

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

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
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

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Start with a dedicated conversation. What are the board's priorities in the coming year and beyond? Candidly discuss the strategic skills, knowledge, perspective, and connections that will be required on the board to implement the organization's long-range goals.

With this common understanding established, a governance committee can oversee the next steps in this process and then springboard into other desired duties and responsibilities. Alternatively, you can assign a task force to take on this process.

Next, determine the basic criteria by which all board members will be held accountable. Create a board member job description with all requirements and expectations clearly spelled out. This ensures that all current and future board members understand and support these requirements and expectations.

Then assess the composition of the current board. Current board members can complete a board profile to determine the board's strengths and weaknesses. Look at age, gender, race/ethnicity/disability, resources, geographic representation, community connections, personal style, and areas of expertise. What do you have? What is missing? What are the overall desired characteristics of the board at any given time?

To gather information that will provide a basis for assigning terms, the governance committee should review each board members' past individual contributions: number of years on the board, attendance at meetings/events, committee participation, and personal track record of bringing resources or raising the public profile of the organization.

Here is an easy way to phase in terms: Use your fiscal year to determine the beginning and end of terms. For a 12-member board, starting at the beginning of your next fiscal year, assign four board members to a term ending at the end of that fiscal year, four board members to a term ending at the end of the second fiscal year, and four members to a term ending at the end of the third fiscal year. As board members rotate off, all incoming board members come on with a three-year term, creating a natural one-third rotation and preserving the ongoing continuity of two-thirds. Do note that prior to implementation, the by-laws need to be modified accordingly.

The process of establishing term limits often appears more daunting than it is. With commitment, dedication, and good planning, it's quite easy to do.