

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

Minutes Meeting of the Board of Directors Held at the Harbor Branch Oceanographic Institute Foundation and January 23, 2018

PRESENT: Michael Brown, Sr., Joe Duke; Dr. Joseph Ferro*; Nancy Higgs; Marilyn C. Link; Michael D. Minton; Mike O'Reilly, Chair; Marjorie Raines, Treasurer; John Papa*; William J. Stewart, Esq., Secretary/Legal Counsel; Michael Toner, Vice Chair

ALSO PRESENT: Debbie Dutton, Director of Operations; Katha Kissman, President & CEO; Elizabeth Rubin*, FAU Legal

ABSENT: C. Amos Bussmann; Dr. Anton Post

*participated virtually

Call to Order

After determination of quorum by William J. Stewart, Chair O'Reilly called the meeting to order at 9:01 am. Following video notification from phone number 561-297-3000, Elizabeth Rubin from FAU's legal office confirmed her attendance and indicated there was no one else present on the call.

Welcome & Chair's Comments

Chair O'Reilly welcomed everyone to the meeting.

Chair O'Reilly provided an update on the status of the Foundation's litigation with FAU. He noted the board was alerted previously by Bill Stewart's letter of December 21, 2017, that the mediation with FAU took place on December 20, 2017. The parties under Florida law must keep all the discussions that took place during mediation confidential. The mediation was "adjourned" leaving open an avenue for continued negotiations or mediation. That adjournment concluded with a proposal from the Foundation and it was left in FAU's court to respond. As of the afternoon on January 22, we had not heard back from FAU. We then learned FAU's litigation attorney told our litigation attorney that he would report on FAU's position by January 23. The litigation is still in the document discovery phase, which has been delayed because of the parties' desire to conserve resources pending mediation.

Chair O'Reilly provided an update with regard to Dr. Flynn's Monday, January 8, 2018 dictate that we move the Foundation's offices from space we had been occupying for the past seven plus years the following Thursday or Friday. Chair O'Reilly noted all board members have received copies of these email exchanges. Chair O'Reilly reported that he, along with Katha Kissman and staff, will look at the proposed space in Lab 1 in early February with Patrick Boles. Following that, we will make a decision about whether or not we are moving from our current space – and if we do decide to agree to move, when and where.

Joe Duke asked why our signature and only fundraising event, ***Love Your Lagoon***, was being held off campus. President Kissman reminded the Board of forwarded June 14, 2017 email from Dr. Anton Post in which he stated that he made the decision that it would not be appropriate for the event to be held on an FAU campus due to the lawsuit.

Consent Agenda

The motion passed unanimously to approve the following items presented in advance to the Board under the Consent Agenda.

- Approval of the November 9, 2017 Board Meeting Minutes
- Board Terms and Cohort Corrections

Committee Reports

Finance Committee

Chair Raines provided a report on the last three Finance Committee meetings to bring the Board up to date. Following her report and President Kissman's presentation of the FY18 Mid-Year Budget Revisions, the motion to approve the Finance Committee Report and the Adoption of the FY18 Mid-Year Budget Revisions passed unanimously.

The Audit, Governance, Grants, and Nominating Committees did not meet since the last Board Meeting.

Operations Report

HBOI's Associate Executive Director, Patrick Boles, was invited to provide the Board with an update on the approval by the St. Lucie County Facilities Department to bring potable water (8" main) to the entrance to the HBOI campus. The quoted impact fee was \$830,000+; it is expected that this may be negotiated.

President Kissman referenced her Operations Report provided in advance to the Board. She highlighted the changes to the income and expenses of the Love Your Lagoon budget due to the changed venue; despite these changes, she confirmed that we have raised net proceeds to fund approximately ten 2018 Indian River Lagoon Graduate Research Fellows as well as the 2018 Indian River Lagoon Symposium.

She also alerted the Board to the fact that Dr. Marty Riche is no longer employed by HBOI. Dr. Riche was hired under the Foundation's New Faculty Hire Grant. This information was never formally communicated to the Foundation as the funder. Investment to date for this hire was \$673,774 with a small salary amount yet to be paid in the FY18 Q3 invoice from FAU HBOI.

[At 9:56 am, Elizabeth Rubin left the meeting.]

Generative Discussion

Jeff Pickering, President & CEO, of the Indian River Community Foundation provided an overview of their Foundation and how they do their work to achieve specific industry standards and to employ grantmaking best practices and processes.

Science Presentation

The following scientists who were hired under HBOIF'S New Faculty Hire grant provided excellent presentations on their past, present and pending projects at HBOI:

- Dr. Nick Dickens, Bioinformatics (2015)
- Dr. Jim Sullivan, Biological Oceanographer (2016)
- Dr. Michael Twardowski, Marine Technologist (2017)

Dr. Matt Ajemian, Fish Ecologist/Biologist (2015) was unable to be with us due to a scheduled dive opportunity under one of our SLP grants and we look forward to having him at an upcoming board meeting.

Adjournment

There being no further business, the meeting was adjourned at 12:30 pm.