

Updated as of June 26, 2013

**Action Items
Resulting from the June 7, 2013 Board Meeting**

Action Item	Who?	When?	Status
1. Research budget for Michael Futterman's work in case he needs to attend a BACWA Board Meeting.	Meredith Williams	6/26	Complete
2. Give ASC Bylaws to BACWA Board for review	Dave Williams Michael Futterman	7/25 (next BACWA Board Meeting)	In progress
3. Review of the ASC Bylaws	Michael Futterman	6/7	First revision reviewed
4. Review liability insurance to make sure it covers ASC as well as SFEI	Meredith Williams	9/13	In progress
5. Research The Brown Act to determine what, exactly, constitutes a "meeting" that is subject to Brown Act rules.	Robert Fraser?	9/13?	In progress
6. Request Phil Stevens to schedule meeting of the Resource Development Committee	Robert Fraser	7/15	In progress

**DRAFT Meeting Minutes of the
Aquatic Science Center and San Francisco Estuary Institute
Boards of Directors**

June 7, 2013

Directors present or participating by telephone:

Director Name	Board Position	Affiliation/ Type	Affiliation	ASC	SFEI
Jim Fiedler	SFEI Chair	Management	Santa Clara Valley Water District		X
Adam Olivieri		RMP, Science	EOA, Inc.		X
Alan Ramo		Environmental	Golden Gate University		X
Barbara Salzman	SFEI Vice Chair	Environmental	Marin Audubon Society		X
Phil Stevens	SFEI Secretary	Environmental	Urban Creeks Council		X
Tim Vendlinski	SFEI (non-voting) ASC (non-voting)		EPA, Pacific Southwest Region	X	X
Dave Williams	ASC Chair	RMP – BACWA	Bay Area Clean Water Agencies	X	X
Jim Ervin (Alternate: Laura Pagano)		RMP – BACWA	City of San Jose, Environmental Services	X	
Ken Landau (Alternate: Pamela Creedon)		Regulatory - RB5	CVRWQCB	X	
Paul Mann (Emergency alternate: Vicky Whitney)		Regulatory – SWRCB	SWRCB	X	
Dyan Whyte (Alternate: Bruce Wolfe)		Regulatory – RB2	San Francisco Bay Regional Water Quality Control Board	X	

Others Present:

- Meredith Williams, Interim Executive Director, SFEI
- David Senn, Senior Scientist, SFEI
- Josh Collins, Senior Environmental Scientist
- Thomas Jabusch, Environmental Scientist, SFEI
- Robert Fraser, Executive Assistant, SFEI
- Michael Futterman, Partner, Futterman Dupree Dodd Croley Maier LLP

Joint Business Meeting

1. **Call to order, determination of quorum, review and approval of agenda for Joint Board and individual ASC and SFEI business** – The meeting was called to order at 9:30 AM. The agenda was approved and the Board went in to closed session.
2. **Closed Session** – The Board discussed the process whereby a permanent Executive Director will be selected.
3. **Public Comments** – None
4. **Consent Items** – March 8, 2013 Meeting Minutes and Action Items, the Quarterly Newsletter, and the SFEI Bylaws as revised on March 8, 2013 were presented as consent items. Laura Pagano moved. Paul Mann seconded. The consent items were approved unanimously by the ASC Board. Alan Ramo moved. Adam Olivieri seconded. The consent items were approved unanimously by the SFEI Board with Barbara Salzman abstaining.
5. **Acknowledgement of Distinguished Staff Members** – Meredith Williams announced that annual employee reviews have been completed and she identified six staff members whose performance over the past year was worthy of additional acknowledgement: Julie Beagle, Erin Beller, Shira Bezalel, Meredith Lofthouse, Meg Sedlak, and Rebecca Sutton.
6. **Governance Committee Report** – Michael Futterman presented a first draft of his rewrite of the Aquatic Science Center Bylaws. These Bylaws were rewritten in order to bring them in-line with the new SFEI Bylaws, to facilitate a unified Board, and to incorporate language from the Joint Powers Authority. Michael led the discussion and answered questions. Highlights and agreements included:
 - a. Add language making it clear that not all SFEI Directors need to serve on the ASC Board.
 - b. The BACWA Board is to review the ASC Bylaws.
7. **Program Briefing: Delta Regional Monitoring Program (RMP)** – (This item was moved up in the agenda due to scheduling concerns.) Thomas Jabusch presented an update on the Delta RMP project. He stated that this project is needed due to dropping levels of fish, a report that Delta fish have shown the highest methyl-mercury level in the state, and an increase in harmful algae blooms. Progress on the Delta RMP has been slow, but steady. A steering committee has been formed that consists of regulators, dischargers, water contractors and two Board members from SFEI/ASC. Meredith Williams reminded the Board that the Delta RMP is mentioned in the Implementation Plan for the Strategic Plan and asked how the Board could lend support towards this project. The Board discussed this project. Highlights and agreements included:
 - a. Primary funding from consolidating individual cities' monitoring efforts into this regional monitoring program may not be adequate.
 - b. SFEI-ASC may or may not be involved with this program once it is set up. The primary challenge is that SFEI is known for work centering on the Bay. Unfamiliarity and cultural differences between the Bay and Delta regions creates some reluctance to SFEI-ASC involvement.
 - c. The Board agreed that it would be beneficial for SFEI-ASC to be involved as much as possible because SFEI has already implemented a successful Bay RMP project and has the requisite

expertise. Board members encourage RMP participants to reach out to Delta RMP partners to share their experience as Bay RMP participants and to provide their perspective on benefits of RMP involvement.

8. **Executive Committee Report** – Jim Fiedler reported that the Executive Committee has changed direction in order to focus on the Executive Director search. Meredith Williams reported that SFEI staff is focusing on communications materials that will empower fund raising and that an ASC audit is underway.
9. **Committee Launch** – Jim Fiedler presented committee descriptions agreed to at the December 2012 Board meeting and mentioned that he would like the Resource Development Committee to start meeting.
10. **Proposed Agenda Items for Q3 Board Meeting in September** – The following items were suggested for discussion at the next Board meeting:
 - a. The Implementation Plan summary
 - b. ASC bylaws
 - c. Nomination of ASC Directors
 - d. Election of Board Officers

The joint business meeting was adjourned at 2:27 PM.

ASC Business Meeting

The ASC business meeting was called to order at 2:27 PM by Dave Williams, Chair.

1. **Action: Resolution 01-13: Authorize and Designate the Interim Executive Director to Negotiate Contracts or Agreements on Behalf of ASC** – The following is the text of the Resolution:

*“WHEREAS, in accordance with Section 9.6(c) of the Bylaws, the Executive Director has such other powers and duties as may be prescribed by the Board or the Bylaws; and
 WHEREAS, the Board, pursuant to Section 7.1 of the Bylaws, has the authority to authorize and enter into contracts or agreements on behalf of the Aquatic Science Center; and
 WHEREAS, the Board designates the Executive Director to sign all contracts, agreements and any amendments hereto.*

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Aquatic Science Center hereby authorizes Dr. Meredith Williams as Interim Executive Director to negotiate and execute all grants or contract agreements consistent with the Aquatic Science Center’s Board-approved Program Plan and its quarterly updates.

APPROVED AND ADOPTED this 7th day of June, 2013.”

Dyan Whyte moved. Ken Landau seconded. ASC Resolution 01-13 was unanimously approved.

2. **Action: Program Plan Update** – There was one ASC Project presented for Board approval. Ken Landau moved. Dyan Whyte seconded. The Q2 Program Plan Update was unanimously approved.

The ASC business meeting was adjourned at 2:29 PM.

SFEI Business Meeting

The SFEI business meeting was called to order at 2:29 PM by Jim Fiedler, Chair

1. **Action: Program Plan Update** – Three SFEI projects were presented for Board approval. Dave Williams moved. Barbara Salzman seconded. The Q2 Program Plan Update was unanimously approved.
2. **Action: Re-election of Mitch Avalon and Alan Ramo** – Dave Williams moved. Barbara Salzman seconded. Mitch Avalon and Alan Ramo were unanimously re-elected. Their terms will end in June 2016.
3. **Action: Resolution 04-13: Match SFEI's Bylaws Effective Date with ASC's Bylaws Effective Date** – The following is the text of the resolution:

"WHEREAS, the Board has approved the revised Bylaws last revised on March 8, 2013 and WHEREAS, the Aquatic Science Center is revising its Bylaws to conform to the revised Bylaws of San Francisco Estuary Institute.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the San Francisco Estuary Institute hereby sets the effective date of the March 8, 2013 Bylaws revisions to coincide with the next revision of the Aquatic Science Center Bylaws.

APPROVED AND ADOPTED this 7th day of June 2013."

Dave Williams moved. Barbara Salzman seconded. SFEI Resolution 04-13 was unanimously approved.

4. **Action: Resolution 05-13: Define Term Limits** – The following is the text of the Resolution:

"WHEREAS, the Board has approved the revised Bylaws last revised on March 8, 2013. WHEREAS, the Board will be introducing term limits for At-Large Directors of no longer than six consecutive years on the Board.

WHEREAS the Board wishes to define the beginning of a limited term while preserving Board membership stability.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the San Francisco Estuary Institute hereby sets the beginning of all At-Large Directors' limited terms on the year each Director was most recently elected or re-elected.

APPROVED AND ADOPTED this 7th day of June 2013."

Dave Williams moved. Alan Ramo seconded. SFEI Resolution 05-13 was unanimously approved.

The SFEI Business Meeting was adjourned at 2:35 PM.