

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE FOUNDATION

Minutes Nominating Committee Meeting April 9, 2019

Held at the Harbor Branch Oceanographic Institute Foundation Conference Room LE240

PRESENT: Joe Duke* (ex-officio; non-voting); Joe Ferro, Chair*; Mike O'Reilly*; Bill Stewart* (ex-officio, non-voting); Marjorie Raines*

ALSO PRESENT: Debbie Dutton, Director of Operations; Katha Kissman, President & CEO

*participated virtually

Call to Order

The meeting was called to order by Chair Ferro at 4:00 pm.

Approval of Minutes

The minutes of the September 11, 2018 meeting were approved unanimously.

Discussion of Possible Board Candidates

Chair Ferro welcomed Marjorie Raines to the Committee as appointed by Board Chair O'Reilly; the purpose of the appointment was to ensure a majority of members to the Committee who had the ability to vote. The following Board candidates, previously vetted, were discussed for nomination to the Board to fill vacancies in the 1/1/2018 to 12/31/2020 cohort group:

BIO – James L. Seitz

James L. Seitz is a retired senior level executive who most recently served as president of J.L. Seitz & Associates. His company specialized in developing and implementing business strategies that create value and profitable growth. During his career at IBM he served in many executive levels including General Manager of Availability Services IBM North America and Chairman of Technology Service Solutions. He earned an undergraduate and graduate degree from Rochester Institute of Technology. He served as Board Chairman and President/CEO of Harbor Branch Oceanographic Institution Foundation (HBOIF) from 2007 to 2012. He also served as Chair of Ocean Reefs and Aquariums (ORA) an HBOIF company.

BIO --- Robert E. Campbell

Bob Campbell is a retired Vice Chairman of The Board of Directors of Johnson & Johnson where he also was Chairman of the Professional Sector Worldwide. He served as an Air Force officer for three years and during his J&J career held numerous positions in financial and executive management. Mr. Campbell is Trustee Emeritus and past Chairman of the Board of Trustees of Fordham University and of The Robert Wood Johnson Foundation. He is past Chairman and Chairman Emeritus of the Director's Leadership Council of The Rutgers Cancer Institute of New Jersey, and a past member of the Advisory Council for the College of Science of the University of Notre Dame. He has been an active member on boards and

advisory committees of numerous business and non-profit organizations and has served on the Governor's Commissions on higher education. A graduate of Fordham University, Mr. Campbell earned an MBA degree at Rutgers University.

BIO – George S. Frazza

Mr. Frazza is currently Of Counsel with the law firm of Patterson Belknap Webb & Tyler LLP, joining the firm in 1997 after more than 30 years with Johnson & Johnson. At Johnson & Johnson he held the positions of Corporate Secretary (1975-1978), Vice President and General Counsel (1979-1997), and member of Johnson & Johnson's Executive Committee (1987-1996). In 1982, he was a key member of the five-person committee that guided the company through the crises arising out of the Tylenol poisoning, with responsibility for the company's relationships with the FBI, FDA and the media. He is a past co-chair of the American Arbitration Association's large Complex Case Program and has been serving since 1997 as an arbitrator in a number of commercial disputes conducted under AAA and ICC rules. He is a past president of the Association of General Counsel (an organization comprised of the chief legal officers of Fortune 100 companies), and a former editor of The Business Lawyer. Mr. Frazza has served as a member of the New York Stock Exchange's Legal Advisory Committee. He is a Trustee of the Robert Wood Johnson Foundation and Atlantic Legal Foundation, and a director of the National Center for State Courts.

The motion to forward the nominations of James L. Seitz, Robert E. Campbell, and George S. Frazza to serve in the 1/1/2018 to 12/31/2020 Board of Directors cohort group.

Adjourn

There being no further business, the meeting was adjourned by 4:18 pm.