

Updated as of May 13, 2013

**Action Items
Resulting from the March 8, 2013 Board Meeting**

Action Item	Who?	When?	Status
1. Adjust Meredith Williams' compensation	Jim Fiedler	ASAP	Complete 5/7
2. Form a search committee to locate a permanent replacement for ED	Mitch Avalon	ASAP	Complete
3. 1) Finalize the job description and steps to perform the nation-wide search and 2) select search firm	Mitch Avalon	ASAP	
4. Revise the SFEI Bylaws incorporating comments and changes agreed upon	Michael Futterman	6/7	Final revisions in progress
5. Begin review of the ASC Bylaws	Michael Futterman	6/7	First revision reviewed

**DRAFT Meeting Minutes of the
Aquatic Science Center and San Francisco Estuary Institute
Boards of Directors**

March 8, 2013

Directors present or participating by telephone:

Director Name	Board Position	Affiliation/ Type	Affiliation	ASC	SFEI
Bruce Wolf	SFEI (non-voting) ASC (voting)	Regulatory – RB2	SFBRWQCB	X	X
Tim Vendlinski	SFEI (non-voting) ASC (non-voting)		EPA, Pacific Southwest Region	X	X
Jim Fiedler	SFEI Board Chair	Management	Santa Clara Valley Water District		X
Barbara Salzman	SFEI Vice Chair	Environmental	Marin Audubon Society		X
Dave Tucker	SFEI Treasurer	Management	City of San Jose		X
Adam Olivieri		RMP, Science	EOA, Inc.		X
Alan Ramo		Environmental	Golden Gate University		X
Mitch Avalon		Management	Contra Costa County Public Works		X
Phil Stevens	SFEI Secretary	Environmental	Urban Creeks Council		X
Dave Williams	ASC Chair	RMP – BACWA	Bay Area Clean Water Agencies	X	
Pamela Creedon	ASC Vice-Chair/ Secretary	Regulatory RB5	Central Valley Regional Water Quality Control Board	X	
Stan Dean		Regulated Entity - BACWA	Sacramento Regional County Sanitation District	X	
Kirsten Struve (Alternate)		RMP – BACWA	Bay Area Clean Water Agencies	X	
Dyan Whyte (Alternate)		Regulatory – RB2	San Francisco Bay Regional Water Quality Control Board	X	
Jim Ervin (Alternate)		RMP – BACWA	City of San Jose, Environmental Services	X	
Rik Rasmussen (Alternate)		SWRCB	SWRCB, Division of Water Quality	X	

Others Present:

Rainer Hoenicke, Executive Director, SFEI
Meredith Williams, Deputy Director, SFEI
Ronnie Lea, Executive Assistant, SFEI
Leyna Bernstein, Leyna Bernstein Consulting
Michael Futterman, Partner, Futterman Dupree Dodd Croley Maier LLP

Joint Business Meeting

1. **Call to order, determination of quorum, review and approval of agenda for Joint Board and individual ASC and SFEI business** – The Agenda was approved.
2. **Closed Session** – as we reconvened for the open session, actions from the Closed Session were summarized relating to the Executive Director succession plan and interim priorities.
 - a. The joint Board appointed Meredith Williams as Interim Executive Director
 - b. The joint Board voted to provide additional compensation to Meredith Williams during her time as the Interim Executive Director
 - c. The joint Board formed a Search Committee, headed by Mitch Avalon, to find a permanent replacement for the departing Executive Director, Rainer Hoenicke
 - d. It was agreed that the Search Committee would work with Leyna Bernstein to assist with that nation-wide search
 - e. It was agreed that Leyna’s contract would be modified to add this new task and associated increase in dollars to her 2013 contract
3. **Public Comments** – None
4. **Consent Items** – December 5, 2012 Meeting Minutes and Action Items, along with the Quarterly Newsletter
5. **Executive Committee Report** – Meredith Williams summarized the information and data provided in the financial dashboard and associated charts and tables. Please refer to Attachment 3 in the agenda package
Update on Financial Management Practices Review and ASC Audit – Rainer Hoenicke stated that we have been in contact with Ganze & Company and they have agreed to perform the ASC and ‘best practice’ audits and that they will occur after the April 15 tax season
6. **Joint Governance Committee Report** – review and discussion of modifications to the San Francisco Estuary Institutes Bylaws. Michael Futterman stated that past amendments and changes to the SFEI Bylaws had been made but had not kept up with the changes in California Corporations Code nor ‘best practices’ for many, many years. Changes and restructuring of the bylaws were made in order to bring the bylaws into compliance and also to mesh with the combining of the two Boards. Refer to Attachment 2c of the board package. Michael led the discussion and answered questions, some highlights and agreements were –
 - a. Article 1, Name, at the end of the sentence add “(SFEI or the Institute)”
 - b. Article 5, Board of Directors, in particular 5.3, Number and Qualification of Directors, where the number of Directors shall be fixed between 11 and 21
 - c. Michael explained that the number of Directors refers only to the voting vs. non-voting Directors, also those that are non-voting do not carry the same fiduciary duty
 - d. Michael explained that there are only two types of formal Directors – designated and at large, and these are the only two types that are used to be part of the count – the following are brief descriptions:

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- i. Designated Directors – this gives an agency/entity the authority to designate a single or several Directors
- ii. At Large Directors – will be nominated and formally elected by the Board
- iii. Ex-officio Directors are informal, they have a right to attend and offer an opinion, but may not vote [we will need to correct the terminology in Table 1 of Attachment 2c]. Further to maintain a balanced board, ideally you will want to have approximately ¼ of your Directors fall into each of the categories - Regulators, Regulated Entities (Users), Environmental Advocates, and Scientists
- e. Third paragraph of 5.3, agreed to add 'voting' after the first word.
- f. The first sentence in subparagraph (a) of 5.3 insert the words 'at a minimum' at the beginning of the sentence.
- g. The fifth line in subparagraph (b) insert 'Regional' after the words Central Valley
- h. 5.4, Appointment and Terms of Directors, revise the language to differentiate between designated and at large directors and how their Board terms and appointment or election to the Board differ.
- i. Last sentence of 5.4 should be revised to read "At-Large Directors may serve no longer than six consecutive years on the Board. Designated Directors may serve any number of successive terms." And delete the phrase that begins with "except that all Directors..."
- j. Article 7, Committees, specifically 7.1 second sentence in the first paragraph, delete "...and only of Directors"
- k. Subparagraph (a) of 7.1, delete the words "or on any committee" [it was agreed that the Board appoints the Committee Chair and the Chair will appoint the Committee Members, and they need not be Directors of the Board]
- l. The first paragraph in 7.2, Executive Committee, it was agreed to accept the alternative language which is highlighted in green
- m. The fourth line in 7.5, Meeting of Committees, delete the word 'resolution' in both instances and replace with a language that implies 'agreement'
- n. Article 8, External Science Oversight, specifically 8.2, Organization of Scientific Review, in the third line delete the word "will" and replace with "may"
- o. Article 9, Officers, specifically 9.6, Responsibilities of Officers, the last sentence in subparagraphs (a) and (b) regarding the SFEI Officer also serving in the same capacity on the Aquatic Science Center Board, should be similarly duplicated and added to subparagraph (c) Secretary.

All of the SFEI Directors agreed to table the discussion of the specifics of term limits since it is likely to be complicated and time is limited. The SFEI Directors agreed to accept the revised bylaws contingent upon the recommended changes.

The SFEI Directors voted to accept Dave Williams (ASC Chair), Pamela Creedon (ASC Vice-Chair & Secretary), Vicky Whitney, Laura Pagano, and Stan Dean onto the SFEI Board.

Michael Futterman and the Board agreed that he will begin reviewing the Aquatic Science Center Bylaws, ensuring that the SFEI Treasurer also serving in the same capacity for ASC will not be a conflict of interest. Further, as Michael reviews the ASC Bylaws, he will review them with the mindset of not only updating to meet the appropriate rules and regulations, but also to ensure that there is no conflict in language or purpose as the two Boards are merged.

7. **Resolution to Honor Karen Schwinn, former Director** – Rainer presented former Director, Ms. Karen Schwinn, with a resolution of appreciation by the board, and everyone conveyed appreciation for her service.
8. **Program Briefing** – Robin Grossinger gave a briefing on Resilient Landscapes Program. The Board discussed ASC's emerging role supporting restoration planning in the Delta. Board Directors concluded that partnering under a broader MOU with DWR and/or other agencies would be preferable to working on a project-by-project basis as a subcontractor. Dyan Whyte and others felt that the BOD should help facilitate development of such MOUs. No specific action was taken.
9. **Proposed Agenda Items for Q2 2013 Meeting on June 7 -**
 - Discussion of revisions to the ASC Bylaws as suggested by Michael Futterman
 - Appoint Chairs for the remaining Committees – Resource Development, Programs (Science Oversight), and Audit
 - Reports from the Board Committees, including status of their Chair appointments, invitations to members, introduce Committee Charters
10. **Announcement** – The Directors are invited to a reception to say a collective thank you and farewell to Rainer on March 29 at the ASC-SFEI office.
11. **Joint Business Meeting Adjournment at 2:40 pm**

ASC Business Meeting

- The ASC business meeting was called to order at 2:40 pm by Dave Williams, Chair
- Meredith Williams provided the overview of the one ASC (Attachment 4a) continuing contract EDIT/Data Management – CEDEN Regional Data Center, currently in negotiations. The ASC Board unanimously approved the Program Plan Update and associated budget.
- The ASC business meeting was adjourned at 2:50 pm

SFEI Business Meeting

- The SFEI business meeting was called to order at 2:50 pm by Jim Fiedler, Chair
- Rainer pointed out one of the programs in this Program Plan Update, Resilient Landscapes continuing priority, Baylands Ecosystem Habitat Goals Update Support, is so crucial that we would like to have the Board's approval to internally fund \$45k of this program – these overhead monies were part of the budget that the Board approved at the December meeting, but we want to be transparent in our use of these funds. It is everyone's opinion that this

Attachment 1

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extremely important to continue this work. This may help bolster our position to be included in any enabling legislation for Restoration Authority bond funding.

- The joint Board unanimously approved the 2013 Program Plan Update and associated budget (Attachment 4b)
- The SFEI business meeting was adjourned at 3:00 pm