

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

Minutes
Governance Committee Meeting
April 14, 2017
At the Harbor Branch Oceanographic Institute Foundation

PRESENT: Michael Minton* (arrived 10 minutes into the meeting), Mike O'Reilly, Marjorie Raines*, Bill Stewart, Chair; Mike Toner*

ALSO IN ATTENDANCE: Katha Kissman, President & CEO; Debbie Dutton, Director of Operations;

*participated virtually

Call to Order

The meeting was called to order at 3:47 pm by Chair Stewart.

Approval of Minutes

The minutes of the January 13, 2017 meeting were approved unanimously.

Report of President & CEO Performance Evaluation

Process

Bill Stewart reported that the previously determined process for the President & CEO Performance Evaluation was implemented.

Results & Update on Report to the Finance Committee at its April 14, 2017 Meeting

Mike O'Reilly reported on Katha Kissman's performance evaluation.

- 12 current Board Members and 1 former Board Member were invited to participate. 2 were not asked to participate due to their newness on the Board
- 11 current Board Members participated
- 3 questions with 3 possible rankings (questions and rankings definitions previously shared)
- 4 Board members ranked a perfect 3.
- 65% provided comments
- The lowest average score on one question was 2.31 out of 3; there were no "1" scores (needs improvement)

The survey results noted an “overwhelmingly outstanding” evaluation in spite of a noted “hostile environment” with FAU in which Katha Kissman has had to operate.

Mike O’Reilly met with Katha Kissman to discuss the results of the evaluation survey on April 4, 2017. Per their discussion, Mike O’Reilly recommended compensation to the Finance Committee which was approved to be part of the recommended FY18 Budget to the full Board at its April 25, 2017 meeting.

Until current litigation is resolved, no performance goals were being recommended for Katha Kissman other than to continue to best serve the Foundation in the same manner in which she has.

Mike O’Reilly told the Committee he would be sending the results of the evaluation to Dr. Dan Flynn per previous practice.

The motion to approve the recommendation of the FY18 Budget including the recommended CEO Compensation adjustment was approved unanimously.

Update on Lawsuit

Katha Kissman reported on Joe Galardi’s (Beasley Kramer & Galardi, P.A.) conversation with Elizabeth Rubin, Associate General Counsel at Florida Atlantic University. He informed her FAU would be served on Monday, April 17, 2017. He asked Ms. Rubin if she could accept service of process. She called back and said that she was unable to get authority to do that.

Adjournment

There being no further business, the meeting was adjourned at 4:06 pm.