

## SECOORA BOARD OF DIRECTORS 2019 ELECTION PROCEDURAL FRAMEWORK

### A. FINAL ARBITER OF THE SECOORA BOARD OF DIRECTORS ELECTION PROCESS

1. According to SECOORA By-Laws as revised and approved at the May 13, 2009 Members meeting, the SECOORA Board Development Committee has the following charges:
  - Establish criteria and processes for Board elections, accept nominations, screen prospective nominees, and provide a slate of candidates to the members for approval.
  - Develop the annual Board ballot and coordinate circulation to the membership, allowing ample time for consideration of all candidates and resolution of any technical problems.
  - Establish procedures for determining winners of Board elections and handling any disputed election results.
  - Establish procedures governing candidates' conduct regarding election campaigns.
2. The **2019 SECOORA Board of Directors Election Procedural Framework** has been drafted by the Board Development Committee, based on the 2018 Framework, which was based on earlier Frameworks that were vetted, commented upon, and supported by the Executive Committee (EXCOM).
3. The Board Development Committee (Peter Hamilton, Steve Woll, Nick Shay) will serve as an impartial Nomination Sub-Committee since none of the Board Development Committee members are running for re-election to the SECOORA Board.
4. The 2019 SECOORA Board of Directors Election Procedural Framework, when established by the Board Development Committee, will be posted on the SECOORA website.
5. The Nomination Sub-Committee will act as the final arbiter of the 2019 Board of Directors Elections.
6. For purposes of complying with SECOORA By-Laws Article II, Section 6, it will be sufficient for a member to send their written or electronic notice requesting a proxy to vote to the Executive Director. Such proxy notices will be sent by the Executive Director to Board members as close to the voting deadline as possible with a copy of such transmittal to the member originating the notice of proxy request. All such proxy notices shall be provided by the Executive Director to the Nominations Sub-Committee along with the list of members in good standing showing their designated representatives, and the date of payment of dues for FY2018-2019 as confirmed by the Treasurer. This

election procedure process shall be posted by SECOORA staff on the annual Meeting webpage of the SECOORA website immediately as a notice of such proxy deadline.

#### B. NOMINATION PROCESS AND THE OFFICIAL SECOORA BOARD ELECTION BALLOT FOR 2019

1. SECOORA By-Laws are the basis for the development of the 2019 Board Election process.
2. If the ballot is uncontested the elections will be held in person. An oral vote will be taken at the 2019 SECOORA Membership Annual Meeting, June 19, 2019, in Wilmington, North Carolina. If the ballot is contested, then the full membership will vote using a secure online voting system (Election Buddy). The winners of the election will be announced at the 2019 SECOORA Membership Annual Meeting.
3. The 2019 Board Election shall fill those positions on the Board of Directors that will become open on July 1, 2019, due to the staggered terms of SECOORA Board members. The following seats are open for nomination. The attached Appendix shows a list of current Board members with those whose terms are expiring highlighted in yellow. The Appendix also shows those Members eligible for each seat and a list of Members in Good Standing.

##### ***Industry/Private Sector***

TWO POSITIONS AVAILABLE

##### ***Academic/Research/Education Sector***

ONE POSITION AVAILABLE

##### ***Public Agencies/Non-Profit/Other Sector***

ONE POSITION AVAILABLE

##### ***At Large***

ONE POSITION AVAILABLE: 1- Florida

ONE POSITION AVAILABLE: 1- Georgia

##### ***Sustaining Seat***

ONE POSITION AVAILABLE

4. Criteria and Deadlines for nominees wishing to fill these 7 Board positions:
  - a. representative of SECOORA's broad constituency
  - b. paid dues to become a SECOORA Member in Good Standing
  - c. submittal of a nomination, 2 page CV, and Conflict of Interest (Col) statement of the nominee by COB on April 22, 2019 to the Nominations Sub-Committee via

Megan Lee ([mlee@secoora.org](mailto:mlee@secoora.org)) and copy to Peter Hamilton ([peter\\_hamilton@ncsu.edu](mailto:peter_hamilton@ncsu.edu)), Steve Woll ([swoll@weatherflow.com](mailto:swoll@weatherflow.com)), and Nick Shay ([nshay@miami.edu](mailto:nshay@miami.edu)). A nominee may be a candidate in only one category of Board Seat (i.e., Institutional Member Seat in the Industry/Private Sector; Institutional Member Seat in Academic/Research/Education Sector; Institutional Member Seat in the Public Agency/NonProfit/Other Sectors; in one of the At Large Seats from Florida or Georgia; or a Sustaining Member Seat.)

5. The Nomination Sub-Committee shall initiate the solicitation process from
  - a. outgoing Board members; and,
  - b. from the SECOORA membership.
6. SECOORA members may nominate themselves or be nominated by other SECOORA members as candidates.
7. With each nomination, the nominee must indicate agreement to be a nominee, provide a current 2-page resume consisting of background and experiences that pertain to ocean observing systems and ability to represent SECOORA, and a statement of any Conflict of Interest that the nominee may have or may be perceived to have.
8. The Nomination Sub-Committee (NSC) will review nominations of candidates on behalf of the Board Development Committee.
9. The NSC will review each nominee's COI disclosure and determine to its satisfaction whether or not a COI exists. If a COI is viewed to exist, the NSC will develop a draft remedy. The NSC will explain the situation to the SECOORA Executive Committee and seek approval of the draft remedy. Once approval is given, the NSC will ask for agreement from the nominee to follow the remedy in order to be nominated.
10. All nominees meeting the announced criteria will be submitted as a Slate of Candidates to the Board of Directors for approval.
11. The approved Slate of Candidates, their CVs, their COI disclosure, and if applicable, the remedy, will be posted on the SECOORA website with a notice emailed to all SECOORA members.
12. No nominations will be accepted from the floor during the annual meeting to this Slate.
13. If there is a contested ballot, voting will take place using Election Buddy. Institutional Member representatives may vote for all candidates. Individual Members may only vote for At Large candidates.

#### C. PROCEDURES GOVERNING CANDIDATES' and MEMBERS' CONDUCT REGARDING ELECTION CAMPAIGNS

1. Once nominated to be a candidate for a Board seat, the person nominated may seek support for a position on the Board through verbal, electronic, or written communication. Campaigning for a SECOORA Board seat by a candidate or a member shall not occur in the form of negative criticism of any other person nominated for a Board Seat that is the subject of a 2019 Board Election.
2. Once nominated to be a candidate for a Board seat, nothing of tangible or intangible value may be exchanged between such candidate and any SECOORA member or member representative. No member of SECOORA shall engage in inappropriate or unethical activities associated with an election.
3. Should an incident be reported to the Nomination Sub-Committee that, if true, constitutes prohibited campaign activity, the Nomination Sub-Committee will investigate and resolve the matter. If unable to reach a resolution, the Nomination Sub-Committee will refer the matter to the full Board of Directors for resolution.

#### D. TIMELINE OF EVENTS FOR BOARD NOMINATIONS AND ELECTION PROCESS

1. April 9, 2019 Notice. A notice shall be emailed by the SECOORA Staff to all SECOORA members and posted on the SECOORA website with the following information:
  - a. 2019 SECOORA Board of Directors Election Procedural Framework
  - b. Criteria for 2019 Board Nominations as provided in B.4 above with information on openings in the various Board categories (i.e., Institutional Member Seat in the Industry/Private Sector (two); Institutional Member Seat in Academic/Research/Education Sector (one); Institutional Member Seat in the Public Agency/NonProfit/Other Sectors (one); in one of the At Large Seats from either Florida (one) or Georgia (one); or a Sustaining Member Seat (one).
  - c. Request all SECOORA members wishing to make nominations to send the nominations by COB on April 22, 2019 to the Nomination Sub-Committee via Megan Lee ([mlee@secoora.org](mailto:mlee@secoora.org)) with the 2 page CV, and copy to Peter Hamilton ([peter\\_hamilton@ncsu.edu](mailto:peter_hamilton@ncsu.edu)), Steve Woll ([swoll@weatherflow.com](mailto:swoll@weatherflow.com)), and Nick Shay ([nshay@miami.edu](mailto:nshay@miami.edu)).
  - d. Reminder Notice: SECOORA members wishing to designate a proxy to vote in their behalf at the 2019 SECOORA Membership Meeting must notify the SECOORA Executive Director, Debra Hernandez ([debra@secoora.org](mailto:debra@secoora.org)).
2. April 22, 2019 at 5pm is the Nomination Deadline. Outgoing Board of Directors and SECOORA members who wish to be self-nominated or nominated by other members

must submit commitment and CV to the Nomination Sub-Committee via Megan Lee ([mlee@secoora.org](mailto:mlee@secoora.org)), copy to Peter Hamilton ([peter\\_hamilton@ncsu.edu](mailto:peter_hamilton@ncsu.edu)), Steve Woll ([swoll@weatherflow.com](mailto:swoll@weatherflow.com)) and Nick Shay ([nshay@miami.edu](mailto:nshay@miami.edu)) by COB EST on April 22, 2019.

3. To be determined, likely April 24, 2019: The Nomination Sub-Committee shall review nominations and CVs to assure the timeliness of the nomination and alignment with criteria for nominees. The Nomination Sub-Committee shall construct and approve the draft Slate of Candidates. With the approval of the Board Development Committee, the Slate of Candidates shall be submitted on or before, April 26, 2019 to the SECOORA Board for approval.
4. April 29, 2019: The SECOORA Board sends their approval of the draft or revised Slate of Candidates back to the Nomination Sub-Committee. The nomination period is closed.
5. To be determined, likely April 29, 2019: The approved Slate of Candidates is posted with their CVs on the SECOORA website.
6. To be determined, likely April 24, 2019: The Nomination Sub-Committee directs the SECOORA staff to construct the Official 2019 SECOORA Board Election Ballot and approves the final version thereof.
7. April 24, 2019: The SECOORA staff will post the Official 2019 SECOORA Election Ballot, the list of dues paying members in good standing, and the list of member's representatives (or approved proxy as of that date) voting in the 2019 Board election. The Nomination Sub-Committee shall confer on this date to review the items posted to confirm with SECOORA staff that the lists and other items posted for the 2019 Board Election are accurate.
8. Week of April 30, 2019: If the ballot is contested, SECOORA staff will prepare an electronic ballot using Election Buddy. An email to each Member Representative will be sent that contains a code to vote. The nature of the electronic vote eliminates the need for a proxy, but one is allowed to be designated to the Executive Director if it is requested.
9. Week of May 15, 2019: Any runoff elections for tie ballots will be held using Election Buddy. Results of Board members winning their respective elections will be announced at the SECOORA annual meeting.

#### E. ELECTION PROCESS

1. Contested ballot voting procedures are listed above.
2. Uncontested ballot voting procedures are listed above.

#### F. COUNTING OF VOTES AND ANNOUNCEMENT OF RESULTS

1. SECOORA staff members will double check the Election Buddy votes and the results will be saved in the SECOORA records.
2. If there are no tie votes or issues with the 67% rule (see Section H), the election results shall be announced by the Chair of the Nomination Sub-Committee to the Annual Meeting attendees.

#### G. ELECTION PROCESS IN CASE OF A TIE VOTE FOR A SPECIFIC BOARD SEAT.

1. Tie votes will be handled by a run-off election the week of May 15, 2019 via Election Buddy. SECOORA staff members will double check the Election Buddy votes and the results will be saved in the SECOORA records.

#### H. ELECTION PROCESS TO SEEK A MORE DISPERSED GEOGRAPHIC COMPOSITION OF THE BOARD

SECOORA By-Laws, Article IV – BOARD OF DIRECTORS; Section 1 states: “Composition of the Board. The Board will be composed of no fewer than 15 members and no more than 25 members in good standing. The number of Board seats filled should at all times be an odd number. No state will hold more than sixty-seven (67%) percent of seats on the Board”.

1. It is possible in any given election year to have an election that, when the individuals who have won their respective Board Seats are installed as Board members in June or so of each year, results in Board composition that will violate this By-Law section (more than 67% of the Board come from one state).
2. After the ballots are counted and results are reported to the SECOORA Membership by the Nomination Sub-Committee, if any state has more than (67%) of Board membership, then the Nomination Sub- Committee will follow this procedure:
  - a. The Nomination Sub-Committee will first ask if any of the newly elected Board members from that state with more than 67% Board Seats (no later than June 19, 2019) wish to relinquish so that the number of seats from one state can conform to the By-Law requirement in Article IV, Section 1. Should such a Board member announce that he or she wishes to relinquish; the Nomination Sub-Committee will draw up and approve the Slate of Candidates to fill the seat vacated and, with SECOORA staff, present another ballot to the SECOORA Members for election to the newly opened Board Seat.
  - b. If no Board member from such a state wishes to resign, the matter will be turned over to the Board of Directors for resolution no later than June 15<sup>th</sup> and sent to the

Governance Committee (options include an election of one or more new Board members, acceptance of resignations from one or more existing Board members, or appointment of members to Public Seats by the Board of Directors).

#### I. CLOSING COMMENTS AND PROCEDURES

1. All 2019 Board Election ballots through Election Buddy shall be kept as SECOORA records on the 2019 Board Election and shall be reviewed prior to storage by the Secretary of the SECOORA Board of Directors.
2. After the announcement of the results of the 2019 Board Election, the Chair of the Nomination Sub-Committee will confirm the 2019 Election is concluded and that the newly elected Board of Directors will be installed as Board members on July 1, 2019.

## APPENDIX

**The SECOORA Board voted in January 2019 that PIs are no longer eligible to serve on the SECOORA Board. The Board asked an *Ad hoc* Governance Committee to also reduce the size of the Board (within the parameters of the existing by-laws) to 15 as follows:**

Sustaining Member Seats: 1  
 Public Seat: 1  
 Institutional Member Seats:  
 3 Industry/Private Sectors  
 3 Academic/Education Research Sectors  
 3 Public Agencies/Non-Profit/Other Sectors  
 At Large Member Seats:  
     1 North Carolina  
     1 South Carolina  
     1 Georgia  
     1 Florida

### Current List of Board Members

The SECOORA Board seats and term limits are given below. Yellow highlighted are the ONLY SEATS BEING FILLED at the Election.

#### **Industry/Private Sector: Term Limit (yr)**

Mitch Roffer	3 (as of 7/1/2016) – TERM IS UP – ELIGIBLE FOR RE-ELECTION
Mark Willis	3 (as of 7/1/2017) – RESIGNED – SEAT NEEDS TO BE FILLED
Jeff Copeland	3 (as of 7/1/2018)

#### **Academic/Research/Education Sector: Term Limit (yr)**

Bob Weisberg	3 (as of 7/1/2016) – PI NO LONGER ELEGABLE FOR BOARD
Brendal Townsend	3 (as of 7/1/2018)
Pat Halpin	3 (as of 7/1/2017)

#### **Public Agencies/Non Profit/Other Sector: Term Limit (yr)**

Roger Pugliese	3 (as of 7/1/2018)
Rick DeVoe	3 (as of 7/1/2016) – TERM IS UP – ELIGIBLE FOR RE-ELECTION
Jim Murley	3 (as of 7/1/2017)

#### **At-Large: Term Limit (yr)**

George Maul (FL)	3 (as of 7/1/2015) – PI NO LONGER ELEGABLE FOR BOARD
Nick Shay (FL)	3 (as of 7/1/2017) – PI NO LONGER ELEGABLE FOR BOARD
Quinton White (FL)	3 (as of 7/1/2016) – TERM IS UP – ELIGIBLE FOR RE-ELECTION
Lisa Adams (GA)	3 (as of 7/1/2016) – TERM IS UP – NEEDS TO TAKE A YEAR OFF
Mike Piehler (NC)	3 (as of 7/1/2018)
Marcel Reichert (SC)	3 (as of 7/1/2018)

#### **Sustaining Seats: Term Limit (yr)**

Michael Crosby	3 (as of 7/1/2015) – TERM IS UP – ELIGIBLE FOR RE-ELECTION
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#### **Public Seat: Term Limit (yr)**

Conrad Lautenbacher	3 (as of 7/1/2017)
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### **Current List of Members Eligible for Nomination**

#### **Industry/Private Sector – TWO POSITIONS AVAILABLE**

Kurt Korte, Surflife

Matt Upton, ROFFS

#### **Academic/Research/Education Sector – ONE POSITION AVAILABLE**

Quinton White, Jacksonville University

Bill Savidge, Skidaway Institute of Oceanography

Ryan Rykaczewski, USC College of Arts and Sciences

Peter Sheng, UF

Dennis Hanisak, Harbor Branch Oceanographic Institute

Manhar Dhanak, FAU

Jim Fourqurean, FIU – SEAS

Paul Gayes, Coastal Carolina University

#### **Public Agencies/Non Profit/Other Sector – ONE POSITION AVAILABLE**

Rick DeVoe, SC Sea Grant Consortium

Michael Crosby, MOTE Marine Laboratory

Kathleen O’Keife, FL Fish and Wildlife Research Institute

Philip Kramer, FIO

#### **At-Large – FL Seat – ONE POSITION AVAILABLE**

Quinton White, Jacksonville University (FL)

Mitch Roffer (FL)

Michael Crosby, MOTE Marine Laboratory

Peter Sheng, UF (FL)

Dennis Hanisak, Harbor Branch Oceanographic Institute (FL)

Manhar Dhanak, FAU (FL)

Rick Cole, RDSea International (FL)

Cliff Merz, Dialytics Inc. (FL)

Kathleen O’Keife, FL Fish and Wildlife Research Institute (FL)

Jim Fourqurean, FIU – SEAS (FL)

Philip Kramer, FIO (FL)

#### **At-Large – GA Seat – ONE POSITION AVAILABLE**

Bill Savidge, Skidaway Institute of Oceanography

#### **Sustaining Seat – ONE POSITION AVAILABLE**

Michael Crosby, MOTE Marine Laboratory

### **Affiliates**

**(Members elected from this category would serve as non-voting, Ex-officio Board members)**

Geno Olmi, SECART

Eric Strom, U.S. Geologic Survey

Molly Baringer, NOAA AOML

Jennifer Bennett Mintz, NOAA Ocean Acidification Program

Steve Pfaff, NOAA National Weather Service Wilmington, NC

## List of Members in Good Standing

	<b>Organization</b>	<b>Representative</b>	<b>Dues Paid</b>	<b>Date Received</b>
	<b>Institutional Members - Director</b>			
1	Jacksonville University Marine Science Research Institute	Quinton White	1000	10/1/18
2	ROFFS	Matt Upton	1000	7/5/18
3	SC Sea Grant Consortium	Rick DeVoe	1000	7/17/19
4	Surflife	Kurt Korte	1000	6/26/18
5	Duke University Marine Laboratory	Pat Halpin	1000	7/6/18
6	WeatherFlow	Jeff Copeland	1000	9/18/18
7	South Atlantic Fishery Management Council	Roger Pugliese	1000	6/6/18
8	Florida Institute of Technology	George Maul	1000	6/6/18
9	SC DNR Marine Resources Division	Marcel Reichert	1000	7/24/18
10	UNC-Chapel Hill	Michael F. Piehler	1000	7/24/18
11	OTN Network at Dalhousie	Brendal Townsend		
	<b>Sustaining Members-Directors</b>			
12	USF	Bob Weisberg	3000	7/6/18
13	Mote Marine Laboratory	Michael Crosby	3000	6/6/18
14	Miami Dade	Jim Murley	3000	6/26/18
15	University of Miami-Rosenstiel School	Nick Shay	3000	9/19/18
	<b>Individual Members - Director</b>			
16	Kennesaw State University-Department of Biological and Physical Sciences	Lisa Adams	250	6/24/18
	<b>Public Seat - Director</b>			
17	GeoOptics	Conrad Lautenbacher	n/a	n/a
	<b>Institutional Members - Non-Director</b>			
18	UNC Wilmington	Lynn Leonard	1000	10/1/18
19	USC College of Arts and Sciences	Ryan Rykaczewski	1000	6/26/18
20	UF	Peter Sheng	1000	6/26/18
21	Harbor Branch Oceanographic Institute	Dennis Hanisak	1000	7/3/18
22	UNC-Chapel Hill	Michael F. Piehler	1000	7/24/18
23	FIU-SEAS	Jim Fourqurean	1000	7/17/18
24	Florida Atlantic University-SeaTech	Manhar Dhanak	1000	8/27/18
25	USC Arnold School of Public Health	Dwayne Porter	1000	8/30/18
26	Coastal Carolina University School of Coastal and Marine Systems Science	Paul Gayes	1000	1/30/19
27	Florida Institute of Oceanography	Philip Kramer	1000	6/20/18
28	FL Fish and Wildlife Research Institute	Kathleen O'Keefe	1000	7/24/18
29	Fathom Science	Jennifer Warillow	1000	6/26/18
30	ECU (Coastal Studies Institute) - replaced JP Walsh	Mike Muglia		
31	Skidaway Institute of Oceanography	Jim Nelson	1000	7/30/18
32	NC State University	Rouying He	1000	9/6/18
	<b>Individual Members</b>			
33	Rick Cole-RDSea International		250	9/19/18
34	RPS Evans-Hamilton, Inc. - Trap Puckett		250	9/28/18
35	Cliff Merz - Dyalitics, Inc.		250	8/6/18
36	Peter Hamilton		250	9/6/18
37	Mitch Roffer		250	3/26/19