

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

MINUTES
Governance Committee Meeting
March 2, 2015
At the Harbor Branch Oceanographic Institute Foundation

Present: Bill Stewart, Chair; Michael Minton, Mike O'Reilly

Also Present: Bob Stilley* (Chair, Nominating Committee), Katha Kissman, President & CEO; Colleen Brennan, Director of Operations

Absent: Joe Duke

*participated telephonically

Call to Order

The Meeting was called to order by Chair Stewart at 3:30 pm.

Continued Discussion of Board Leadership Succession Planning

Discussion continued from the January 14, 2015 meeting regarding whether or not to establish an official protocol for Board officer succession. It was agreed that establishing automatic succession is not needed but rather to take current service into consideration and the current office holders' desire to serve in specific roles. The Nominating Committee would use this information as well as feedback from a call for nominations to the full Board to develop a slate to be presented for vote at each Annual Meeting in November. Officer terms of 1 year, with annual slates/renewals, as per our current bylaws were also re-confirmed. Motions regarding both passed unanimously.

There was a short discussion regarding whether the Secretary role should continue to be linked to the General Counsel role. No recommendations were made.

Further discussion regarding Chair Duke's statements regarding his continuance on the Board took place. It was confirmed that the Committee strongly desired to take Chair Duke's lead on his preference for continued service. Kissman agreed to convey this to Chair Duke with a request that we have the courtesy of a decision by September 1st for Nominating Committee planning purposes.

Term Limits

The suggested plan to rotate in term limits for the Foundation Board was reviewed. Everyone currently serving on the Board would start "fresh" with a full three-year term, with the possibility for renewal of a second term; i.e., first cohort would start with one term, renewable once so everyone currently on the Board at a minimum will all have the possibility to serve for another 3 years and possibly another 6 years. "Renewable once" will not be automatic but rather based on the evaluation and recommendation of the Nominating Committee with regards to the needs of the Foundation.

While this contains a suggestion to fill 6 vacant slots to even out cohort groups, this is not mandatory. Our revised bylaws state: The number of Directors shall not be less than five (5) nor more twenty-five (25), exclusive of *ex officio*, designated, appointed, and non-voting Directors. It would be the goal to fill the slots in this manner when adding additional Board members to create continuity and cohort equity.

RECOMMENDATION TO ESTABLISH TERM LIMITS

Term limits prevent the potential fatigue and burnout of existing members as well as allow the organization an opportunity to bring on new energy, expertise, and perspective. And BoardSource’s *Nonprofit Governance Index* reveals that boards with term limits are rated by chief executives as more effective than those without term limits.

Good board development requires the identification of skills, knowledge, experience, and other characteristics deemed necessary in board members. They should be based on the board’s current and anticipated needs and strategic direction of the organization. This fundamental understanding can serve as both the foundation and guide to the transition to term limits. Knowing what strategic skills, knowledge, perspective, and connections that will be required on the board to implement the organization’s long-range goals assists in the appropriate identification, cultivation and recruitment of a board candidate pool.

BoardSource’s *Nonprofit Governance Index* also identified that the average board contains 16 members. Our current Bylaws specify a board size as follows:

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than five (5) Directors, exclusive of *ex officio*, designated, appointed and non-voting Directors. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than five. The Directors shall be elected by the Directors then in office in accordance with the provisions of the Bylaws. In addition to those Directors elected in accordance with the provisions of the Bylaws, the Chair of the Board of Trustees of Florida Atlantic University may appoint a representative to serve on the Board of Directors, and the President of Florida Atlantic University or his/her designee shall serve on the Board of Directors.

The current board is comprised of nine (9) elected members, two (2) appointed members, and three (3) ex-officio non-voting members. The current HBOIF Board term cohorts are as follows. Working from the current terms, this model would add an additional six (6) elected members with recommended term limits as two three-year terms, renewable two times, then off. Using this model, we would work to fill the vacant spots on each cohort within the next one to two years.

	CURRENT TERM	POSSIBLE RENEWAL
Higgs, Nancy	12/31/2015	12/31/18
Minton, Michael D.	12/31/2015	12/31/18
Steene, Karl M.	12/31/2015	12/31/18
Thurlow-Lippisch, Jacqui	12/31/2015	12/31/18
Bussmann, C. Amos	12/31/2016	12/31/19
Duke, Joe	12/31/2016	12/31/19
VACANT	12/31/2016	12/31/19
VACANT	12/31/2016	12/31/19
VACANT	12/31/2017	12/31/20
VACANT	12/31/2017	12/31/20
VACANT	12/31/2017	12/31/20

VACANT	12/31/2017	12/31/20
O'Reilly, Michael	12/31/2018	12/31/21
Raines, Marjorie D.	12/31/2018	12/31/21
Toner, Michael	12/31/2018	12/31/21

The motion to recommend implementation of Term Limits for the HBOIF Board as per above passed unanimously.

There was also discussion about the desired engagement of past Board members. It was agreed that efforts to keep past Board Members engaged and involved through dedicated outreach efforts would be made by the HBOIF staff including through HBOI education and outreach activities. The value of a listing of past Board members maintained on the HBOIF website was also discussed. Granting a past Board Member "Emeritus" status would refer to special cases and require full Board approval.

Discussion of Board Candidates

Kissman presented a list of seven possible board candidates who had come across her radar with the disclaimer that while each represented needed enhancement to the composition of the current board, none have been approached to date about this as an

Discussion about these candidates revolved around what the Foundation Board currently needs to skill/expertise/knowledge and geographic representation as well as general concerns (i.e., ensuring that we are not top heavy with Indian River County representation; avoiding candidates who had strong political or advocacy affiliations). Following the discussion, it was agreed that specific individuals be interviewed by Kissman and a Board Member as potentials: LeeAnn Adams Simmons and a representative from the Johnson Family or Johnson & Johnson. Others were noted as backups to these or as possible follow-ups for the future. All will continue to be on the lookout for candidates that fill specific voids or enhance certain expertise areas needed by the Foundation.

Adjournment

There being no further business, the meeting was adjourned at 4:45 pm.