

UNC Coastal Studies Institute Board of Directors Annual Meeting
Saturday, December 4, 2010
Nags Head, North Carolina

ATTENDEES

Board Members Present: Michael Kelly (Chair), Ben Cahoon, Charles Evans, Cheryl Oliver, Joan Weld and John Wells
Ex-officio: Dr. Steven Leath (via teleconference) and Dr. Nancy White
Staff: Marie Magee, Linda Davis and Andy Keeler
Guests: John Rummel (ECU) and Bill Massey (CSI Foundation)
Board Members Absent: Ron Baird, Rolf Blizzard, V. Charles Bruton, William Kealy, Richard Johnson, David Twiddy and Dr. Deirdre Mageean (ex-officio)

CONVENE AND INTRODUCTIONS

Chair Mike Kelly called the annual meeting of the CSI Board of Directors to order at 10:10 am and welcomed all in attendance. Roll call was performed.

AGENDA AND MINUTES

The agenda was approved as presented. The minutes from the June 8, 2009 Board of Directors meeting were reviewed. Ms. Weld made a motion to accept the minutes from the June 8th meeting as presented. Mr. Kelly seconded the motion, all were in favor.

REPORTS AND CONTINUING BUSINESS

Director's Report:

Updates to the Annual Report submitted in June 2010:

Site work has begun on the campus. Whiting-Turner is the general contractor. The construction management contract is being negotiated with ECU. We expect to receive the letter of agreement within the next couple of days. The funds will be encumbered and construction should begin before the beginning of the calendar year.

A \$300K equipment proposal for advanced videography technologies was funded to CSI by UNC GA.

Nathan Richards will become the Interim Maritime Heritage Program Head as of January 1st.

Budget cuts are under review. It will be very difficult to overcome any cuts greater than 5% without losing staff. Staff have been very aggressive in pursuing grants. CSI can operate as normal for another year if we receive a 2-5% cut. Our operating budget is dependent on carryover funds, F&A, and grant offload to cover our expenses.

The re-submission of a \$12.785M request to the National Institutes of Standards and Technologies (NIST) for additional construction funding was not awarded.

Committee Reports:

Administration and Governance:

Dr. White gave a brief history of the Governance and Administration Subcommittee. A draft revised UNC System Regulation 400.5 regarding the management and administration of Institutes and Center was developed by UNC GA. This document recommended that multi-campus centers and institutes need to review and revise as necessary their policies, procedures, and bylaws to ensure these elements are constructed properly to allow the entity to operationally fulfill its mission. To this end, the UNC CSI Board of Directors formed the Governance and Administration Subcommittee to be chaired by Dr. Wells. The focus of the subcommittee is to determine how CSI can improve its ability to operate effectively / administer appropriately. The main issues to be reviewed by the subcommittee are personnel, facilities, and operations management and the authority of the Board of Directors. The subcommittee met in July to discuss these issues.

At the July meeting it was agreed that UNC CSI's bylaws, governance, and administration needed a thorough review to better serve CSI's mission. The first step was for the Director to review the Board of Governors code with regard to the authority vested in boards in UNC institutions, and to modify the existing bylaws. The committee reviewed the revisions in late September and suggested that the revisions be forwarded to the Bylaw Subcommittee. The draft Bylaws were sent to the Board of Directors for their review and discussion was held at this Board meeting (see Bylaws section). Any revisions made by this Board will need to be submitted to the President's office and the Board of Governors for final approval.

By-Laws:

The draft Bylaws were reviewed and discussed. A brief overview of the changes is covered here.

Mission: The mission statement was modified to make it easier to communicate our programs. It was noted that the words "coastal" and "estuarine" were removed from the statement. The Board strongly recommends that those words stay in the statement. Dr. White will work on the language of the statement.

Appointment of Board Members: The biggest issue in the Bylaws is the construct of the Board of Directors. The Bylaws should include categories of people to define representation instead of specific types of people. The language should be kept generic. The Board should include links to the federal government, state government, campuses, coastal community, general assembly, and legislation.

Change the appointment of Board members from a three year to a four year term.

Board Meetings: Board meetings need to be held more than once per year. It was recommended that the Board meet four times per year with at least two meeting being face-to-face.

It was discussed what constitutes a quorum. Are ex-officio members considered part of the quorum or do they have voting rights? This needs to be specified in the Bylaws.

Selection of Director: There is currently no process included in the Bylaws regarding the selection of the Director. The Board needs to be given authority to actively engage in the selection.

Budget Administration: section added

Property and Buildings: section added

Foundation: section added

Fees: section added

Campus Security: section added

The next step is for the Bylaw committee to review and incorporate all of the suggestions made by the Board. The Bylaws will be modified and brought to the next Board of Directors meeting for discussion and approval.

Science Coordinating Committee (SCC):

The need for and role of the Science Coordinating Committee and its services has been examined by Dr. White. The SCC originally had 35 members and developed the original CSI strategic plan. The committee served its original purpose well but it is Dr. White's opinion that the SCC has now become superfluous. Each program head is now doing the work of the SCC by developing their own strategic plans and creating synergies between CSI and other campuses. The Director's recommendation is that the SCC be discontinued.

Members of the Board agreed that there continues to be a role for the SCC, perhaps a different role than originally planned. It was suggested that a committee be formed to meet with the program heads to determine the new role of the SCC. Mr. Andy Keeler has been designated to contact the SCC members to get input on the new role and format of the SCC.

Mr. Kelly suggested taking the specific reference to the SCC out of the Bylaws. The Board consensus was to agree to remove the SCC from the Bylaws and to change the wording of the Bylaws to "the Board of Directors has the right to appoint advisory committees as deemed necessary".

Foundation Report:

Chair Ben Cahoon gave the Foundation report and introduced Mr. William Massey as the new Executive Director of the CSI Foundation. Mr. Massey has already submitted an application which has resulted in a \$25K grant. He has been meeting staff and getting to understand the Institute's mission and programs. He is also getting to understand and clean up the operations of the Foundation Board. The Foundation fiscal year has been amended from January 1-December 31 to mirror the Institute fiscal year of July 1-June 30. A groundbreaking committee has been convened with representation from both the Institute and the Foundation. New Foundation Directors will be elected at the December 8 meeting. Five new members are being considered. The Foundation is reviewing and voting on an operating agreement between the Institute and the Foundation. The agreement will be presented at the next CSI Board of Directors for the Board's approval.

ELECTIONS

No elections are necessary at this time.

NEW BUSINESS

Operations Budget:

The CSI operation's budget has been submitted to ECU but has not been approved yet. CSI was not included for any additional money in the 2011 expansion budget. We have requested \$800,000 in recurring budget funds. Mr. Evans asked if the campus construction is at risk because of the budget situation. The \$22M construction budget needs to be encumbered by the end of December and is still in the negotiation stage. The \$22M covers only the research building, marine services building and the site work – it does not include the residential building. Any funds that have not been spent could be at risk because of the new legislature in power.

BoD Meeting Schedule:

Mr. Kelly proposed that the Board meet four times per year with at least two meetings being face-to-face meetings. The next meeting will be in late March or early April with other meetings in June, September and December. The agenda will include Bylaw changes and CSI program updates. Mr. Kelly has offered the use of Pamlico Jacks for the meeting and will provide a meal. He will also try to obtain discount lodging.

Next Steps:

- 1) Modify the Bylaws
- 2) Elections

With no further business to consider the Board adjourned at 1:30 pm.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Linda L. Davis". The signature is written in black ink and is positioned above the typed name.

Linda Davis, Recording Secretary