



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

## **AGENDA**

**8:00 A.M. CENTRAL TIME**

### **BREAKFAST**

IHMC Library

### **MEETING CONVENES**

Roll Call

Chair Carol Carlan

Chair's Greetings

Chair Carol Carlan

### **ACTION ITEMS**

1. Approval of April 6, 2006 Minutes

Chair Carol Carlan

2. Reappointment of Directors

Chair Carol Carlan

3. Election of Chair and Vice Chair

Chair Carol Carlan

4. Reappointment of Committees

Chair Carol Carlan

5. Approval of 2006-2007 Operating Budget

Vice Chair Eric Nickelsen

6. Adopt Meeting Schedule for 2006-2007

Chair Carol Carlan

7. Resolution Honoring Representative Benson

Chair Carol Carlan

8. Resolution Honoring Chair Carlan

Vice Chair Eric Nickelsen

### **DISCUSSION ITEMS**

1. External Audit

Vice Chair Eric Nickelsen

2. Fundraising Goals

Chair Carol Carlan

### **CHIEF EXECUTIVE OFFICER'S REPORT**

Dr. Ken Ford

Legislative Update

Research Initiatives

Featured Research

### **OTHER ITEMS**

Chair Carol Carlan

### **ADJOURNMENT**

Chair Carol Carlan

### **LUNCH**

IHMC Library

### **IHMC BOARD GROUP PHOTOGRAPH**

IHMC Library



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 1:**

**ISSUE:** Approve minutes of April 6, 2006

**PROPOSED ACTION:** Approval of Minutes from Board of Directors meeting held April 6, 2006

**BACKGROUND INFORMATION:** None

**ATTACHMENTS:** April 6, 2006 Minutes

**FIHMC BOARD OF DIRECTORS  
CONFERENCE CALL MEETING  
40 S. ALCANIZ STREET  
PENSACOLA, FL 32502  
APRIL 6, 2006**

FIHMC Chair Carol Carlan called the meeting to order at 8:30 a.m. central time with a quorum of Directors being present. Directors in attendance included: Dick Baker, Carol Carlan, AK Desai, Sandra Flake, Chris Hart, Hal Hudson, Eric Nickelsen, Jim Reeves, Ray Russenberger, and Bev Seay.

Also in Attendance: Kenneth M. Ford, Julie Sheppard, Timothy W. Wright, Bryan Clark, Jennifer Clark, Leticia White, Joni Higgins, and Matt Doster.

Agenda:

Chair's Report	Chair Carol Carlan
Approval of December 5, 2005 Minutes	Chair Carol Carlan
Chief Executive Officer's Report	Dr. Ken Ford
Legislative Update	Dr. Ken Ford
Upcoming June 2006 Annual Meeting	Chair Carol Carlan
ADJOURNMENT	Chair Carol Carlan

After roll call was taken and a quorum being present, Chair Carlan opened the meeting by welcoming the Directors and thanking them all for calling into the meeting. She stated that we would try to be brief as this time of year is extremely busy for all.

Chair Carlan reminded everyone that on April 18, IHMC would be hosting the third of three workshops sponsored by the National Science Board on hurricane science and engineering. This is a huge honor to be hosting such an event and Dr. Ford will provide more detail in his report.

Chair Carlan then asked for approval of the December 5, 2005, minutes. A motion was made and seconded to adopt the minutes. The motion carried unanimously.

Chair Carlan then discussed the meeting of the IHMC Fundraising Committee held on February 24<sup>th</sup> with all members being present. She explained that it was an excellent first meeting and that this group hoped to meet again before the annual meeting in June. She discussed one of the immediate needs was securing long term financing for the IHMC building and premises and that this group would be exploring bonding and other financial options to reporting back to the full Board at the annual meeting in June.

Chair Carlan then asked Dr. Ford for the Legislative Updates and his report.

Dr. Ford thanked Chair Carlan for the opportunity to very briefly update the Board on IHMC's continuing progress since the December 5 meeting.

Dr. Ford reminded the Board that this fall, IHMC submitted a National Science Foundation proposal from IHMC and several SUS institutions for a National Science of Learning Center on Expertise Studies in the context of workforce development. He explained that the team has been through several rounds of very competitive review and remains with a handful of finalists and that the final selection of the center awards should be announced shortly. He commented that this center, if funded, will involve a five year 20 million dollar grant and includes participation from many SUS institutions including UCF (in a major role), FSU, FIU, and UWF as well as the community colleges and K-12 schools that are involved in the workforce aspect of the proposal.

He briefly mentioned that this spring has been very productive for IHMC grant and contracts and acknowledged several large awards and the researchers responsible for these projects including Jeff Bradshaw and Jerry Pratt.

Dr. Ford explained that as many Board members were aware, IHMC continues to receive increasing numbers of requests for IHMC to do knowledge elicitation and training with concept maps and to train research teams for the private sector, especially in areas of engineering and other technical fields where due to the retirements of baby boomers, many companies are losing significant human expertise. He commented that while IHMC has accepted small amounts of work in areas of research interest, that IHMC is unable to meet the growing need for this type of work. Dr. Ford then explained that IHMC has been in discussions with Bryan and Jennifer Clark, local business people, about opportunities in this regard and that both Bryan and Jennifer Clark are with us this morning to discuss some of their ideas about forming a local company to work on these projects.

Dr. Ford introduced Bryan who introduced his wife Jennifer. Jennifer explained that they were in discussions with IHMC about forming a new company, Ceryph, that would propose to offer training and software products for CMapTools. Jennifer explained that they were in the early stages of evaluating CMapTools software for commercial development opportunities and would hope to appear back before this Board at a future date.

Directors Baker and Carlan both made similar remarks about Jennifer and Bryan Clark being actively involved in the Pensacola community and that it was exciting to discuss commercializing technology as well as opportunities for developing local jobs. Dr. Ford thanked the Clark's for their remarks.

Dr. Ford also updated the Board on recruiting efforts explaining that for the last two years, the frequent and intense hurricanes in the Gulf have made recruiting a significant challenge but that he is in discussions with several exciting candidates and hopes to report successes at our next meeting.

Dr. Ford then turned to federal lobbying and introduced Leticia White of Copeland Lowery Jacquez to brief the Board on federal legislative initiatives for 2007. Leticia greeted the Board and explained how excited they were with 2007 initiatives beginning to move forward. She explained that CLJ was closely monitoring the requests for continuation funding on the unmanned vehicles project with Panama City and

Team Performance with UCF. Also this year, she explained that CLJ was introducing a new IHMC project with Florida Institute of Technology in Representative Weldon's district. She also informed the Board of an exciting new white paper under development with IHMC and a Marine Corp General on ways to help wounded soldiers severely damaged by IED's. Leticia then introduced fellow staff member Joni Higgins who discussed with the Board the changing congressional environment in Washington. Joni explained that in the current climate, all subcommittees expected to do substantially smaller amounts of congressional appropriations and informed the Board of a recent Florida newspaper's request to see the lists of all projects requested by house and senate members. Joni emphasized the importance of white papers and the project's overall research significance under more intense media scrutiny. There being no questions, Dr. Ford thanked Leticia and Joni for their update to the Board.

Dr. Ford then addressed legislative efforts in Tallahassee explaining that it has been a busy session and that many members of the IHMC management team have been making frequent visits to the capitol city. On Tuesday, he explained that he testified in front of the Spaceport and Technology Committee and visited with local legislators. He credited the work of our local representatives Holly Benson and Dave Murzin on IHMC's behalf and explained that IHMC was working closely with our state lobbyists and statewide legislators in the Florida House and Senate and believe that we are making progress on that front. Dr. Ford then introduced Matt Doster, of Front Line Strategies, to report on the state legislative session.

Matt thanked the Board for the ability to brief them on the session and explained that the lobbying team was very busy on the funding side working to secure the 3 million dollars in new monies requested by IHMC to the house and senate. At this moment, he explained that IHMC was in the house budget for 1.6 million in recurring dollars and 1 million in nonrecurring dollars. The Senate budget had a place holder in the amount of 500,000.00 dollars, but IHMC believes we have strong support from Senator Alexander. With regard to legislation, Matt explained that the lobbying team has been working with the Governor's office to include IHMC as a participant in the Centers of Excellence legislation that would allow us to compete for these competitive centers. At this time, both house and senate amendments have been introduced that allow IHMC and Moffitt Cancer Center to participate.

Director Flake asked about efforts to restore UWF funding and it was explained that in the house budget the 1.6 million dollar recurring line appeared to have been moved from UWF to IHMC. Matt explained that the IHMC team had met with Dr. Cavanaugh and the UWF lobbyists and that we were working together to try to restore funding to UWF.

With no additional questions, Dr. Ford thanked Matt, asking him to keep up the good work and not to hesitate to call on anyone for assistance.

Dr. Ford also announced that in two weeks, IHMC would be hosting the third and final workshop of National Science Board task force on Hurricane Science and Engineering. He explained that this meeting was open to the public and that the purpose of the Pensacola workshop was part of ongoing work by the NSB to establish a "national agenda for hurricane science and engineering" that embraces a cross-disciplinary approach to hurricane research and involves cooperation between physical and social scientists, economists, biologists, and engineers. He commented that the Pensacola workshop would give participants a first-hand look at a community recovering from the devastating impacts of a hurricane, even as we discuss ways to better understand and where possible, mitigate the damage they cause. He informed the Board that similar workshops were held in Arlington, Virginia on January 24 and in Boulder Colorado on February 7 and that

a final report is expected to be released by the Task Force in September. Dr. Ford concluded his discussions about the NSB meeting by adding how honored and excited IHMC was to have been chosen to host this event.

Dr. Ford then briefly mentioned the successful visit and meeting of the IHMC Science Advisory Council and thanked board members who were able to attend the reception at the Pensacola Museum of Art and meet many of these scientists. He explained that there was a two-day meeting where IHMC presented current research and requested feedback and observations and that it was a very valuable and pleasant two-day experience.

After asking for questions and hearing none, Dr. Ford concluded his report.

Chair Carlan then discussed the annual meeting and explained that due to numerous scheduling conflicts, the meeting would be moved to June 4 and 5 if these were acceptable dates for everyone. Hearing only one Board member's conflict, the meeting was scheduled for a social event on the evening of Sunday June 4<sup>th</sup> and the Board meeting to be held Monday June 5<sup>th</sup>. Chair Carlan suggested that the agenda might include: Board Reappointments and Elections for Chair and Vice Chair, Approval of FIHMC Operating Budget, Discussion/Approval of Financing Options, Update from External Auditors, Discussion and Approval of Capital Campaign Strategy, and a Schedule for Future Meetings. Chair Carlan asked the board members for suggestions for other items and indicated that she would work with Dr. Ford to plan the agenda that would include a social event and reception.

With no further business before this Board, Chair Carlan announced that the meeting was adjourned and thanked everyone for dialing in and wished all a wonderful day.

The April 6<sup>th</sup> meeting of the FIHMC Board of Directors ended at 9:25 a.m.  
Respectfully submitted,

Julie L. Sheppard, General Counsel and Corporate Secretary



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 2:**

**ISSUE:** Re-Appointment of Directors

**PROPOSED ACTION:** Re-Appointment of public representative Directors to a 3 year term commencing June 5, 2006 through June 4, 2009.

This action would include reappointments of Dick Baker, Carol Carlan, Eugene Franklin, Chris Hart, Hal Hudson, Eric Nickelsen, Jim Reeves, Ray Russenberger, and Bev Seay.

**BACKGROUND INFORMATION:**

Florida Statutes, Section 1004.447 provides as follows regarding the appointment of the public representatives to the IHMC Board of Directors:

5. Nine public representatives who are neither state university employees nor state employees.

Each director who is a representative of the public shall be appointed to serve an initial term of 2 years.

(c) Upon the completion of the initial terms, a director appointed under paragraph (b) shall be appointed by a majority vote of the directors to an additional 3-year term.

(d) Any vacancy in office of a director appointed under paragraph (b) shall be filled for the remainder of the term by majority vote of the directors.

**ATTACHMENTS:** None



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 3:**

**ISSUE:** Election of Chair and Vice Chair

**PROPOSED ACTION:** Election

**BACKGROUND INFORMATION:**

The bylaws provide for the following regarding the election of a Chair and Vice Chair:

The officers of the Board of Directors are the Chair and Vice-Chair. The Chair and Vice-Chair shall be selected by majority vote of the Board of Directors, a quorum being present, at its first meeting and shall serve for a 1 year term to begin immediately upon selection. Both the Chair and Vice-Chair may have their term extended for a second year by vote of the Board of Directors, a quorum being present. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual meeting. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the designated Annual meeting.

The Chair shall preside at all meetings of the Board of Directors, call special meetings of the Board when necessary, and attest to actions of the Board. The Chair shall serve as an ex-officio member of all Board committees. The Vice-Chair shall act as Chair and perform duties of the Chair during the absence or disability of the Chair.

**ATTACHMENTS:** None





FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

#### **AGENDA ITEM 4:**

**ISSUE:** Reappointment of Committees

**PROPOSED ACTION:** Newly appointed Chair to Appoint Committee Membership and Designate Chair for Each Committee for period of June 5, 2006 through June 4, 2008. Current committees include Executive Committee, Finance and Audit Committee, Intellectual Property Committee and Fundraising Committee.

#### **BACKGROUND INFORMATION:**

The bylaws in Section five provide that:

The Chair of the Board may establish committees as deemed necessary for the orderly conduct of the business of the Board and shall designate one Director to serve as Chair of each committee.

##### **A. Executive Committee**

The Chair of the Board shall appoint members to the Executive Committee and designate one to serve as the Committee Chair

##### **B. Finance and Audit Committee**

The Chair of the Board shall appoint up to seven members to the Finance and Audit Committee and designate one to serve as the Committee Chair.

##### **C. Ad Hoc Committees**

The Chair of the Board may establish additional ad hoc committees, composed of a minimum of three members, as deemed necessary for the orderly conduct of the business of the Board. Ad Hoc Committees may be formed for a specific item of business and the committee may be disbanded by the Chair after the completion of that specific business or when the work of the committee has been concluded.

**ATTACHMENTS:** None



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 5:**

**ISSUE:** Approve 2006-2007 Operating Budget

**PROPOSED ACTION:** Review and Approval of Proposed IHMC Operating Budget for fiscal year July 1, 2006 through June 30, 2007.

**BACKGROUND INFORMATION:** None

**ATTACHMENTS:** Proposed 2006-2007 Operating Budget



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**PROPOSED OPERATING BUDGET  
FOR THE YEAR ENDING JUNE 30, 2007**

	<b>BUDGETED 2007</b>	<b>PER AUDIT 2005</b>	<b>VARIANCE</b>
<b>SUPPORT AND REVENUE:</b>			
Grant and contract agreements	\$ 7,749,429	\$ 314,876	\$ 7,434,553
Legislative appropriations	2,600,000	0	2,600,000
Legislative appropriations through UWF	0	1,055,000	(1,055,000)
Indirect overhead earned through UWF	0	535,267	(535,267)
Rent, salaries and benefits paid through UWF	0	2,289,851	(2,289,851)
Other revenue	<u>15,000</u>	<u>11,600</u>	<u>3,400</u>
 Total Budgeted Support and Revenue	 <u>10,364,429</u>	 <u>4,206,594</u>	 <u>6,157,835</u>
 <b>EXPENSES:</b>			
Program services			
Research and development grants and contracts	<u>5,515,622</u>	<u>945,650</u>	<u>4,569,972</u>
 Supporting services			
General and administrative	<u>3,097,318</u>	<u>2,761,560</u>	<u>335,758</u>
 Total expenses	 <u>8,612,940</u>	 <u>3,707,210</u>	 <u>4,905,730</u>
 <b>Budgeted change in Net Assets</b>	 <b>\$ 1,751,489</b>	 <b>\$ 499,384</b>	 <b>\$ 1,252,105</b>



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 6:**

**ISSUE:** Adopt Meeting Schedule for 2006-2007

**PROPOSED ACTION:** Approval of Meeting Schedule for 2006-2007 to include 4 scheduled meetings to be held as follows:

Wednesday, October 4, 2006

Monday, December 4, 2006

Friday, February 16, 2007

Sunday/Monday, June 3-4, 2007

**BACKGROUND INFORMATION:**

Discussion regarding setting the schedule of meetings for the upcoming fiscal year of the Board of Directors of the Florida Institute for Human.

The bylaws provide in Article 11 that the Board of Directors will meet no fewer than four times per fiscal year, at a time and place designated by the Chair.

The bylaws further provide that the Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

The Annual meeting of the Board of Directors shall be the first regular meeting scheduled in the fiscal year. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is available on the Institute website at <http://www.ihmc.us>

**ATTACHMENTS:** None



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 7:**

**ISSUE:** Approve Resolution Honoring Representative Benson

**PROPOSED ACTION:** Officially acknowledge Representative Benson for her support of IHMC legislative initiatives.

**BACKGROUND INFORMATION:** None

**ATTACHMENTS:** Resolution



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

## **HOLLY BENSON RESOLUTION**

WHEREAS the Honorable Holly Benson serves as a member of the Florida House of Representatives and has well and faithfully carried out her duties since her election in the year 2000; and

WHEREAS Representative Benson's district includes Downtown Pensacola, home of the Florida Institute for Human & Machine Cognition, Inc.; and

WHEREAS Representative Benson offered her full support and assistance in passing the Legislation that launched the Institute as a public benefit corporation; and

WHEREAS the Florida Institute for Human & Machine Cognition has become a statewide research Institute, now affiliated with four universities across Florida; and

WHEREAS Representative Benson recognized the benefits, both current and future, of the Institute's work; and

WHEREAS Representative Benson worked tirelessly throughout the 2006 Session of the Florida Legislature to secure additional funding to continue and enhance the Institute's mission; and

WHEREAS Representative Benson continued her efforts long after the end of the Session to ensure that said funding remained in the State Budget;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Florida Institute for Human & Machine Cognition offers its heartfelt appreciation and thanks to Representative Holly Benson for all of her efforts on behalf of the Institute; and

Resolved this fifth day of June, 2006 by the Board of Directors, Florida Institute for Human & Machine Cognition, Inc.



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

**AGENDA ITEM 8:**

**ISSUE:** Approve Resolution Honoring Chair Carlan

**PROPOSED ACTION:** Officially acknowledge Chair Carlan for her exemplary service as Inaugural Chair of the IHMC Board of Directors.

**BACKGROUND INFORMATION:** None

**ATTACHMENTS:** Resolution



FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

June 5, 2006

## **CAROL CARLAN RESOLUTION**

WHEREAS Carol Carlan has distinguished herself as a community leader in both her professional and civic life in Pensacola; and

WHEREAS Carol Carlan was named to the first Board of Directors of the newly created Florida Institute for Human & Machine Cognition, Inc.

WHEREAS Carol Carlan was elected by her fellow Board members to serve as the first Chair of the Board for the Institute; and

WHEREAS the Florida Institute for Human & Machine Cognition, Inc. has flourished during her tenure; and

WHEREAS Carol Carlan has served well and faithfully throughout her two-year term, offering effective leadership and wise counsel to the Institute and to her fellow Board members; and

WHEREAS the Florida Institute for Human & Machine Cognition, Inc. is now positioned for even greater success in the years ahead; and

WHEREAS Carol Carlan's two year term as Chair will conclude on June 5, 2006;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Florida Institute for Human & Machine Cognition hereby expresses its appreciation for Carol Carlan's service to the Institute and this Board, and wishes for her continued success in all her future endeavors.

Resolved this fifth day of June, 2006 by the Board of Directors, Florida Institute for Human & Machine Cognition, Inc.