

**ATTACHMENT 1a**

Draft Agenda for Joint Board Meeting, March 8, 2013

Updated as of 3/1/13

**DRAFT Action Items**  
Resulting from the 2012 Board Meeting

Action Item	Who?	When?	Date Completed
1. Review proposed changes to both sets of Bylaws to ensure that the “balance” is maintained and still comply with all legal requirements. Draft a revised version of both sets of Bylaws for discussion at the next Governance Committee phone call and subsequent Board discussion and approval. Send final draft one month prior to the March 8 Board meeting.	Rainer Hoenicke with Alan Ramo  Darrin Polhemus	January 15  February 8	
2. Finalize the slate of Officers for the Joint Board and begin setting up Committees and working on new Charters	Chair, Gov. Comm & Leyna	ASAP	
3. Discuss elements of a new Conflict of Interest Policy	Gov Comm	January call	Transferring to Exec Comm & deferring to a later date
4. Revise language of Leyna Bernstein’s contract for 2013	Rainer Hoenicke	January 14	January 4
5. Agendize a science briefing on Green Infrastructure Initiative	Rainer Hoenicke with David Senn et al.	March 1	
6. Write an Accounting and Contract Management manual	Lawrence Leung	Draft for Committee review, March 31	In process
7. Incorporate Board feedback into Implementation Plan ( <i>refer to Minutes, Item 8 below</i> )	Josh Collins	February 15	In process
8. Invite Karen Schwinn to March 8 Board Mtg. to say a proper thank you and goodbyes	Ronnie Lea	ASAP	Email sent 12/12
9. Provide written record regarding the appointment of Stan Dean and an updated list of BACWA Alternate Directors to Ronnie	Dave Williams	January 15	

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

**December 5, 2012**

**Members Present:**

<b>Director Name</b>	<b>Representation</b>	<b>ASC Director</b>	<b>SFEI Director</b>
Kirsten Struve	Bay Area Clean Water Agencies	X	
Alan Ramo	Golden Gate University		X
Mitch Avalon	Contra Costa County Public Works		X
Laura Pagano	Bay Area Clean Water Agencies	X	
Barbara Salzman	Marin Audubon Society		X
Jim Fiedler	Santa Clara Valley Water District		X
Dave Williams	Bay Area Clean Water Agencies	X	
Dave Tucker	City of San Jose		X
Karen Schwinn	US EPA Region 9	X	X
Pamela Creedon	Central Valley Regional Water Quality Control Board	X	
Dyan Whyte (Alternate)	San Francisco Bay Regional Water Quality Control Board	X	X
Darrin Polhemus (Alternate)	State Water Resources Control Board	X	
Adam Olivieri	BASMAA		X
Phil Stevens	Urban Creeks Council		X
Stan Dean	Sacramento Regional County Sanitation District	X	

**Others Present:**

Rainer Hoenicke, Executive Director, SFEI

Meredith Williams, Deputy Director, SFEI

Ronnie Lea, Executive Assistant, SFEI

Josh Collins, Lead Scientist, SFEI

David Senn, SFEI  
Jay Davis, SFEI  
Robin Grossinger, SFEI  
Leyna Bernstein, Leyna Bernstein Consulting  
Valerie Ruban, Ganze and Co. (by phone)

### **Joint Business Meeting**

1. **Closed Session** – Tracking the Executive Director’s Performance Plan for 2012 and 2013 Outlook.
2. **Call to Order and Approval of Agendas and Introductions** - Because some Directors had to leave early, a request was made to switch the order of SFEI and ASC business. The modified agenda was unanimously approved.
3. **Public Comments** – None.
4. **Approval of September 13 Meeting Minutes** – Agenda and acceptance of Quarterly News.
5. **Joint Governance Committee Report** – review and discussion of Futterman Memorandum dated June 25, 2012, providing a legal opinion on proposed governance changes to ASC and SFEI Boards of Directors
  - Further reviewed and discussed individual changes to both the ASC and SFEI Bylaws (Attachments 2a-2 and 2a-3 respectively) and summary table (Attach 2a-4). These issues were more complex than originally anticipated, so Rainer and Alan Ramo to meet and discuss the details. Darrin Polhemus agreed to review and provide input prior to vetting with Governance Committee.
  - Discussion of the process of the logistics and how the Joint Board will act. It was agreed that some kind of “operating procedure” agreement of how to conduct board business be presented at the next board meeting.
  - Discussion of a new conflict of interest policy. This will be taken up by the Governance Committee.
  - Discussion of the *Ad hoc* SFEI/ASC Governance Committee recommendations (Attachment 2b) – the Board agreed to proceed as a joint Board while working on changes to the Bylaws and drafting a “how-to” document.
  - New Committees and Member participation were discussed, and Governance Committee’s recommendations approved:
    - *Executive Committee Members/Officers:*  
Chair: Jim Fiedler

Vice Chairs: Pamela Creedon and Barbara Salzman

Secretary: Phil Stevens

Treasurer: Dave Tucker

- *Governance Committee Members/Officers: [continuing our ad Hoc members]:*

Co-Chair: Jim Fiedler

Co-Chair: Dave Williams

Pamela Creedon

Barbara Salzman

Rainer Hoenicke

- *Programs Committee Members:*

John Calloway [was proposed as Chair]

Adam Olivieri

Dyan Whyte

Mitch Avalon

- *Resource Development Committee Members:*

Phil Stevens

Laura Pagano

Adam Olivieri

- Discussion of elements of the 2013 contract for Leyna Bernstein (Attachment 2c), Leyna left the room, and it was agreed that her contract would be extended through 2013. Contract language should state a “not to exceed” amount of \$14,000 unless approved by the Board.
6. **Resolution to Honor Jeff Haltiner**, former Director - Rainer presented former Director, Dr. Jeff Haltiner, with a resolution of appreciation by the board, and everyone conveyed appreciation for his service.
  7. **Appreciation of Staff Accomplishments** - all staff was invited into the conference room and Jim F. and Dave W. expressed appreciation for their contributions to the well-being and success of the Institute in 2012. The staff joined the Board for lunch.
  8. **Draft of Staff Implementation Plan** - Josh provided an introduction and kicked-off the discussion of the Plan – comments:
    - The Implementation Plan (IP) should reference how the various elements relate to the Strategic Plan (SP) that the Board approved.
    - Some of the key statements in the SP should also be reflected in the IP.
    - The “niche” statement probably doesn’t belong in the IP, but the document should include the mission and vision.

- The SMART Actions Tables should be reframed, especially the column referencing “regulatory links” – possibly more along the lines of “policies and programs that could be informed by information generated.”

#### 9. Proposed Agenda Items for Q1 2013 Meeting on March 8 -

- Adopt revisions to the bylaws of ASC and SFEI and agree to conduct business during board meetings
- Form Committees and vote on any new Directors and Committee Members
- Introduce Committee Charters

#### 10. Joint Business Meeting Adjournment at 1:45pm

##### ASC Business Meeting

- The ASC business meeting was called to order at 1:45pm by Dave Williams, Chair
- Karen Schwinn, representing EPA Region 9 and a Director on both Boards, is retiring from both Boards, this will be her last official meeting; she is being invited to the March 8 Board Meeting so we can say thanks and acknowledge her for her contributions.
- Dave Williams informed the ASC board that the BACWA Board had voted to invite Stan Dean, General Manager of the Sacramento Regional County Sanitation District (SRCSD) to become one of the ASC Directors representing BACWA. Kirsten Struve will be appointed as an alternate. The formal paperwork will be provided at a later date; Rainer asked Dave to provide announcements in writing or a copy of their resolution.
- The ASC Board unanimously approved the Program Plan Update, following Rainer’s reminder that, due to the different fiscal years SFEI and ASC are operating under, the comprehensive Program Plan for SFEI, to be approved each December for the following calendar year, also serves as a comprehensive ASC Program Plan (update). SFEI formally adopts the Plan via Resolution in December, and ASC formally adopts its updates via Resolution in July, when its new fiscal year starts.
- The ASC business meeting was adjourned at 2:00pm

##### SFEI Business Meeting

- The SFEI business meeting was called to order at 2:00pm by Jim Fiedler, Chair
- 2013 Program Plan and budget (Attachment 4a) was reviewed and discussed, including the last minute Addendum update for ASC Projects – Clean Water, Water Loadings, 3.1 Reference Beach Scoping Project – both Plan and Budget were unanimously approved.
- SFEI Resolutions No. 3 and 4 (Attachments 4b & 4c) were signed by Jim Fiedler

- Executive Director and Fiscal & Admin Committee Report – Dave Tucker provided a summary of SFEI’s fiscal health. Rainer advised the Board that SFEI is beginning to phase in implementation of a comprehensive training program, as recommended by the Fiscal and Administration Committee.
- Audit Report - Valerie Ruban of Ganze and Company joined by conference phone and answered questions related to the audit of SFEI’s 2011 books. Rainer highlighted key items in the management letter. There was a discussion of building up a reserve as recommended in the Ganze Audit Report for 2011, and the Board agreed it would be ideal to work towards a 3-month or \$1.2M operating reserve going forward in 2013. Also, it was noted that the auditors had recommended that SFEI write an Accounting and Contract Management manual.
- Karen Schwinn, representing EPA Region 9 and a Director on both Boards, announced her retirement from EPA, Region 9, and hence her retirement from both Boards. This will be her last official meeting; she is being invited to the March 8 Board Meeting so we can say thanks and acknowledge her contributions.
- The SFEI business meeting was adjourned at 2:35pm