

Florida Polytechnic University Foundation Policy

Subject/Title: Election of Foundation Board Officers
Policy Number: FPUF-1.06
Date First Adopted: February 3, 2017
Date Revised:
Responsible Division/Department: Advancement/Foundation Office

A. PURPOSE:

This policy provides additional rules and guidelines for the Foundation Board of Directors (“Board”) regarding the procedures for election of Board Officers in accordance with the Board By-Laws.

B. APPLICABILITY/ACCOUNTABILITY:

This policy applies to the Foundation Board of Directors.

C. POLICY STATEMENT:

In accordance with Foundation Board By-laws (“By-laws”), the Board elects from its membership a Chair and a Vice Chair (“Officers”). The Board may provide for other Board Officers as it deems necessary in accordance with the By-laws. The Board Nominating Committee shall present a slate 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 each Officer. No Board Officer may hold more than one Board Officer position concurrently.

D. BOARD OFFICER TERM OF SERVICE:

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

E. BOARD OFFICER NOMINATION PROCEDURE:

1. Foundation Board members may propose names of an Elected Director for consideration as a Board Officer nominee at any time by submitting the appropriate information regarding the nominee(s) as requested by the Board Nominating Committee.

2. The Nominating Committee will review the nominations upon submission and determine which of the nominees qualify as a candidate for the proposed Board Officer position and will confirm that all nominees are interested to serve in the position of office if subsequently elected. The Nominating Committee will then approve a slate of proposed Board Officer(s) to be presented to the full Board for election at the last regular Board meeting of the fiscal year.
3. All nominations, including self-nominations, must be submitted by a Board member to the Nominating Committee or come from the floor during the meeting of the Board during which this election process occurs. Nominations for a Board 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 electronic mail 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 office shall 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 a officer position.
6. Election to a Board 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.

F. BOARD OFFICER ELECTION AND VOTING PROCEDURE:

1. The current Board Chair shall preside over the meeting at which the Board Officer election occurs unless the current Board Chair is also a candidate. If the current Board Chair is also a candidate, the Executive Vice-President/CEO of the Foundation shall preside at the meeting as acting Chair during the election portion of the meeting. Newly elected Board 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 shall take no longer than five minutes. The order of candidates' statements shall 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 Board Officer election. Board members may participate and vote remotely provided they can contemporaneously hear all other Board members at the meeting, and can be heard by all other members at the meeting, and shall be deemed to be present at the meeting. 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 shall 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 will forward the names of the newly elected Officers to the University President for confirmation, as required by Board By-Laws.

G. RECORD OF BOARD OFFICER ELECTIONS

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

H. VACANCIES

Officer vacancies occurring during an elected term shall 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.

I. RULES OF PROCEDURE:

Robert's Rules of Order, Newly Revised shall be the governing authority for all matters of procedure not specifically covered by the Board By-laws or by specific policy or procedure adopted by the Foundation Board.

POLICY APPROVAL	
Policy No.: <u>FPUF-1.06</u>	
Approved by the Foundation Board during the February 3, 2017 board meeting.	
 Policy and Governance Committee Chair	 Date
 Foundation Board Chair	 Date