolfram. Ms. Kedroski noted that Mr. Jerry Williams of Eglin Federal Credit Union respectfully declined our invitation to discuss joining the Foundation board due to the fact that he was recently selected to

serve as a civic leader of the 33rd fighter wing, which is a 3 year commitment. However, he expressed great interest in serving on the board at some point in the future. **Motion to approve, Mr. McInnis; Second, Mr. Wills. Motion carried unanimously.**

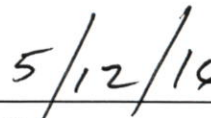
**Board Term Limits**


Ms. Kedroski noted that the bylaws revision regarding board term limits will be presented to the board at its next meeting in April and that pending board approval, the next question will be how/when to implement the term limits. She provided three different recommendations to the committee. After discussing the recommendations the committee came to the agreement that all board members who have served more than three years are provided the opportunity to serve one additional 3-year term from the time of their reappointment. **Motion to approve, Mr. Wills; Second, Mr. McInnis. Motion carried unanimously.**

**Adjournment:** With there being no further business, the meeting was adjourned at 12:24 p.m.

  
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Dewayne Youngblood, Governance Committee Chair

  
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Cristie Kedroski, Secretary

  
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Date

  
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Date