

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

Minutes
Annual Meeting of the Members and the Meeting of the Board of Directors
Board Room, 2nd Floor, Johnson Education Center
At the Harbor Branch Oceanographic Institute
November 13, 2014

PRESENT: C. Amos Bussmann; Joseph Duke, Chair; Michael O'Reilly, Treasurer; William J. Stewart, Esq., Secretary; Megan Davis, PhD., Interim Executive Director, HBOI; Nancy Higgs; Marilyn C. Link, Director Emeritus; Jacqui Thurlow-Lippisch; Sherry Plymale; Karl Steene; Robert Stilley; Mike Toner

ALSO PRESENT: Katha Kissman, President & CEO, HBOIF; Colleen Brennan, Director of Operations, HBOIF; Vernetta Walker, BoardSource.

ABSENT: Michael D. Minton, Esq., Vice Chair

Call to Order

The meeting was called to order at 8:35 am.

Determination of Quorum & Chairman's Comments

The Chair, Joe Duke, determined that a quorum for the meeting existed and called the meeting to order.

The Chair reflected on the fact that the Foundation continues to strengthen its operations and its Board continues to strengthen its governance in line with best practices. Referring to the fact that the Board is now utilizing Committees to do the heavy lifting of the Foundation in between full Board meetings and with improved regular communications about what is going on operationally, there is now opportunity to move toward using a portion of in-person Board meetings for more generative and strategic dialogue. Therefore, future board meetings will be structured as follows:

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

Board members will receive all meeting materials typically a full week in advance of a meeting and materials will also be uploaded to the Board portal. Each Board member's Duty of Care will be to review and come prepared to take action on Consent Agenda items and the recommendations flowing out of Committee work. The intention will be to include more items under the Consent Agenda based the assumption of Board members review prior to the meeting as well as the assumption that Board members will have read Committee Meeting minutes and be prepared to vote on Action items.

To continue to expand the Board's knowledge and understanding, part of each meeting will continue to be designed to offer about the research areas and programmatic activities of Harbor Branch so Board members can be even more effective ambassadors to the public.

Going forward, there will be an addition to each Agenda, under the heading of "Generative Discussion." This 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. Suggestions from the Board regarding topics for Generative Discussion at future meetings will be welcomed.

Chair Duke shared that the Generative Discussion for this meeting would be based on building our Board consensus about how the Foundation fulfills its 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.

He introduced and welcomed today’s facilitator, Vernetta Walker, BoardSource’s Chief Governance Officer and Vice President of Programs.

Consent Agenda

- Approval of the April 24, 2014 Board Meeting Minutes
- Approval of the September 22, 2014 Special Board Meeting Minutes
- HBOIF Operations Report
- FAU HBOI Report

Committee & Operational Reports

- Governance Committee Report

Chair Stewart provided background on the proposed action item from the June 5, 2014 meeting of the Governance Committee to approve the Amended Articles of Incorporation and Amended Bylaws Amendments. Motion to approve carried unanimously.

- Audit Committee Report

Kissman provided a report on behalf of Chair Minton on the FY14 Audit and Audit Committee meeting on October 6, 2014. Motion to approve the FY14 Audit carried unanimously. Motion to approve the filing of the 2013 (for FY14) Form 990 carried unanimously.

- Finance Committee Report

Chair O’Reilly provided an update on the meetings of the Finance Committee on May 30, 2014, August 29, 2014, and October 30, 2014. The motion to approve the move of the SLP bank account from PNC to Wells Fargo carried unanimously.

- Nominating Committee Report

Chair Stillely provided a report on the activities and recommendations of the Nominating Committee from its August 27, 2014 meeting:

The motion to approve the Board term renewals of Mike O’Reilly and Mike Toner for January 1, 2015 – December 31, 2018 carried unanimously.

The motion to approve the slate of officers for the term of January 1, 2015 through December 31, 2015 carried unanimously:

Joe Duke, Chair

Michael Minton, Vice Chair
Mike O'Reilly, Treasurer
Bill Stewart, Secretary

The motion to approve the nomination of Marjorie Raines to the Board for a term of January 2, 2015 through December 31, 2018) was approved unanimously.

There were no reports from the Grants Committee or the Ad Hoc Real Estate Committee for this meeting.

Based on a comment by O'Reilly and discussion, it was agreed that Board members will not receive copies of the written materials at the Board meeting unless they specifically contact Brennan in advance.

Report from HBOI

HBOI Interim Executive Director Megan Davis provided a verbal report based on her written report regarding the activities and progress of FAU's Harbor Branch.

Generative Discussion

Vernetta Walker, Chief Governance Officer and Vice President of Programs at BoardSource, served as facilitator of the Generative Discussion for the Board: Clarifying and coming to consensus on the parameters of our stated mission: What does "to support HBOI" mean?

A report on this discussion is attached as part of these minutes.

Adjournment

There being no further business, the meeting was adjourned at 12:30 pm for lunch and a science presentation from the HBOI Marine Biomedical & Biotechnology Research Program (MBBR) in Lab I led by Dr. Amy Wright, Dr. Esther Guzmán, Dr. Peter McCarthy and Dr. Shirley Pomponi.

Report on the Generative Discussion portion of the November 13, 2014 Board Meeting:

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.

What does “to support HBOI” mean?

The Generative Discussion was facilitated by Vernetta Walker, BoardSource. Walker began by providing a framework for the conversation based on ***Governance as Leadership: Reframing the Work of Nonprofit Boards*** by Chat, et.al.

Governance as Leadership (GaL) offers the case for how to reframe the work of nonprofit boards to yield greater purpose, better engage directors, and recapture any lost potential, boards have the opportunity to work in three different modes:

- Fiduciary. Stewardship of tangible assets...Shift from Oversight-only to Inquiry—A key part of any board’s job is to ask questions, Audit example...“this is the bedrock of governance....If a board fails as fiduciaries, the organization could be irreparably tarnished or even destroyed.”
- Strategic. Partner with senior staff to determine future strategic directions...Shift from episodic every 2-3 year planning retreats to Strategic Thinking every meeting...“Without Strategic, governance would have little power or influence. If the board neglects strategy, the org could become ineffective or irrelevant.”
- Generative. This is when you are talking about the meaning of an issue, as a group trying to better understand an important issue from different perspectives, talking about different ways to look at the challenge or opportunity...this is your source of leadership to discern, frame, and confront challenges rooted many times in values, traditions, and beliefs—Interactive,

This focus on three different modes may result in a different “structure/form” (i.e., Structure follows strategy or Form follows Function.)

The Generative Mode is **what comes first** – It generates the other important decisions about mission and strategy, problem-solving and decision-making. Generative often asks questions like “What are we about?” or “How do we interpret our mission, knowing we cannot do everything?”

“People often feel pressure to solve problems quickly, and so they minimize the time spent in diagnosis, collecting data, exploring possible interpretations, and analyzing alternative courses of action; they do not spend enough time on the big question, ‘What is really going on here?’”

“The single most important and most undervalued capacity for exercising adaptive leadership is diagnosis”

GaL’s intention is to create “tri-modal” boards that follow this governance triangle (working in all 3 modes, i.e., different modes at different times).

Leadership theory and practice especially emphasize this: think about the good leaders you know, by definition, they work in different modes; they do generative work in order to see situations in different ways and then helping people respond. It also requires a recognition that each mode may be appropriate to govern certain aspects of an organization but not others. It is not about better job descriptions, but better purpose. How can boards govern complex, modern organizations with a checklist of tasks alone? Getting the whole board involved early in Generative Work is the opportunity to influence future strategic options and plans over time. There is nothing more frustrating than having worked carefully through meaning, and broad strategic how-to, and tactical implementation only to have someone then start disagreeing back with the original framing decisions?

Generative work needs to surface different perspectives, different ways to look at the big issues...”framing”

“Framing in the social sciences refers to a set of concepts and theoretical perspectives on how individuals, groups, and societies organize, perceive, and communicate about reality. Framing is commonly used in media studies, sociology, psychology, linguistics, and political science.”

“Glass half-full/empty” quotes show how different people see same situation in different ways; and “Generative mode means that ‘great minds think differently.’”

- Engineer: The glass is twice as big as it needs to be
- Pessimist: The glass is half empty
- Optimist: The glass is half full
- Account: Does the glass really need all that water?
- Quantum Physicist: The glass has a 50% probability of holding water

The Harbor Branch Oceanographic Institute current works off a stated strategic plan with the following overarching themes:

Our Living Oceans

- Ocean Exploration
- Understanding Marine Ecosystem Function
- Wise Use of Marine Resources
- Innovative Technology Development

Stewardship Through Partnerships

- Training Next Generation Scientists and Engineers
- Partnering in Public Education & Outreach
- Cultivating Partnerships for Research Development
- Wise Use of Harbor Branch Resources

Currently, the HBOIF fulfills its mission of supporting HBOI through the :

- Carefully stewarding investment portfolio
- Making high impact grants to HBOI that are in line with their strategic plan and:
 - Raise the visibility of HBOI
 - Fund projects
 - Leverage matching contributions

How else can the Foundation fulfill its role (could it, should it, shouldn't it?)

Report outs from the small group breakouts: How can/should we fulfill our mission “to support Harbor Branch?”:

A. Nancy Higgs, Joe Duke, Karl Steene, Bob Stilley

Inspire and education the public about Harbor Branch

Tell the great stories (PR, Imagery)

Demonstrate our “heroes”

Allow the public to live vicariously through our work

Develop spokesmen and spokeswoman

Be the “go to” entity about the science (networking, messaging)

(e.g., outreach to social sector, marine and fishing industries, organizations such as yacht clubs and Grady White owners)

B. Megan Davis, Amos Bussmann, Mike O'Reilly, Mike Toner

Community engagement

Ideas for commercialization
Endowment
Connections & networking
Funding
Building our Board
Provide data

C. Jacqui Thurlow-Lippisch, Bill Stewart, Sherry Plymale, Marilyn Link

Education & Outreach
Board involvement/Raising and giving money
Advocacy
Harbor Branch Strategic Plan

Session Outcomes:

In addition to fulfilling our mission by the careful investment and stewardship of our Endowment and providing strategic and impactful grant funding to Harbor Branch, there was consensus that the Harbor Branch Oceanographic Institute Foundation can fulfill its mission by:

- Having a Foundation Board that is fully educated about Harbor Branch
- Individually and collectively acts as ambassadors to inspire the public about Harbor Branch

Additional opportunities requiring further generative discussion:

- Growing the Endowment corpus to increase giving to Harbor Branch
- Engaging in Advocacy on behalf of Harbor Branch