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Cc: [Colleen Brennan](#)
Subject: background information for the November 13 Board Meeting
Date: Friday, October 31, 2014 3:48:00 PM

Dear Members of the Board,

I have been working with Joe and Bill about how best to structure Board meetings going forward. Now that we have our Committees doing the heavy lifting of the Foundation in between full Board meetings and we have improved regular communications about what is going on operationally, we are going to move toward using part of our precious time together at Board meetings for more generative and strategic dialogue, truly using your time and talent in the best way possible.

Our Board meetings can now be structured into three parts:

- Routine Business including Informational Reports and Committee Action requests
- Building Board Understanding about the Research Areas and Activities of Harbor Branch
- Generative Discussion

Because the Board receives all meeting materials typically a full week in advance of a meeting (and materials are uploaded to the Board portal), each Board member's Duty of Care is to review and come prepared to take action on Consent Agenda items and the recommendations flowing out of Committee work.

We will work to include more items under the Consent Agenda and trust that Board members will have reviewed those items. We will also assume that Board members will have read Committee Meeting minutes and be prepared to vote on Action items. We will also expand our learning in an even greater way to build Board understanding about the research areas and programmatic activities of Harbor Branch so they can be even more effective ambassadors to the public.

The new addition to our Agenda, **Generative Discussion**, will be designed to take advantage of our meetings to discuss core topics critical to the Foundation while we are present face to face. These discussions may be on a variety of subjects or themes. "Generative" is about sense-making: dealing with key questions or issues in anticipation or as they arise. Once a Board has discussed and developed a common understanding, effective policies, decision-making, and operations can flow from that basis.

The first Generative Discussion will be based on building our Board consensus about how we fulfill our mission.

The mission of Harbor Branch Oceanographic Institute Foundation, Inc. (HBOIF) is to support the Harbor Branch Oceanographic Institute, a research institute within Florida Atlantic University.

Based on a few situations and opportunities which have faced the Board in the past year, it appears that while we have varied individual perspectives and opinions about how to move forward or respond, but we have not yet achieved a collective sense or consensus agreement for how the stated mission should be (or should not be) accomplished. What does "**to support HBOI**" really mean? Other than our careful stewardship of the investments, providing strategic financial support through a defined grants process, and monitoring the use of SLP program and our legislative compliance, what else does "to support HBOI" entail? What could it entail? What should it entail? What shouldn't it entail?

Developing an agreed-upon understanding of this in a non-situational context and in thoughtful consideration will allow us to know the parameters of and how best to react in response to future opportunities, situations, requests, threats, etc.

So, as you will see, Joe, Bill and I are working to draft the November 13 Agenda accordingly.

Since I am no longer a consultant and now your CEO, my role should be as partner with the Board and a participant in discussions of this kind rather than facilitator of them. Unfortunately Susan Decker is not available on our dates, so to help us facilitate this conversation we will have BoardSource's Vice President of Programs & Chief Governance Officer, Vernetta Walker join us. Here is her bio:

Vernetta Walker, JD, is vice president of programs & chief governance officer for BoardSource. She has worked with many national and international nonprofit organizations addressing a wide range of governance issues, from how to start a nonprofit organization, to improving board engagement and performance, to restructuring complex entities. Her areas of expertise include board roles and responsibilities, board self-assessments, understanding conflicts of interest and legal compliance, exceptional practices, and transformative governance. Vernetta provides governance counsel, training, and solution-based strategies to clients, which have included Habitat for Humanity International, Corporation for Public Broadcasting, YMCA, Smart Start agencies, U.S. Black Chamber, and the Concordia University system, among others. Vernetta also leads BoardSource's diversity and inclusion work to help nonprofit boards address the challenges and obstacles of integrating successful diversity and inclusion strategies and practices.

Vernetta brings a broad depth of knowledge and expertise to BoardSource. She practiced law for a large firm in Orlando, Florida, for several years and also served as associate general counsel for the Maryland Association of Nonprofit Organizations, rendering technical assistance, consulting, and training to many of its 1400 member organizations. Prior to Maryland Nonprofits, Vernetta served as foundation advocacy counsel for the Alliance for Justice and director of the Administration of Justice Grants Program for the Florida Bar Foundation.

Vernetta is a contributing author to *Nonprofit Management 101: A Complete and Practical Guide for Leaders and Professionals*, a Jossey-Bass publication (2011), and *Investing in Change: A Funder's Guide to Supporting Advocacy*, an Alliance for Justice publication (2004). She has served on several boards, including Planned Parenthood, Lynx (Orlando's regional transportation authority), the Paul C. Perkins Bar Association, and the Valencia Community College Advisory Board. She received a juris doctor degree from the Washington University School of Law, St. Louis, Missouri, and a bachelor of arts degree from the University of Maryland, College Park, Maryland. She is admitted to the Florida and Maryland state bars.

Vernetta will also be attending the joint Governance/Nominating Committee meeting being held on November 12 as well as the Board Dinner the evening of the 12th. Please watch for additional information prior to the meeting and don't hesitate to contact me should you have any questions.

Have a wonderful weekend and as always, thank you for all you do for HBOI and HBOIF!

Katha

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