

**MINUTES**  
**Harbor Branch Oceanographic Institute Foundation**  
**Governance Committee Meeting**  
**April 17, 2014**  
**Via conference call**

**PRESENT:** William J. Stewart (Chair), Joe Duke, Michael Minton, Mike O'Reilly

**ALSO PRESENT:** Katha Kissman, Interim Executive Director

**Call to Order**

The meeting was called to order at 9:13 am by Chair Stewart.

**Discussion of Board Recruitment Process**

Kissman will work with HBOI to develop a document to present to the Board at the April meeting regarding possible giving areas and the attributes, characteristics board members can use as a guideline for suggesting future board candidates. In general, candidates should be able to bring background, skills and expertise to support one or more of the following:

- Stewardship of Foundation assets
- Connections to give/raise money
- Local Community connections (Lagoon)
- Larger Science connections

**By-Law Changes**

Stewart and Kissman will work to prepare proposed bylaw changes to include the decisions already approved by the Board at the January meeting regarding board cohort terms as well as additional changes regarding the constitution of committees (Chair serves ex-officio on all committees; Chair recommends Committee Chairs and members for approval by the board; the establishment of a Nominating Committee to vet board member candidates and annually recommend the slate of officers.)

**Term Limits & Individual Board Evaluations**

It was agreed that a discussion and recommendation of Term Limits be tabled until next year. The Committee recommended that the Board adopt a policy of periodically rotating committee chairmen and members through other committees to assist with succession planning.

**Discussion and Approval of Human Resources Policy Manual**

Motion carried unanimously to approve the Human Resources Policy Manual as presented by Kissman and Rebecca Emmons, Stewart, Evans, Stewart & Emmons, PA.

**Recommendation of Bonus and Salary Adjustment for the Director of Operations**

Based on findings presented by Kissman and with support from O'Reilly, the motion to award a \$10,000 bonus for FY 14 and an annual salary \$75,000 for Colleen Brennan carried.

### **Board Meeting Date Changes**

The Committee recommends to the board a change of the September 25 board meeting to November 13 to be in line with specific Audit filing requirements of FAU and to meet the 990 filing deadline with a further recommendation that the Fall board meeting be permanently moved to November each year.

The Committee further recommends moving the January board meeting each year to February in conjunction with the Love Your Lagoon to maximize attendance.

### **New President & CEO Announcement**

Discussion about the timing and nature of the new President & CEO announcement of Katha Kissman took place.

### **Adjournment**

There being no further business, the meeting was adjourned at 10:30 pm.