

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

**Minutes
Nominating Committee
August 2, 2017
Held at the Harbor Branch Oceanographic Institute Foundation**

PRESENT: Joe Ferro, Chair*; Michael Minton*; Mike O'Reilly*; Bill Stewart

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

Call to Order

The meeting was called to order by Chair Ferro at 4:04 pm.

Discussion 2017 Officer Slate

Chair Ferro reported that President Kissman had confirmed each of the current officers' willingness to serve in 2018. HBOIF Board officers serve for a one-year appointment. 2017 officers are:

Chair	Mike O'Reilly
Vice Chair	Mike Toner
Treasurer	Marjorie Raines
Secretary	Bill Stewart

President Kissman will forward an email on behalf of Chair Ferro and the Nominating Committee to the full Board indicating the above and the Committee's unanimous agreement to forward these names. In addition, as has been done the past two years, this email will invite Board members to suggest nominees for all Board officer roles. Should additional names be nominated, the Nominating Committee will again meet to discuss any nominations received and develop a recommended officer slate or a process for an election in the event of multiple nominees for a single office for the full Board's vote at the November 9, 2017 Annual Board meeting.

Discussion of Cohort

Chair Ferro reported that President Kissman had confirmed Amos Bussmann's eligibility and willingness to be nominated for another three-year term beginning January 1, 2018 through December 30, 2021. The Committee unanimously agreed to forward Mr. Bussmann's nomination for the full Board's vote at the November 9, 2017 Annual Board meeting.

Discussion of Possible Board Candidates

After discussion, the Committee determined not to forward anyone new for consideration to the Board due to the current lawsuit noting it would not be fair to a new person to bring them on during litigation. In addition, their ability to fulfill their Duty of Care would be challenging to bring them adequately up to speed regarding history and understanding current context.

Subject to events and timing, the Committee will consider forwarding board candidate(s) for Board consideration prior to the next cohort round. In looking at the current expertise/knowledge gaps of the current board composition, there was discussion of an opportunity to bring on a high level PR/Communications professional. While no actual names were discussed, President Kissman was asked to share this with the Board.

As a reminder, the Committee reviewed the current Board terms:

HBOIF BOARD TERMS		
BOARD MEMBERS	CURRENT TERM	RENEWAL ELIGIBILITY
Bussmann, C. Amos	1/1/2014 - 12/31/2017	Yes
VACANT	1/1/2014 - 12/31/2017	Yes
VACANT	1/1/2014 - 12/31/2017	Yes
VACANT	1/1/2014 - 12/31/2017	Yes
O'Reilly, Michael	1/1/2015 - 12/31/2018	Yes
Raines, Marjorie D.	1/1/2015 - 12/31/2018	Yes
Toner, Michael	1/1/2015 - 12/31/2018	Yes
Ferro, Dr. Joseph	1/1/2016 - 12/31/2019	Yes
Higgs, Nancy	1/1/2016 - 12/31/2019	Yes
Minton, Michael D.	1/1/2016 - 12/31/2019	Yes
Papa, John	1/1/2016 - 12/31/2019	Yes
Brown, Sr., Michael	1/1/2017 - 12/31/2020	Yes
VACANT	1/1/2017 - 12/31/2020	Yes
VACANT	1/1/2017 - 12/31/2020	Yes
VACANT	1/1/2017 - 12/31/2020	Yes
FAU DESIGNATE (NO TERM EXPIRATION; SUBJECT TO FAU APPOINTMENT)		
Plymale, Sherry	FAU President's appointee	
VACANT	FAU Board of Trustees appointee	
EMERITUS (NON-VOTING)		
Duke, Joe		No term expiration
Link, Marilyn C.		No term expiration
NON-VOTING, Ex-Officio		
Stewart, William J.	Legal Counsel	By virtue of office
Post, Anton	HBOI Executive Director	By virtue of office

Chair Ferro thanked the officers and Mr. Bussmann in absentia and expressed his appreciation to those willing to serve on behalf of the Foundation.

Adjourn

There being no further business, the meeting was adjourned at 4:17 pm.