

From: [Katha Kissman](#)
To: [C. Amos Bussmann](#); [Joe Duke](#); [Joe Ferro](#); [John A. Papa](#); [Joseph Ferro](#); [Marilyn C. Link](#); [Marjorie Raines](#); [Megan Davis](#); [Michael Minton](#); [Michael O'Reilly](#); [Michael Toner](#); [Nancy Higgs](#); [Robert Stilley](#); [Sherry Plymale](#); [William Stewart](#)
Cc: [Debbie Dutton](#); [Chris Jeffreys](#); [Eileen Hanley \(Ehanley@rosswayswan.com\)](#); [Elizabeth Rafferty \(erafferty@offroadholdings.com\)](#); [Jackie Algood \(jalgood@heartcareimaging.com\)](#); [Norma Gammons \(ngammons@fau.edu\)](#); [Renee De Luccia](#)
Subject: from Bob Stilley/Nominating Committee
Date: Thursday, July 21, 2016 4:46:00 PM
Attachments: [image002.png](#)

Dear HBOIF Board Members,

As we did last year, I am sending this email to you at the request of Bob Stilley on behalf of the HBOIF Nominating Committee. The charge of the Nominating Committee is:

The Chair of the Nominating Committee shall be appointed by the Chairperson of the Board of Directors. The Nominating Committee shall consist of not less than three nor more than seven persons who shall be selected by the Chairperson in consultation with the Chair of the Nominating Committee and elected by the Directors at the Annual Meeting. Members of the Nominating Committee shall hold office for a period of one year and until their successors are appointed. The Nominating Committee shall annually recommend candidates from among the elected Directors for the offices of Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Secretary of the Board of Directors, and Treasurer of the Board of Directors. The Nominating Committee shall also, using a strategic process as defined by the Governance Committee, vet and annually recommend candidates for the Board membership.

HBOIF Board officers serve for a one-year appointment. Current 2016 officers are:

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

Each of the above has indicated their willingness to serve in said office for 2017.

The Committee now invites Board members to suggest nominees for all Board officer roles. This may be through self-nomination or the nomination of another current Board member who might be willing to serve (upon the nomination of another, Katha will confirm willingness). Due to Sunshine laws, nominations should be made directly to Katha **no later than September 9, 2016** and she will share them with Bob and the Nominating Committee. 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 10, 2016 Board meeting.

For your information, please see the following excerpted from the Bylaws

Officers.

The Officers of the Corporation shall be a Chairperson of the Board of Directors, a Vice Chairperson of the Board of Directors, a President(), a Treasurer of the Board of Directors, a Secretary of the Board of*

Directors, and such other officers as the Board of Directors shall deem necessary, who shall have such authority and perform such duties as prescribed by these Bylaws, or by Resolutions of the Board of Directors [currently the hired President & CEO/Executive Director]

Multiple Offices.

One person may hold more than one office.

Chairperson of the Board of Directors

The Chairperson of the Board of Directors shall, when present, preside at all meetings of the Board of Directors. The Chairperson may call meetings of the Board of Directors and of any Committee of the Board whenever the Chairperson deems it necessary. The Chairperson may appoint special committees of the Board of Directors and prescribe the scope of their duties and authority. The Chairperson shall have such other powers and duties as may from time to time be prescribed by these Bylaws or by Resolution of the Directors. In the absence or incapacity of the Chairperson of the Board of Directors, the Vice Chairperson of the Board of Directors shall serve as acting Chairperson of the Board. This interim position shall last until such time as the Chairperson resumes his/her duties and positions or his/her successor is elected at a meeting of the Directors.

Vice Chairperson of the Board of Directors.

The Vice Chairperson of the Board of Directors shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence of or disability of the Chairperson unless or until the Board of Directors shall otherwise determine. The Vice Chairperson shall have such other powers and perform such other duties as shall be prescribed by the Directors.

Treasurer of the Board of Directors.

The Treasurer of the Board of Directors shall have oversight of all funds, securities, evidences of indebtedness and other valuable documents of the Corporation. The President in consultation with the Treasurer and under the direction of the Finance/Investment Committee will ensure the compliance of receiving and give or cause to be given receipts for monies paid in on account of the Corporation; shall pay out of the funds on hand all just debts of the Corporation of whatever nature upon maturity of the same; enter or cause to be entered in books of the Corporation to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the Corporation; render regular reports and statements of the Corporation's cash accounts; keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets and liabilities of the Corporation; and perform all of the other duties of a financial nature incident to the offices. The President and Treasurer shall ensure compliance with policies through an integrated plan to monitor operations, report performance against approved operating plans and standards, and communicate the results of operations to the Finance/Investment Committee and the Audit Committee, provided that the communication of such results to the Finance/Investment Committee and the Audit Committee shall be at the same time. The President and Treasurer will also be responsible for compliance with all governmental reporting and supervise all matters relating to taxes, and provide protection for the assets of the Corporation.

Secretary of the Board of Directors.

The Secretary of the Board of Directors shall give or cause to be given, notice of all meetings of the Directors, and all other notices, as required by law or by these Bylaws. The Secretary shall record the proceedings of the Board of Directors in a book to be kept for that purpose, and in accordance with Florida Statutes, Section 286.011, and shall maintain the records of the Corporation. As stated in Florida Statutes, Section 1004.28, Corporation records are confidential and exempt from examination under the Florida Public Records Act, Florida Statutes, Section 119.07. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board of Directors or the Chairman of the Board. The Secretary shall have the custody of the seal of the Corporation and shall affix the same to all instruments requiring it when authorized by the Board of Directors or the Chairman of the Board, and shall attest the same. [Typically the legal counsel of the corporation has served in this position.]

The Committee may also be forwarding names for consideration for new Board members for a three-year term beginning in January. There are currently no Board

members whose terms expire December 31, 2016. Per the grid below, we have the ability to bring on 0-4 new members in the upcoming current cohort.

HBOIF BOARD TERMS

BOARD MEMBERS	CURRENT TERM	RENEWAL ELIGIBILITY
VACANT	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
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

FAU DESIGNATE (NO TERM EXPIRATION; SUBJECT TO FAU APPOINTMENT)

Plymale, Sherry

Stilley, Robert

EMERITUS (NO TERM EXPIRATION)

Duke, Joe

Link, Marilyn C.

NON-VOTING, Ex-Officio

Legal Counsel (Stewart, William J.)

HBOIF Executive Director (Davis, Megan, current Interim)

Should the Nominating Committee have one or more recommended candidates, information will be forwarded prior to the November 10, 2016 Board Meeting.

If you have any questions, please let me know.

Katha

Katha Kissman | President & CEO

Harbor Branch Oceanographic Institute Foundation

5600 US 1 North | Fort Pierce | FL 34946

772-466-9876, x 200 – office; 202-669-4423 – cell; 772-466-9878 -- fax

kkissman@hboifoundation.org | www.hboifoundation.org

