



Minutes UNC Coastal Studies Institute Board of Directors Meeting  
Friday, March 25, 2011  
Nags Head, North Carolina

***Attendance:***

Board Members Present: Michael Kelly (Chair), Ron Baird (via teleconference), Rolf Blizzard (via teleconference), V. Charles Bruton, Ben Cahoon, Charles Evans, Richard Johnson, Cheryl Oliver, Joan Weld (via teleconference) and John Wells.

Ex-officio: Deirdre Mageean

Staff: Nancy White and Marie Magee

Guest: Bill Massey (CSI Foundation)

Board Members Absent: William Kealy and David Twiddy

Chair Michael Kelly convened the UNC CSI Board of Directors at 1:10 p.m. A quorum was noted with the attendance in the room and by teleconference.

The agenda was approved. Charles Bruton noted an upcoming BOD Meeting stated as June 2, 2013 should be May 31, 2013. A motion was made to approve the minutes with the edits was made by John Wells and was seconded by Richard Johnson. All were in favor.

**REPORTS AND UPDATES OF ADMINISTRATION ACTIVITIES:**

***a. Director's Report:***

Director Nancy White asked if there were questions about the written report and provided the following updates:

Site work has begun at the Skyco campus. There is a budget shortfall of approximately \$5-6M. Dr. White is writing another NIST grant which may help make up the shortfall if granted.

Conversation with Northrop Grumman and Gamesa regarding a research partnership focused on large scale utility grade wind turbines in ongoing.

She stated we are reviewing a potential 7% permanent budget cut. The Ocean Energy program may provide a buffer if it is funded by the legislature.

***b. Other Committee Reports:***

Bylaws:

Committee Chair Dr. John Wells asked Dr. White to summarize the issues and discussions contained in the report. In short, the pertinent issue is: Which organization will be responsible for policy matters? UNC CSI Board of Directors? ECU? Heretofore, this was the purview of UNC General Administration; however, the university code

now requires that the administrative support campus and external unit establish new guidelines for those decisions. Dr. White summarized the edits to the bylaws contained in the Board packet.

Joan Weld noted that the newly defined Board responsibilities of the Board are very significant. Ron Baird noted that more business would be done by subcommittees with this level of responsibility.

Rolf Blizzard questioned how many board members are pertinent. He also stated that the type of representation needs to be defined. After much discussion it was agreed that Ex Officio and regular appointees will count towards quorum and will have voting rights.

Mr. Blizzard questioned oversight of the director. Mr. Kelly noted that currently evaluation for the director's performance includes input by the ECU Research Officer, GA Vice President of Research and the BOD Chair.

Mr. Blizzard questioned having provisions for advisory committees. Mr. Kelly noted the third paragraph on page 3 states the Board shall have the right to create committees as deemed appropriate.

Mr. Blizzard stated that the bylaws should have more specifics. Mr. Evans felt the bylaws should be more general and flexible. Dr. Wells suggested that the discussion be deferred and not settled today.

The discussion shifted to the approval process. First the CSI BOD needs to agree about the changes, but in order for them to be codified; they must be approved by the Board of Governors. Mr. Evans noted it would be advantageous to consult with GA for their input before moving forward.

Mr. Blizzard questioned why the board only "advises" regarding adopting or approving the budget. Dr. White stated that it is boilerplate and comes straight out of the way other Board of Trustees' authorities are set up. Also typically, the funds are targeted for their use by the allocation process. There is usually not a lot of flexibility.

Mr. Blizzard noted the need for language regarding how special meetings are set up and who shall call a special meeting. He requested that guidelines for special meetings be added to the bylaws.

The board advised Dr. White and the committee that they consult with legal counsel then the appropriate revisions can be made for the June meeting.

Given the extensive discussion on bylaws, the meeting ran late, and Dr. White suggested that the discussions on the Foundation operating MOU and Committee for Public Affairs be deferred to the next meeting. Cheryl Oliver moved that we send out the MOU with the CSI Foundation in advance so we can discuss it at the beginning of the June 2011 BOD meeting. Deirdre Mageean seconded the motion. All were in favor.

Mr. Kelly adjourned the Directors meeting so they could participate in the meeting with the CSI Foundation and program presentation.

Respectfully submitted,

Marie Magee, Recording Secretary