

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

Minutes
Governance Committee Meeting
Harbor Branch Oceanographic Institute Foundation Conference Room
April 16, 2015

Present: Michael Minton*, Mike O'Reilly*

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

Absent: Bill Stewart, Chair; Joe Duke

*participated telephonically

Call to Order

Because of Bill Stewart's absence, Joe Duke asked Bob Stilley in advance to chair the meeting.

Approval of Minutes

The minutes of the March 2, 2015 meeting were approved unanimously.

Report on Board Leadership Succession Planning

Kissman reported on Joe Duke's decision to retire from the Board of Directors effective December 31, 2015. Kissman reported that Duke feels like he will be leaving on a high note with his goal to ensure the Foundation become more stable and focused on its mission accomplished.

Nominating Committee Plans

Based on his earlier conversation with Kissman, Stilley asked her to review the proposed next steps for the Nominating Committee as a follow up to the past Governance Committee meeting discussions.

- Kissman will ascertain within the next month whether Board Members whose terms expire December 31, 2015 would like to stand for another term (Nancy Higgs, Michael Minton, Karl Steene, Jacqui Thurlow-Lippisch). At this meeting, Minton indicated a willingness to stand for another board term.
- Kissman will ascertain the willingness of current officers to stand for another term as an officer.
- As done last year, by late August/early September, Kissman will send out an email on behalf of Stilley and the Nominating Committee to Board members inviting nominations for officer positions. A Nominating Committee meeting will be sent by late September to discuss information received and design a process for how to select officers for the coming year (i.e., as a recommended slate; what to do if there are multiple candidates for the same office, etc.)
- Kissman recommended the need for at least three new Board candidates for currently vacant or what might be vacant terms, to begin service as of January 1, 2015. Following up on a directive from the last

Board meeting, Kissman reported on her favorable conversation with John Papa, the retiring Treasurer of Johnson & Johnson. Mr. Papa was recommended by Bob Campbell (former HBOIF board member from Johnson & Johnson). Mr. Papa has received full information about Foundation Board service and will be scheduling a visit to Harbor Branch. Kissman also reported that both Mr. Papa and Bob Campbell would be willing to look at an additional Johnson & Johnson representative from the scientific side as a possible Board candidate. In addition, per previous meeting discussions, Joe Duke will continue to look for a Johnson Family member for possible service on the Foundation Board.

- Michael Minton had been tasked with reaching out to LeeAnn Adams Simmons of Adams Ranch as a possible candidate. His report indicates that she is considering service and will review her ability to participate fully given her recent marriage and move to Ocala.
- Kissman presented additional candidates for consideration. It was agreed that we would first ascertain whether any of the current Board members whose terms were expiring would be stepping off before seeking out additional candidates to vet.

Discussion of President & CEO Performance Evaluation

Board Chair Joe Duke asked Mike O'Reilly to present the process and findings of the CEO Performance Evaluation and his recommendations for compensation for Kissman at the Finance Committee meeting held earlier on this day as well as at the Governance Committee Meeting. O'Reilly also provided additional input provided from Stewart.

The Finance Committee recommended for inclusion in the FY16 Operating Budget a \$3,000 raise for the CEO based on a 1.7% (\$2,720) COLA increase with the balance representing a merit increase, in addition to a variable compensation yearend bonus of \$7,000 reflecting the Board's most positive evaluation of Kissman's performance and accomplishments in FY15.

Adjournment

There being no further business, the meeting was adjourned at 4:30 pm.