



**US Naval Institute BOARD OF DIRECTORS**  
***Minutes of Nominating and Governance Committee Meeting***  
**24 June 2013**

The Nominating and Governance Committee of the Board of Directors of the United States Naval Institute with Vice Admiral Nancy E. Brown, USN (Ret.), as Chair of the Committee, convened on June 24, 2013 via telephone conference.

**Committee Members in attendance:**

VADM Nancy E. Brown, USN (Ret.), Committee Chair  
CAPT Karl Hasslinger, USN (Ret.)  
Dr. J. Phillip London  
CAPT Gordan Van Hook, USN (Ret.)

**Naval Institute CEO in attendance:**

VADM Peter H. Daly, USN (Ret.)

**Naval Institute Counsel in attendance:**

Megan Christensen, Esq.

**COMMENCE THE COMMITTEE MEETING - WELCOME**

VADM Nancy E. Brown, USN (Ret.), as Chair of the Committee, called the meeting to order and conducted a roll call. A quorum was present.

**CURRENT BOARD OF DIRECTORS**

The purpose of the meeting was to discuss nominations for the next elections, which will include a transition to a Board of Directors with staggered three-year terms and expansion of the Board to 15 elected Directors under the newly adopted Amended and Restated Constitution and Bylaws. In advance of the meeting the Committee Chair (1) polled all directors regarding their preferred length of term in the next election (1, 2, or 3 years), and (2) reviewed each Director's past Board service to gauge the number of years each Director had already given, in light of the new six year cumulative restriction. The results of the poll and review, along with suggestions for the proposed slate of term lengths with respect to current Directors, were circulated in advance of the meeting.

## **ADDITIONAL NOMINATIONS FOR OPEN SEATS ON BOARD OF DIRECTORS**

CEO Daly, after consultation with the new Chair of the Board of Directors, Admiral James Stavridis, presented to the Committee a recommended approach to fill the six newly created seats on the Board. Biographies of the potential nominations were circulated prior to the meeting. The CEO and the Chair of the Board considered the types of attributes they believe should be represented on the Board and the following suggestions were discussed. He noted that the Board has significant representation by Directors with a USN Surface Warfare background; however, gaps exist in other areas of experience that the committee should discuss.

1. 4-star Marine who could attract other Marines.
2. Senior Naval Aviator.
3. Senior Coast Guard Officer.
4. Senior Submariner.
5. Strong corporate individual with Navy experience.
6. "Outsider" with business and government experience.

VADM Brown summarized the committee's conclusions and all agreed on a list of potential candidates to be provided to the Chair and the CEO to determine their level of interest in serving on the Board of Directors. Following their discussions with the potential candidates agreed upon by the committee, the Chair and CEO will prepare a final list of six nominees to be presented to the entire Board at the 25 July 2013 meeting.

**Committee Action:** Dr. London moved to approve the course of action presented by VADM Brown. The motion was seconded by CAPT Hasslinger and passed unanimously.

Following the vote, Dr. London departed the meeting, but stated that he supported the suggestions made by VADM Brown in her email regarding the length of term suggested for each current Director willing and able to run for an additional term under the new staggered board structure.

## **EDITORIAL BOARD**

In advance of the Committee meeting, CEO Daly circulated a list of potential nominees for the Institute's Editorial Board for the next election, including a list of returning members and a proposed new member, with an additional nomination yet to be determined. CEO Daly requested that the Committee approve the list of identified nominations, allow him to choose the final nomination for which he is looking for a Marine (non-aviator) or USCG officer, and allow him to replace nominees in the event one or more of the nominees is not willing or able to serve on the Editorial Board.

**Committee Action:** CAPT Hasslinger moved to accept CEO Daly's proposal regarding the current list of proposed nominations and allow CEO Daly to make additional or replacement nominations, as necessary. CAPT Van Hook seconded the motion. The motion was passed unanimously.

Following the vote, CEO Daly departed the meeting.

### **STAGGERED TERMS**

VADM Brown discussed that under the recently adopted Amended and Restated Constitution and Bylaws, the Board of Directors is transitioning to a Board with staggered three-year terms, and therefore five nominees will be slated for one-year terms, five for two-year terms, and five for three-year terms. In advance of the meeting, VADM Brown proposed a slate that included three current directors, based on preferences and length of prior service, as well as two new nominees into each of the categories for the one-, two-, and three-year terms.

**Committee Action:** VADM Brown moved that the proposed slate of term lengths be adopted and that Admiral Stavridis be tasked with assigning the initial term length to the new nominees in his best judgment following his conversations with them, as previously approved by the Committee, all of which will be presented to the Board of Directors at the 25 July 2013 meeting. CAPT Hasslinger seconded the motion, which passed unanimously.

### **CONCLUSION OF MEETING:**

**Committee Action:** VADM Brown entertained a motion that there being no further business before the Committee, to adjourn. The motion was seconded and passed unanimously.