



**Joint Meeting of the Boards  
Aquatic Science Center and San Francisco Estuary Institute  
July 12, 2012  
9:00 a.m.-10:00 a.m. SFEI Closed Session  
10:00 a.m.-4:00 p.m. Joint Board Meeting  
DRAFT Meeting Minutes**

**Members Present:**

Jim Fiedler  
Dave Williams  
Mitch Avalon  
John Callaway  
Pamela Creedon  
Adam Olivieri  
Laura Pagano  
Alan Ramo  
Barbara Salzman  
Phil Stevens  
Dave Tucker  
Vicky Whitney  
Bruce Wolfe  
Luisa Valiela  
Dyan Whyte  
Kirsten Struve (via phone)

**Others Present:**

Rainer Hoenicke  
Leyna Bernstein  
Roy Nonomura  
Meredith Williams  
Josh Collins  
Robin Grossinger  
Dave Senn  
Stephanie Seto  
Steve Weisberg  
Alexis Strauss

### SFEI Closed Session

#### **1. Executive Director Performance Review**

The closed session was called to order by Mr. Fiedler, SFEI Board Chair at 9:15 a.m. Following the conclusions of the closed session on the Executive Director's Performance Review, the Board reconvened in open session. The Board Chair conveyed a statement of the Board's appreciation of Dr. Hoenicke's efforts, and the Board voted unanimously to confer a one-time bonus in the amount of \$2,500 to Dr. Hoenicke. Mr. Tucker made a motion to memorialize what was discussed during the closed session regarding Dr. Hoenicke's performance review. The motion was seconded by Mr. Stevens and passed unanimously.

### Joint Board Workshop

The Joint Board Workshop began at 10:40 a.m. with introductions of Board Members and guests. Ms. Bernstein briefly explained the purpose of the Governance Workshop.

#### **1. Powerful Governance**

Ms. Bernstein provided a quick overview of the ad hoc Governance Committee's work-to-date. She also discussed trends and best practices in non-profit governance. Ms. Bernstein noted that a non-profit Board of Directors, as a governance body, should focus on the following:

- Three levels of governance; fiduciary responsibilities, strategic and generative thinking.
- The Board should be doing the "big picture" thinking and spending their time asking "why and what" rather than "who and how" which are operational questions which are more appropriate to be addressed by staff.
- While individual Board Members may want to "come down from the balcony to join staff on the dance floor," if and when staff invites them to do so, the Board as a whole needs to stay out of the weeds.

There was discussion regarding Board members as leadership volunteers, their legal duties, as well as Board structure, Board meetings, and ongoing Board development.

#### **2. Implementation of Strategic Plan**

Dr. Collins provided a summary of how staff intends to engage in implementation of the Strategic Plan. He noted that the staff implementation plan consists of ten strategic elements. There was discussion regarding identifying gaps in SFEI capacity. He estimated the completion of a draft implementation plan by September 2012. While many board members expressed interest in the details of the implementation plan, Ms. Bernstein advised that it might be more beneficial to the institute for board to focus on higher, overarching questions and needs arising from the implementation plan. For the Board to see what is really being produced by the

Institute, Ms. Bernstein suggested that the Board do a “mission dive” regularly. This would be different than a record about each program, but designing in advance of the programs the Board would like to look at. It is not about the Board making decisions, but giving a dip into the mission. Ms. Bernstein noted that it takes three to five years to make a complete transition from a “rubber stamp” Board to a fully engaged governance Board. There are a lot of things “under the hood” to think about and Ms. Bernstein hoped that the Board would ask the Governance Committee to take a lead on such items. Thus far, it has been very theoretical, and Ms. Bernstein asked the Board to make it more specific – Does the Board buy what has been talked about? What does it mean to you as a Board member?

### **3. Workgroup Exercise**

To facilitate a broader discussion about how Board members perceived their role and the role of the Board in helping achieve the strategic goals of SFEI and the Aquatic Science Center, Ms. Bernstein asked Board Members and other participants in the meeting to identify the most significant contributions they felt the Board could make. Board members were asked to discuss in smaller workgroups to transport themselves into the future and identify achievements toward the goals of the strategic plan if they had not... (fill in 2-3 blanks). The board identified four areas where they could best help the institute achieve its strategic objectives. These were as follows:

- 1) Increased Effective Governance and Board Performance (update/revise board member responsibilities; ensure board member participation; fulfill clearly established roles and responsibilities; feedback loop with E.D.; articulated science needs and priorities; improved communication with internal stakeholders)
- 2) Increased Influence (visibility; brand; link between studies and effecting change in policies and environmental health)
- 3) Increased Unrestricted Income (secure core funding; stable funding base with discretionary funds)
- 4) Maintained Board Composition/Representation (expanded the geographic scope and diversity of board; ensured Delta representation; maintained broad interests and representation on board)

### **4. Board Structure and Composition**

The Governance Committee suggested that the merged Board should be restructured and have two Vice-Chairs, in order to facilitate succession planning for next Chairs. The Board refined and

agreed upon the structure for the merged Board at the officer level, but did not discuss committees, with the exception of the Governance Committee (see 5). The Board determined that more discussion of Board composition was necessary before it could approve adding additional categories, such as the suggested Business and local government representation.

#### **5. Governance Committee**

The Board decided to formalize the Charter with details in September and Dr. Hoenicke volunteered to tee-up next steps. It was recommended to continue the role of the ad hoc Governance Committee with ideas pertaining to the Charter recognizing issues raised by Mr. Ramo. Any changes to the Bylaws would be done at a subsequent time. Ms. Creedon suggested making the following revision to the draft Charter:

*“The Governance Committee should consist of not less than three members; its function is to assess the needs and performance and structure of the Board and its committees, to recruit and propose individuals to serve as Directors and officers and committee members, to evaluate current and prospective Directors, and to provide orientation and training for Directors to maximize the Board’s effectiveness. In appointing new members, the Board shall ensure that balance of interests in use and protection of the Estuary is maintained within its membership and that expertise in science and management is present.”*

Mr. Tucker made a motion to re-define the ad hoc Governance Committee with Ms. Creedon’s suggestion. The motion was seconded by Mr. Wolfe and passed unanimously.

Ms. Salzman and Mr. Ramo agreed to serve on the ad hoc Governance Committee along with Mr. Williams, Ms. Creedon, and Mr. Fiedler.

### **Joint Business 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 2:05 p.m. All were in favor of the approval of the agenda for the joint meeting portion of the day.

#### **2. Public Comments**

None.

#### **3. March 1, 2012 Meeting Minutes and follow-up Actions**

Mr. Wolfe made a motion to approve the March 1, 2012, meeting minutes and follow-up actions. The motion was seconded by Ms. Salzman and passed unanimously.

#### **4. 360 Review Outcomes and Next Steps**

The 360 review focused on executive-level competencies. The 360 survey for the Executive Director was implemented to obtain data to be used for identifying personal development needs and baseline data against which progress toward individual SMART Goals could be measured in future performance evaluations by the Board. Because of the large number of survey respondents, results also revealed opportunities in organizational development for SFEI as a whole. Mr. Nonomura suggested looking into organizational development for the entire institute to create a system and culture of accountability. An organizational development plan presents an opportunity to align Board and staff development processes and the associated Implementation Plan SMART Actions to best ensure Strategic Plan success. Organizational Development can also help the institute better track performance throughout the whole organization. The next survey is tentatively scheduled for Q1 of 2013. Mr. Nonomura proposed introducing 360 surveys (10-point) to all Program Directors. Mr. Tucker highly encouraged this process for the entire senior management team. Dr. Hoenicke agreed to submit to the Board in September a plan outlining the specifics, such as time involved in administering and analyzing the surveys and the estimated financial resources required for this effort. He suggested that this could be a line item for the 2013 Program Plan as well, since the development and implementation of an organization-wide performance management and measurement system will take time.

#### **5. ED Report and Quarterly News Highlights**

Dr. Hoenicke briefly highlighted items from Quarterly News such as press coverage on the SWAMP Bioaccumulation Report, Napa Historical Ecology Atlas, and work on flame retardants that was recently published in the scientific literature and received significant press coverage. He pointed out how this work, conducted collaboratively with SCCWRP and other partners, represented an example of Strategic Priority #1 – “shortening the distance” between scientific findings and management and policy actions, as evidenced by the recent revisions to the furniture flammability standards in California and congressional calls on EPA and the Consumer Product Safety Commission to act on the issue.

#### **6. Proposed Agenda Items for September 13 Meeting**

- Welcome to new Board Members
- Implementation Plan overview, Board roles
- Tribal Initiative
- Review Dr. Hoenicke’s performance plan for 2013

- Items from ad hoc Governance Committee meeting
- Organizational performance management and measurement plan, including 360 surveys for senior staff

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

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

#### **1. Resolution 02-12 and Program Plan Update**

Ms. Creedon made a motion to approve the Program Plan update and Resolution 02-12 authorizing and designating a representative to negotiate contracts or agreements on behalf of the Aquatic Science Center. The motion was seconded by Mr. Wolfe and passed unanimously.

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

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

#### **1. Board Terms**

Terms expired for Ms. Mulvey, Ms. Salzman, Mr. Tucker, and Mr. Stevens in June 2012. The Board agreed to renew terms, each for a 3-year term, while Ms. Mulvey respectfully declined a renewal. Mr. Callaway made a motion to renew terms. The motion was seconded by Mr. Ramo and passed unanimously.

#### **2. Fiscal & Administration Committee Report**

Mr. Tucker provided a quick overview of the Fiscal & Admin Committee's work-to-date:

- Correcting structural imbalance
- Change and annual review of the multiplier
- Program management focus of staying on time and on budget
- Creation of a reserve fund
- Operations performance indicators
- Welcome Mr. Damian to the Committee
- Dr. Hoenicke's past performance
- Surplus for 2012
- A revised dashboard for more meaningful indicators of financial health

Thus far in 2012, dashboard indicators are trending positive indicating that the steps that staff have taken with guidance from the F&A committee appear to have been appropriate corrective measures.

Action Item	Who?	When?	Status or Date Completed
1. Revise draft ad hoc governance committee charter with suggestion by Ms. Creedon.	SS RH	July 12	Done July 17
2. Dr. Hoenicke to tee-up next steps with the ad hoc Governance Committee to formalize roles with details in September.	RH		Done August 29
3. Draft staff implementation plan to the board before September Board meeting.	RH JC		Exec. Summary
4. Next 360 survey for Dr. Hoenicke scheduled for Q1 - 2013; Board asked to postpone to later date.	RH RN		
5. 360 survey for program directors. Dr. Hoenicke to come back to board in September with timeframe and list of required resources.	RH RN		Scheduled for Q4 of 2012
6. Schedule ad hoc governance committee meeting to discuss any proposed bylaws changes, representation, and other key items.	SS	Before September 13 Board Meeting	Done July 24

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