The following Trustees were present for all or portions of the 16 May 2012 Board of Trustees Meeting:

Dennis Hartmann, University of Washington, Chair of the Board
Steve Ackerman, University of Wisconsin – Madison
Vicki Arroyo, Georgetown Climate Center
Tom Bogdan, UCAR (ex-officio)
Roberta Balstad, Columbia University
Kenneth Bowman, Texas A&M University
Fred Carr, University of Oklahoma
Richard Clark, Millersville University
Amy Clement, University of Miami
Everette Joseph, Howard University
Molly Macauley, Resources for the Future
Jerry Melillo, Woods Hole
Ric Porreca, University of Colorado, Boulder
Alan Robock, Rutgers University
Eric Saltzman, University of California, Irvine
Scott Sternberg, Vaisala
Eugene Takle, Iowa State University
Anne Thompson, Penn State University

UCAR Corporate Officers & Counsel:
Roger Wakimoto, NCAR Director
Susan Friberg, UCAR Governance Liaison
Maura Hagen, NCAR Deputy Director, ASP Director
Meg McClellan, UCAR General Counsel
Jeff Reaves, Assoc. VP, Business Services
Katy Schmoll, UCAR Vice President, Finance and Administration
Dan Wilson, UCAR Director of Treasury Operations

Additional UCAR, NCAR & UOP Attendees:
Kristen Alipit, UCAR Finance and Administration
Peter Backlund, ISP/NCAR
Rena Brasher-Alleva, NCAR Budget and Planning
Susan Chavez, NCAR Directorate
Aneka Finley, UCAR Corporate Affairs
Vanda Gurbisic, Earth Observatory Lab
Mike Henry, UCAR Government Affairs  
Matt Hirschland, UCAR Communications 
Jim Hurrell, Earth System Laboratory  
Jim Menghi, JOSS 
Melissa Miller, UCAR Finance and Administration 
Helen Moshak, NCAR Operations  
Mohan Ramamurthy, Unidata 
Jeff Reaves, Business Services  
Robert Roesch, UCAR Human Resources  
Cindy Schmidt, Advisor to the UCAR President  
Kathy Strand, UCAR President’s Office 
Dan Wilson, Treasury Operations 
Shawn Winkelmann, UCAR Finance and Administration

NSF
Bernard Grant, AGS/NSF

**Wednesday, 16 May 2012**

The UCAR Board of Trustees convened in Executive Session from 8:30-9:00 am

The Board convened in Regular Session at 9:00 am.

1. Report from the Chair of the UCAR Board of Trustees. Board Chair Dennis Hartmann announced changes in the agenda: there will be no NSF report this morning but the Trustees will go into Executive Session to discuss strategic issues. He reported that in April the Executive committee met to approve the membership of the Governance Task Group to examine UCAR governance and membership rules and practices. Their members include: Mark Abbott - Oregon State University, Chair; Fred Carr – University of Oklahoma, Co-chair; Scott Sternberg – Vaisala; Vasu Misra - Florida State University; Sepideh Yalda – Millersville University; Greg Hakim – University of Washington; Yvette Richardson - Penn State University.

Hartman announced that NWSC will open in October and the Governor of Wyoming will host a reception on Sunday, October 14; the NWSC official opening and first day of the October Board Meeting will be in Cheyenne, WY on Monday, October 15.

2. Secretary’s Report. Secretary of the Board, Roberta Balstad, presented the minutes from the February 2012 Board Meeting for approval. It was moved, seconded, and passed to approve the minutes as written.

3. Treasurer’s Report. Trustee and Treasurer Ric Porecca gave the Treasurer’s report showing continued budget challenges in federal science funding overall and thus for NCAR. For example, NCAR’s FY12 core increase is zero. FAA funding is down for RAL and NCAR is experiencing lower NSF special and non-NSF funding. He said UCAR and NCAR are managing it closely.
4. Audit and Finance Committee Report. Trustee Porreca, Chair of the Audit and Finance Committee, reported on the meeting held the previous day. He presented the following Banking Resolution the Committee approved to forward to the full Board which authorizes certain UCAR personnel to conduct business for UCAR. A motion was made to approve the resolution; it was 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 and employees to engage in banking, investment and all other financial transactions.

WHEREAS, the Corporation has found that the transactions authorized by this resolution are or will be in the Corporation’s best interests and to its financial benefit.

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, to borrow and incur indebtedness in the form of standard lines or credit, letters of credit, and any other credit or financial accommodation 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, lending, credit facilities and/or investment accounts as necessary to meet the financial needs of the Corporation.

FURTHER RESOLVED that the Corporation’s President, Vice President for Finance and Administration and Director of Treasury Operations be and they are hereby authorized to draw, endorse and discount any and all drafts, trade acceptances, assignments, applications and reimbursement agreements for lines of credit, letters of credit, transfers, and any other documents deemed necessary or required to carry out the authority contained in this resolution, and any one or more renewals, extensions, modifications, refinancings, consolidations or substitutions of any of the foregoing.

FURTHER RESOLVED that in the case of lines of credit and other extensions of credit, to designate additional or alternate individuals as being authorized to request advances and the issuance of letters of credit under such lines, and other extensions of credit, and to direct the disposition of such advances.

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

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, agent or representative.

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 enter into any agreement for a foreign exchange transaction, a currency forward transaction, currency option or any other similar transaction.
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.

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.

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 pursuant to the foregoing resolutions to approve such transactions, whether so payable to the order of any of the authorized persons in their individual capacities or not, and whether such proceeds are deposited to the individual credit of any of the authorized persons or not.

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 pay any and all fees and costs, and execute and deliver such other documents and agreements as any authorized representative of the Corporation may in his or her discretion deem reasonably necessary or proper to carry into effect the provisions of this resolution.

FURTHER RESOLVED that these resolutions shall continue in force and effect and all of the 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 the financial institution.

FURTHER RESOLVED that the authority given these resolutions are retroactive, and any and all acts referred to which were performed prior to the adoption of these resolutions are ratified and affirmed.

FURTHER RESOLVED that the Corporation will notify the Bank prior to any change in the Corporation’s name; change in the Corporation’s address; change in the authorized signers; change in the Corporation’s business entity or principal place of business; or any other change in the Corporation that directly relates to any of these resolutions or agreements resulting from the resolutions.

Porreca further reported that the committee approved increased expenses for the outside auditors. Shawn Winkleman gave a FinTools update, and Dan Wilson updated the
Trustees on the debt refunding as per the Board’s approval in February. He said UCAR has realized approximately $1.4 million savings. Internal Auditor Mary Campanola reported on her activities this past year including a very thorough self-review, and Budget Director Melissa Miller reviewed the 990 tax form. Associate VP for Business Services, Jeff Reaves, reported on the UCAR Foundation.

5. Personnel Committee Meeting Report. Chair of the Personnel Committee, Gene Takle, reported on the committee meeting held the previous day. The committee reviewed materials for promotion from scientist II to scientist III. They recommended the following be approved as Scientist IIIs: John Dennis (CISL) and Christine Wiedinmyer (NESL), and that the following scientist IIIs be promoted to Senior Scientists: Frank Bryan (NESL); Sara Gibson (HAO); Hanli Liu (HAO). It was seconded and passed.

He reported that the committee also recommends that the Board approve the following three affiliate scientists nominations: John Finnigan, CSIRO Australia; Ed Balistreri, Colorado School of Mines; and Enrique Curchitser, Rutgers University. It was seconded and passed.

The committee also reviewed a market data analysis done by UCAR Human Resources and determined that a salary range adjustment of 1.8% upward, along with a salary budget increase of 2.9% be approved by the Board. It was seconded and passed to approve these range increases.

The Board convened in Executive Session from 10:00-11:00 am.

The Board reconvened in Regular Session at 11:00 am

6. Panel discussion on the NAS National Strategy for Advancing Climate Modeling. NCAR/NESL Director James Hurrell moderated a panel on the national strategy for climate modeling. Hurrell serves as a member of the NAS study group.

The panelists were:
- Chris Bretherton, Chair of the NAS study on the National Strategy for Advancing Climate Modeling (by phone).
- Edward Dunlan, National Academy of Sciences Climate Modeling Study, Study Director
- Bob Detrick, Assistant Administrator, OAR.NOAA
- Phillip Duffy, Senior Policy Analyst, OSTP
- Jack Kaye, Associate Director for Research, NASA
- Gary Geernaert, Climate and Environment Division, DOE
- Michael Morgan, Director AGS/NSF
- Joel Parriott, Program Examiner, OMB
7. **NCAR Strategic Plan.** NCAR Director Roger Wakimoto, along with NCAR Research Relations and ISP Director Peter Backlund, lead a discussion about updating the NCAR strategic plan. Wakimoto said plans are in place to discuss this at the upcoming Member’s Meeting and the timeframe is to have a plan in spring 2014. Backlund reported that the current thinking is to form a planning council which would include Board members. Workshops and townhall meetings will be held for NCAR staff, and the broader community. He said that it is envisioned that we will keep the basic structure of the plan with imperatives (what we must do) and frontiers (things we would like to do). Next steps include assembling a planning committee, holding the science discussions at the Annual Members Meeting.

8. **Board Retreat.** Tom Bogdan and Dennis Hartmann lead a discussion about the upcoming Board retreat at Peaceful Valley, Colorado August 22-23.

9. **Visit from FEMA Deputy Director Administrator Timothy Manning.**

The Board adjourned its Regular Session at 2:45 pm.

The Board reconvened in Executive Session from 3:00 – 5:30 pm.

Respectfully submitted,

Susan J. Friberg  
Assistant Secretary, UCAR

Approved by:

Roberta Balstad  
Secretary, UCAR