

UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH

MINUTES

UCAR Board of Trustees Meeting

21 - 22 February 2007

Fleischmann Board Room

Boulder, Colorado

The duly convened meeting of the UCAR Board of Trustees was held in the Walter Orr Roberts Board Room in the Fleischmann Building, in Boulder, Colorado.

Trustees present for all or portions of the meeting were:

Kelvin Droegemeier, University of Oklahoma *Chairman of the Board*,

Richard Anthes, President, UCAR

Eric Barron, University of Texas at Austin – Participated via phone

Rosina Bierbaum, University of Michigan

Robert Dickinson, Georgia Institute of Technology

Barbara Feiner, Washington University

Rana Fine, University of Miami

Efi Foufoula-Georgiou, University of Minnesota

Neal Lane, Rice University

Shirley Malcom, AAAS – Participated via phone

Berrien Moore III, University of New Hampshire

Franklin Nutter, Reinsurance Association of America

Robert Palmer

Leonard Pietrafesa, North Carolina State University

Steven Rutledge, Colorado State University

Soroosh Sorooshian, University of California at Irvine

Orlando Taylor, Howard University

Anne Thompson, The Pennsylvania State University

Richard Truly

Counsel and Corporate Officers:

Lise Carney, UCAR Counsel, Holland & Hart

Jack Fellows, Assistant Secretary and Vice President for Corporate Affairs & Director of UOP

Susan Friberg, Assistant Secretary, UCAR

Tim Killeen, Director, NCAR

Jeff Reaves, Associate Vice President, Finance & Administration, UCAR

Kathryn Schmoll, Vice President, Finance & Administration, UCAR

Dan Wilson, Assistant Treasurer, Finance and Administration, UCAR

Larry Winter, Deputy Director, NCAR

UCAR, NCAR and UOP attendees:

Peter Backlund, Research Relations, NCAR

Rena Brasher-Alleva, NCAR Budget & Planning

Laura Curtis, UCAR Office of Government Affairs

Veda Emmet, NCAR Director's Office

Jeff Fielder, UCAR Office of Government Affairs

Aneka Finley, UCAR Corporate Affairs

Roberta Johnson, UCAR Education & Outreach

Hanne Mauriello, UOP Budget & Administration

Meg McClellan, General Counsel, UCAR
Melissa Miller, Budget & Planning, Finance & Administration
Susan Montgomery-Hodge, UCAR Pres. Office
Rajul Pandya, SOARS Program
Bob Roesch, Human Resources, Finance & Administration
Steve Sadler, Safety & Site Services, Finance & Administration
Cindy Schmidt, Office of Development and Government Affairs
Catherine Shea, NCAR Director's Office
Tim Spangler, COMET, UOP
Denise Stephens Hawk, SERE Laboratory, NCAR
Kathryn Strand, UCAR President's Office
Roger Wakimoto, EOL, NCAR
Lucy Warner, UCAR Communications

Others:

Joel Widder, Lewis Burke Associates – Present via phone

Wednesday, 21 February 2007

The Board convened in Executive Session from 8:15 to 9:45am. (The minutes are kept in the corporate offices.)

1. Welcome and Report from the Chairman of the Board

Chairman Kelvin Droegemeier welcomed meeting participants and guests and reported on actions taken by the Board Executive Committee since the October Board meeting. He reported on conference calls held on 2 and 22 January 2007 to discuss and subsequently to approve the new NCAR Data Center partner. He reported that the University of Wyoming was chosen as the primary partner during the 22 January telecom, and that the data center will be located in Cheyenne, Wyoming. CU will also participate as a partner.

The NCAR Director, Tim Killeen, introduced Denise Stephenson-Hawk, recently appointed as the new Director of NCAR's Societal-Environmental Research and Education Laboratory (SERE).

Chairman Droegemeier introduced the following two resolutions of appreciation recognizing outgoing Trustees Soroosh Sorooshian and Eugenia Kalnay.

Resolutions of Appreciation

Soroosh Sorooshian

Soroosh Sorooshian has served with distinction on the UCAR Board of Trustees for the last six years. His time on the Board has been characterized by dignified and intelligent consideration of all corporate matters, but especially those under the purview of the Personnel Committee, which he most ably lead as Chairman for three years.

At the conclusion of his tenure, the Board, UCAR management and staff take the opportunity to express our heartfelt thanks for his always thoughtful interactions, and want him to know that he carries with him our best wishes for every continued success.

**We sincerely hope that his and UCAR's paths will cross again.
All of our best, Soroosh!**

Eugenia Kalnay

Eugenia Kalnay has served on the UCAR Board of Trustees for 6 years. Her kindness, optimism, and gentle sense of humor were always a welcome addition to the interactions.

Upon completion of her term she takes with her the best wishes of the Board and UCAR management for continued success in all of her endeavors.

God Speed, Eugenia.

2. Secretary's Report

Secretary Rosina Bierbaum asked for approval of the minutes of the October 2006 Board of Trustees' Meeting.

A motion was made to approve the minutes with the addition of Berrien Moore's name to the list of attendees; it was seconded and passed.

3. Treasurer's Report

Treasurer Barbara Feiner reported on the fiscal year ended 9/30/06 and on the first three months of FY07. She reported that the corporation is financially sound and noted some fluctuations in funding this year, especially in NCAR's Research Applications Laboratory (RAL). This resulted in a few layoffs in RAL and in DLESE as that program winds down. She reported that FY06 investments saw very good returns and the first quarter returns for FY 07 continue that trend.

4. Audit and Finance Committee Report

Trustee Feiner who chairs the Audit and Finance Committee reported on the committee meeting the previous day. The committee received a number of briefings: an update on the UCAR Foundation and on STAR, a private company created to allow UCAR, specifically RAL/NCAR, to conduct scientific research with classified components. STAR now has an off-site office in Boulder. Trustee Feiner also said that the committee heard reports on the newly developed policy to address fraud, and in UCAR's current level of debt and associated risks. KPMG auditors also met with the committee, giving them an opportunity to talk informally and ask questions about the positive outcome on the recent audit.

Trustee Feiner then presented a resolution to the Board to reconfirm the authority of certain corporate officers to carryout banking, investment and other financial transactions. The committee recommended approval from the full Board. **A motion was made, seconded, and passed to approve the Banking Resolution as presented.** (see attachment 1 to these minutes.)

5. Personnel Committee Report

Personnel Committee Chairman, Steve Rutledge, reported on the committee meeting held the previous day. He reported that the committee heard reports on the Africa initiative at UCAR, an update on the F&A Strategic Plan and leadership development. Trustee Rutledge asked the Trustees to act on the recommendations from the Committee regarding the proposed 2007 UCAR compensation package. The committee recommended to the full Board that they approve a 2.8% increase in the salary range movements, and a 3.5 % salary budget increase. **It was moved, seconded, and passed to approve the 2007 compensation package.**

Committee Chairman Rutledge also reported that the committee reviewed a restatement of the UCAR retirement plan, and recommends approval from the full Board. **A motion was made, seconded and passed to approve the restatement of the retirement plan along with the designation of the President's Council members as Plan Administrator.**

The Personnel Committee also recommended that the full Board approve the following two scientists as NCAR Affiliate Scientists: Dr. Barry Huebert from the University of Hawaii), and Dr. Antonio Navarra from the Italian Istituto Nazionale di Geofisica e Vulcanologia. **The motion was made, seconded and passed.**

6. Board Nominating Report

Board Nominating Committee Chairman, Frank Nutter, reported that the committee met via conference call and created the slate of officers and committees that was sent out to the Trustees in advance of the meeting. **A motion was made to approve the slate as proposed, the motion was seconded and passed.**

BOARD OFFICERS

Chairman	Kelvin Droegemeier
Vice Chairman	Eric Barron
Secretary	Rosina Bierbaum
Treasurer	Barbara Feiner
Assistant Secretaries	Jack Fellows, Susan Friberg
Assistant Treasurers	Kathryn Schmoll, Dan Wilson

Others: Tim Killeen, Jeff Reaves and Larry Winter.

EXECUTIVE COMMITTEE

Chairman	Kelvin Droegemeier
Members	Eric Barron Barbara Feiner Rosina Bierbaum
Members at large	Richard Anthes Berrien Moore Frank Nutter Steven Rutledge Richard Truly

AUDIT AND FINANCE COMMITTEE

Chairwoman
Members

Barbara Feiner
Eric Barron
Rana Fine
Neal Lane
Frank Nutter
Richard Truly

PERSONNEL COMMITTEE

Chairman
Members

Steven Rutledge
Robert Dickinson
Efi Foufoula Georgiou
Shirley Malcom
Robert Palmer
Len Pietrafesa
Anne Thompson
Orlando Taylor

NOMINATING COMMITTEE

Chairman
Members

Frank Nutter
Len Pietrafesa
Orlando Taylor

TRUSTEE LIAISON

URC

Len Pietrafesa

7. FY08 Advocacy Priorities

Cindy Schmidt, Director of the UCAR Office of Government Affairs, presented the proposed advocacy priorities for FY08. Schmidt said that in the current context of the recent mid-term elections, the IPCC report, and several severe weather events, there is great interest in the earth system sciences on the Hill. She noted the UCAR advocacy objectives to:

- Serve and provide leadership
- Enhance federal support for atmospheric sciences and related disciplines
- Strengthen UCAR as a leading voice for community with decision-makers
- Strengthen UCAR as influential player with the broad community

NSF remains the highest priority, followed closely by earth observing systems, NOAA, NASA, and DOE. Schmidt reviewed the federal science policy issues that her office will work on this coming year, including climate change, innovation and competitiveness, and weather research.

Discussion continued with Joel Widder from Lewis Burke Associates on the current congressional climate for science funding.

8. Education and Outreach (E&O) Strategic Plan

E&O Director Roberta Johnson presented a draft of the new E&O Strategic Plan. The Trustees expressed great interest in the plan and a number of suggestions were made.

It was moved, seconded and passed to approve the general thrust of the plan.

Trustees Foufoula Georgiou, Droegemeier, Lane, and Taylor volunteered to work with Johnson on the final version to be available by the May meeting.

9. Data Center Update

NCAR Director, Tim Killeen updated the Board on the new data center, noting that the University of Wyoming has been chosen to be the full partner in the new computing center, with CU participating as well. He reviewed the projected initial construction and ongoing operational costs and said that the next step is to go to NSF to get final approval.

The meeting reconvened in Executive Session at 1:30 pm to discuss the draft of the proposal for the NSF competition. The Trustees met in plenary, and subsequently broke into small groups to discuss each of the draft's main sections. The meeting recessed at 5:30 pm. Minutes are kept in the corporate offices.

Thursday, 22 February 2007

The Board meeting reconvened in Executive Session to discuss the break out sessions held the previous day. Executive Session minutes are kept in the corporate offices.

The meeting adjourned at 11:40am

End of Minutes

Minutes approved by:

Rosina Bierbaum
Secretary of the Corporation

Minutes prepared by:

Susan Friberg
Assistant Secretary

