UCAR Board of Trustees Meetings

27-29 February 2012
Center Green Auditorium
3080 Center Green Drive
Boulder, Colorado

General Schedule

Monday, 27 February
1:00-5:00 pm  Audit & Finance Committee Meeting  - Room 3131
    Chair, Ric Porreca
5:30 pm  Dinner for Trustees and President’s Council at The Cork, 3295 30th St. (303) 443-9505

Tuesday, 28 February
8:00-11:45 am  Budget and Program Committee Meeting – Auditorium
    Chair, Steve Ackerman
    All Trustees are invited to attend.
11:45
    Lunch will be available for Trustees, NSF, President’s Council.
1:00-5:45 pm  UCAR Annual Board Meeting
6:00 pm  Reception for Trustees, UMC, and early career scientists in CG 1 Lobby

Wednesday, 29 February
8:30-1:00 pm  UCAR Annual Board Meeting

Board of Trustees’ Annual Meeting
Center Green Auditorium

Agenda

Tuesday, 28 February

11:45 am  Lunch will be available for Board, NSF, and President’s Council in the south auditorium.

12:30 pm  Board Meeting convenes in Executive Session
    Topic: Orientation for new Trustees.  Meg McClellan will present an overview of
    fiduciary duties, conflict of interest and other legal aspects of Trustee and officer
    responsibilities.
    Present: Trustees, Counsel, President’s Council, Jeff Reaves, Dan Wilson and Kathy
    Strand.

1:00  Board Meeting convenes in Regular Session

1.  Remarks from the Board Chair and UCAR President
    A.  UCAR Board of Trustees’ Chair Dennis Hartman will officially welcome new UCAR
    President Tom Bogdan.  President Bogdan will make remarks.
B. Dennis Hartmann will welcome new Trustees: Vicki Arroyo, Everette Joseph, and Alan Robock, re-elected Trustees Roberta Balstad, Fred Carr, and Rich Clark. Resolutions of appreciation will be offered for outgoing Trustees: Mark Abbott, Dick Truly, and Don Wuebbles.

**ACTION: Approve resolutions of appreciation for Mark Abbott, Dick Truly and Don Wuebbles**

1:10 2. Agenda Review and Approval
Chair Hartmann will review the Board Meeting agenda and ask the Trustees to adopt the meeting agenda.

**ACTION: Approve the February 2012 Board Meeting agenda**

1:15 3. Secretary’s Report
Secretary Roberta Balstad will review the minutes from the October 2011 Board of Trustees Meeting, which were sent in advance to the Trustees.

**ACTION: Approve the October 2011 Board of Trustee minutes.**

1:20 4. Treasurer’s Report
Treasurer Porreca will review the consolidated financial reports for FY2011, and for the first three months of FY2012. Both reports were sent in advance of the meeting.

1:30 5. Audit and Finance Committee Report
Chair of the Audit and Finance Committee, Ric Porreca, will report on the committee meeting held the previous day. In addition, Trustees will be asked to consider refunding of 2002 and 2003 Series bonds. Dan Wilson and Ric Porreca will lead the discussion, present the resolution, and ask for approval. Trustees will find a summary memo and a resolution in their meeting packets.

**ACTION: Approval of 2012 Resolution authorizing long-term bond financing for the refunding of all or a portion of the 2002 and 2003 Bonds.**

2:15 6. Budget and Programs Committee Report
Chair of the Budget and Programs Committee, Steve Ackerman, will report on the committee meeting held earlier in the day.

2:35 7. Board Nominating Report
Chair of the Nominating Committee, Steve Ackerman, will present the committee report: the 2012 slate of UCAR officers and Board committees. Materials were sent in advance of the meeting.

**ACTION: Approve the appointments of UCAR officers and Board committees**

2:40 8. UCAR Foundation Update and Approval of UCARF Directors
Jeff Reaves, Vice President of the UCAR Foundation, will update the Board on the status of the UCAR Foundation, and ask for Board approval of the re-appointment of Vivian Dullien as a Foundation director. (The UCAR Board of Trustees carries the responsibility for election of UCAR Foundation directors.) Dr. Dullien’s biography and resolution were sent in advance of the meeting.

**ACTION: Vote to re-elect Vivian Dullien to a three year term on the UCAR Foundation Board of Directors.**
3:00  9. NSF remarks
Steve Nelson, Director, NCAR Facilities Section/AGS/NSF, will update the Board on NSF activities.

3:20  Break

3:30  The Board will convene in Executive Session
Topic: UCAR issues and priorities for the coming year
Present: Trustees, Counsel, President’s Council, Matt Hirschland, and Cindy Schmidt and Kathy Strand.
Tom Bogdan and Dennis Hartmann will lead the discussion.

5:00  Break and Trustees will move upstairs to Room 3131.
The Board will convene in Deep Executive Session
Present: Trustees

6:00  Recess to reception in Center Green, Building I Lobby for Trustees and UMC. A number of members of the NCAR Early Career Scientist Assembly have volunteered to participate in an informal poster session during the reception.

Wednesday, 29 February
Board of Trustees’ Meeting
Center Green Auditorium

8:00 am  Continental Breakfast will be available in the Lobby.
8:30  The Board will convene in Executive Session

A.  Topic: NCAR budget impacts
NCAR Director, Roger Wakimoto, will talk with the Trustees about the current NCAR budget situation, and other relevant and significant NCAR activities.
Present: Trustees, Counsel, President’s Council, Rena Brasher Alleva, Helen Moshak, Bob Roesch, Kathy Strand.

9:00  B.  Topic: Housekeeping by-law changes & electronic voting
Present: Trustees, Counsel, President’s Council, Kathy Strand.
UCAR Counsel, Meg McClellan, will present the proposed changes. Materials were sent in advance of the meeting.
ACTION: Vote to approve Housekeeping by-law changes.

9:15  C.  Topic: UCAR governance. Undertake an examination of UCAR Governance and Membership structures to ensure that they are relevant for 21st Century needs. Materials were sent in advance of the meeting.
Present: Trustees, Counsel, President’s Council, Matt Hirschland, Cindy Schmidt, Kathy Strand.
Tom Bogdan will present the governance and membership topics for discussion.
ACTION: Appoint a Governance Committee comprised of Trustees and UCAR Member Reps who will examine a range of governance and membership issues.
10:30 D. Topic: What role should the Board play in the development of agendas for Regular and Special (e.g. Board Retreat) Board Meetings, and Members’ Meetings.
Present: Trustees, Counsel, President’s Council, Matt Hirschland, Cindy Schmidt, Kathy Strand.
Two immediate questions: Does the Board have guidance on how best to structure the May Board Meeting in Washington, D.C., or the October Annual Members Meeting? Should a Board retreat be scheduled this summer to discuss UCAR issues. A list of past Annual Meeting topics and themes, as well as past May Board Meeting events is included in your packets.

11:00 E. Topic: UCAR advocacy activities
Present: Trustees, Counsel, President’s Council, April Burke, Matt Hirschland, Wendy Naus, Cindy Schmidt, Kathy Strand.
1. April Burke will present the ‘big picture’ view of the current Federal budget and advocacy climate.
2. Tom Bogdan will lead the discussion of strategies to address current budget realities and to position us to go forward in our future advocacy efforts.
Related materials were included in your meeting packets.
ACTION: Approve UCAR FY12-13 Advocacy Priorities

12 noon Working lunch in Deep Executive Session
Trustees will move to Room 3131; lunch will be available in the room.

1:00 pm Adjourn

~ End of Agenda ~

The next meetings of the UCAR Board of Trustees will be held in Washington, DC, 15-17 May, at the AGU Headquarters Building, 2000 Florida Avenue N.W. Personnel, Audit and Finance, and Budget and Program Committees will meet on the 15th May; The Board will meet on 16th May; visits to the Hill will be scheduled for May 17th.

NB: Please return your signed copies of the Conflict of Interest and Export documents to Aneka Finley.