



Subject/Title: Election of Foundation Board Officers

Policy Number: 1.06

Date First Adopted: February 3, 2017

Date Revised: October 2, 2020; February 2, 2024

A. PURPOSE:

This policy applies to the Foundation Board of Directors and provides additional guidelines for the Foundation Board of Directors regarding the procedures for election of Board Officers in accordance with the Board Bylaws.

B. POLICY STATEMENT:

In accordance with Foundation Board Bylaws, the Board elects from its membership a Chair, a Vice Chair, a Chief Executive Officer, and a Secretary (“Officers”). The Board may provide for other Board Officers as it deems necessary in accordance with the Bylaws. The Board Nominations Committee shall present names of proposed Officers to the full Board for a vote at the last Board meeting of the fiscal year, during which nominations will also be taken from the floor. A majority vote of the Board members who are present and eligible to vote is required to elect the Chair and Vice Chair. No Officer may hold more than one Officer position concurrently except that the CEO and Secretary will be the same person, as required by the Bylaws.

C. BOARD OFFICER TERMS OF SERVICE:

1. The Chair and Vice Chair are elected for a term of two (2) years and are eligible to serve successive terms if so nominated and subsequently elected.
2. In the event any Officer is elected or appointed to fill a vacancy at any regular meeting other than the last Board meeting of the fiscal year, the term for filling such vacancy will be the amount of unexpired time remaining for the duration of the vacating Officer’s term in office.
3. Newly elected Officers’ terms will begin immediately following the Board meeting at which they are elected.

D. BOARD OFFICER NOMINATION PROCEDURE:

1. Foundation Board members may propose names of an Elected Director for consideration as an Officer nominee at any time by submitting the appropriate information regarding the nominee(s) as requested by the Board Nominations Committee.
2. The Nominations Committee will review the nominations upon submission and determine which of the nominees qualify as a candidate for the proposed Officer position and will confirm that all nominees are interested to serve in the position of office if subsequently elected. The Nominations Committee will then approve individual proposed Board Officer(s) to be presented to the full Board for election at the next scheduled Board meeting.

3. All nominations, including self-nominations, must be submitted by a Board member to the Nominations Committee or come from the floor during the meeting of the Board during which this election process occurs. Nominations for an Officer position are accepted up until the start of the voting process initiated by the Board for that position.
4. An Officer nomination will only be valid if the candidate declares in writing (including by email) prior to the meeting or by voice if present at the meeting that the individual candidate is willing to serve office if elected. Any oral declarations of willingness to serve as an Officer will be included in the documented minutes.
5. A candidate who is not elected for one vacant Officer position may be nominated prior to the start of voting for another Officer position.
6. Election to an Officer position occurs upon an individual candidate receiving the vote of a majority of the Board members who are present at the meeting during the election process and eligible to vote.

E. BOARD OFFICER ELECTION AND VOTING PROCEDURE:

1. The current Board Chair will preside over the meeting at which the Officer election occurs unless the current Board Chair is also a candidate. If the current Board Chair is also a candidate, the CEO of the Foundation will preside at the meeting as acting Chair during the election portion of the meeting. Newly elected Officers will effectively assume office immediately following the Board meeting at which the Officer was elected.
2. Any candidate running for an Officer position may make a statement to the Board regarding their candidature. The presentation of such a statement may take no longer than five minutes unless the Board agrees otherwise. The order of candidates' statements will be determined by the person presiding over the meeting during the election using a random selection process.
3. All members of the Board currently holding office who are eligible and present at the meeting may vote in the Officer election. Board members may participate and vote remotely in compliance with the Bylaws and Florida law. Pre-voting and voting by proxy are not permitted.
4. In the event there are more than two (2) candidates running and none receive a majority of affirmative votes, the vote is rerun with only the candidates receiving the two highest vote counts eligible.
5. A new call for candidates is made and the voting process will restart in the case where there is a single candidate, but that candidate does not receive enough affirmative votes.
6. Under Florida's Sunshine Law, secret ballots are not allowed. Any ballot vote must have the individual Board member's name and vote on the ballot.
7. A quorum must be present throughout the election meeting. If members leave during the meeting so that a quorum is not present, those offices not yet elected must be put off until a quorum is present at the meeting, or in an adjourned meeting, or until the next Board meeting.

8. Upon completion of the election process, the Board Chair or CEO will forward the names of the newly elected Officers to the University President for confirmation, as required by Board Bylaws.

F. RECORD OF BOARD OFFICER ELECTIONS:

The list of names of newly elected Board Officers will be documented and recorded in the full Board meeting minutes.

G. VACANCIES:

Officer vacancies occurring during an elected term will be filled for the unexpired portion in the manner provided for herein and an election to fill a vacancy may be held at any regular or special meeting of the Board.

H. RULES OF PROCEDURE:

The most recent edition of Robert’s Rules of Order will be the governing authority for all matters of procedure not specifically covered by the Board Bylaws or by specific policy or procedure adopted by the Foundation Board.

POLICY APPROVAL	
Policy: 1.06 – Election of Foundation Board Officers	
Approval Date: Revision - February 2, 2024 (Technical Changes)	
<u>Donald H. Wilson</u> <small>Donald H. Wilson (Feb 6, 2024 11:08 EST)</small>	<u>Feb 6, 2024</u>
Governance Committee Chair	Date
<u>Jack R. Harrell, III</u> <small>Jack R Harrell, III (Feb 6, 2024 11:59 EST)</small>	<u>Feb 6, 2024</u>
Foundation Board Chair	Date