

ATTACHMENT 1a

**Joint Meeting of the Boards
Aquatic Science Center and San Francisco Estuary Institute
September 13, 2012
10:00 a.m.-2:30 p.m. Joint Board Meeting
DRAFT Meeting Minutes**

Members Present:

Jim Fiedler
Dave Williams
Mitch Avalon
John Callaway
Alan Ramo
Barbara Salzman
Dave Tucker
Darrin Polhemus
Bruce Wolfe
Karen Schwinn
Dyan Whyte
Kirsten Struve

Others Present:

Rainer Hoenicke
Leyna Bernstein
Robin Grossinger
Dave Senn

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 10:00 a.m. All members present were in favor of the approval of agenda. All agenda items reflected business affecting both SFEI and ASC.

2. Public Comments

None

3. Consent Items

Rainer Hoenicke asked that the SFEI and ASC Program Plan Updates be taken off the consent calendar, since a new ASC project was added that was not contained in the agenda package and needed to be discussed. The ASC Board unanimously voted to consider the Program Plan Update separately. The consent items (July 12, 2012 meeting minutes, follow-up actions, and special SFEI and ASC meeting minutes of May 4, 2012) were unanimously approved by the SFEI Board, and approved with one abstention by the ASC Board.

SFEI and ASC Program Plan Updates

Rainer provided background on the additional project in a handout, to be added to the final ASC Update after consideration and vote by the ASC Board. The Water Board intends to provide \$250,000 to ASC for the next phase of the Delta Regional Monitoring Program. The SFEI Board voted unanimously to approve the SFEI Program Plan Update. The ASC Board voted to approve the ASC Program Plan Update, with Darrin Polhemus abstaining.

4. Review of July Workshop Outcomes

Leyna Bernstein reviewed the highlights of the July 12, 2012, workshop, with particular emphasis on the impact the boards would like to have on the Strategic Plan. She confirmed with both Boards that the workshop breakout session outcomes were represented accurately and with sufficient detail to move forward, as requested by the *ad hoc* Governance Committee. Two items that did not get addressed at the July 12 workshop were carried over into discussion at this joint meeting of the Boards: (1) Board balance and composition, and (2) Board member responsibilities. These two items had been taken up in August by the *ad hoc* Governance Committee in preparation for the full Board meeting in September.

5. Joint Governance Committee Report

The co-chair of the *ad hoc* Governance Committee, Dave Williams, provided a summary of the committee's recommendations for a Board committee structure, once the re-structuring process has been completed, comprised of:

- Executive Committee
- Governance Committee
- Resource Development Committee

- Programs Committee, and
- Audit Committee

The Boards discussed the general roles and responsibilities of these committees and asked clarifying questions that Leyna Bernstein agreed to reflect in an updated version of committee descriptions. Next steps concerning the establishment of these five committees consist of:

- Draft committee charters
- Duties and required expertise of Board Officers and Committee Members
- Appointment of Committee Chairs

Leyna presented a series of slides with specific recommendations for the establishment process of these committees, as well as identifying candidates for officers, and hence for the Executive Committee.

▶ Step One:

Ad-hoc Governance Committee identifies candidates for Executive Committee (Chair, two Vice Chairs, Secretary, Treasurer)

▶ Step Two:

Board votes to approve Officers

▶ Step Three:

Chair (with input from Executive Committee) appoints chairs of other committees

▶ Step Four:

Committee Chairs populate their own committees

▶ Ongoing:

Governance Committee facilitates ongoing identification and solicitation of board leaders

Each Committee would draft their own charter, which will then suggest the kinds of expertise required to serve, and what implications this may have for recruitment of new Directors and committee members not serving on the Boards. The motion to establish these five committees for the re-structured Boards and the steps required to start the process of populating these committees was unanimously approved by both Boards.

6. Discussion and Potential Action: Achieving Balanced Representation on Unified ASC and SFEI Boards

The topic of Board composition and balance was discussed based on a staff analysis of strategic capacity gaps, which the *ad hoc* Governance Committee had recommended as background material, as well as the current make-up of, and representation on, both boards. The Strategic Plan, the emerging staff Implementation Plan, and the July 12 workshop outcomes all suggest that additional Board expertise is necessary to meet strategic goals. The discussion about stakeholder balance also included the additional criteria of new expertise/characteristics, and expanded geographic scope and diversity (e.g., Delta representation). A general framework emerged that worked for all board members. To achieve stakeholder balance, stakeholders could be grouped into four major categories: Protection advocates for the Estuary, scientists, users, and regulators. “Users” was defined very broadly, including dischargers, business representatives, water purveyors, etc. A good goal would be to achieve representation by six directors from the protection advocate category, six science representatives, six directors from the user community, and three from regulatory agencies. Since the ASC Joint Powers Agreement (which is not slated for amendments at this point) already stipulates participation as voting members by three regulators (USEPA, Region 9, is a non-voting member) and three “users” (clean water agencies), the Governance Committee would apply the additional criteria (specific sets of expertise/characteristics consistent with identified needs and broader geographic coverage) in their new member recruitment plan. Rainer offered to send out the staff analysis in Word format to board members and invited them to provide comments.

7. Executive Director’s Report and Quarterly News Highlights

Rainer provided highlights about new projects coming on-line and submitted as proposals, and asked board members for feedback on his 2012/13 performance plan. Recommendations included referencing estuary health goals to make it less dry, and

make certain targets more discrete. The formatting could be improved by color-coding each quarter differently and by avoiding landscape format. The Board asked Rainer to agendize a closed session in December, since quarterly performance tracking may contain some sensitive items that should not be discussed in an open forum.

Discussion about quarterly news highlights included major progress in the mercury exposure reduction program, the fact that the Aquatic Science Center was chosen to serve as the interim entity to manage the initial implementation phase of the Delta RMP, and that the kick-off meeting of the Delta RMP Steering Committee is planned for mid-October.

8. Staff Implementation Plan

Rainer provided an update on the status of the staff Implementation Plan and the sequence in which it will be circulated – first to staff and subsequently to the Boards at a time when the committees have been established. The likely committee to look at the staff Implementation Plan will be the Programs Committee that can set-up and agendize more in-depth discussion and recommendations for forging closer ties between the staff leadership team, committees, and the unified boards on various implementation steps.

9. Fiscal and Administration Committee Report

Dave Tucker (SFEI Treasurer) briefed both boards on year-to-date financial performance and augmented the data included in the agenda package with more recent ones for the month of August. The August surplus was sizeable and brought up the cumulative surplus to \$217,000. Comparisons between the approved annual budget, actual, and projected numbers will be reformatted to make them more user-friendly.

10. Proposed Agenda Items for December 5 Meeting

In addition to scheduling a closed session to discuss performance plan updates, the boards intend to address proposed changes to the ASC and SFEI bylaws, committee charters, the 2013 Program Plan, and science briefings on new initiatives proposed in the staff Implementation Plan.