



WOODS HOLE OCEANOGRAPHIC INSTITUTION

Member Orientation

A Reference Guide for Trustees
and Corporation Members



Mary Carman, WHOI

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1 INTRODUCTION

Susan Avery,

President and Director

Newton P.S. Merrill,

Chairman of the Board of Trustees

Woods Hole Oceanographic Institution is the world's largest private and independent ocean science research organization. Its dedication to the pursuit of knowledge about our planet and its commitment to educating the next generation of oceanographers makes it a leader in marine research. It is the primary intellectual home for the best minds in ocean sciences, and it seeks a like degree of talent and enthusiasm among potential supporters.



Tom Kleindinst, WHOI

Susan Avery and Newt Merrill

Members of the WHOI Board and Corporation share the trust of those who chartered this Institution on January 6, 1930. Over the course of more than 80 years, exceptional individuals, leaders in a wide range of professions and pursuits, have passed along to their successors a passionate commitment to the good of this remarkable organization.

Trusteeship implies a special connection to the Institution. Because the Board of Trustees is ultimately accountable for stewardship and good governance of the organization, each Trustee has a moral responsibility to the founders and a civic responsibility to future generations to act collegially in a manner above reproach to preserve the historic vision that has made the Oceanographic a world leader in the pursuit of knowledge about our planet.

Members of the Corporation are essential to the process of good governance. They elect the Board of Trustees, and are formally assigned responsibility in the bylaws to “assure that the Corporation accomplishes its mission in the public interest.”

Together, Trustees and Corporation Members strive to promote the identity, mission, and standards of excellence of the Institution by sharing time, talent, and personal resources according to individual means. They work as ambassadors to increase external recognition and forge new connections that help sustain and increase both public and private support for the Institution. They provide active fiduciary oversight of finances, physical assets, and long range plans to ensure the abiding vitality of the Institution. And they appoint and monitor the performance of executive leadership, always ready to advise and offer support in setting goals and priorities.

Today, Trustees and Members have a clearer understanding than our 1930 forebears of just how closely tied is the “public interest” to the well-being of the ocean. Indeed, the well-being of our entire planet is directly tied to the health of the ocean. Service on the WHOI Board and Corporation is certainly a privilege, but it is also an effective means of fulfilling a larger social responsibility. We welcome you, and look forward to working with you.



Jayne Doucette, WHOI

2 WHOI AT A GLANCE

Mission

The Woods Hole Oceanographic Institution is dedicated to research and education to advance understanding of the ocean and its interaction with the Earth system, and to communicating this understanding for the benefit of society.

WHOI is Comprised of:

Five research departments:

- Applied Ocean Physics and Engineering
- Biology
- Marine Chemistry and Geochemistry
- Geology and Geophysics
- Physical Oceanography

Four Ocean Institutes support interdisciplinary research and communicate findings:

- Ocean Life
- Coastal Ocean
- Ocean and Climate Change
- Deep Ocean Exploration

One public policy research center:

- Marine Policy

Ships & Technology

Ships: two global range (274 ft. *Atlantis* and 238 ft. *Neil Armstrong*), one fast coastal (60 ft. *Tioga*). WHOI also builds and operates a group of vehicles designed for ocean exploration. These include *Alvin*, *Jason*, *Sentry*, and *Nereus*.

Academic Programs

Ph.D. and Master of Science degrees awarded jointly with MIT, plus WHOI offers postdoctoral and summer student fellowships and other education programs.

Funding

The Woods Hole Oceanographic Institution is supported by a mix of grants from federal agencies, foundations, private donors, and income from endowment and technology transfer.

WHOI Archives



The Institution's first building, a four-story brick structure, was named for the Institution's first director, Henry Bigelow.

Courtesy of Dave Owen



Bigelow applied knowledge gained on many research voyages in the Gulf of Maine to design of the first blue-water research vessel, the 142-foot steel-hulled ketch Atlantis.

3 A BRIEF HISTORY

It wasn't until the late 19th century that the name “oceanography” was applied to the science of the sea. In 1927, a National Academy of Sciences committee concluded that it was time to “consider the share of the United States of America in a worldwide program of oceanographic research.” Its recommendation for establishing a permanent independent research laboratory on the East Coast to “prosecute oceanography in all its branches” led to the founding of the Woods Hole Oceanographic Institution in 1930.

A \$3 million grant from the Rockefeller Foundation supported the summer work of a dozen scientists, construction of a laboratory building and commissioning of a research vessel, the 142-foot ketch *Atlantis*, whose profile still forms the Institution's logo.

WHOI grew substantially to support significant defense-related research during World War II, and later began a steady growth in staff, research fleet, and scientific stature. Over the years, WHOI scientists have made seminal discoveries about the ocean that have contributed to improving our commerce, health, national security, and quality of life.

Today, WHOI is the largest private institution in the world—and perhaps the most prestigious—focused exclusively on ocean research.



WHOI Archives

The Institution grew substantially during World War II as host to many Navy projects.

Organizational Structure

Science Departments

Applied Ocean Physics and Engineering • Biology
Geology and Geophysics • Marine Chemistry and Geochemistry
Physical Oceanography
Marine Policy Center

Ocean Institutes

Coastal Ocean
Deep Ocean Exploration
Ocean and Climate Change
Ocean Life

Academic Programs

WHOI/MIT Joint Program
Postdoctoral Scholars, Fellows,
Investigators
Summer and Minority Fellows
MBL/WHOI Library

Marine Operations Group

R/V Atlantis
R/V Neil Armstrong
R/V Tioga
National Deep
Submergence Facility

Specialized Centers

Center for Ocean, Seafloor and
Marine Observing Systems
(COSMOS)
Center for Oceans and Human
Health
Marine Mammal Center
Center for Marine Robotics

4 ORGANIZATION

The Institution is organized into five departments covering primary scientific disciplines, a marine policy center, and four Ocean Institutes, plus academic programs, marine operations and administration.

The five science departments are the core of the Institution, the physical location where scientists work. The departments are responsible for recruiting and hiring research staff, and for the promotion and tenure process.

The Marine Policy Center conducts research that integrates economics, policy analysis, and law with the Institution's basic research in ocean sciences. Areas of recent research include nutrient pollution of coastal waters, the economics of ocean observing systems, offshore wind power, biological conservation, and international fisheries management.

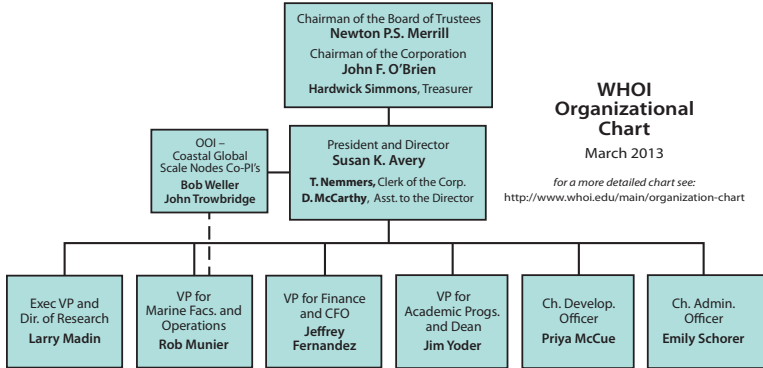
The four Ocean Institutes are virtual entities, to encourage cross-disciplinary research, investing privately contributed money in high-risk/high-reward research unlikely to be funded by government agencies. The Institutes cover four broad themes designed to clearly and understandably communicate to policy makers and the public the importance of complex research in areas of global climate, coastal impacts, ocean life, and deep ocean exploration.

Academic Programs coordinates educational activities in marine science and engineering for graduate students and postdoctoral investigators, as well as summer research activities for undergraduate students. The cornerstone of the program is the joint graduate degree program with MIT. WHOI also grants degrees in its own right, and engages in informal education for K-12 students, including teacher workshops.

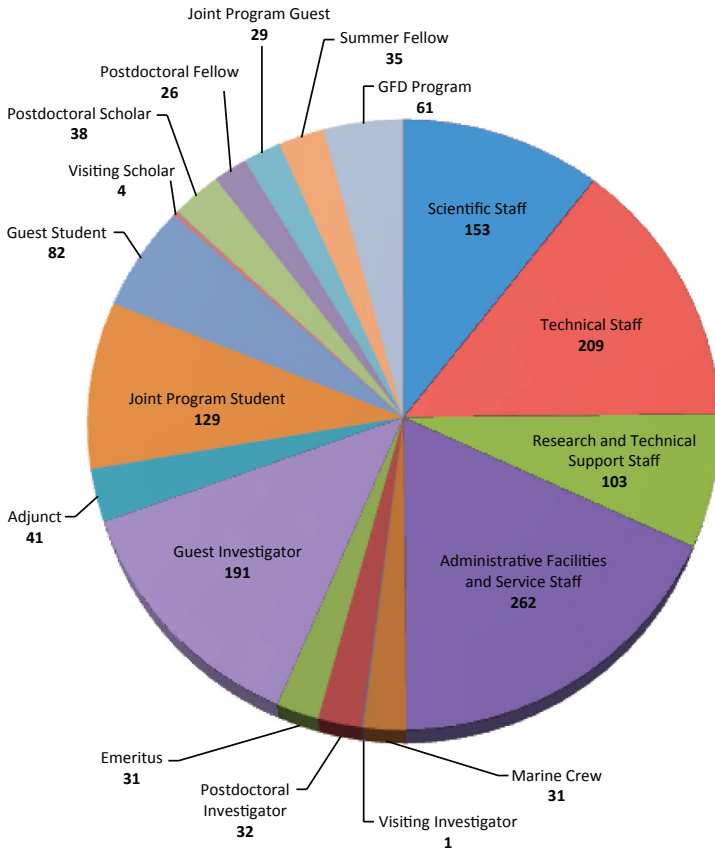
Marine Operations oversees operation of our vessels and vehicles, and coordinates all sea-going operations.



Jayne Doucette, WHOI



2012 People



Science Departments

- Applied Ocean Physics and Engineering
- Biology
- Geology and Geophysics
- Marine Chemistry and Geochemistry
- Physical Oceanography
- Marine Policy Center

Like many educational institutions, WHOI maintains academic departments, with department chairs, labs, and supervision of students.

The way in which traditional academic departments work with the engineering component of WHOI creates a unique symbiosis that has been the basis for groundbreaking advances in ocean science.



A WHOI researcher checks groundwater levels and salinity as part of monitoring studies of the salt-water-freshwater interface through time. Between 5 and 10 percent of the fresh water in the ocean comes from groundwater seeping through submarine sediments. Scientists are trying to understand how human activities affect groundwater quality and the coastal ecosystem.

The Ocean Institutes

The Ocean Institutes were established in 2000 to stimulate and sustain innovative, interdisciplinary oceanographic research. The Coastal Ocean, Deep Ocean Exploration, Ocean and Climate Change and Ocean Life Institutes are an “overlay” to the more conventional academic department structure. The Institutes build bridges between different scientific disciplines, closing the gaps that hinder scientific discoveries. They bring together the best minds in oceanography, engineering, and related fields to foster innovative thinking and launch interdisciplinary initiatives to lead the way in the pursuit of new knowledge about the ocean and new ways to work in the ocean. These initiatives tackle many of society’s greatest issues, including mitigating and adapting to climate change, sustaining and conserving ocean ecosystem services and resources, and responding to disasters. The Institutes also foster a rich graduate education experience for future leaders of oceanography.

Each Ocean Institute has a director who is a senior member of the scientific staff, and one staff support. Although internal funding for the Institutes is relatively small in comparison to the overall WHOI budget, the directors are able to sponsor annual in-house competitions for seed grants to launch high-risk, high-reward research that is not supported through traditional governmental sources, with an eye to leveraging government funds when the projects are more mature.

The Ocean Institutes also act as a valuable public resource by making new information and discoveries accessible to stakeholders. They help to communicate the importance of the oceans to each person’s life and to the future of our planet. They dedicate resources to conveying unbiased scientific information in efficient and timely ways, and they engage leaders from the research community, philanthropy, government, and the private sector to delve into oceanographic issues that affect society. They provide a forum for dialogue between the public and the scientific community.

Board and Corporation Members are encouraged to join an Ocean Institute advisory committee to become fully informed about the research and be an effective ambassador. An Institute committee member is expected to contribute to the Institute’s funds and to promote interest in the Institute’s research.

Academic Programs

- MIT/WHOI Joint Program
- Postdoctoral Scholars
- Summer Fellows
- MBL/WHOI Library

The MIT/WHOI Joint Program is considered one of the world's most prestigious graduate degree programs in marine science, bringing together the resources of two great institutions: the Massachusetts Institute of Technology, and the Woods

Hole Oceanographic Institution. More than 800 alumni and alumnae include many of the world's scientific leaders in oceanography.

The Joint Program awards approximately 20-25 doctoral degrees each year. Degrees are awarded in science and engineering, and in some cases a PhD. is awarded by WHOI independently. The program includes a master's program for Naval officers.

WHOI accepts 10 to 15 post-doctoral scientists each year, who pursue their research in further depth and make a valuable contribution to all scientific pursuits. WHOI is consistently ranked nationally among the top 10 "Best Places to Work for Postdocs."

Each summer WHOI accepts a number of promising undergraduates to join our research community as Summer Student Fellows. Competition to gain entry to this program is intense, and many summer fellows go on to careers in ocean sciences. WHOI also conducts K-12 outreach activities via the Web, teacher workshops, and the participation of individual scientists.



Jayne Doucette, WHOI

In 2000, graduates from the MIT-WHOI Joint Program in Oceanography/Applied Ocean Science and Engineering lined up on the WHOI lawn at Commencement.

5 MARINE OPERATIONS



WHOI Archives

WHOI operates two large research vessels: *Knorr* (to be replaced in 2014 by R/V *Neil Armstrong*) and *Atlantis*. Our ships are part of the US academic fleet and are used by scientists from all over the world. The fleet is coordinated by an organization called UNOLS, the University National Oceanographic Laboratory System. UNOLS has 57 member institutions, with 28 research vessels at 19 of those institutions. The UNOLS office is currently located at the University of Rhode Island.

Being part of the UNOLS fleet means that the Institution's vessels are used for many research disciplines, for long- and short-term research projects, and on global research (such as ocean circulation and climate studies) and very specific, focused research (such as the study of organisms that colonize hydrothermal vent sites). The Institution employs about 100 marine personnel on our ships, which can be operating at almost any location on the globe at any time.

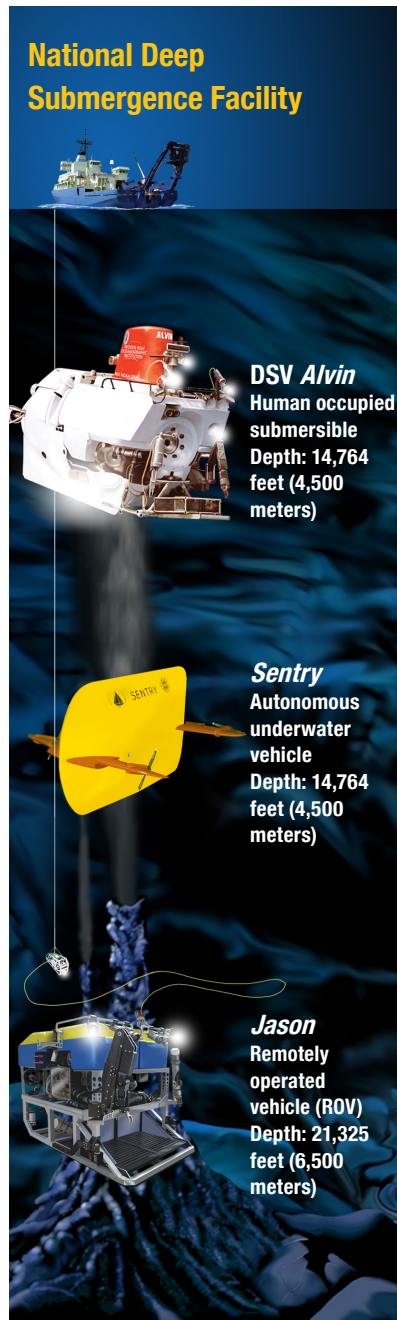
In addition to these vessels, WHOI owns and operates a multi-purpose coastal research vessel, *Tioga*.

The National Deep Submergence Facility

The National Deep Submergence Facility (NDSF), hosted at WHOI, is a federally-funded center that operates, maintains, and coordinates the use of four vital deep ocean vehicles:

- The human occupied submersible *Alvin*
- The remotely operated vehicle system *Jason/Medea*
- Autonomous underwater vehicle *Sentry*

The NDSF is sponsored by the National Science Foundation, the Office of Naval Research, and the National Oceanic and Atmospheric Administration. The facility is managed by WHOI and overseen by the University National Oceanographic Laboratory System (UNOLS).



Fleet of Vehicles

The engineering component of WHOI distinguishes us from all other oceanographic research centers.

WHOI scientists have an opportunity to work collaboratively with the engineers in order to find a means to further their discoveries.

The engineering staff is larger than the scientific staff.

WHOI is working to find ways to turn engineering breakthroughs into funding sources. This is a delicate matter in terms of our charter of basic research and academic independence.

Autonomous and Hybrid Vehicles

REMUS
Remote
Environmental
Monitoring Units
Up to 19,685 feet
(6,000 meters)



Gliders
Autonomous
underwater vehicle
Depth: 656 feet (200 meters)



SeaBED
Autonomous
underwater vehicle
Depth: 6,562 feet
(2,000 meters)



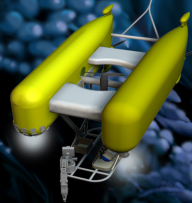
Puma
Autonomous
underwater vehicle
Depth: 16,404 feet
(5,000 Meters)



Jaguar
Autonomous
underwater vehicle
Depth: 16,404 feet
(5,000 Meters)



Nereus
Hybrid remotely
operated vehicle
Depth: 36,089 feet
(11,000 meters)





Alexander Dorsk, WHOI

6 FUNDING

How WHOI is Funded

WHOI is a “Soft Money” Organization

Unlike a university, WHOI scientists are not salaried employees. WHOI provides the scientists with a wonderful place to work and staff support, but it is the process of applying for and receiving grants that pays most of their way.

Government Grants

Approximately 80% of WHOI’s budget is from government grants and contracts.

Foundations

Private foundations are also a significant source of research funding. Unlike government grants, foundation grants usually do not include overhead costs, which must be covered by the Institution’s unrestricted budget.

The Principal Investigator

Government grants and contracts are obtained by peer-reviewed proposals written by WHOI investigators. Grants vary widely, from tens of thousands of dollars to millions, and may fund a single investigator for a few months, or a team of a dozen or more investigators for several years. Often WHOI investigators develop government projects with scientists from other institutions.

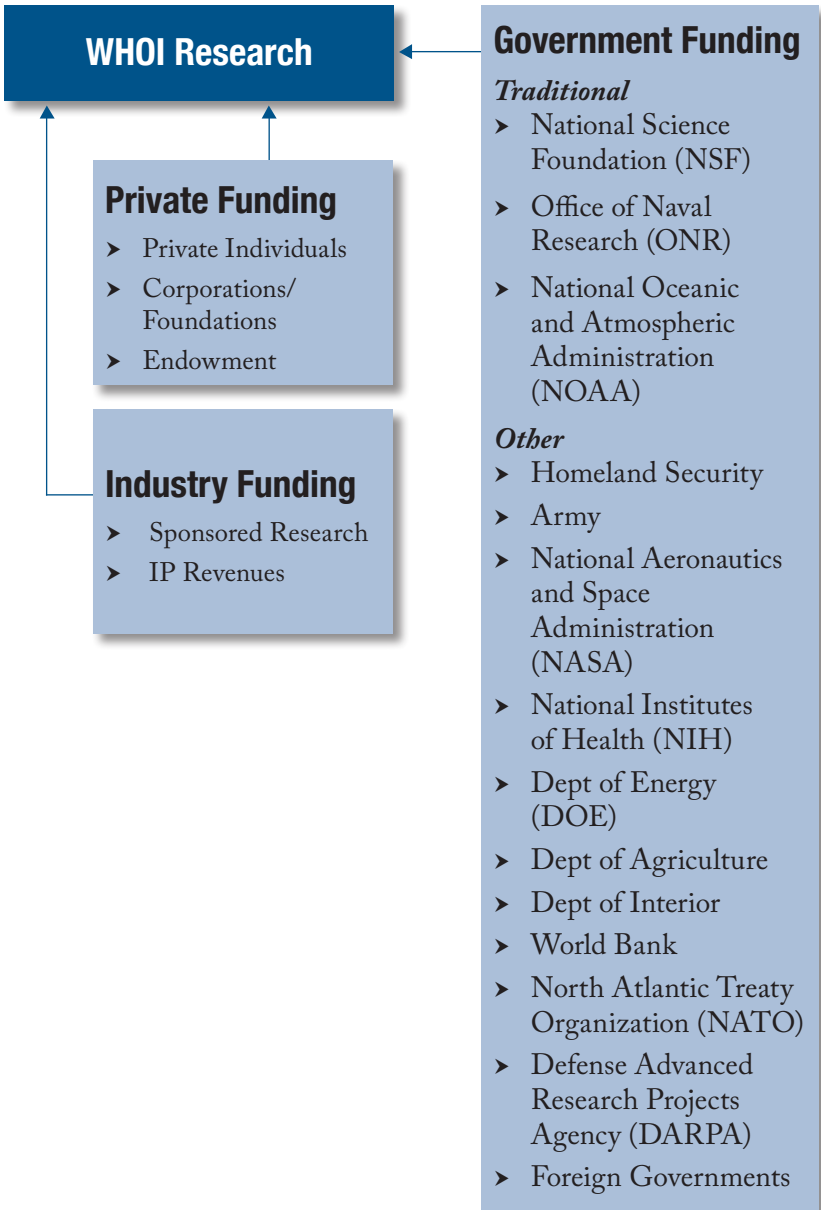
Overhead

Overhead functions for the operation of the institution are funded from a percentage deducted from the grants and contracts written by scientists, and from private gifts and endowment income. The percentage allocated to overhead must be carefully calculated so as not to jeopardize the investigators’ chances of having their proposals accepted.

Bridge Support

When an investigator is in between grants, or has not received enough grant money to fund his salary, WHOI must provide a “bridge” to tide him or her over to the next source of funding. Funding for bridge support comes in part from WHOI’s unrestricted budget.

Diversified Funding Sources



Proposal Submission Data

WHOI has a remarkable success rate in having its proposals funded.

Numbers of proposals						
	2007	2008	2009	2010	2011	2012
Submitted	890	812	880	905	947	1104
Awarded	507	546	538	553	542	572
Declined	342	246	309	311	344	281
Pending	11	2	19	21	45	221
Withdrawn	30	18	14	20	26	30
Success rate	57%	67%	61%	61%	57%	52%
Ratio awd::declined	60%	69%	64%	64%	61%	67%



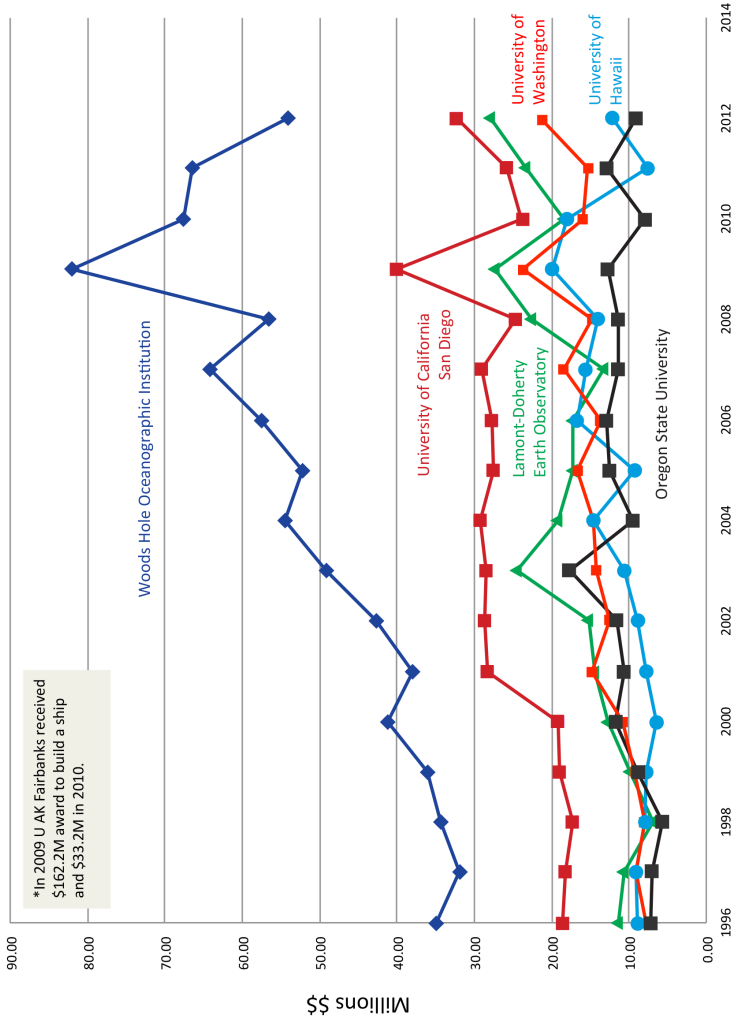
Sean Whelan, WHOI



Tom Kleindinst, WHOI

How WHOI Measures Up

NSF Awards in Ocean Sciences, including ships & subs
Top 6* Academic Institutions



Cooperative Agreements



WHOI research takes place around the world. This map shows locations of projects recently featured in our in-house print and online publication, Oceanus.

Specialized Centers

CINAR (Cooperative Institute for the North Atlantic Region)

conducts research to inform NOAA policy for sustainable and beneficial management of the northwestern Atlantic shelf ecosystem.

COSMOS (Center for Ocean, Seafloor and Marine Observing Systems) provides administrative, management, and systems engineering oversight of large observing systems projects at WHOI.

MPC (Marine Policy Center) conducts social scientific research that integrates economics, policy analysis, and law with the WHOI's basic research in ocean sciences.

WHOI-NOAA CICOR (Cooperative Institute for Climate and Ocean Research)

coordinates NOAA-funded research at WHOI, builds ties with NOAA laboratories, and helps develop cooperative NOAA research with academic institutions throughout the Northeast.

WHCOHH (Woods Hole Center for Oceans and Human Health) conducts research to improve the public health through enhanced understanding of how oceanic processes affect the distribution and persistence of human pathogens and toxin producing organisms.

WHOI Marine Mammal Center combines basic research with advanced technology to solve major scientific and conservation problems resulting from anthropogenic effects on marine mammals the ecosystems on which they depend.

WHOI Center for Marine Robotics promises to open the ocean to humans in new ways. Recent advances in robotics are improving efficiency, lowering costs, and reducing the risks of marine operations.

To speed development of robotic technologies, the Woods Hole Oceanographic Institution has created the Center for Marine Robotics. The goal of the Center is to collaborate with industry sponsors, academic partners, and key government agencies to change the way people and machines work together in the marine environment.



Tom Kleindinst, WHOI



Tom Kleindinst, WHOI

Office for Applied Oceanography

WHOI's specialized laboratories and facilities, and its sophisticated scientific and engineering staff, provide rich resources for industry and government organizations. OAO (Office for Applied Oceanography) is a one stop shop for establishing innovative and lasting sponsorship programs with an emphasis on applied oceanographic science and engineering collaborations with industrial, military, or other government partners, and for researchers seeking to offer the Institution's technologies for licensing or commercialization.

OAO was formed in 2006 to help WHOI increase funding from new sources, and has been highly successful in opening doors to both industry and non-traditional Federal government funding sources, including the Naval Oceanographic Office, the Defense Advanced Research Projects Agency (DARPA), Raytheon, Schlumberger, Monitor Instruments, Tech Cominco, and Teledyne Benthos, among others.

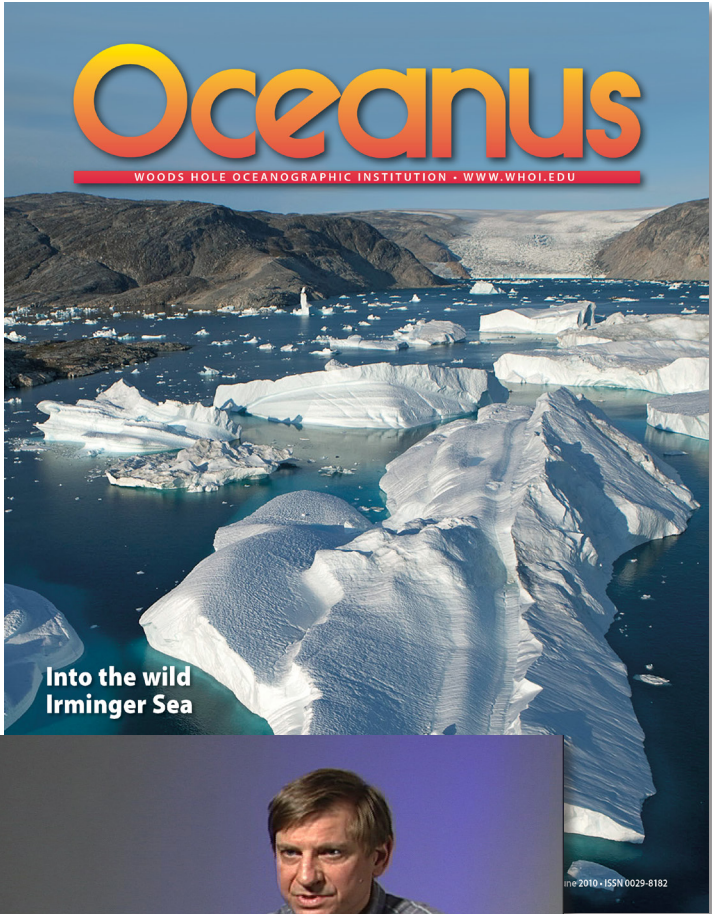
OAO also facilitates commercial spinoffs of technology developed by WHOI scientists and engineers. A recent example is EOM Off-shore, a new company set up to manufacture, deploy and maintain whale detection moorings developed in collaboration with researchers from Cornell. The moorings alert ship operators to the presence of whales in shipping lanes leading to major ports in the Northeast. These moorings answer a pressing need by shipping companies to comply with a host of new regulatory provisions protecting marine mammals, and promise to be a key component in the effort to save the endangered North Atlantic right whale. They also promise a host of other applications for such purposes as coastal defense and security.

7 COMMUNICATIONS

How WHOI Communicates its Work

- Peer-reviewed publications
- Web-accessible databases
- WHOI.edu website
- *Oceanus* magazine: in print and online
- Video podcasts online
- Press releases and popular media
- Web-based outreach and education (Dive & Discover, Live from the Poles)
- Museum projects
- Cooperative television documentaries
- Congressional testimony
- Public talks at conferences





A portrait of Don Peters, a man with short brown hair wearing a grey and white checkered button-down shirt. He is looking slightly to the right of the camera. The background is a solid purple color. Below the portrait is a dark blue horizontal bar containing the text 'DON PETERS, SENIOR ENGINEER' and 'WOODS HOLE OCEANOGRAPHIC INSTITUTION' in white. To the right of the text is the Woods Hole Oceanographic Institution logo, which is a white circle containing a stylized sailboat.

8 GOVERNANCE

Structure

The unique structure of our governance body is largely a function of the laws of the Commonwealth of Massachusetts, where WHOI is chartered and incorporated. While it is no longer required that non-profit organizations be governed by both a Corporation and a Board of Trustees elected by the Corporation, we have come to find this structure—traditional to WHOI since its founding in 1930—to be useful and workable. All Trustees are also Members of the Corporation, and, with rare exceptions, new Trustees are selected from among the Members of the Corporation.

Although Life Trustees and Honorary Members do not vote, their experience and knowledge is highly valued, and they are actively sought for service on all committees. They also play a primary role in promoting the Institution externally.

BOARD OF TRUSTEES

6-year terms
20 to 32 Trustees
Presided over by
Chairman of the Board
**Elects the members of
the corporation**

MEMBERS OF THE CORPORATION

Initial 3-year term,
then 6-year terms
120 Members
(including Trustees)
Presided over by Chairman
of the Corporation
Elects the trustees

LIFE TRUSTEES

Trustees aged 75+
Non-voting
Eligible to serve on
all committees

HONORARY MEMBERS

Members aged 75+
Non-voting
Eligible to serve on
all committees

WHOI Associates

While not part of the governance structure of the Institution, the Associates are individuals who are interested in WHOI and support its work with annual contributions. An Associate may be someone who lives in the vicinity of Woods Hole, or a follower of discoveries made at WHOI via the website, or a science teacher who uses WHOI publications in his or her classroom. A contribution of \$100 is all that is required to become a WHOI Associate. By definition, all Trustees and Corporation Members are WHOI Associates. There are a variety of lectures, tours, and events offered each year to Associates, and they are an important part of the WHOI family and tradition. Every WHOI Associate receives the *Oceanus* magazine for the duration of their membership. Giving a gift of an Associate membership to an interested friend or family member is an excellent way to share your enthusiasm for our work.

Committees

Much of the work of governance is conducted by committees and reported out to the Board and Corporation at semi-annual meetings.

Charter Committees

Charter committees are authorized by the corporate bylaws and remain in existence indefinitely to regularly manage and monitor issues central to the continuance and legal compliance of the organization. The Charter Committees are the following:

- Audit
- Business Development and Technology Transfer
- Committee on the Board
- Compensation
- Development
- Employee Retirement Trust
- Executive
- Finance
- Investment
- Research and Education

Advisory Committees

The following are the Advisory Committees. They provide general direction and guidance, with duration generally ongoing but not necessarily permanent.

Access to the Sea

Four Ocean Institutes

Coastal Ocean

Deep Ocean Exploration

Oceans and Climate Change

Ocean Life

Other Committees

The Board and Corporation may occasionally establish special committees or task forces, which are presumed to end with the resolution of the specific situation or issue that gave rise to their formation.

All categories of Members and Trustees are welcome to participate in the work of committees and task forces.

Your Role as a Member of WHOI Governance

Corporators and Trustees have multiple roles in the stewardship of the Institution.

Fiduciary

The primary responsibility of Trustees and Corporation Members is fiduciary in nature. Trustees are formally assigned responsibility in the Bylaws for the “government, control and general management of the affairs, funds and property of the Corporation.” They must therefore provide active fiduciary oversight of finances, physical assets, and long range plans to ensure the abiding vitality of the Institution. Trustees are also responsible for appointing executive leadership of the Institution and monitoring executive performance in carrying out Board policies. Trustees are also charged with election of Corporation Members, which requires familiarity with the background and qualifications of candidates for the Corporation as recommended by the Committee on the Board according to a matrix of needs for specific skills and experience.



Tom Kleindinst, WHOI

Corporation Members help fulfill all of these responsibilities whenever they serve on a charter committee. Additionally, Corporation Members have a fiduciary responsibility to elect those who serve on the Board as Trustees, which requires due diligence to ensure the best possible mix of skills and experience on the Board as the needs of the Institution dictate.

Strategic planning

Beyond legal compliance and financial equilibrium, the Trustees and Corporation Members share responsibility with the research staff and administration for envisioning and shaping the future of the Institution. In order to develop a strategic vision of how best to allocate our resources, Corporators should make an effort to acquaint themselves with the work done by the scientific, engineering and academic departments at WHOI, and to maintain familiarity with the depth and breadth of the Institution's research.

Ambassadorship

Every Corporator should consider him/herself an ambassador for WHOI. You are encouraged to tell your friends and colleagues about the interesting work accomplished here, and share your enthusiasm for oceanographic research. You are also encouraged to host gatherings to introduce others to the excitement of exploration and discov-

ery at WHOI. It is also important that you offer others the opportunity to join our donor group, the Associates, which provides critical unrestricted funds to the Institution.

Financial support

While participation in terms of time and talent are equally impor-



Tom Kleindinst, WHOI

tant, the Board expects every Trustee and Corporator to give to the annual fund every year. In accordance with their commitment to our global mission, all Members must set the standard for making the Oceanographic a philanthropic priority.

For every Trustee and Corporation Member, the minimum expectation is a gift reflecting your best effort, whether through personal giving alone or in combination with fundraising advocacy. The annual fund gift is understood to be separate and apart from estate-planning gifts, and separate from gifts to special projects or comprehensive campaigns

requiring additional effort. 100% participation is crucial to our ability to secure foundation grants and to maintain our good credit rating. The target giving level is \$10,000 for corporation members and \$25,000 for trustees.

The Institution appreciates that any target giving level may exceed the reach of some, and may understate the reach or desire of others. Because Trustees and Members represent a diverse group, they likewise represent a diverse range of giving capacity. To set a minimum threshold on giving could unnecessarily exclude significant and meaningful contribution in nonmonetary ways. Therefore, the target giving levels should be taken as guidelines only, and WHOI asks that you consult individually with Institution fund-raising staff as a

means to explore options for maximizing your gift potential consistent with your resources.

Bring your own special talent and expertise to bear

We are a group of exceptionally capable individuals, from a wide-reaching range of disciplines. As a Member of the Corporation, please keep an eye out to see where your expertise, your contacts or your special interests can be of use to WHOI. The more you know about the Institution and its work, the more able you will be to offer targeted assistance. Every Member has a responsibility to be knowledgeable in a broad sense about WHOI research, and cognizant of the major issues facing the Institution.

Governing, not managing

The widely accepted principle that trustees govern and do not manage holds true here. Trustees and Corporation Members have no role in the hiring and firing of faculty or staff, with the exception of the role of the Trustees in appointing and evaluating the performance of the President and Director. While Trustees and Corporators are valued for their experience in a wide variety of areas, including management, they need to keep in mind that the administration manages the institution.

Give us feedback

After each meeting complete the online survey of member satisfaction with the event. At any time of the year please go to the trustee website and click on the suggestion box link at the bottom of the home page. Here you may ask questions, make suggestions, voice criticism, or offer help in a more confidential form than an open meeting. The suggestion box will be monitored regularly and you will receive a response within a week.

What WHOI is and what WHOI is not

During our governance meetings and, as an ambassador for WHOI, it is important to keep in mind just what our organization is and is not.

WHOI IS:

A stand alone organization

Other recognized ocean research facilities are part of a larger academic institution, and their researchers enjoy the financial support of the larger institution. WHOI researchers depend much more heavily on funding from grants to support their work, staff and laboratories.

A highly respected marine research and engineering facility.

WHOI stands out among other ocean research institutions because it alone has its own engineering component. WHOI scientists are able to work closely with the engineering specialists to design and manufacture specialized vehicles, instrumentation, observing systems, mapping systems, sampling techniques and much more.

The manager of a top notch fleet of research vessels.

A higher education institution.

WHOI IS NOT:

An advocacy group or public policy forum

While WHOI understands the value of its ocean research to finding solutions to environmental and social concerns, the Institution firmly refuses to advocate for causes or for specific policy. Our commitment is to make available the best scientific research to aid policy makers, businesses and others in their decision making processes.

A university

A for-profit organization



Tom Kleindinst, WHOI

Frequently Asked Questions

Concerning Governance

We all bring unique perspective to the Corporation. Some have prior experience on other not-for-profit boards, while this might be the first such experience for others. Not all boards are the same and WHOI has its own traditions and expectations. Below are some of the questions we have fielded over time and some that Corporators and Trustees may feel awkward asking. This is an evolving document so if you have a question that is not on the list, please let us know.



Tom Kleindinst, WHOI

When and where are meetings held?

The Board and Corporation meet together semi-annually in May and October at the Quissett Campus in Woods Hole, MA. The Trustees also meet separately in January, at a location that varies.

Is attendance required?

Absent exigent circumstances, Members are expected to be present at all meetings. Trustees can be faced with unavoidable conflicts with family events or business obligations. Nevertheless, the meeting schedule is distributed well in advance (and is also available online at www.who.edu/trustees) and it is the Board's expectation that Members will do everything in their power to attend every meeting.

While the Bylaws do not mandate a formal policy, attendance is a highly visible form of Board and Corporation engagement. Should unexcused absence become a concern, Members will be encouraged by Board leadership to consider service at a time when competing interests are less demanding.

When should I arrive for the meetings and when is it acceptable to leave?

Our semi-annual meetings are held on three consecutive days in May and October. Most committees meet on the first two days, and the Board meets on the second day, followed in the evening by a reception and dinner that includes Corporation Members.

The Board and Corporation meet jointly on the last morning. During the opening business part of the meeting, spouses and guests can participate in a special science program. They are then welcome to join the second half of the Corporation meeting for a science presentation and lunch. The luncheon is a time when members have an opportunity to meet with their science partners to learn more about their research challenges. However, the lunch is considered optional, and it is understood that travel pressures require some to leave directly after the science presentation.

Am I expected to attend anything else?

Members of the Board and Corporation are ambassadors of the Institution and this is an honor that endures beyond the two yearly meetings. You are encouraged to attend any and all events that will further connect you with the WHOI community. Because the majority of our Members do not live in Woods Hole, smaller meetings and events are often held in Boston, New York and elsewhere. We encourage you to attend those events which are in your home area, and even to consider hosting such an event.

Remember especially that, by virtue of your annual gifts, you are also Associates, and we strongly encourage you to attend all Associates events, which always offer an additional view of the many facets of ocean science.



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Who else is on the Board?

A list of Trustees and Corporation Members can be found in your WHOI Handbook and on the Board website (www.whoi.edu/trustees). All of the information on the site is accessible to the public except individual Member biographical and contact information, for which you must have a user name and password assigned by the Clerk. Please remember that personal and contact information is confidential and should by no means be used or distributed for non-Board use and especially not for the purpose of solicitation of any kind.

Are there any Board traditions that I should know about?

Along with the Associates program, Trustees and Corporation Members share a strong tradition of financial support of the Institution and take pride in early commitment and 100% participation in both the annual fund and ongoing capital campaigns. Please place the Institution at the top of your list of philanthropic priorities, and give generously in accordance with your capacity.

Are spouses, partners, friends ever included?

Yes. You are encouraged to bring your spouse, or partner and any friends who have expressed an interest in learning more about WHOI. Prior to each meeting, you will be asked to indicate the names of any guests you want to bring. While you are attending your meetings, your guests will be offered tours or special presentations that highlight the fascinating work of the Institution. Your guests are included in the reception and dinner and in the science presentation and lunch at the Board and Corporation meeting.

What do people wear to the meetings?

The term “smart casual” is a good way to describe the dress at our meetings. Gentlemen usually wear sport coats and ladies dress in comfortable slacks or skirts and sweaters or jackets.



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Where can I stay in or near Woods Hole while attending the meetings?

There are a number of small hotels in the area that offer a discounted rate for WHOI Members. A list of these will be included in the advance notice materials sent to you before each meeting. There are also many B&B options in the area, about which staff can advise you.

Is there homework?

Prior to each Board and Corporation meeting, you will receive via email or, by request, regular mail, materials to be reviewed in advance. Members are expected to familiarize themselves with the contents of the materials, especially including background information on items requiring action by vote, so that meeting time can be spent on discussion and not simply review.

Does the Board observe Robert's Rules of Order or any other code of conduct?

The code of conduct for Board and Corporation meetings is based on common courtesy rather than any formal rules of order. Often our sessions begin with opening remarks from the Chairman of the Board or Chairman of the Corporation, followed by one or more

presentations by a committee chair or member of the senior staff. The final presentation is usually a report by the President and Director. During these presentations, it is best if Members limit their questions to minor clarifications so that the speakers are certain to cover their materials. Time is built in at the end of presentations for more involved questions or discussion. Committee meetings, because they involve fewer people, feel more informal and lend themselves to more free-flowing discussion.

Are there other standard rules of etiquette of which I should be aware?

A few simple requests:

- ▶ **Be on time.** The agendas are full and require that we keep to a schedule.
- ▶ **Listen attentively.** If, for some reason, you cannot hear the speaker, by all means raise your hand and let him/her know.
- ▶ **Silence your electronics**—particularly mobile phones—during meetings.

Seating at the meetings is informal. Just look around and find a chair that is comfortable for you.

Please be aware that information shared at our business meetings is confidential. But please feel free to share the knowledge and insights you gain from our science presentations.

I don't recognize everyone—who are all these people sitting in on the meetings?

Board and Corporation meetings include senior administrators, and often members of the scientific and engineering staff. Those scientists, engineers, students and others who are on the agenda to make a presentation will be present for some or all of the meeting. Everyone attending the meetings will be given a name tag, which will help you in learning and remembering names and identifying their position at WHOI.

Should I keep my mouth shut for the first year or so?

Absolutely not. You are here because we value your experience, insight and perspective. Your experience will, in all likelihood, allow

you to see connections, similarities and parallels that the rest of us don't, and you should feel free to add these insights or raise consider-



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ations where others have not. The new Member orientation materials will enable you to better understand some of the institutional background. It is not unusual, however, to require some time to digest the substantial amount of data available before each meeting and to become accustomed to the new words and acronyms used by ocean scientists. Should you feel the need to bridge some knowledge gaps, you should always feel free to speak with a fellow Trustee or Corporation Member for additional background information.

How did I end up on two committees and what if I want to switch?

The work of the Board is largely accomplished through the work of its charter committees. The Committee on the Board is assigned the task of recommending Members to serve on committees. A Member's preference, while seriously considered, cannot always be honored, and you are asked to be open-minded about your committee assignments as you learn about different areas of the Institution. Membership on the Ocean Institute Committees is voluntary and you are encouraged to join one or more. You will be highly rewarded by being among the first to know of some exciting new discovery or field of research. If you would like to switch from one Institute

Committee to another at any time, just ask.

How do people become committee chairs?

The Committee on the Board may recommend individuals to the Chairman of the Board for service as committee chairs. In the case of charter committees, the ultimate decision rests with the Chairman of the Board in consultation with the Executive Committee.



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Committee chairs have a term of 3 years. The chair of each charter committee is also a member of the Executive Committee.

How does one become part of the Executive Committee?

As per the Bylaws, the Executive Committee is comprised of the Chairman of the Board of Trustees, the Chairman of the Corporation, the Treasurer, the chair of each charter committee, the President and Director, plus such additional trustees as the Board may determine. To serve on the Executive Committee you must be an active member of the Board of Trustees.

What does the Executive Committee do—are they the “real” board?

The Executive Committee is empowered, under the Bylaws, to act for the full Board when the full Board is not in session. The Executive Committee typically meets eight times a year to execute transac-

tions which cannot wait until a regularly scheduled Board meeting or to discuss matters for which the Chairman or President seek advice. Any action undertaken by the Executive Committee is reported in the minutes and distributed to the full Board of Trustees.

What's the difference between the Executive Committee and executive session?

The Executive Committee refers, as outlined above, to a charter committee of the Board. An executive session is that part of the Board of Trustees meeting when only Trustees are present. Executive session is used for the purpose of discussing the most sensitive matters, including issues relating to executive compensation, legal matters, and, on rare occasions, personnel.

What if I have a conflict of interest?

Each year, all Trustees (and any Corporation Member who serves on a charter committee) are required to submit a conflict of interest disclosure form. The disclosure form deals primarily with potential leverage of position for personal and financial benefit. It will ask you



to think about your position and that of family members in relation to WHOI and entities with which WHOI does business.

How long do people serve as Members of the Corporation or Trustees?

Members of the Corporation are elected initially for a term of three years. The Committee on the Board will review your record of service (attendance at meetings, membership on committees, volunteer service, financial support, overall evidence of interest and engagement) in order to determine your suitability for re-election. If the Committee recommends re-election, all subsequent terms are six years. It is not required that you resign after a fixed number of terms.

The Trustees are elected by the Members of the Corporation from within their ranks. On rare occasions, the Committee on the Board may recommend election of an individual not already on the Corporation. It often happens, therefore, that a Trustee's term is not in sync with his or her term as a Member of the Corporation. We acknowledge that asynchronicity, but have not found it to present a significant problem.

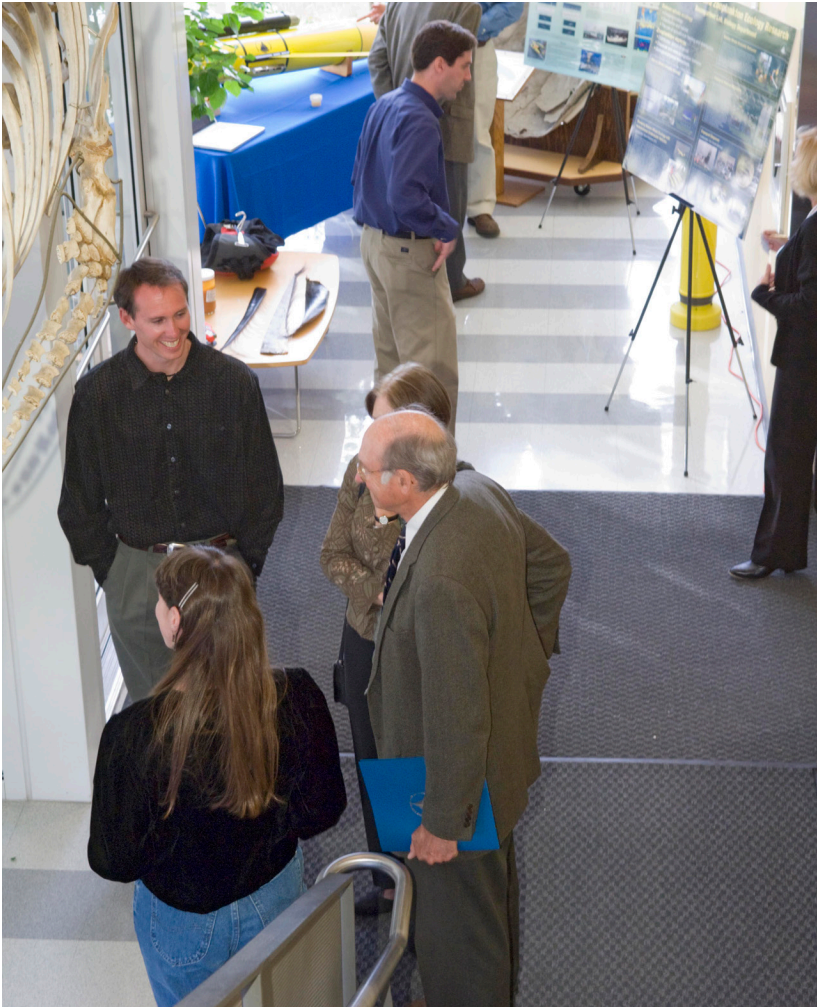
How do I find out more about what is going on around WHOI?

You will be sent frequent emails from the Clerk of the Corporation, with updates from the President, news of new discoveries, WHOI in the news, etc. You will also hear regularly from the Associates office. Your best means of keeping abreast of all things WHOI is to visit our website regularly and read *Oceanus Magazine*, available both in print and online. All new Members are automatically signed up for *Oceanus* email alerts, which will notify you each time a new article is posted online.

Oceanus explores the oceans in depth, highlighting the science, technology, and researchers at WHOI in news, multi-media features, and interviews. Each issue covers a wide spectrum of oceanography, spanning coastal research, marine life, deep-ocean exploration, and the ocean's role in climate, as well as ocean technology and policy. The print version is published three times a year, and all past articles are available online, which makes them especially easy to share with friends, family, and colleagues.

Also, visit WHOI! The staff and researchers are delighted to show

you around any time and will always be able to satisfy your curiosity about ocean science. Ask the Clerk to pair you with a science partner, who will be delighted to show you their lab and share news of their work. When you travel to WHOI for the meetings, your science partner will automatically be invited to join you for lunch.



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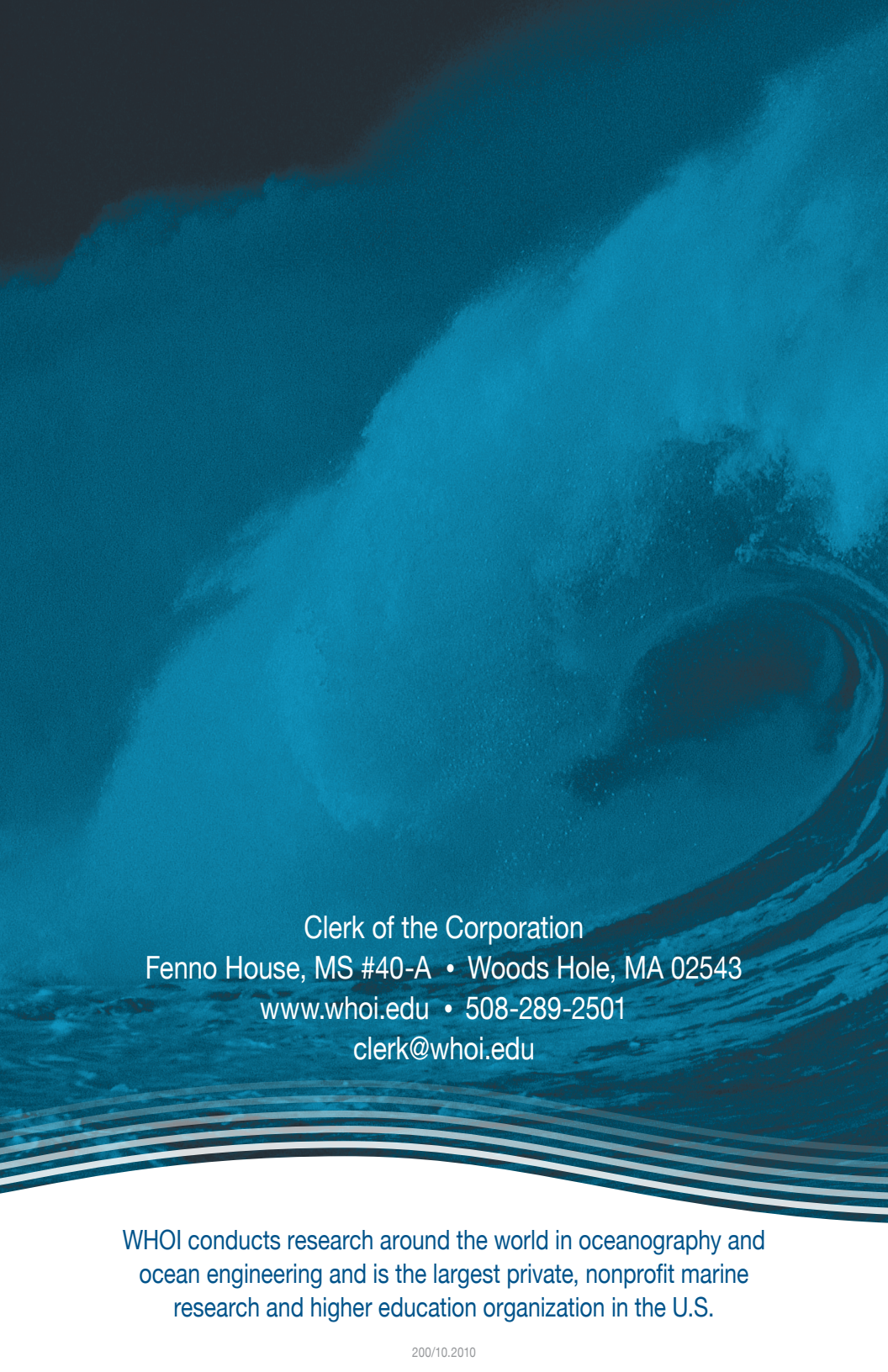


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9 WHOI GOING FORWARD

- ▶ Retain core scientific enterprise with sustained excellence in interdisciplinary research and graduate education by the highest quality scientific and technical staff.
- ▶ Continue diversification of funding sources, including new opportunities for growth in applied research and commercialization of technologies and discoveries.
- ▶ Continue leading edge innovation and growth in tools and facilities for scientific research, including ships, vehicles (human-occupied, tethered, and autonomous) and sensors.
- ▶ Continue upgrading and new construction of top-grade physical laboratory facilities (e.g., new 10,000 square foot building for the Laboratory of Ocean Sensing and Observing Systems).
- ▶ Increase institutional self-sustainability (e.g., green technologies and processes for reduction of operating costs).
- ▶ Increase number of international and inter-institutional research collaborations that support core scientific mission (e.g., King Abdullah University for Science and Technology for Red Sea ecosystem research; MIT and Harvard for high-performance computing; MIT for global environment initiative; Rensselaer Polytechnic Institute for ocean informatics, Cornell for robotics).
- ▶ Maintain a balance between grants and contracts for programs that are larger in interdisciplinary scope and size and projects that are smaller and more discipline specific.
- ▶ Recognize the importance of the relevance of WHOI science to societal concerns like global climate change, sea level rise, loss of fisheries and bio-diversity, natural resource extraction, and natural hazard prediction.

In essence, WHOI will continue to accomplish its mission by interpreting the past and understanding the present, inventing the tools, exploring the unknown, building information pathways, informing ocean policy, taking science to application, and educating for the future.



Clerk of the Corporation
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WHOI conducts research around the world in oceanography and ocean engineering and is the largest private, nonprofit marine research and higher education organization in the U.S.