

UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH

UCAR Board of Trustees Meeting  
14 May 2008  
National Science Foundation  
Arlington, VA

Minutes - DRAFT

The following Trustees were present for all or portions of the meeting:

Eric Barron, University of Texas at Austin – Chairman of the Board  
Steve Ackerman, University of Wisconsin- Madison  
Rosina Bierbaum, University of Michigan - Secretary of the Board  
Kerry Cook, Cornell University  
Robert Dickinson, Georgia Institute of Technology  
Barbara Feiner, Washington University in St. Louis – Treasure of the Board  
Rana Fine, University of Miami – Vice Chair of the Board  
Efi Foufoula-Georgiou, University of Minnesota  
Dennis Hartmann, University of Washington  
Frank Nutter, Reinsurance Association of America  
Robert Palmer  
Len Pietrafesa, North Carolina State University  
Steve Rutledge, Colorado State University  
Anne Thompson, Pennsylvania State University  
Admiral Richard Truly

UCAR Corporate Officers & Counsel:

Richard Anthes, President, UCAR  
Jack Fellows, UCAR Vice President for Corporate Affairs & Director of UOP  
Kathryn Schmoll, Vice President Finance & Administration, UCAR  
Tim Killeen, Director, NCAR  
Larry Winter, Deputy Director, NCAR  
Susan Friberg, UCAR Assistant Secretary  
Meg McClellan, UCAR General Counsel

Additional UCAR, NCAR & UOP Attendees:

Kristin Alipit, Finance & Administration  
Peter Backlund, Research Relations, NCAR  
Rena Brasher- Alleva, NCAR Budget & Planning  
Veda Emmment, NCAR Director's Office  
Jeff Fielder, Office of Government Affairs, UCAR  
Aneka Finley, Corporate Affairs, UCAR  
Rachel Hauser, Research Relations, NCAR  
Gene Martin, JOSS, UOP  
Jim Menghi, JOSS, UOP

Helen Moshak, Director's Office, NCAR  
Raj Pandya, SOARS and Community Building, UCAR  
Bob Roesch, Human Resources, UCAR  
Steve Sadler, Safety and Site Services, UCAR  
Karyn Sawyer, EOL-NCAR  
Cindy Schmidt, Office of Government Affairs, UCAR  
Michelle Travis, Treasury Operations, UCAR  
Dan Wilson, Treasury Operations, UCAR

NSF Attendees

Bernard Grant, Program Coordinator NSF ATM  
Cliff Jacobs, UCAR and Lower Atmospheric Facilities, ATM/NSF  
Sarah Ruth, ATM NSF

Others

April Burke, Lewis Burke & Associates  
Mike Freilich, NASA  
Robert Gagosian, Consortium for Ocean Leadership  
Mary Glackin, NOAA  
Kevin Wheeler, Consortium for Ocean Leadership  
Joel Widder, Lewis Burke & Associates

Wednesday 14 May 2008

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The Board convened in Executive Session from 8:30am to 9:30am. The minutes are kept in the UCAR corporate offices.

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The Board convened in Regular Session at 9:30 am.

1. Welcome and Report from the Chairman of the Board

UCAR Board of Trustees Chairman Eric Barron welcomed attendees. He reported on the following discussions and actions in the Executive Session. He announced that the Board unanimously approved three new NCAR senior scientist appointments: Yuhong Fan (ESSL/NCAR), Alan Fried (ESSL/NCAR), and Steven Tomczyk (ESSL/NCAR). Barron also reported that in Executive Session, the Trustees heard an update on the positive progress toward NSF approval for the NCAR Supercomputing Center; the status of the search for a new NCAR director which is proceeding on target with a great list of candidates; and that Vice President for Finance and Administration Katy Schmoll and Associate VP for Business Services Jeff Reaves have begun working with ATM-NSF section head Cliff Jacobs and others on the negotiations for the new UCAR and NCAR cooperative agreement for the management of NCAR. Chairman Barron then read the

following resolution of appreciation for Tim Killeen who will leave NCAR on 1 July to take a new position as NSF Geosciences Associate Director:

Resolution of Appreciation for Tim Killeen

WHEREAS, Tim Killeen has served as NCAR Director for the past eight years.

WHEREAS, during his tenure he re-organized NCAR to more effectively undertake the scientific work necessary to meet future challenges.

WHEREAS, under his watch, our scientific resources and capabilities have expanded greatly—the enormous success of the HIAPER project and the contributions to the IPCC Fourth Annual assessment being the most obvious examples.

His leadership of NCAR and, indeed, of the entire geosciences community has contributed to the increased understanding of the way the Earth system works, and has set the pace for success well into this 21<sup>st</sup> Century.

NOW, THEREFORE, LET IT BE RESOLVED, that the members of the Board of Trustees, along with the NCAR and UCAR staff who have worked so closely with Tim, express to him their deeply felt thanks for his leadership and wish him all the best in the years ahead.

**The resolution was moved, seconded, and passed by unanimous vote of the UCAR Board of Trustees.**

2. Remarks: NOAA Deputy Undersecretary for Oceans and Atmosphere

Chairman Barron introduced Mary Glackin, Deputy Under Secretary for Oceans and Atmosphere at NOAA. Glackin spoke of the national science funding shortfalls, particularly at NOAA, and NOAA focus on the areas of climate, high impact weather and coastal research. She also talked about NOAA's possible creation of a National Climate Service that would be on the same level of the National Weather Service, and the increased need for more coordination among agencies especially as the adaptation and mitigation stakes are raised ever higher in a changing climate.

3. Remarks: NASA Earth Science Division Director

Michael Frelich, Director of Earth Science Division at NASA. Frelich reported that he was optimistic about the direction of the Earth Sciences at NASA. He said that the recent Decadal Study has proved to be very helpful guidance to move forward in reinvigorating the observing systems.

4. NSF Report

Head of ATM/NSF's UCAR and Lower Atmospheric Facilities section, Cliff Jacobs, gave the NSF report. He updated the Trustees on the recent competition for the management of NCAR, thanking Sarah Ruth and Kristin Spencer for their valuable work during the past few years of this process. Jacobs reviewed the process itself, and said that the NSF review panel was unanimous in its recommendation that UCAR be awarded a 5 year agreement, extensible--after appropriate review--for another 5 years; he noted the subsequent National Science Board resolution authorizing the Director of the NSF to negotiate the award.

#### 5. UCAR Report

UCAR President Rick Anthes updated the Trustees on UCAR corporate activities since February Board meeting. He thanked Tim Killeen for his service to NCAR as director for the past eight years and presented him with a gift in appreciation. He also reported that two universities had applied for membership in UCAR this spring; the University of Connecticut and Brown University. He reported on the successful meeting of the President's Advisory Community on University Relations, hosted by Chairman Barron this past April at the University of Texas at Austin.

#### 6. NCAR Report

NCAR Director Tim Killeen thanked the Board for their support over the past 8 years. He spoke briefly of the changing face of funding at NCAR, noting that the trend is for non-NSF funding to increase as NSF funding decreases. He noted that there is a rich science agenda ahead for NCAR and that increases in funding are imperative to tackle these issues.

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The Board recessed for lunch and re-convened in Executive Session to discuss the federal budget and policy issues with Joel Widder and April Burke from Lewis Burke Associates, and Robert Gagossian, Director of the Ocean Leadership Consortium. Minutes are kept in the corporate office.

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#### 7. UCAR Office of Programs (UOP) Report

UOP Director Jack Fellows updated the Trustees on programs activities in UOP. Fellows also gave a report on the status of the Transition Document, a paper that UCAR, AMS, AGU and others have prepared outlining research and policy issues for the next administration. Fellows reported that the document has been delivered to the Clinton, Obama and McCain campaigns. The document talks about the science behind climate change and what yet needs to be done. Fellows also directed attendees to visit the Transition Document web site and submit names of qualified candidates who could serve in key positions in an incoming Administration. Fellows also reported on the recent activities of programs that fall under the UOP umbrella.

8. Secretary's Report

Secretary Rosina Bierbaum presented the minutes from the February 2008 Board of Trustees meeting. The minutes were approved with changes to the list of attendees.

9. Treasurers Report

Treasurer Barbara Feiner reviewed UCAR's consolidated financial reports for the first six months of FY08. She reported that NCAR's NSF base funding is essentially sub-inflationary again during this period, and that the NSF portion of UCAR funding has declined in the past year from 57% to 56%. Regarding UCAR investments, Feiner reported that while it's been a rough 12 months for equity markets, UCAR is down only 0.35% because of its diversification of investments.

Feiner introduced the customary banking resolution authorizing certain corporate officers and managers to transactions on behalf of the corporation. **The following resolution was moved, seconded, and passed.**

RESOLUTION REGARDING AUTHORIZATION FOR CORPORATE BANKING,  
INVESTMENT AND OTHER FINANCIAL TRANSACTIONS

WHEREAS, the Board of Trustees of the University Corporation for Atmospheric Research ("Corporation") desires to reconfirm its authorization of certain corporate officers to engage in banking, investment and all other financial transactions.

NOW, THEREFORE, IT IS RESOLVED that the Corporation's President, Vice President for Finance and Administration, Director of Treasury Operations, and Director of Budget and Finance be, and they are hereby, authorized to open regular or special purpose bank accounts, investment accounts, or engage investment managers, and to conduct all financial transactions of the Corporation, with financial institutions, such as, but not limited to, commercial banks, investment banks, investment firms, and brokerage firms as they may designate from time to time, and/or continue or close such existing bank and/or investment accounts as necessary to meet the financial needs of the Corporation;

FURTHER RESOLVED that the opening or closing of any and all such accounts shall be reported to the Audit and Finance Committee of the Board of Trustees of the Corporation at regularly scheduled meetings; and

FURTHER RESOLVED that the Corporation's President, Vice President for Finance and Administration, Director of Treasury Operations and Treasury Analyst be, and they are hereby, authorized to purchase, sell, assign, and endorse for transfer, certificates representing stocks, bonds, or any and all securities (whether registered, certificated or not) in the name of the Corporation or held in trust for the Corporation or registered in the name of the Corporation's nominee; and

FURTHER RESOLVED that the Corporation's President, Vice President for Finance and Administration, Director of Treasury Operations, Director of Budget and Finance, General Accounting Manager, and other staff of the Corporation at sites outside of Colorado, as authorized by the Corporation's President or Vice President for Finance and Administration, all or any one or more of them be and are hereby authorized to execute, collect, discount, negotiate, endorse and assign, in the name of the Corporation, all checks, drafts, notes, and all other papers, which are payable to the Corporation, or in which the Corporation has an interest; also in the name of the Corporation, to endorse all checks, drafts, notes or other paper, for deposit in a duly authorized financial institution, to the credit of the Corporation, all checks against the funds of the Corporation on deposit in any such financial institution, and upon such checks to withdraw from any such financial institution such funds, and to do all such other acts and things as may be incidental to the authority and powers herein before given; provided that any check, draft or wire or other electronic fund transfer in excess of Ten Thousand Dollars (\$10,000.00) shall be signed or authorized by at least two of them; and

FURTHER RESOLVED that the officers and employees of the Corporation who have been authorized pursuant to the foregoing resolutions to take certain actions on behalf of the Corporation are authorized to use any means of electronic banking or account management offered by the applicable financial institution to take any of such actions authorized in the foregoing resolutions; and

FURTHER RESOLVED that such financial institutions are authorized and directed to honor and pay any checks, drafts, notes, wire or electronic fund transfers, or orders so drawn, as directed by the persons so authorized to approve such transactions as stated in the foregoing resolutions, whether so payable to the order of any of said persons in their individual capacities or not, and whether such proceeds are deposited to the individual credit of any of said persons or not; and

FURTHER RESOLVED that these resolutions shall continue in force and all of said financial institutions may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the certificate of the Secretary or Assistant Secretary, accompanying a copy of these resolutions when delivered to any such financial institution or in any similar subsequent certificate, until written notice to the contrary is duly served on said financial institution; and

FURTHER RESOLVED that these resolutions shall supersede all prior resolutions of the Board of Trustees with respect to authorization for banking, investment and other financial transactions of the Corporation.

Feiner then reported on the Audit and Finance Committee meeting held the previous day. She said the committee reviewed the UCAR investment strategy, reviewed the indirect costs, noting especially the increased strain on in the benefits pool account due to days missed because of snow storms. She reported that UCAR has hired a new internal auditor, that there is increased training and monitoring of the UCAR purchasing credit

card after an unfortunate incident, and that UCAR is addressing questions brought up by the NSF auditor this past year regarding some issues around electronically reporting work time.

#### 10. Personnel Committee Report

Steve Rutledge reported on the Personnel Committee meeting held the previous day. He said that the Personnel Committee is recommending approval of Mel Shapiro, NOAA, as an NCAR Affiliate Scientist. **A motion was made to approve the appointment; it was seconded and passed unanimously.** Rutledge also reported that the committee is recommending that a 360 review for the UCAR President become part of the available set of UCAR management and leadership tools. A 360 performance appraisal administers confidential surveys to supervisors and peers—those people with whom one relates day to day in the course of doing one’s job. The committee discussed the value of an outside agency conducting the review and subsequent transmittal of results. Rutledge emphasized that it will not be a formal part of the President’s annual review, but will be a tool to help present and future leaders do their jobs. The committee also suggested that this review be extended to the Vice Presidents and the NCAR Director.

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The Board re-convened in Executive Session from 3:45-5:00pm. The minutes of these sessions are kept in the corporate offices.

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The meeting adjourned at 5:00 pm.

End of Minutes

Respectfully Submitted,

Susan Friberg  
Assistant Secretary, UCAR

Approved by

Rosina Bierbaum  
Secretary, UCAR

