



## Board of Directors (BOD) Meeting

Minutes

Monday, January 25, 2016, 10:00 AM  
UNC CSI Campus, Room 242

### **Attendees:**

**UNC CSI Board Members Present:** Mr. Malcolm Fearing

**UNC CSI Board Members Participating by Phone:** Mr. Irvin Aldridge, Mr. Rolf Blizzard (Chair), Dr. William Hogarth, Mr. James Rispoli, and Dr. John Wells

**UNC CSI Board Member Absent:** Mr. Michael Kelly

**UNC CSI Board Ex-officio Members Present:** Dr. Harry Bass and Dr. Nancy White

**UNC CSI Board Ex-officio Members Participating by Phone:** Dr. Christopher Brown, Dr. Ronald Mitchelson, Dr. Margery Overton, Dr. Harvey Seim, and Dr. Aswani Volety

**UNC CSI Board Ex-officio Members Absent:** Mr. Warren Judge

**UNC CSI Staff Present:** Ms. Kimberly Armstrong, Ms. Marie Magee, and Mr. Robert McClendon

### **Convene and Introductions:**

Mr. Rolf Blizzard called the meeting of the UNC CSI Board of Directors (BOD) to order at 10:00 AM and welcomed new members Mr. James Rispoli, Dr. William Hogarth, and Dr. Aswani Volety. Mr. Malcolm Fearing made a motion to approve the agenda. Mr. Irvin Aldridge seconded the motion. Motion carried, agenda approved. Regarding the minutes from the October 26, 2015, BOD meeting, Dr. Christopher Brown stated to his recollection Dr. Harry Bass arrived late to that meeting and should be listed as “present.” Mr. Aldridge made a motion to approve the minutes (with amendment). Dr. John Wells seconded the motion. Motion carried, minutes approved.

Dr. Brown asked whether action had been taken on the four action items (CSI organizational chart, funding graphic, student participation, funding spreadsheet) stated in the minutes.

Dr. Nancy White stated the organizational chart will be completed after approval by ECU. The funding graphic (breakdown of research funding) will be addressed when the Board finance committee is formed. Academics will work toward the student participation breakdown with the Planning and Programming committee. An update on the funding spreadsheet will be provided during today’s meeting.

### *Announcements & Director’s Update:*

Dr. White stated CSI has been working with Ms. Nancy Davenport Ennis (CSI Foundation member) concerning a possible regional cancer effort. A reception is scheduled on February 2 at Jennette’s Pier featuring as keynote speaker a Duke University researcher who has made a significant breakthrough in cancer research. The Ocean Outfall project has been completed and the report is now in the hands of the Department of Environmental Quality. The Rodanthe Ferry project is on schedule. CSI research leaders plan to invite DOT Ferry Division to meet and provide update. Mr. Mike Muglia (CSI) and Mr. Eric Diaddorio (ECU) are presently on their way to Connecticut to perform sea trials on the new CSI boat. Depth surveys are underway in the canal (on CSI campus). The canal requires dredging to accommodate new boat. Use fees and trust accounts are in place to recover costs for use of CSI facilities and equipment. The Coastal Engineering Program Head position has been announced.

Dr. Brown asked who is involved in the search to fill that position.

Dr. White stated the search committee consists of: Dr. Mo Gabr (NCSU), Dr. Billy Edge (NCSU), Dr. Michael Piehler (CSI), and Dr. Christine Avenarius (Department of Anthropology, ECU).

### *Board Committee Reports*

#### Executive Committee

Mr. Blizzard stated the committee has been working towards aligning the Bylaws with the Memorandum of Understanding (MOU) adopted late last year.

Mr. Rispoli had concerns regarding Page 4, Lines 11-15, of the Bylaws. It seems the language limits research to North Carolina and may discourage agencies such as Department of Energy (DOE) from becoming involved. He feels there should not be restrictions or limits on engagement.

Mr. Blizzard stated that Page 4 of the MOU explains that the focus is on how research impacts NC. But that does not necessarily mean that CSI is not authorized to go after funding other than what might be available in NC.

Dr. Brown stated that work accomplished must somehow be of benefit to NC.

Dr. White commented that the mission statement for the Institute states that CSI will link its work nationally and internationally. As CSI is a state institution, that connection to NC always needs to be made.

Mr. Rispoli was satisfied with the explanation and said the language could stand.

Mr. Fearing stated that while he appreciates feedback on the Bylaws, he would like to move forward with approving them. He made a motion to approve the Bylaws.

Dr. Brown stated that he has some issues with the Bylaws that he would like to discuss.

Mr. Blizzard noted that a motion to approve the Bylaws is on the table but he would allow further discussion.

Dr. Brown stated that Page 3, Line 4, (of the Bylaws) is confusing: "Additional 'Campus Partners' may be admitted to participate in operations . . ." It does not follow with Lines 1 and 2, "Other campuses may collaborate and cooperate . . ." Suggest that is say, "Additional 'Campus Partners' may be *added* . . ."

Dr. Brown stated that Page 4, Line 38, "The terms of office for the members appointed by the UNC President . . ." needs to be changed. Suggest that "The terms of office for" be deleted and begin the sentence with "*The members* . . ."

Dr. Brown stated that Page 4, Line 42, "Members of the Board will serve for no more than two . . ." needs to be clarified. Suggest that it say, "*At large* members of the Board . . ."

There was discussion regarding Page 5, Line 19, "In the event of an emergency, the Chair shall have the authority to call an emergency meeting of the Board . . ." Mr. Blizzard provided explanation of the difference between special and emergency meetings and it was decided to leave the language as is.

Dr. Brown had one other question regarding Page 7, Lines 34-35, "The Executive Director can establish, on a standing basis or on an ad hoc basis, advisory committees to advise the Executive Director." Who populates these committees? Does the Board Chair or the Executive Director?

Mr. Blizzard stated that the Board Chair populates committees of the Board. The Executive Director can bring in outside people to work on advisory committees (advisory to the Executive Director but not necessarily to the BOD).

Dr. Harvey Seim stated it appears that the Bylaws repeat large sections of the MOU. It would seem that if changes are required then it would result in having to change two documents. If the MOU is the document which takes precedence, maybe it would be better to just reference the MOU. What is the rationale for two separate documents?

Mr. Blizzard stated that the Bylaws help to spell out the rules. The previous Bylaws were inconsistent with the MOU.

Dr. White stated that the MOU is the guiding document that establishes the relationship between the partnerships of the academic entities. Having the Bylaws provides some consistency in how CSI approaches who to work with and how to accomplish work. The original MOU was approved in counterparts and any amendments can be done in the same way.

Mr. Rispoli asked whether the Bylaws are changed in the same that the MOU is changed. How is the MOU amended?

Dr. Brown stated that any amendments need to be agreed to by all parties.

Nancy responded that changes to the MOU require approval by the chancellors of the primary campus partners. The Bylaws require approval by two-thirds of the Board.

Dr. Mitchelson stated that any change to the MOU might dictate a change to the Bylaws but a change in the Bylaws does not dictate a change to the MOU.

For the Board's consideration, Dr. White reiterated the three changes to the Bylaws suggested by Dr. Brown.

Mr. Irvin Aldridge seconded the motion for approval of bylaws. All were in favor. Motion carried. The Bylaws were approved as amended.

*Discussion of New Board Committees:*

Mr. Blizzard stated the committee structure is in place. He requested that Board members send their committee preference to Dr. White by the end of the week (January 29). Dr. White will forward the responses to Mr. Blizzard.

*Other business:*

Dr. Brown suggested to Dr. Mitchelson that when new UNC President Spelling visits ECU he may want to include a trip to CSI.

Dr. Mitchelson stated President Spelling is scheduled to visit ECU on March 30 but there may not be time to visit CSI.

Dr. Brown stated that he will help facilitate a visit by President Spelling to CSI within the next 6 months.

Dr. Brown stated that UNC Board of Governors (BOG) member Mr. Harry Smith (Chair, Budget & Finance) is interested in visiting CSI. Dr. Mitchelson stated he will take the lead on arranging a visit.

Mr. Fearing stated that if BOG member Mr. Harry Hinton is also interested in a visit, he could visit along with Mr. Smith.

Mr. Blizzard stated that the next CSI BOD meeting is scheduled for May 23, 2016.

Dr. White stated that the meeting is listed as "optional" on the schedule.

Mr. Blizzard stated he would like to plan on having it as it will be a good day for committee work.

Mr. Fearing made a motion to adjourn meeting. Dr. Bass seconded the motion. The meeting was adjourned at 11:25 AM.

Respectfully submitted,

Kimberly Armstrong  
UNC CSI