

**Joint Meeting of the Boards  
Aquatic Science Center and San Francisco Estuary Institute  
March 1, 2012**

**9:30 a.m.-2:00 p.m.**

Comments from Trish, 3/6/12 and 3/14 (= TM2 in file name)

**DRAFT**

**Members Present:**

Jim Fiedler  
Dave Williams  
Trish Mulvey  
Adam Olivieri  
Barbara Salzman  
Karen Schwinn  
Laura Pagano  
Bruce Wolfe  
Dyan Whyte  
Amy Chastain  
Phil Stevens  
Vicky Whitney  
Kirsten Struve

**Others Present:**

Rainer Hoenicke  
Meredith Williams  
Josh Collins  
Stephanie Seto

**Joint Meeting**

**1. Call to Order and Approval of Agendas**

The meeting was called to order by Mr. Fiedler, SFEI Board Chair and Mr. Williams, Aquatic Science Center Board Chair, at 9:35 a.m. All were in favor of the approval of agenda for the joint meeting portion of the day.

**2. Public Comments**

None.

### **3. Action: December 7, 2011 Meeting Minutes and follow-up Actions – Approval**

Ms. Schwinn requested that her name be added to the list of members present as she attended the meeting, but her name was left off the list. Mr. Wolfe made a motion to approve the December 7, 2011, meeting minutes. The motion was seconded by Ms. Salzman and passed unanimously.

### **4. Information and Discussion: ED Report and Quarterly News Highlights**

There was discussion regarding Ms. Griffin's departure and that Ms. Williams had accepted the role of Interim Deputy Director. The Board also requested that Dr. Hoenicke define the Interim Deputy Director role as well as length of the position. Dr. Hoenicke noted that there were more projects funded under Aquatic Science Center than SFEI. He also let the Board know of his short-term, intermediate, and long-term solutions to fix the causes related to not meeting Program Plan budget projections.

Short-Term:

- Look at staff who are relatively unbillable, increase the percent time on cost reimbursable projects, and increase staff's time who are "not-so-billable";
- Reduce discretionary expenses, and get 2012 back in the positive;
- Accelerate filling vacancies with positions that are highly billable; and
- Suspend filling a few budgeted positions as well as others that are not very billable.

Intermediate-Term:

- Figure out what multiplier formula should be used to generate a sufficient surplus; [RAINER/PHIL is there a more nuanced term than "surplus" that includes buffer? Maybe just something like "to generate sufficient income".
- Re-negotiate Aquatic Science Center multiplier;
- Evaluate how much space in the building that can be sublet; and
- Change project mix and budgeting approaches

Long-Term:

- Develop and implement a new business plan that reflects potential solutions to challenges associated with being seen by many stakeholders as a not-for-profit consulting company. Dr. Hoenicke addressed the need to adjust the new business plan to achieve the objectives and goals stated in the Strategic Plan. (. . .)
- Move SFEI back from the for-profit contractor model and engage in a more focused conversation around fundraising as a potential source of revenue. This will require SFEI to be very clear on its Mission – What it is as an Organization.
- Need a different way of looking at financial numbers. There needs to be a different way of planning and accounting for "internally funded initiatives" and from discretionary income starting now and for the coming years.

- In the past, non-billable hours have been tracked in a way that has been complex and very difficult to analyze. Dr. Hoenicke has been working on creating more discrete bins that are less ambiguous and can be analyzed more effectively.

### **5. Information and Discussion: Implementation Plan Update and SMART Actions**

With the completion of the Strategic Plan, Dr. Hoenicke presented an outline of implementing the strategy- 2010 Looking Inward: Professional Aspirations (shared values, internal team recognition, career planning, succession planning); 2011 Looking Outward: Joint Strategic Plan (defining the future, strategic priorities to shorten the distance); 2012 Implementation Plan: Taking Action (taking responsibility, getting organized, strategic initiatives, GAP analyses, SMART outputs for 2012-2014); and Implementation for Products and Services (expand role as convener of Regional Forums, expand capacity, diversity sources of funding).

### **6. Action: Joint Governance Committee Report**

Dr. Hoenicke briefly reviewed the meeting summary from the February 9, 2011, meeting. He made a suggestion that the June Board Meeting be dedicated to a workshop dedicated to governance issues and revisions to the board structure and board member responsibilities. Dr. Hoenicke also asked the Board to endorse the draft Governance Committee Charter in concept and delegate to the *ad hoc* Governance Committee any final wording changes to be distributed to the Board. Ms. Mulvey made a motion to endorse the draft Charter in concept. The motion was seconded by Mr. Wolfe and passed unanimously.

### **7. Action: Program Plan and Budget Amendments**

Dr. Hoenicke reviewed the Q2 Program Plan and Budget amendments. The Program Plan Update contained five new projects that came online through SFEI, and one new project through the Aquatic Science Center, since the 2012 Program Plan was approved by the Board in December 2011. Dr. Hoenicke and the Finance Team revised the budget for Board approval. Board Members agreed that there was no need to revise or adopt a new budget and that they would rather see the approved budget compared to actual expenditures and revenues, as well as projected expenditures and revenues as new projects come online and work flow adjustments are made. It was suggested that any deviations be documented in footnotes. This suggestion would be placed on the upcoming Fiscal & Admin Committee Agenda and brought back to the full Boards for further discussion at the June meeting. Mr. Wolfe made a motion to approve the Aquatic Science Center Program Plan and Budget amendments. The motion was seconded by Ms. Struve and passed unanimously. Mr. Stevens made a motion to approve the SFEI Program Plan and Budget amendments. The motion was seconded by Ms. Salzman and passed unanimously.

### **8. Proposed Agenda Items for June 14 Meeting**

- Hold a workshop to focus primarily on the Governance issue and set the stage for filling slots- attracting new members and maintaining current members
- Dr. Hoenicke's evaluation
- Progress on correcting structural financial imbalances (includes discussion of progress on Multiplier)
- Aquatic Science Center participation on Fiscal & Admin Committee

## **9. Adjourn Joint Meeting and call Aquatic Science Center Meeting to Order**

### **Aquatic Science Center Business Meeting**

#### **1. Discussion: Filling Vacant Treasurer Position**

Ms. Whitney nominated Mr. Polhemus for the position of Treasurer. She will speak with him and Dr. Hoenicke will follow-up with a phone call during the week of March 5<sup>th</sup>. The Fiscal & Admin Committee will recommend an approach to the full Boards at the June 14<sup>th</sup> Board meeting.

#### **2. Adjourn and call SFEI Meeting to Order**

### **San Francisco Estuary Institute Business Meeting**

#### **1. Action: Board Terms**

Terms expired for Dr. Callaway and Mr. Olivieri in June 2011. The Board agreed to renew terms for both members, each for a 3-year term. Ms. Salzman made a motion to renew terms. The motion was seconded by Ms. Mulvey and passed unanimously.

#### **2. Information: Fiscal & Admin Update**

Dr. Hoenicke summarized the financial diagnostics, meeting outcomes, and actions items from the February 16<sup>th</sup> conference call. There was discussion regarding the proposed steps toward recovery from a \$230,000 deficit.

#### **3. Information: ED 360 Review Update**

Dr. Hoenicke mentioned that the 360 review was a tool used for development and to identify strengths and weaknesses and tracking professional development outcomes. This will allow him to create a professional development plan for the coming year. Dr. Hoenicke also noted that Mr. Nonomura would analyze the results once all surveys had been submitted (mid-March deadline). Dr. Hoenicke recognized the urgency to fill out a self-assessment. A summary report will be distributed to all survey respondents. Dr. Hoenicke will work with the Fiscal and Administration Committee to prepare all necessary items the Board will consider in his performance assessment in June (which is independent from the current 360 process).

**4. Adjourn**

The meeting was adjourned at 12:30 p.m.

**Next Joint Board Meeting**  
**June 14, 2012**  
**9:30 a.m.-2:00 p.m.**  
**San Francisco Estuary Institute**  
**First Floor Conference Room**