

## MEMORANDUM

TO: NWFSC Foundation Governance Committee

FROM: Mr. Chris Stowers

DATE: September 25, 2024

SUBJECT: Discuss 2025-26 Slate/Nomination Process

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- 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 2024-25 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. Halverson, Teresa – eligible for reappointment
  - b. Jarvis, Tyler – second term expiring
  - c. Johnson, Bernard – second term expiring
  - d. Kilbey, Heather – second term expiring
  - e. Ochs, Jonathan – term expired June 2024, appointed to 1 year term to serve as Chair
  - f. Ross, Hu – second term expiring
  - g. Siefke, Stan – eligible for reappointment
  - h. Wood, Alan – 1 year term to serve as Past Chair expiring

- 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. In Fiscal Year 2023-24, the Governance Committee decided to reinstitute a nomination process for Treasurer. However, no nominations were received and a recommendation was presented from Staff after consultation with the Chair.
  
- g) **Discuss Nomination Form:** Review the nomination form (attached), which is available within OnBoard as well on the Foundation's website ([www.NWFSCFoundation.org](http://www.NWFSCFoundation.org)) under the Board Portal link in the footer of the home page.