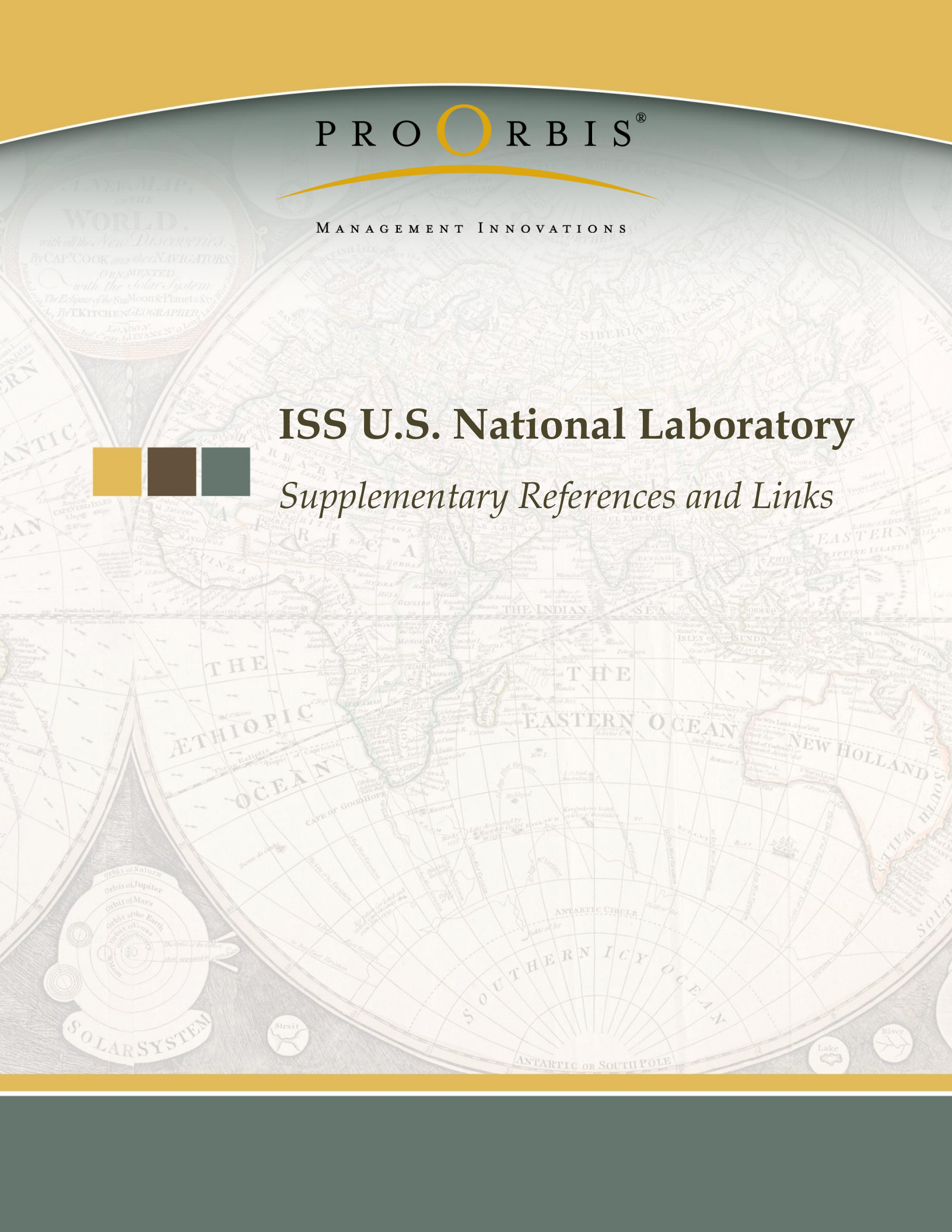


PROORBIS®

MANAGEMENT INNOVATIONS

ISS U.S. National Laboratory

Supplementary References and Links



The references and links provided in this document will be updated on an ongoing basis to include relevant ISS NL management material.



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BOARD OF DIRECTORS COMPOSITION & SELECTION

The governance of the ISS NL management entity is critical to the success of the enterprise. As described in the Reference Model; "In addition to the management challenges ahead, the ISS-NL constituencies and potential users of ISS-NL would seek immediate and strong leadership, making the initial selection of board members an imperative for setting the right tone to the public for what type of management and leadership the NPO would employ."

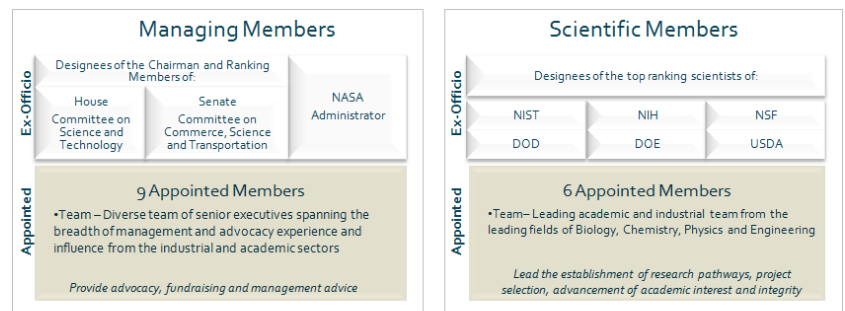
The selection procedures generally outlined in the Reference Model (see excerpt below) was the results of a collaborative, bipartisan effort and numerous meetings with Congressional oversight committees, White House staff (OSTP/OMB), and other experts. These procedures were codified in the CASIS bylaws and subsequently incorporated into the Reference Model.

Excerpt from REFERENCE MODEL FOR THE INTERNATIONAL SPACE STATION U.S. NATIONAL LABORATORY¹

BOARD STRUCTURE– the Board of Directors (BOD) is one of the key success factors for the NPO. Unlike a government agency that reports to the Executive Branch for oversight, an enterprise such as this needs to be carefully constructed to ensure both effectiveness and accountability.

BOARD MEMBER REQUIREMENTS:

National stature and world-class caliber talent spanning the breadth of capability to "cover" the areas identified (see Figure). The members will all have working roles and must be able to effectively perform these roles, or the NPO's capabilities could be significantly impaired.



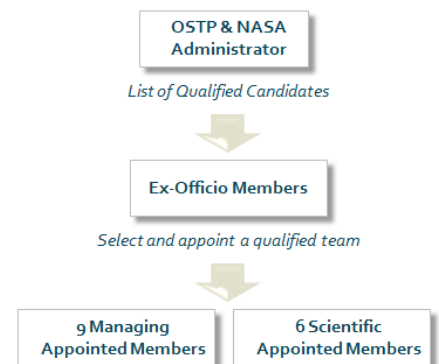
○ **Appointed Members** – 15

Members appointed for the initial BOD with the flexibility for additional members later if needed. The board would be selected from the private and academic sector and would subsequently maintain its membership through a self-perpetuating process.

¹ Reference Model for the International Space Station, U.S. National Laboratory; Available at: http://www.nasa.gov/mission_pages/station/research/nlab/proorbis.html

- **Ex-Officio Members** – There are two groups of *ex-officio* members whose role is to select the initial BOD and provide ongoing advice and counsel.
 - (A) The “Managing” *ex-officio* members are representatives of the government constituencies, Congress and the Administration. Suggested members are:
 - (i) The Chairman and ranking member of the Committee on Science and Technology or their designees;
 - (ii) the Chairman and ranking minority member of the Committee on Commerce, Science and Transportation or their designees; and
 - (iii) the NASA Administrator;
 - (B) the “Scientific” *ex-officio* members are the designees of the top ranking scientific leaders of the agencies most likely to use the ISS. Suggested members are:
 - (i) The National Institutes of Health;
 - (ii) The National Institute of Standards and Technology;
 - (iii) The National Science Foundation;
 - (iv) The Department of Defense;
 - (v) The Department of Energy; and
 - (vi) The Department of Agriculture.

INITIAL MEMBER SELECTION. Interviews with industry leaders and potential board candidates of national stature indicated that potential board member candidates prefer an official appointment for an assignment such as this. Other institutions whose board and governance structures were researched included the Smithsonian Board of Regents, the Foundation for the National Institutes of Health and the American Red Cross



- **Appointed Members (Initial Selection)** – The appointed BOD will be selected using a fact-based, impartial process to ensure that a balanced and appropriately skilled team is assembled.
 - A list will be formed of qualified candidates meeting all of the technical requirements by any credible source whose sole purpose is to ensure that the BOD has the highest caliber talent with the appropriate mix of skills. Given the Congressional representation on the *ex officio* BOD, The NASA Administrator in consultation with the Office of Science and Technology Policy could formulate this list to provide more balanced participation in the process from the Executive branch.
 - Managing ex-officio members will select from the list of qualified candidates who are able to provide advocacy, fundraising and management advice across the spectrum of areas identified.
 - Scientific ex-officio members will select from qualified candidates who are able to establish research pathways, participate in project selection and to advance the academic interest and integrity of the NPO. The individuals should span a range of scientific topics including biology, chemistry, physics, and engineering from both academia and the industrial R&D sector.

SUPPLEMENTARY INFORMATION FOR BOARD OF DIRECTORS:

The CASIS Inaugural Board includes participation by government employees through ex officio assignment, which supports current policy administration as described below. The procedures as proposed are in accordance with Florida law.

Administration Policy on Government Employees' Participation on Board of Nonprofits

On March 9, 2009, President Obama issued a Memorandum for the Heads of Executive Agencies on the topic of scientific integrity. [See 74 Fed.Reg. 10671](#). In this Memorandum, the President specifically requested that the Office of Science and Technology Policy ("OSTP") provide recommendations to address the retention of staff in scientific and technical positions within the federal Executive branch. On December 17, 2010, the ***Director of OSTP issued a memorandum that specifically called for allowing "full participation in professional or scholarly societies, committees, task forces and other specialized bodies of professional societies, including removing barriers for serving as officers or on governing boards of such societies.*** Memorandum for the Heads of Executive Departments and Agencies from John P. Holdren, Director, OSTP, December 17, 2010, p. 4.

On August 16, 2010, the Director of the Office of Personnel Management ("OPM") [wrote](#) to OGE to express concerns with the application of § 208 to federal employees serving in their official capacities as officers and directors of scientific and professional organizations. Letter of John Berry, Director, OPM, to Robert I. Cusick, Director, OGE, Aug. 16, 2010. The Director of OPM specifically requested that OGE exercise its authority under 18 U.S.C. 208(b)(2) to exempt the financial interests of organizations in which federal employees serve in their official capacity, on the ground that such interests are "too remote and inconsequential to warrant disqualification pursuant to section 208. *Id.*, at 3.

The current [proposed rule](#) published in the Federal Register on May 3, 2011, constitutes OGE exercising its authority to do exactly what OPM requested. In the background to the proposed rule, OGE notes that the rule refers generally to nonprofit organizations. OGE explains that the exemption is not limited to scientific organizations, but is intended to provide federal agencies such as NASA with discretion to determine which nonprofit entities would further agency interests and would be appropriate for employee participation.

Florida Statutes - [617.0803](#) & [619.0809](#)

The CASIS Inaugural Board procedures are permissible by Florida law. *"The number of directors may be increased or decreased from time to time by amendment to, or **in the manner provided in, the articles of incorporation or the bylaws, but the corporation must never have fewer than three directors.** (617.0803)"*

APPENDIX A

ABOUT PROORBIS

ProOrbis is a small business founded in 1998. They have been a member of WBENC (Woman Business Enterprise National Certification) since 2006 and have had a GSA Schedule 874 MOBIS (Mission Oriented Business Integrated Services) contract since 2003 to deliver services to Federal Government clients.

All ProOrbis products and services are built on ProOrbis' proprietary methodologies that were developed by the Principal, Jeanne DiFrancesco. ProOrbis has developed an entire suite of unique and trade secret applications of these methodologies applied to a wide range of real world issues.



PROORBIS® METHOD

ProOrbis deploys the ProOrbis® Method, a proprietary framework of strategic and economic techniques that combine management theory and applications that set the standard for managing the value of investments in an enterprise and maximizing returns on investment. This methodology has been applied for over a decade in real-world business situations for commercial, governmental and non-profit enterprises.

The ProOrbis® Framework has been applied to leading companies for over a decade in a diverse array of industries from health sciences to banking, insurance, and financial operations, to power generation, electronic warfare, and geospatial intelligence.