

Action Items & Board Meeting Minutes

ASC and SFEI

March 24, 2017, 10am-2pm

4911 Central Ave., Richmond, CA 94804

Action Items:

1. Lawrence Leung - research Wells Fargo Line of credit
2. Warner –
 - **June Board Meeting** - Doodle Poll to set June Board meeting date,
 - **Building Lease** – Coordinate with Kelly, Olivieri (& others) on Lease negotiations
 - **Gov. Committee** - Schedule Next Gov comm. Start process to nominate Board candidates
 - **SFEI Budget** – Lay out process to develop a budget
 - **DEVELOPMENT** – Set process to create a development strategy and create a Development committee

Board Members:

Present:

Adam Olivieri, Janet Hashimoto, Karen Larsen, Alan Ramo, Mitch Avalon, John Callaway, Jim Ervin, Jim Kelly, Jim Fiedler, Prabhakar Somavarapu, Skyli McAfee

By Phone: Pamela Creedon & Bruce Wolfe

Absent: Ann Hayden, Barbara Salzman, Dave Williams, Dave Tucker

Others Present:

Staff: Warner Chabot, Lawrence Leung, Tony Hale, Joanne Cabling

Other: Unispace Representatives (Kayla & Andrew)

Quorum present? Yes

Proceedings

Item 1 – Call to Order and Approval of the Agenda

Meeting called to order at 10:11am by Chair, Jim Kelly

- Agenda reviewed by SFEI-ASC Board. Warner Chabot asked to move up ASC and SFEI Program Plans.

Item 2 – Public Comment

No Public Comment

Item 3 – September 23, 2016 Meeting Minutes and Action Items

- Action items and Meeting minutes of the September 23, 2016 Board meeting were presented, amended. MOTION made by Prabhakar Somavarapu to accept amending meeting minutes and action items, seconded by Jim Fiedler and passed.
- Warner Chabot recommended that the Agenda be modified to review, discuss and approve the SFEI and ASC Program Plans while we had a full quorum of Board members.
- Joint meeting suspended.
- ASC Meeting called to order.

Item 4 - ASC 1: Aquatic Science Business – Resolution 2017-1, Program Plan Update and Financial and Audit reports

Warner Chabot called attention to the Program Plan Update to specifically review a project partnership between ASC and Delta Stewardship Council. He presented **Resolution 2017-1** to authorize a Three-year MOU and contract between the Aquatic Science Center and Delta Stewardship Council (DSC), to provide scientific services to the DSC. MOTION to approve made by Prabhakar Somavarapu, seconded by Jim Fiedler. Board approved. John Callaway abstained from vote.

- Each of the remaining projects were approved separately and as stated:
 - Project 8118 (Nutrient Modeling) - MOTION made by Pamela Creedon, seconded by Jim Fiedler. Prabhakar Somavarapu abstained from vote.
 - Project 81xx (Workshop for CEC's) - MOTION made by Jim Fiedler, seconded by Prabhakar Somavarapu. Board approved. John Callaway abstained from vote.
 - 8715 (Tech Support for SFPUC Watershed Management) - MOTION made by Pamela Creedon, seconded by Mitch Avalon, Board approved.
 - 87xx (Delta Landscapes Workshop) - MOTION made by Prabhakar Somavarapu, seconded by Jim Fiedler, Board approved.
- **Financial Performance and Audited Financial Statements and Single Audit** were presented to the Board by Lawrence Leung. Further discussion was made about Reserve funds. Lawrence Leung made recommendation for SFEI to retain R.J. Ricciardi, Inc. as auditors for FY 2017 audit. In the future, Mitch Avalon requested improved, open communication with Auditors and a presentation to the Board of Directions. Jim Kelly requested that the completed auditor's letter be provided to the full board upon its completion (rather than waiting until in the following board packet).
- Warner Chabot asked to postpone actions on the Restricted Reserve Policy. Considering the potential for reduced federal contract funds, he requested that the Executive Committee and the full board to discuss (at their next meetings), the option to allocate available surplus funds into strategies to diversify SFEI funding stream.

- Jim Kelly tabled the Restricted Reserve Policy to allow further discussion with the Executive Committee, who will then make recommendations on the budget at the next board meeting.
- Jim Kelly noted that Financial Performance and Audits were for both SFEI and ASC.
- MOTION to accept the Financial Performance and Audit Reports was made by Prabhakar Somavarapu, seconded by JF, Board approved.
- MOTION for Ricciardi, Inc. to remain as Auditors made by Adam Olivieri, seconded by Prabhakar Somavarapu, Board

Item 5 - SFEI 1: Program Plan Update

- Warner Chabot presented the SFEI Program Plan update. MOTION to accept the SFEI Program Plan made by Adam Olivieri, seconded by Prabhakar Somavarapu, Board approved.
- Joint business meeting reconvened.

Item 6 – Executive Director Report

- Warner Chabot presented his Executive Director’s report explaining staff growth, foundation outreach, business model review and development consulting. He then gave summaries on each of the program areas.
- Tony Hale gave an update on funding of Environmental Informatics tools. He proposed that the ASC “legacy” site be retired and that traffic be re-directed to the SFEI site. Jim Kelly suggested that this would be acceptable if the SFEI site retained a section devoted specifically to ASC actions (including minutes from Board meetings).

Item 7 – Report on Building lease and Future SFEI Expansion

- Warner Chabot explained that building lease expires in two years. He noted that SFEI has explored alternative office locations and recommended that he be authorized to begin lease renewal negotiations in collaboration with the Board Chair. He noted that if SFEI remained at this site, there was a need for additional office and conference room capacity and other facility improvements. Funding to support these improvements (tenant improvement allowance), would be part of the negotiations process. Two representatives from the Unispace architectural firm presented their ideas on how to renovate SFEI-ASC workspace. A few of the Board members gave comments on their own experience with workspace renovation. Jim Kelly informed that he might call on directors to help with the process. MOTION for Warner Chabot and Jim Kelly to start discussions with landlord and brokers to negotiate lease was made by Prabhakar Somavarapu, seconded by Pamela Creedon, board approved.

Item 8 – Board Term limits

- Warner Chabot presented the board with memo on Board Member Service and Term limits. Many agreed that the document was a great starting off point. Warner Chabot stated that the Governance Committee would examine the Service and Term limits more closely.

Meeting adjourned 1:10pm.