

UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH

UCAR Board of Trustees Meeting
27 February 2008
Fleischmann Board Room
Boulder, Colorado

MINUTES

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:

Eric Barron, University of Texas at Austin – *Chairman of the Board*
Steve Ackerman, University of Wisconsin
Richard Anthes, President, UCAR
Rosina Bierbaum, University of Michigan
Kerry Cook, Cornell University
Robert Dickinson, Georgia Institute of Technology
Barbara Feiner, Washington University
Efi Foufoula-Georgiou, University of Minnesota
Dennis Hartman, University of Washington
Shirley Malcom, AAAS
Franklin Nutter, Reinsurance Association of America
Robert Palmer
Leonard Pietrafesa, North Carolina State University
Steven Rutledge, Colorado State University
Orlando Taylor, Howard University

Counsel and Corporate Officers:

Meg McClellan, General Counsel, UCAR
Jack Fellows, Assistant Secretary and VP for Corporate Affairs & Director of UOP
Susan Friberg, Assistant Secretary, UCAR
Tim Killeen, Director, NCAR
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, NCAR Research Relations
Rena Brasher-Alleva, NCAR Budget & Planning
Veda Emmet, NCAR Director's Office
Jeff Fiedler, UCAR Office of Government Affairs
Aneka Finley, UCAR Corporate Affairs
Roberta Johnson, UCAR Education & Outreach
Susan Montgomery-Hodge, UCAR President's Office
Rajul Pandya, Community Building and SOARS Program
Bob Roesch, Human Resources
Cindy Schmidt, Office of Development and Government Affairs
Kathryn Strand, UCAR President's Office
Roger Wakimoto, EOL, NCAR
Lucy Warner, UCAR Communications

Others:

Joel Widder, Lewis Burke Associates – Present via phone

Wednesday, 27 February 2008

The Board convened in Executive Session from 8:15 to 1:30pm. (The minutes are kept in the corporate offices.)

1. Welcome and Report from the Chairman of the Board

Newly-elected Chairman of the Board, Eric Barron, welcomed meeting participants and guests. He announced that during the Executive Session the Board adopted and approved the slate of officers and committee members presented by Frank Nutter, Chair of the Trustees' Nominating Committee.

He welcomed newly-elected Trustees Steve Ackerman, Kerry Cook, and Dennis Hartman, and congratulated Trustees Rana Fine, Shirley Malcom and Bob Palmer on their re-election in October.

Chairman Barron then introduced the following two resolutions of appreciation recognizing outgoing Trustees Orlando Taylor and Neal Lane. (A resolution of appreciation for Kelvin Droegemeier was read during the Executive Session and is included here for the public record.)

Resolutions of Appreciation

Orlando Taylor

WHEREAS Orlando Taylor has served as a Trustee of UCAR since February 2002.

WHEREAS, during that time he has served faithfully and with distinction on the Board Personnel committee.

WHEREAS, his good and prudent counsel, and his vision for a better way—especially with regard to diversity, inclusion, and policy matters—have inspired and encouraged UCAR's development in these areas over these past six years.

NOW THEREFORE be it resolved, at the close of his second term, the Trustees and UCAR staff him send him their fondest wishes for good fortune to accompany him as he continues his distinguished career.

Thank you, Orlando!

Neal Lane

WHEREAS Neal Lane has served as a UCAR Trustee for the past six years.

WHEREAS his astute perception and deep wisdom have advanced the discussions of matters important to UCAR, the geosciences community, and the national interest.

WHEREAS, he not only provided the UCAR with expert guidance but his warm sense of humor and good heart have made the organization a better one because of his association with it.

NOW THEREFORE, at the conclusion of his distinguished tenure, the Board and UCAR management take the opportunity to express our heartfelt thanks for his contributions and for his company, and our best wishes for every continued success.

Thank you, Neal!

Kelvin Droegemeier

WHEREAS, Kelvin Droegemeier has served on the UCAR Board of Trustees with distinction for the past six years.

WHEREAS, he has served most skillfully as Chairman of that body for the past three years.

WHEREAS, his service to UCAR has been characterized by his natural enthusiasm, good sense of humor, and deep care for the corporation, the university members and affiliates, and the science that drives it all.

NOW THEREFORE BE IT RESOLVED, at the close of his second term, the Trustees and the UCAR staff who have worked closely with Kelvin over these past six years, are pleased to make a public record of their sincere gratitude to him for his efforts on behalf of UCAR and the UCAR community. We send him our fondest wishes for his continued success and want him to know that we are glad to have his company for one more year on the Board.

Thank you Kelvin!

Chairman Barron then asked for approval of the appointment of two directors of the UCAR Foundation: Gene Keluche and Robert Serafin. Their biographies and the following resolution were included in the meeting materials for Trustee consideration:

Resolution for the election of UCAR Foundation Directors

WHEREAS, the bylaws of the University Corporation For Atmospheric Research Foundation (the "Foundation") provide that the Board of Directors of the Foundation shall be elected by the Board of Trustees of the

University Corporation for Atmospheric Research ("UCAR Board of Trustees") and that the Board of Directors of the Foundation may provide to the UCAR Board of Trustees, for its consideration, the names of one or more persons whom the Board of Directors of the Foundation nominates to serve as elected directors of the Foundation; and

WHEREAS, by unanimous consent, the Board of Directors of the Foundation has nominated at a meeting on November 5, 2007, the following persons for election to the Foundation's Board of Directors, to serve until the annual meeting of the Foundation in the year indicated below for each such nominee, and until their respective successors are elected and qualified:

Nominee	Term Ending
Gene Keluche	2010
Robert Serafin	2010

NOW, THEREFORE, IT IS RESOLVED that the following persons are elected as members of the Foundation's Board of Directors, to serve until the annual meeting of the Foundation in the year indicated below for each such person, and until their respective successors are elected and qualified:

Nominee	Term Ending
Gene Keluche	2010
Robert Serafin	2010

It was moved seconded and passed to approve the resolution as offered above.

2. Secretary's Report

Secretary Rosina Bierbaum asked for approval of the minutes of the October 2007 Board of Trustees' Meeting.

A motion was made to approve the minutes; it was seconded and passed.

3. Treasurer's Report

Treasurer Barbara Feiner reported on the fiscal year ended 9/30/07 and on the first three months of FY08. She reported that there appeared to be a 4.6% increase in funding since some funding came in sooner than originally thought. The funding from NASA was level, the base funding from NSF was level and there was a decline in funding from NOAA. She reported that FY07 investments saw very good returns and the first quarter returns for FY08 are down slightly.

It was moved, seconded and passed to receive the Treasurer's Report.

4. Audit and Finance Committee Report

Trustee Feiner, Chair of the Audit and Finance Committee, reported on the Committee meeting the previous day. She reported that the Committee heard an update on the UCAR Foundation activities and on the NSF IG report that called into question our time-keeping process in some

instances, and some procedures regarding credit card use. These issues—in some cases a misunderstanding on the part of the IG--have been resolved successfully, but are on record nonetheless. The Committee expressed frustration about this. Feiner also reported that the Committee heard an update on our debt ratio from Dan Wilson. He reported that UCAR is on target to pay down its debt at good pace. Reports were also made on the F&A financial tools project, and the new lobbying rules. Feiner also noted that the Committee met with the KPMG external auditors and discussed UCAR's internal controls and also heard a report about the "clean audit" UCAR received.

5. Personnel Committee Report

Personnel Committee Chairman, Steve Rutledge, reported on the Committee meeting held the previous day. The Committee considered and recommended approval of the proposed compensation package which consists of a 2.8% movement upward in range of salaries; and a 4% cap on the salary budgets. He asked for full Board approval, as required. **It was moved, seconded and passed to approve the compensation package.**

Committee Chair, Rutledge, then asked the Board to consider the names of three new Affiliate Scientists. **It was moved, seconded and passed to appoint the following to the ranks of NCAR Affiliate Scientist.**

- V. Chandrasekar, Colorado State University
- Reto Knutti, ETH, Zurich
- Vanda Grubisic, Desert Research Institute

In addition, **the Board received a motion to approve the title *Unidata Director Emeritus* for David Fulker, longtime Unidata Director, now retired. It was seconded and passed.**

And finally, Rutledge noted that the Committee discussed implementing a 360 Review for the UCAR president in order to receive broader input into the president's performance appraisal process. He said the Committee will discuss this in more detail between now and the May Personnel Committee Meeting, and will come to a decision on a process in May.

7. FY08 Advocacy Priorities

Cindy Schmidt, Director of the UCAR Office of Government Affairs, presented the proposed advocacy priorities for FY09. She said that the key activity for the coming year is to inform the presidential campaigns, and then the new Administration, of the importance of this community's work to the nation. As always, Schmidt said, increasing the NSF budget remains the highest advocacy priority, including specific support for GEO and ATM. NASA, NOAA and DOE Office of Science are also very important, and much effort will be expended on behalf of increasing those budgets as well.

It was moved, seconded and passed to approve the advocacy priorities.

8. Diversity Update

Raj Pandya, Director of Community Building and the SOARS Program, updated the Trustees on UCAR diversity activities. He reported on the planning for the upcoming conference to be held at UCAR in March —***Planning for Seven Generations: Indigenous and Scientific Approaches***

to Climate Change. He also updated the Trustees on the planning for the January 2009 diversity conference sponsored by UT-Austin and UCAR, and whose working title is: ***Strengthening Colleges, Universities, and Workforce: Building Diverse Programs in the Geosciences.*** The goal of the conference will be to develop partnerships between minority serving institutions (MSIs) and existing geoscience programs to 1) develop new geoscience programs at MSI institutions to meet their needs and 2) improve recruitment and retention of diverse students in existing graduate programs. Pandya also updated the Trustees on NCAR summer opportunities, and other NCAR and UCAR diversity programs and activities.

The meeting adjourned at 4:55pm

~End of Minutes~

Minutes approved by:

Rosina Bierbaum
Secretary of the Corporation

Minutes prepared by:

Susan Friberg
Assistant Secretary