

**UWF Business Enterprises, Inc.**  
**Nominating Process and Board Development Guidelines**  
**B.E.I. Board of Directors, Approved: November 15, 2013**

**Board of Director Nominations:**

**Nominating Committee:**

At the discretion of the chair, the Nominating sub-Committee may be selected, but shall consist of no fewer than three (3) Directors with the Board Chair or Vice Chair acting as its Sub-committee Chair. Through the efforts of the Nominating Committee, the Board as a whole has an obligation to build a competent board and articulate prerequisites for candidates, orient and mentor new members, and periodically and comprehensively evaluate their own performance.

**Timing of Nominations:**

Recommendations for potential nominees shall be submitted to the Nominating Committee no later than the end of January. In keeping with the Board approved nominating process and Board of Director Position Description, the Nominating Committee shall meet and nominate Directors as well as the officers of the BEI Board. All such nominations by the Committee are to be advanced to the C.E.O. of BEI thirty (30) days prior to the Board's May meeting.

**Schedule / Timeline:**

November – BEI Board Chair reminds all Board members to submit names for consideration to the C.E.O. by January 15th.

January 15th – Deadline to turn in names for consideration, staff prepares information matrix

February – Nominating Committee evaluates names for Board of Director positions.

March/April – Assigned committee members contact nominees to assess interest in serving on the BEI Board.

May – Nominating Committee considers and votes on names to submit to the full board and C.E.O.

August – Full Board votes on names to fill vacancies and officer positions.

**General Keys to Good Governance:**

**Board Member Selection Process:**

When terms are ending or positions have been vacant, the Nominating Committee asks for the names of potential Board Members. Names may be submitted for consideration from multiple sources including, current Board Members, President or designee, BEI staff, former Board Members, and other parties with an interest in the University.

Staff prepares a matrix that provides information regarding alumni status, giving history, professional career experience, UWF service, location, and other attributes the Board deems important to the success of BEI.

**Requirements:**

Prior to agreeing to serve, each nominee will be asked to review and confirm their understanding of the information provided on the BEI website to include, but not limited to the following:

Board of Directors Position Description

BEI Bylaws and Policies

Conflict of Interest

**Nominating Committee Discussion:**

At the Nominating Committee's February meeting, committee members review the Board Member Position Description and consider potential names they would be willing to recommend for service. The Committee will begin its work of considering the names of potential Board members to fill open Board Member positions. Discussions about nominees should include, but are not limited to the following:

- Information Matrix as prepared above
- Community Involvement
- Financial Experience
- Entrepreneurial Experience
- Media/Public Relations Experience
- Level of Community Engagement
- Governmental Involvement
- Diversity of the Board as a whole
- Regional/Geographic Representation of the Board as a whole
- Other factors relevant to University and BEI Strategic Initiatives

**Order of Contact and Committee Contact Assignment:**

After a list of potential members is agreed upon, Nominating Committee members will identify the names in the order they will be contacted to fill any vacancies. The Committee chair will coordinate which committee members will follow-up with the nominees to assess their interest in serving. The BEI C.E.O. or the Vice President for Business, Finance, and Facilities may also be requested to contact a nominee. In this process, the potential Board members should be provided with a copy of the Board Member Position Description, and their interest in serving on the Board would be assessed.

**Vacancies:**

Staff coordinates the process to fill any open positions until filled, as outlined in the bylaws.

**Board Evaluation:**

Self assessment- Each year the C.E.O. of BEI will coordinate a survey to seek input from Board members for individual self assessments and to conduct an assessment of the Board's overall performance and provide a Report Card to the BEI Board Chair at the May meeting.

**Possible Grounds for Board Removal:**

- Level of overall service - Level of attendance at meetings, UWF events, BEI service activities, friend-raising initiatives, and other scheduled events will be evaluated.
- Committee Service
- Level of engagement – Failure to review Board materials in advance of the meeting.
- Acts inconsistent with Board Membership
- Disloyalty
- Failure to fulfill responsibilities as outlined in the Board of Directors Position Description
- Actions that conflict with BEI's mission or otherwise bring discredit to the University

At the discretion of the University President in accordance with the bylaws.

**Board Development Activities:**

Orientation – The C.E.O. of BEI will coordinate new Board member orientations as needed. The contents of the Board Orientation may vary, but shall incorporate an introduction to the University and the operation of BEI as a direct support organization (DSO), an update of current BEI projects, a briefing on relevant Florida laws (including the Sunshine Laws), an overview of BEI assets, and copies of all governing documents, such as bylaws and policies.

Joint Board Retreats – Joint Board Retreats are planned and hosted by the University Board of Trustees. BEI Board members are encouraged to attend this event to facilitate greater interaction and communication between the related boards.

November 15, 2013