

# **HARBOR BRANCH OCEANOGRAPHIC INSTITUTE**

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## FOUNDATION

### **Minutes**

#### **Meeting of the Harbor Branch Oceanographic Institute Foundation Board of Directors Held at the Harbor Branch Oceanographic Institute at FAU May 1, 2018**

PRESENT: Michael Brown, Sr.\*, Joe Duke, Dr. Joseph Ferro; 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; Cyndi Permenter, Administrative Assistant; Dr. Jim Sullivan, Interim Executive Director, Harbor Branch Oceanographic Institute

ABSENT: C. Amos Bussmann

\*participated virtually

#### **Call to Order**

Chair O'Reilly called the meeting to order at 9:00 am.

Chair O'Reilly acknowledged the resignation of Nancy Higgs from the Board, commenting on her service to the Foundation.

The Chair asked for a moment of silence in remembrance of Marilyn C. Link for her vibrant long-standing commitment and service to the Institute and to the Foundation.

It was reported that Amos Bussmann continues to make much progress and we hope to see him at the November Board Meeting if not before.

#### **Consent Agenda**

The motion to approve the minutes of the January 23, 2018 Board Meeting Minutes passed unanimously.

The Chair's appointment of Mike Toner to the Audit Committee and Joe Duke to Nominating Committee were ratified.

### **Chair's Comments**

Chair O'Reilly reminded the Board that President Kissman had provided each of them with a one-on-one update on the mediation in March. Due to the extreme differences in the respective positions of each party, the Mediator concluded on March 14, 2018 that mediation had reached an impasse. That communication was reviewed by our attorneys and was in compliance under the Sunshine law. Chair O'Reilly reminded the Board that mediation discussions and the terms exchanged by the parties were confidential under Florida law. The Foundation is preparing documents and requesting discovery in order to proceed to trial.

Chair O'Reilly reminded the Board of the following: At the January 24, 2017, the motion was made and seconded to initiate actions to decertify as a DSO from FAU. Following additional discussion, a motion was made and seconded to table the motion to obtain additional information. The motion to table passed unanimously. Chair O'Reilly un-tabled the motion for renewed discussion. Following discussion, the following motion was approved unanimously: to initiate the process of determining the legal steps required to effectuate de-certification as a direct support organization of FAU and to examine the ramifications and advisability of following through with those steps.

Chair O'Reilly also informed the Board that he is appointing an Ad Hoc Long Range Planning Committee to discuss issues related to the Foundation's future direction. Joe Duke, John Papa and Joe Ferro were designated to serve, with Joe Ferro serving as the committee's Chair.

### **Committee Reports**

#### ***Governance Committee***

Committee Chair Stewart reported on the process of the CEO annual performance review as codified in the Committee Meeting minutes, noting 80% of the Board participated in the survey.

Chair O'Reilly reported his conversation with President Kissman which noted overwhelmingly positive review results in spite of challenging circumstances. He made recommendations to the Finance Committee regarding FY18 bonuses and FY19 salary increases for all staff.

Chair Stewart presented background for the Committee's recommendation that the action of the Board taken at its January 23, 2014 meeting, which designated an ex officio non-voting seat on the Board of the Foundation for the Executive Director of the Institute whether acting, interim or actual be rescinded. The recommended motion was made, seconded and unanimously carried.

A motion to approve the Governance Committee Report passed unanimously.

#### ***Finance Committee***

Committee Chair Raines provided a report on the Finance Committee meeting noting that while the market had been challenging, the Foundation's investment portfolio was down only fractionally and that the portfolio had outperformed its benchmark in the first quarter 2018. She also reported on the Atlantic Consulting Groups report that the Foundation performed in the top quartile of comparable Foundations nationwide for the 2017 calendar year.

The motion to approve the FY19 Operating & SLP Budgets as presented was approved unanimously.

The motion to approve the Finance Committee Report was approved unanimously.

Chair O'Reilly noted that the Audit, Grants, and Nominating Committees had not met since the last Board Meeting.

### **Operations Reports**

#### ***HBOIF***

President Kissman provided a written Operations Report in advance of the meeting. She noted the section on her April 6, 2017 communication to Dr. Dan Flynn by email and Federal Express of the Foundation's termination of the SLP Memorandum of Understanding. Said communication also noted HBOIF's intention to bring SLP marketing in-house beginning July 1, 2019.

In addition, President Kissman provided previews of upcoming eNewsletters which showcase \$867, 526 in funding in Aquaculture and Save Our Seas Specialty License Plates grants as well as \$58,977 in awards to six 2018 Indian River Lagoon Graduate Research Fellows from the proceeds of the 2018 ***Love Your Lagoon*** event; the remaining \$43,728 will be awarded in a funding round this fall.

President Kissman also noted the generous contribution through the Foundation from Joe and Jennifer Duke in the amount of \$109,422 to fund a major Indian River Lagoon (IRL) research project led by Dr. Mike Twardowski, HBOI Research Professor, to use multi-spectral passive remote sensing imagery to assess current seagrass beds and water quality changes to determine areas viable for seagrass restoration.

#### ***HBOI***

Dr. Sullivan provided the Board with his professional and personal background. He then reported on activities at HBOI in his first six weeks as Interim Executive Director. He also reported on current and potential projects at HBOI (Raytheon, US Navy, NASA, USDA Aquaculture.)

#### **Other**

It was agreed to prepare resolution thanking Nancy Higgs for her Board Service. Secretary Stewart will provide.

President Kissman agreed to provide a proposal to the Grants Committee for funding Marilyn C. Link Memorial Intern for the HBOI Summer Intern Program.

### **Science Presentations**

Steve Burton, M.S., Marine Mammal Stranding and Volunteer Manager and Matt Ajemian, Ph.D., Fish Ecologist/Biologist (one of HBOIF'S New Faculty Hires, 2015) provided science presentations to the Board.

### **Adjournment**

There being no further business, the meeting was adjourned at 12:04 pm.