

Minutes from the CED Board of Directors Committee on Board Recruitment and
Governance Meeting
May 4, 2009
3:30-5 p.m.

Attending: Mary Musacchia (chair), Steve Wiehe, Rich Harris, Mike Elliott (phone),
Joan Siefert Rose, Jim Ford

Excused: Steve Nelson, John Glushik

This was the first meeting of the committee. The discussion began by identifying the scope of its work, which is to review the composition of the board, make recommendations for those whose terms will expire June 30, and make recommendations for nominations for two-year terms that will begin July 1, 2009. The committee agreed to present a slate of candidates to the Executive Committee at the May 20 meeting, which then will make a recommendation to the full board at the May 27 meeting.

The bylaws of the organization indicate general rules of board composition and responsibilities, but there currently is no introductory packet of information or expectations to share with incoming board members. There are no rules on term limits, but the committee generally supports a plan to allow members to serve a maximum of two 2-year terms, with the ability to make exceptions to ensure continuity of operations or keep specific talents on the board.

Mary said that there are a few organizations long associated with CED that presume a seat on the board. The committee agreed that this is true for about five board seats, and that it would be best to deal with each on a case by case basis. The committee took no action on a policy at this time.

Jim Ford presented the list of current board, which currently has 52 members, including 12 on the Executive Committee. Sixteen members are scheduled to rotate off this year. The committee decided to allow the majority of members to rotate off, and replace fewer positions than will be vacated as a way to bring down the size of the board over time. No decision was made on the ideal size of the board, but the committee agreed to focus on this question, informed by Carol O'Brien's study, over the course of the year. In general, there is support for a smaller board that is more engaged than the current board.

The committee recommended retaining the following members whose terms are scheduled to expire June 30: Kent Christison (Executive Committee), Rob Orr, Eric Linsley, Garheng Kong, Wayne Hunter, Michael Parkerson, Rich West. The committee recommends adding Ted Zoller to the Executive Committee. As Steven Burke is now at the Biofuels Center, Norris Tolson or Ken Tindall were suggested as the new representative of the Biotech Center. All others will be allowed to rotate off.

There was a discussion on the types of viewpoints and talents we would like to add to the board. In general, the committee supported the idea of adding more entrepreneurs, while also using board seats as a way to strengthen CED's alliances with key partners. There

was a discussion of candidates who have self-identified, plus others who might bring desirable qualities to the board.

The committee agreed to hold discussions with the following candidates, review the slate at its next meeting, and make a formal recommendation at the May 20 Executive Committee meeting: Dr. William Greenlee (Hamner Institute, community partner), Dave Samuel (entrepreneur and investor), Ben Weinberger (entrepreneur), Rich Lee (Hosted Solutions, entrepreneur and service provider). After the meeting, Joan circulated an email suggesting the addition of David Hood of Ernst & Young (service provider), based on previous conversations with former board member Mike Constantino.

The committee recommended that Joan contact the board members who will be asked to stay on, and that Mary will contact those who will be rotating off. Mike Elliott agreed to talk with colleagues at Aurora Funds and Tom Hawkins at Arcapita to discuss expectations about board service.

Steve Wiehe agreed to set up a meeting with Dave Samuel, Mary agreed to arrange a meeting with Bill Greenlee, Rich Harris agreed to set up a meeting with Ben Weinberger, and Jim agreed to have a discussion with Rich Lee. Joan will participate in all those discussions, which the committee said should occur prior to the May 20 meeting.

The committee discussed broadly the expectations we have for board members going forward. These include attendance at all four board meetings, participation on a committee that will meet no more than four times per year (with the exception of the Executive Committee, which will meet eight times), attendance at the Biotech and Venture conferences, and a willingness to help with general outreach. The group discussed whether it is desirable to require a certain level of financial commitment from each board member, and no decision was made. However, the committee acknowledged that some members have made a significant contribution through the I2I campaign. All board members are required to be members in good standing of CED.

Members also discussed the creation of a President's Council to give meaningful roles to former board members and a place to audition potential board members. This idea, along with the creation of a board orientation session, will be discussed at the next meeting

The committee will meet 10-11 a.m. May 20, 2009, at CED, just before the Executive Committee meeting.

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