



IHMC Board of Directors Meeting

Monday, June 11, 2012

8:30 a.m. CST/9:30 a.m. EST Meeting

Roll Call

Chair Jim Reeves

Chair's Greetings

Chair Jim Reeves

Action Items

- | | |
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| 1. Approval of April 16, 2012 Minutes | Chair Jim Reeves |
| 2. Fundraising Committee Update | Vice Chair Glenn Sturm |
| 3. Election of Officers 2012 to 2014 | Chair Jim Reeves |
| 4. Action on New Board Members | Chair Jim Reeves |
| 5. Adoption of 2012-2013 Meeting Schedule | Chair Jim Reeves |
| 6. Establishment of Board Committees and Chairs | Chair Jim Reeves |
| 7. Approval of CEO Compensation Adjustment | Director Dick Baker |

Chief Executive Officer's Report

- | | |
|---|----------------|
| 1. Research Update | Dr. Ken Ford |
| 2. Federal Legislative Update | Dr. Ken Ford |
| 3. Intellectual Property Update | Julie Sheppard |
| 4. Research Demonstration, Matt Johnson | Robot Lab |

Other Items

Board Photograph

Lunch

Adjournment

Agenda item 1:

Florida Institute for Human and Machine Cognition, Inc.
June 11, 2012

Issue: Approve minutes of April 16, 2012

Proposed action: Approval of Minutes from Board of Directors meeting held
April 16, 2012

Background information: None

Attachments: April 16, 2012 Minutes

IHMC Board of Directors Conference Call Meeting Minutes
April 16, 2012

Roll Call	Chair Jim Reeves
Chair's Greetings	Chair Jim Reeves
1. Approval of January 20, 2012 Minutes	Chair Jim Reeves

Chief Executive Officer's Report

1. Research Update	Dr. Ken Ford
2. Federal Legislative Update	Dr. Ken Ford
3. State Legislative Update	Dr. Ken Ford
4. Fundraising Committee Update	Vice Chair Glenn Sturm
3. Ocala Building Update	Dr. Ken Ford

Other Items
Adjournment

IHMC Chair Jim Reeves called the meeting to order at 8:30 am CST. Directors in attendance included: Dick Baker, Bill Dalton, Eugene Franklin, Chuck Horner, Eric Nickelsen, Jim Reeves, Gordon Sprague, Glenn Sturm, and Hal White. Also in attendance were Ken Ford, Sharon Heise, Julie Sheppard, Alan Ordway, Ronnie Armstrong and Jeff Hartley.

Chair Reeves welcomed the Board informing them that we had a quorum present to conduct business. He thanked everyone who dialed in this morning. He also asked everyone to note that the annual meeting in June will be June 10 and 11, 2012 stating that we would be convening on Sunday June 10th for a social event in the early evening with the meeting on Monday, June 11th to last from 8:30 to 12:00 and would include a change in officers and a Board meeting.

He commented that there were a number of items to discuss including Dr. Ford's CEO report, Glenn Sturm's fundraising update and an update from our legislative representative Jeff Hartley on happenings in Tallahassee. With those comments, he moved directly into the meeting introducing Action Item 1 asking for a motion to approve the January 20, 2012 Minutes. Director Sprague moved the motion with Director Baker seconding and the motion to approve the January 20, 2012 minutes passed unanimously.

Chair Reeves mentioned that this concluded the action items and asked Vice Chair Sturm to provide his fundraising report. Vice Chair Sturm informed the Board that IHMC had received a \$250,000 gift over a five-year time frame from the Fletcher Foundation. He mentioned several other visits in the works this spring. Director Baker thanked Director Sturm for his efforts in moving the fundraising forward. Director Sturm indicated that he was passionate about IHMC and that he believed it

was a national resource, though underutilized. Director Sturm informed the Board that his goal was to make IHMC self-sustaining.

Chair Reeves thanked Vice Chair Sturm and then asked Dr. Ford to provide his CEO report.

Dr. Ford thanked Chair Reeves. He began his update mentioning IHMC research stating that during the first quarter of calendar year 2012, IHMC received 10 new awards totaling approximately \$4.5 million. He mentioned that we had discussed some of these as pending or anticipated during the most recent board meeting, and that he would touch on just a few efforts that will be new.

Dr. Ford announced that James Allen has begun a new collaboration with BBN to enable a prototype automated reading system that can take any natural text and any reasoning context as input, and can effectively apply the knowledge contained in that text to that reasoning context. He added that intelligence analysis, mission planning, and logistics, to name a few, are all areas in which formal reasoning systems are used in military operations, but much of the militarily relevant knowledge that these systems need is expressed as natural language text – which is currently unusable for many artificial intelligence systems. Dr. Ford informed the Board that the DARPA-sponsored Machine Reading program will finally enable AI systems to use the vast amount of information available in text formats, adding that James' role in the effort will be key to helping to develop Natural Language Processing technology that will be fundamental to building domain knowledge from input text and can therefore be rapidly applied in a wide range of practical reasoning contexts where textual knowledge could provide value.

Dr. Ford also mentioned that Yorick Wilks is also participating in the DARPA Machine-Reading program, but is partnering with SRI on their Flexible Acquisition and Understanding System for Text project, or FAUST. He informed the Board that Yorick's work would take on a social intelligence analysis perspective, where he will explore techniques to locate facts on a large scale in blogs and to explore the consistency of an individual's beliefs based on those facts.

Dr. Ford announced that Alberto Cañas is partnering with Moffitt Cancer Center to contribute to their new NIH-funded transdisciplinary Center to promote activities to reduce minority cancer health disparities within the State of Florida and that Alberto's work will support the research, education, training and community engagement goals of the Center by developing an iPad-based and a web-based version of a knowledge model for prostate cancer using CmapTools. He added that as part of this effort, Alberto will be interviewing cancer experts and developing concept maps that include videos, images, documents, web pages, and other media that can be used by patients and clinicians alike.

Dr. Ford then commented that Robert Hoffman will be working with the small business 361 Interactive LLC to address the issue of data overload as a significant

factor in the generation of intelligence products adding that multiple collection systems, both tactical and national, overwhelm current exploitation and analytic capacities, and their numbers are increasing as new capabilities are becoming operational. He mentioned that at the same time, consumers (war fighters and policy makers) are demanding more fully integrated intelligence products that are both timely and highly relevant to their individual needs and thus the goal of this Air Force Research Laboratory (AFRL) sponsored effort will be to develop cognitively-derived analyst tools to support the production of more fully integrated intelligence products of greater relevance to the warfighter. In this effort, he added that Robert will be supporting development of cognitive data collection protocols, analysis of collected data, and identifying analyst-aiding technologies and effectiveness measures.

Dr. Ford then turned the research discussion to the highly creative Blue Sky studies, informing the Board that this quarter, IHMC hosted an AFRL Human Effectiveness Directorate sponsored meeting on enhancing human performance through “nutrition, commensal gut bacteria and supplementation.” He mentioned that the meeting was held in Jackson Hole, Wyoming adding that IHMC greatly appreciates Director Sturm’s assistance in arranging use of the meeting site. Specifically, he commented that this workshop was aimed at understanding the opportunities to enhance the intrinsic capabilities of soldiers and airmen through diet and tailored nutritional supplementation as well as the augmentation of symbiotic gut bacteria. For the meeting, Dr. Ford stated that IHMC assembled a small world-class team drawn from among the best of academia, DoD, other government agencies, and industry to participate in this preliminary fact finding session with a focus on the way forward to potentially improving the effectiveness of Air Force personnel.

Finally, Dr. Ford mentioned that IHMC was fortunate to receive substantial donations from two private individuals to continue our efforts on the body of work we refer to as Project Mina, which is now growing to include research on concept mapping in addition to powered exoskeletons and sensory augmentation.

In the concept mapping work, Dr. Ford informed the Directors that Alberto Cañas and his knowledge modeling team will be developing a tablet-based concept mapping tool with training materials for teachers and students for use in educational settings and that although it is anticipated that such a tool would enhance learning outcomes for students of all ages, the ability for intuitive graphical manipulation of concept maps would make the technology especially accessible for much younger children who have not yet learned how to read or write or use a keyboard.

In regard to the exoskeleton research, Dr. Ford suggested that the thrust will begin with testing of our version-1 Mina device by both able-bodied and paraplegic users and that for able-bodied testers, Peter Neuhaus will lead IHMC robotics researchers in developing strength-augmenting algorithms, while for paraplegic users they will develop algorithms for walking over rough terrain and stairs. He added that active

balance control, starting from the foundation of our humanoid bipedal work, will also be studied.

Finally, Dr. Ford mentioned that to enable a paraplegic to benefit from active balance control with perhaps only a cane rather than forearm crutches, Anil Raj and his multi-sensory interface researchers will integrate three sensory augmentation displays with the powered exoskeleton and test their usefulness. He informed the Board that these sensory assistance devices will provide a paraplegic user with an indication of ground reaction force, displacement of center of gravity from a stable position, joint angles, and current draw (an indications of "effort" to walk and stay upright) to help the user self-balance and retain stability.

Dr. Ford then turned to state legislative issues stating that one of the most pressing issues each spring includes our State legislative budget and that IHMC was very pleased this year to have been included in both the Board of Governors budget and the Governor's budget and that with support of both the House and Senate higher education committees and local leadership in Pensacola and Ocala, IHMC has an increase in our State appropriation that is currently in the budget that was transmitted to Governor Scott on Friday, April 6. Dr. Ford stated that we are fortunate to have Jeff Hartley, one of our Tallahassee legislative representatives, with us this morning to make further comments.

Jeff Hartley thanked Dr. Ford for the opportunity to discuss the session adding that he was pleased to inform the Board that IHMC has an increase of approximately \$1.3 million bringing IHMC back to the mid 2000's before the years of budget cuts. Jeff talked about the timing and strategy of presenting the budget to the Governor and that the IHMC team would be working hard to bring the appropriation to a finish.

Dr. Ford thanked Jeff and his team for their efforts and for his briefing to the IHMC Board. Dr. Ford then turned his attention to Intellectual Property informing the Board that since our previous Board meeting, IHMC has had two new patent applications filed. He mentioned that one, FASTRUNNER, is a robotic utility patent application called the Fastrunner limb articulation system and that this patent application was filed January 31, 2012. The second, he mentioned was in the area of cyber security, and that IHMC filed a patent application called Event Data Visualization Tool, on filed February 24, 2012.

Dr. Ford informed the Board that it is currently taking 12 to 18 months to get an initial determination back from the patent office on pending applications and that we have several more patent applications and provisional in the pipeline adding that IHMC continues to have our IP attorney visit each month to review potential discoveries for patentability and to work with the scientists on new filings.

Dr. Ford then mentioned that we have also had a recent report from our licensing partner eSky who has informed IHMC that it has incorporated OZ into a Centaur, their collaborative guidance system, but the only OZ product developed to date has

been OZ/X, an OZ primary flight display option for the GRT Avionics Horizon EFIS system, which is an experimental aircraft only system. While eSky currently has OZ/X for sale, they have informed IHMC that the demand has been slow to pick up. Dr. Ford mentioned that eSky recently displayed the product in a March 2012 Airshow in Lakeland, Florida.

Dr. Ford concluded his remarks on eSky by mentioning that in their recent request to IHMC, eSky has asked to amend the license, mentioning that their market research suggests that until OZ is actually in the marketplace in the hands of customers, its attraction remains more theoretical than real and they hope that being able to sell OZ/X in 2012 to some lead customers to help accomplish this. Dr. Ford mentioned that IHMC will be reviewing this with the intellectual property committee.

Dr. Ford then turned to Ocala mentioning that he was pleased to report that we have several new and exciting hires in Ocala including Dr. Micah Clark who began in late February. Dr. Ford mentioned that in March, Dr. Ursula Schwuttke began and will be running Ocala Outreach efforts and that she has been meeting the community and educational leadership in Ocala as well as attending the lectures and running the spring Science Saturdays. In mid-May, Dr. Ford mentioned that Adam Dalton will be starting with IHMC in the Ocala facility. Adam will be working with Drs. Yorick Wilks and Marco Carvalho.

Dr. Ford then mentioned that with regard to events, it has been a busy spring to date for both him personally and for IHMC. He mentioned that he attended his first meeting of the Defense Science Board in late February and this was a very interesting experience and thanked the Board for the kind thoughts on this appointment and the wonderful dinner in Jackson Hole. He added that immediately following the DSB meeting, he traveled to Abu Dhabi for a meeting for the EBTIC Advisory Board.

Dr. Ford then noted that between the Blue Sky meetings, he was in both Ocala and in South Florida at Florida Atlantic University making a presentation and working to develop some new research relationships and that he was at Tulane this past Thursday and Friday for the School of Science & Engineering Advisory Board meeting. He stated that IHMC anticipates more collaboration with Tulane as they re-establish their Computer Science program. He also added that it was nice to be back in Pensacola.

For others at IHMC, Dr. Ford mentioned that it has also been an extremely busy spring. He informed the Board that an Air Force Human Trust Workshop was held in Ocala in early February and was very successful, including over 40 invitees from federal agencies such as the Office of Naval Research, the Air Force Research Laboratory, the Army Research Laboratory, and the Federal Aviation Administration, as well as numerous top-tier universities. He commented that the workshop focused on identifying, discussing and prioritizing basic research issues

regarding trust in the human-machine partnership for next generation autonomous systems. He added that under the sponsorship of the Air Force Office of Scientific Research, IHMC Senior Research Scientist Dr. David Atkinson organized the workshop as an interdisciplinary event that brought together experts in diverse fields ranging from computer science to cognitive science to psychology.

Dr. Ford explained that the workshop was founded on the premise that intelligent, autonomous systems would be invaluable in problem domains that are not amenable to conventional automation or which humans find difficult, dangerous, or too complex. He added that such application domains involve critical operations in defense, healthcare and other industries where the consequences of mistakes, errors or failure to perform can be dire, and confidence and trust in intelligent machines and autonomy in general is absolutely required. Traditional methods of certification are currently insufficient, so research is needed to better understand issues of trust in, acceptance of and dependence on intelligent autonomy, and to create new and robust methods for assessing trust and trustworthiness and managing the trust relationship between human and intelligent machines in all phases of the system lifecycle.

Dr. Ford remarked that the 2.5 day workshop opened with a plenary address by Air Force Chief Scientist Dr. Mark Maybury, who discussed Air Force needs related to human-centered autonomy, from human-robot interfaces to control of multiple remotely piloted aircraft. Dr. Ford mentioned that specific themes of the workshop included earning and maintaining trust; robots, cyber-physical systems and agents; assessing trust, trustworthiness and appropriate reliance; adaptation and emergent behavior; and finally the synthesis of the entire discussion, identifying research challenges. Dr. Ford concluded by remarking that it was a great event and the Air Force has expressed its interest in holding another one again soon.

Dr. Ford informed the Board that in mid February, IHMC participated in the National Association of Inventors Conference held at the University of South Florida and that Julie Sheppard made a presentation on IHMC regarding funding innovation and job creation, intellectual property, collaboration, community outreach and other aspects of IHMC culture that foster talent, promote ideas and encourage innovation. He added that this last week, on Thursday evening, IHMC also held an Open house for the Robotics lab in conjunction with National Robotics Week and that the open house, held from 4-7 pm, was open to the public and was overflowing with guests, approximately 320 visitors adding that the Robotics lab "open house" continues to be a wonderful event and a great opportunity to open our facilities to the public.

Dr. Ford mentioned that coming up this May, IHMC is very excited to host a five-day workshop from May 21 to May 25 on Pensacola Beach with a national and international group of about 150 people attending the Dynamic Walking Conference. He commented that this will be a great opportunity to showcase our community and events including a 5K beach run and Plenary talk open to public at the Pensacola Little Theatre, and including other local events at the Fish House, IHMC, Jackson's

etc. Dr. Ford mentioned that previous meetings of this conference have been held at MIT, University of Michigan, Delft University in the Netherlands, the University of Jena in Germany and Simon Fraser University in Vancouver. Dr. Ford added that Dr. Jerry Pratt is the principal organizer of this meeting that aims to provide insight into the fundamental principles that underlie legged locomotion and that conference participants will include both graduate students and professors, with a mixture of researchers studying human walking and those designing walking robots. He added that IHMC has great sponsorship opportunities to host student participants, refreshment breaks and other conference events should anyone be interested.

Dr. Ford also noted that IHMC is actively engaged in discussions with Florida International University on areas of mutual research interest and have had visits back and forth between the researchers and that IHMC will be hosting FIU again in May in Ocala and that we hope to begin several joint proposals for funding after this next meeting.

Dr. Ford also informed the Board that it was time again for summer hires and that after a deluge of summer internship applications and inquiries, IHMC has made offers to about 20 graduate and undergraduate students who will be joining us in Pensacola and Ocala to work in the different IHMC research areas.

Turning to employees and benefits, Dr. Ford noted that health insurance reopening is this next week for our employees and our rates have stayed fairly stable. He mentioned that we continue to offer 3 insurance plans tailored to fit a wide range of needs and life situations and that IHMC is already looking ahead to 2013 and working with our insurer to prepare for the potential impact associated changing health insurance laws and regulations. He noted that IHMC will continue to keep the Board apprised of any developments.

Dr. Ford also updated the Board on the IHMC soil remediation cleanup list. Mentioning that as some Directors may recall, the 40 S. Alcaniz location has been on the state cleanup list since the 1990's for problems associated with contaminated soil on the property. He noted that the list ranges from 1 to 100 scores with 100 being the most problematic property and that IHMC is ranked 26 but new high scores are constantly being added to the State list and we never get funded as new projects get added each year that have more severe environmental issues. He stated that our Consultant, John Bondurant of Cameron Cole has informed IHMC that this year, the state is considering funding a cleanup program of numbers 1 to 40 on the list and digging several test wells to take soil samples. He noted that if the soil samples are good, IHMC will fall off the list with clean bill of health and that it would be great for us to resolve this issue as it has been ongoing since before IHMC purchased the property.

Dr. Ford then tuned the discussion to IHMC Outreach remarking that the Evening Lecture Series continues to move along with a number of great talks this spring in both Ocala and Pensacola noting that we have one more lecture left in Pensacola,

with Steve Mouzon on May 3rd speaking on Sprawl Recovery and a strategy to transform sprawl into walkable, mixed-use and sustainable places. He mentioned that in Ocala, there are 2 more lectures. Brad Allenby will be speaking April 19th on rapid, and accelerating, advances in at least five important technologies: nanotechnology, biotechnology, information and communication technology, robotics, and applied cognitive science — IHMC is actively engaged in the last three of these and that finally, on May 23rd, Brother Guy Consolmagno returns to speak about “Astronomical ideas that were almost correct.”

Dr. Ford stated that he was already hard at work on the Fall line up and that there are a number of great speakers already in the pipeline asking the Directors to call or email anytime if they want more details or are interested in sponsoring one of these. He mentioned that Science Saturdays continues to be popular in both Pensacola and now in Ocala and that April events include hands-on activities with gravity and solar energy in Ocala and balloon cars in Pensacola.

Dr. Ford then concluded his update and thanked Chair Reeves for the opportunity to brief the Board.

Chair Reeves thanked Dr. Ford for his report and then asked the Board if there were additional items to come before the Board. With no additional comments, Chair Reeves adjourned the meeting at 9:35 a.m.

Respectfully submitted,
Julie Sheppard, Corporate Secretary

Agenda item 2:

Florida Institute for Human and Machine Cognition, Inc.
June 11, 2012

Issue: Fundraising Committee Update by Vice Chair Glenn Sturm

Proposed action: None

Background information: None

Attachments: None

Florida Institute for Human and Machine Cognition, Inc.
June 11, 2012

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 and Machine Cognition, Inc.
June 11, 2012

Issue: Appointment of State University System Board Member

Proposed action: Appointment of the following nominee, Jon Mills

Background information:

The bylaws provide for the following regarding the appointment of board members:

Section 2. Membership

The Board of Directors shall be composed of fifteen persons and the original Board of Directors shall be selected as set forth in Section 1004.447 (5) F.S. Three of the appointments shall be representatives of the state universities and their initial membership term shall be for three years. Nine of the appointments shall be public representatives who are neither state employees nor state university employees and their initial membership term shall be two years. One member shall be the chair of the Florida Board of Governors or designee. One member shall be the Chair of the University of West Florida Board of Trustees or designee. One member shall be the President of the University of West Florida or designee.

At the expiration of the initial term, the public representatives or state university representatives may be reappointed by majority vote of the Board of Directors to an additional three year term. Any vacancy in a public or state university representative may be filled by an individual approved by majority vote of the Board of Directors. Any director may be reappointed by majority vote of the Board of Directors.

Attachments: Jon Mills Bio

Jon L. Mills

Jon Mills is Dean Emeritus, Professor of Law, and Director of Center for Governmental Responsibility at the University of Florida Fredric G. Levin College of Law. He was Dean of the Levin College of Law from 1999 to 2003.

Mr. Mills served as Speaker of the Florida House of Representatives and served in the House for ten years. He was a member of Florida's highly successful 1998 Constitution Revision Commission, and was named its most valuable member.

He has taught and made presentations at the Cambridge University, Oxford University, and the University of Warsaw among others. He has authored books, law review articles and reports on constitutional law, environmental issues, Voting Rights, and Ethics in Government. His last book "Privacy: The Lost Right" was published by Oxford University Press in 2008.

As an expert on constitutional issues, he has been quoted by the New York Times, Wall Street Journal, LA Times, Chicago Tribune, and Washington Post among others. He has appeared on CNN, National Public Radio, ABC, BBC, FOX News and other media. He also produced an Emmy winning show on the Florida Everglades.

As a lawyer, Mr. Mills has appeared in federal courts and the Florida Supreme Court on issues including voting rights, education issues, and privacy rights. His clients have included the Earnhardt family, the Versace family, First Amendment Foundation, the Everglades Foundation, Florida House of Representatives, Fair Districts Florida, and Florida Democratic Party. He is currently counsel to Boies, Schiller & Flexner, LLP.

He is a scuba diver, licensed pilot and studied karate. He is married to Beth Mills and has two daughters, Marguerite and Elizabeth.

Florida Institute for Human and Machine Cognition, Inc.
June 11, 2012

Issue: Schedule For Future Board Meetings

Proposed action: Approval of Meeting Schedule for 2012-2013 to include 4 scheduled meetings to be held as follows:

Teleconference 8:30 a.m. CST: Monday, September 10, 2012

In Person Meeting: Thursday/Friday, January 17-18, 2013, Ocala

Teleconference 2:00 p.m. CST: Monday, April 15, 2013

In Person Meeting: Sunday/Monday, June 23 -24, 2013, Pensacola

Background information:

Discussion regarding setting the schedule of meetings for the upcoming fiscal year of the Board of Directors of IHMC.

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.

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 and Machine Cognition. Inc.
June 11, 2012

Issue: Establishment of Board Committees and Chairs

Proposed action: Newly appointed Chair to appoint Committee Membership and designate Chair for each Committee for period from July 2012 through June 2014. 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

Agenda item 7:

Florida Institute for Human and Machine Cognition, Inc.
June 11, 2012

Issue: CEO Compensation Adjustment

Proposed action: Implement fourth adjustment in CEO package approved June 2005

Background information: In June 2005, the IHMC Board of Directors approved a 5 year compensation adjustment schedule for Dr. Ford that included a plan to annually raise his salary to bring him into the top 20% pay range of a cohort group of university affiliated scientific peers selected by the Board. Due to financial constraints, Dr. Ford, in 2006, 2008, and again in 2010, requested that the Board delay these salary adjustments. Dr. Ford's first salary adjustment under the plan was made on June 3, 2007. The second salary adjustment was made October 1, 2009. The third salary adjustment was made in June 2011. This proposed compensation adjustment would represent the fourth salary increase in the 5-year plan and the increase originally anticipated for 2008.

Attachments: None