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

Rana Fine, University of Miami, Chair
Mark Abbott, Oregon State University
Steve Ackerman, University of Wisconsin – Madison
Rick Anthes, UCAR President
Roberta Balstad, Columbia University
Ken Bowman, Texas A&M University
Fred Carr, University of Oklahoma
Richard Clark, Millersville University
Amy Clement, University of Miami
Kerry Cook, University of Texas at Austin
Dennis Hartmann, University of Washington
Molly Macauley, Resources for the Future
Jerry Melillo, Brown University & Woods Hole
Robert Palmer
Ric Porreca, University of Colorado, Boulder
Eric Saltzman, University of California, Irvine
Scott Sternberg, Vaisala Inc.
Eugene S. Takle, Iowa State University
Richard Truly

UCAR Corporate Officers & Counsel:
Roger Wakimoto, NCAR Director
Jack Fellows, UCAR Vice President, UOP Director
Susan Friberg, UCAR Assistant Secretary
Maura Hagan, NCAR Deputy Director, ASP Director
Meg McClellan, UCAR General Counsel
Jeff Reaves, Associate Vice President of Business Services
Katy Schmoll, UCAR Vice President, Finance and Administration
Dan Wilson, UCAR Director of Treasury Operations

Additional UCAR, NCAR & UOP Attendees:
Peter Backlund, ISP Director
Rena Brasher-Alleva NCAR Budget and Planning
Mike Henry, Office of Government Affairs
Veda Emmet, NCAR Directorate
Aneka Finley, UCAR Corporate Affairs
Michelle Flores, UCAR Corporate Affairs
Brant Foote, Director RAL
The Board convened in Executive Session at 1:30pm am for a presentation on UCAR corporate conflict of interest policies and procedures and fiduciary duties.

Board convened in Regular Session at 2:00pm

1. Welcome, Agenda Review and Introductions

Board Chair, Rana Fine, reviewed the agenda and asked for approval. It was moved, seconded and passed to approve with agenda, including exchanging items 4 & 5 with 12 & 13.

Chair Fine called the meeting to order, welcomed new Trustees, Amy Clement, Ken Bowman, Molly Macauley, and Scott Sternberg and read resolutions of appreciation to outgoing Trustees Robert Palmer and Shirley Malcom.

Whereas Shirley Malcom has served on the UCAR Board of Trustees for two terms: Whereas, Shirley’s time on the Board has been marked by thoughtful consideration and firm guidance in all Board matters, but especially those related to diversity and education--in addition, we are grateful for her service on the Nominating and Personnel Committees; We will miss her broad experience, and her active and good-natured approach to Board discussions.
Now therefore, let it be resolved at the end of her term the Trustees and the UCAR staff send her their fondest wishes for the very best in all of her future endeavors, with hopes that our paths cross again.
Thank you, Shirley

Whereas, Robert Palmer has served most ably during his tenure on the UCAR Board of Trustees;
Whereas, we are grateful for his service on the Personnel and the NCAR Budget and Programs Committees’ as well as on the Executive Committee;
Whereas, Bob’s time on the Board has been characterized by probing, thoughtful and detailed consideration of all important matters to UCAR. And he has provided UCAR with an experienced and valuable voice especially on societal impacts of our science, and UCAR advocacy matters;
Now therefore, let it be resolved at the end of his second term, the Trustees and UCAR staff send him their best wishes for light breezes, wide open fairways, and all manner of good fortunes ahead!
Thank you, Bob

UCAR President, Rick Anthes read a resolution for outgoing Trustee Rana Fine.

Whereas, Rana Fine has served with distinction during her time on the Board, most notably serving as Chair of the Board for the past two years.

Whereas, her service to UCAR has been characterized by her serious yet good natured approach to UCAR matters, and her strong interest in approaching personnel matters with fairness and care.

Now therefore, at the conclusion of her tenure, the Board and UCAR management take the opportunity to express our heartfelt thanks for her significant contributions and for her good company, and to send our best wishes for every continued success.

We will miss you, Rana!

The resolutions were moved, seconded, and passed unanimously.

2. Secretary’s Report

Secretary, Steve Ackerman, reviewed the minutes from the October Board meeting and asked for approval. It was moved, seconded, and passed to approve the minutes without change.

4. UCP Update

Vice President of Corporate Affairs and UCP Director, Jack Fellows gave an update on the recent activities of the UCP. Fellows reported that the COMET program now has 178,000 registrants, 1,225 US universities and is being used in 200 countries. He also highlighted a few of the new COMET modules and reported on the COSMIC 1 mission and the planning for COSMIC 2 with NOAA and the team in Taiwan. Fellows report also included updates on the support training and education programs of the VSP and JOSS. He also talked about the search for a new GLOBE Director and the direction GLOBE will be taking in the future.
5. NCAR Update

NCAR Director, Roger Wakimoto updated the Board. He reported on recent honors awarded to NCAR scientists over the past year including Warren Washington receiving the 2009 National Medal of Science and Maura Hagan and Stephan Nelson being named Fellows of the AMS. In addition to a few scientific highlights, he reported that the construction of the Wyoming Supercomputing center is on schedule and on budget.

6. Personnel Committee

Chair of the Personnel Committee, Fred Carr reported on the committee meeting that was held the day before. He reported that the committee reviewed the requested to approve the appointment of Dr. Russell Monson to Affiliate Scientist and Donald Lenschow to Senior Scientist Emeritus. A motion was made to approve the appointment of Dr. Russell Monson; the motion was seconded and approved. A motion was made to approve the appointment of Dr. Donald Lenschow; the motion was seconded and approved. Carr also reported that the committee recommended the approval of the amendments to the UCAR Flexible Benefits Plan that was presented to the committee by UCAR Human Resources Director Robert Roesch. The amendment defines a “Dependent” and restates “Eligible Medical Expenses”. A motion was made to approve the amendments, it was seconded and approved.

7. New and revised UCAR Policies

NCAR Deputy Director, Maura Hagan lead a discussion regarding two proposals: 1) revisions to Scientific and Research Engineering Appointments Policy 6-5; 2) introduction of a new policy on Academic Freedom. With regard to Policy 6-5: A motion was made to incorporate language into the policy regarding “unsatisfactory performance or misconduct” and “termination for financial exigency or reduction of programs” as well as a provision requiring approval from the UCAR Board of Trustees for Scientist III promotions. The motion was seconded. After some discussion, the question was called, and the motion passed unanimously.

The UCAR Academic Freedom and Responsibilities policy was then introduced. A motion was made to approve the new policy; it was seconded and passed unanimously.

The policies will be attached to the final version of these minutes.

8. NCAR Budget and Program Committee

Budget and Program Committee Chair, Kerry Cook reported highlights from the committee meeting held the day before. Cook reported that the site visits teams for the NSF review of NCAR have been named; the visits will begin in early March. She reported that the reviews will be a significant factor in whether or not NSF renews the Cooperative Agreement for a second five years without a competition. The Committee received an update on the Workforce Management Plan including projects that have been completed, are in progress or on hold. Cook outlined NCAR budget priorities: NWSC operations and computer capital, ASP Post-doc program, restoring the NCAR Director’s emergency fund and inflation on existing programs.

9. NSF Update

Stephan Nelson, AGS/NSF, NCAR/Facilities Program Director, provided an update. Nelson’s report included information about the NSF review of NCAR/UNCAR. He explained that a
successful review will provide validation of the activities of the National Center, the reviews help identify any mid-course adjustments that may need to be made in the program or the strategic plan, and will allow help NSF decide if the cooperative agreement to manage NCAR should be renewed or re-competed. He said that new appointments would be made soon for the following positions: Head for Atmosphere Section; Head of NCAR & Facilities; and a Program Officer for Facilities.

Additional discussion centered on best strategies for funding NCAR as an NSF FFRDC. In recent years, NCAR has had to rely more and more on non-core funding from NSF and other agencies. This engenders program instability and competition with the universities. Nelson said AGS is working on a set of guidelines for NCAR proposals for grant competitions that will allow NCAR to participate but not to unfairly compete against the universities, and will support longer term stability at NCAR.

The Board re-convened in Executive Session at 5:00pm to discuss the NCAR Budget situation. Minutes are kept in the corporate office.

Thursday, 24 February 2011

The Board re-convened in Executive Session from 8:00-9:15 am to continue NCAR Budget impacts discussions. Minutes are kept in the corporate offices.

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

10. Board Nominating Committee

In place of Nominating Committee Chair, Shirley Malcom, Committee member Rana Fine presented the Board of Trustees Nominating Committee recommendations. She reported that the committee met via conference call in prior to the Annual Board Meeting to develop the slate. All Trustees were contracted and have agreed to serve as follows:

**BOARD OFFICERS**

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<th>Role</th>
<th>Name</th>
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<td>Chair</td>
<td>Dennis Hartmann</td>
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<td>Vice Chair</td>
<td>Steve Ackerman</td>
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<td>Secretary</td>
<td>Roberta Balstad</td>
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<td>Treasurer</td>
<td>Ric Porreca</td>
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<td>Assistant Secretaries</td>
<td>Jack Fellows, Susan Friberg</td>
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<tr>
<td>Assistant Treasurers</td>
<td>Kathryn Schmoll, Dan Wilson</td>
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<tr>
<td>Others:</td>
<td>Rick Anthes, Roger Wakimoto, Maura Hagan, and Jeff Reaves</td>
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**EXECUTIVE COMMITTEE**

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<th>Role</th>
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<tr>
<td>Chair</td>
<td>Dennis Hartmann</td>
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A motion was made to accept the slate; it was seconded and passed unanimously.

11. UCAR Update

UCAR President, Rick Anthes gave an update on recent UCAR activities. Anthes again welcomed the new Trustees and thanked the outgoing Trustees for their years of service to UCAR and the Board of Trustees. He again thanked the Board for naming the new UCAR building on the Foothills campus after him at the October Members’ 50th Anniversary celebration. Anthes reported on a few facilities management and sustainability projects that are in progress or have recently been completed including the planned installation of a Solar Photovoltaic system on the Foothills Building #4 and #5 (Anthes Bldg), the completion of the Mesa Lab road and parking lot repaving project. The renovation of the Anthes building is expected to be completed in July 2011 and the renovation of Foothills Building #4 is expected to be completed in April 2012 both buildings are expected to receive Gold LEED Certification. Anthes concluded his update with
highlights from his trip to China and his participation in the review of the National Natural Science Foundation of China.

12. UCAR Treasurer’s Report

Treasurer, Ric Porreca reviewed the financial reports for the period ending on December 31, 2010 and the FY10 year-end financial reports. Porreca reported that UCAR is operating within its funded budgets; all the funding for the NCAR/Wyoming Supercomputing Center (NWSC) has been received and all indications are that the center will be completed on or under budget and on time. He reported that the UCAR investment portfolio has recouped losses and is almost back up to 2008 levels. He said the funding is essentially flat, even with non-core funding.

13. Audit & Finance Committee

Treasurer Ric Porreca reported on the committee meeting held earlier in the day, including on the KPMG audit which showed “no material weaknesses”, export compliance training, a debt ratio update which showed a strengthening of our debt situation and a reflection of that strengthening by Moody’s and S&P.

Dan Wilson presented two resolutions regarding UCAR debt and cost savings bond refunding options. These were discussed in great detail by the Audit and Finance Committee, he said, and the committee is recommending that the Board approve the resolutions. The first resolution for approval to issue Series 2011A Bonds, is authorizing long-term bond financing for the refunding of the 2001 bond series and a long-term bond financing for purchase of new equipment and capital improvements. This will pay off 2001 series debt, and secure new funding up to $5 million to purchase new equipment, and will lower UCAR’s cost on debt service. The second resolution is for approval to issue Series 2011 B authorizing long-term bond financing for the refunding of the 2002 bond series and a long-term bond financing for purchase of new equipment and capital improvements which would allow UCAR Treasury Office to act quickly to refinance some debt without go the board if auspicious market conditions allow savings of better than 4%.

The Audit and Finance recommendation to approve refunding the Series 2011A Bonds was seconded and passed. The Audit and Finance Committee recommendation to approve a long-term financing for the purchase of new equipment was seconded and passed.

The Audit and Finance Committee recommendation to approve the long term bond financing for the refunding of 2002 Bond Series and a long term a long-term bond financing for purchase of new equipment and capital improvements was seconded and passed.

The set of resolutions will be attached to the final file version of these minutes.

14. Education Outreach (E&O) Office Strategic Plan

E&O Director, Susan Foster presented the strategic plan for the Education and Outreach office. The E&O office mission is: UCAR Education and Outreach helps people from all backgrounds to learn about the atmospheric and related sciences by collaborating with scientist and educators to create, test, deliver and disseminate scientifically accurate and pedagogically sound experiences and resources that emphasize doing science. The plan outlines four main goals and objectives: Connect UCAR science to millions, develop an “Atmospheric and Related Sciences Community Learning Laboratory, build state-of-the-art experiences and resources, and catalyze the
development of a diverse and diverse-thinking workforce. Foster reported that the next steps for the plan are to engage the E&O staff fully in the implementation of the plan, identify points of alliance between E&O and other UCAR programs and universities, and begin to articulate an integrated UCAR wide education and outreach mission.

15. Advocacy Priorities for 2012

UCAR Office of Government Affairs (OGA) Director, Cindy Schmidt, presented the proposed advocacy priorities for the rest of 2011 and into 2012. Schmidt reminded the Board of the responsibilities and activities of the OGA and explained that with the increased politicization of climate science and the likely budget cuts, their office is having to reframe the message about the importance of climate and related research. The activities of OGA are centered more around advocacy than lobbying and providing expert testimony to legislators. She reviewed three main goals for the coming year which includes protecting federal funding for atmospheric and related sciences at NSF, NASA, NOAA, DOE, FAA and USGCRP, reframing the climate messages and finding effective ways to talk about the usefulness of climate research, and seeking opportunities to advocate for community priorities in relevant legislation. A motion was made to approve the 2011-2012 goals; the motion was seconded and passed.

16. UCAR Climate Activities

UCAR Climate Council Chair, Jeff Kiehl and Climate Council Vice Chair, Jack Fellows introduced the members of the Climate Council to the Board of Trustees, and led a discussion about the climate related activities across the institution.

The meeting adjourned at 2:00pm

~ End of Minutes ~

Minutes prepared by Susan Friberg

Minutes approved by Roberta Balstad