UCAR Board of Trustees
Board of Trustees Meeting
MINUTES
FEBRUARY 11, 2015

TYPE OF MEETING
Annual Meeting of the Board of Trustees
Robert Balstad, Columbia University – Chair
Vicki Arroyo, Georgetown Climate Center (present via phone)
Eric Betterton, University of Arizona
Tom Bogdan, UCAR President
Ken Bowman, Texas A&M University
Chris Brotherton, University of Washington
Tony Busalacchi, University of Maryland
Fred Carr, University of Oklahoma
Richard Clark, Millersville University
Kelly Fox, University of Colorado
Donald DeHayes, University of Rhode Island
Charlotte Geffen, Pacific Northwestern National Lab
Everette Joseph, SUNY – Albany
Petra Klein, University of Oklahoma
Jerry Melillo, Marine Biological Lab (present via phone)
Romy Olaisen, Harris Corp. (present via phone)
Alan Robock, Rutgers University
Scott Sternberg, Vaisala Inc.
Ken Washington, Ford Motor Co.

TRUSTEES PRESENT
Rena Brasher, NCAR Directorate
Carolyn Brinkworth, NCAR Diversity, Education and Outreach Director
Mary Campagnolo, Internal Auditor
Emily CoBabe-Ammann, UCP Director
Susan Chavez, NCAR Directorate
Rachael Drummond, UCAR Communications Director
Anaka Finley, UCAR President Office, Governance
Stephanie Gillian, UCAR Chief of Staff
Vanda Grubišić, Earth Observing Lab Director
Jim Hurrell, NCAR Director
Maria Isquierdo, Human Resources Director
Al Kelli, CISL Director
Meg McClellan, UCAR Chief Legal Officer
Liz Marsis, UCAR Governance
Melissa Miller, UCAR Budget & Finance Director
Susan Montgomery-Hodge, UCAR President's Office
Helen Moshak, NCAR Operations Director
Scott Rayder, Senior Advisor for Development and Partnerships
Mohan Ramamurthy, Unidata Director
Gina Taberski, Contracts Director
Meg Thompson, Federal Science Partners
Michael Thompson, NCAR Deputy Director
Katy Schmoll, UCAR Finance and Administration, Vice President
Joel Widder, Federal Science Partners
Dan Wilson, UCAR Treasury Operations, Director
Shawn Winkleman, UCAR IT Director

UCAR, NCAR, UCP STAFF
AND OTHERS PRESENT FOR
ALL OR PORTIONS OF THE
SESSION

NATIONAL SCIENCE
FOUNDATION
Roger Wakimoto, Assistant Director GEO/OAD
1. Board Chair, Roberta Balstad welcomed everyone including the new Trustees Chris Bretherton, Charlette Geffen, Petra Klein, Gudrun Magnusdottir, and Ken Washington. She also congratulated Everette Joseph on being elected to a second term on the Board.

2. The National Science Foundation's GEO/OAD Assistant Director, Roger Wakimoto provided an update from the NSF. He reminded the Board of a few staff changes over the last year including Paul Shepson being appointed the Division Director of Atmospheric and Geospace, and Sarah Ruth had been the Acting AGS Section Head, but has now been appointed as the AGS Section Head. Wakimoto spoke of some of the challenges he inherited including the aging infrastructure in the Antarctic, the stress between funding research or facilities in the Ocean Sciences, flat budgets and pushback from Capitol Hill on climate research. He reported that planning had started for a possible MREFC project called the Antarctica Infrastructure Modernizations for Science (AMIS) that would modernize the McMurdo Station in the Antarctic. He also said that a Decadal Survey of Ocean Science on the future research directions and infrastructure needs is being reviewed by GEO. Regarding the flat budget for FY15 Wakimoto explained it was because GEO was left out of NSF’s FY15 appropriations, as a result of the ITTF report that claims the social sciences do not contribute to innovation. Wakimoto plans to highlight how GEO directly contributes to two of NSF’s four priorities for FY 16: Risk & Resilience and Innovation at the Nexus of Food, Energy and Water (INFEWS). The Board was reminded the NSF Director France Cordova would be in Boulder the week after the Board meeting and it was suggested that NCAR take advantage of the opportunity by highlighting how NCAR’s work also directly supports NSF’s priorities.

3. Board Chair, Roberta Balstad reviewed the agenda for the meeting and introduced UCAR General Council, Meg McClellan. McClellan thanked the new Trustees that participated in the Board Orientation webinar in January, and reminded all the Trustees of their duties as Trustees, which include fiduciary duties, a duty of care, duty loyalty and the duty of obedience or acting in the best interest of UCAR. She also reminded the Trustees to sign and turn in their conflict of interest, D&O insurance, and no Felonies/bribery forms.

4. Secretary, Everette Joseph presented the minutes from the October 2014 Board Meeting, an Executive Committee meeting on December 8 and the Board’s Special Meeting on January 16. A motion was made to approve all of the minute, the motion was seconded and the minutes were approved without change.

5. Board Nominating Committee Chair Alan Robock reported that the Board Nominating Committee had met in January and presented the following slate of Board Committees:

**Officers of the Corporation**
- Chair: Eric Betterton
- Vice Chair: Everette Joseph
- Secretary: Gene Takle
- Treasurer: Kelly Fox

**Assistant Secretaries:** Aneka Finley, (Director of Governance), Meg McClellan (Chief Legal Officer)

**Assistant Treasurers:** Kathryn Schmoll, (UCAR Vice President, Finance & Administration), Dan Wilson, (UCAR Director of Treasury Operations)

**Others:**
- Thomas Bogdan - President, UCAR
- Jim Hurrell Director, NCAR
- Emily CoBabe Ammann - Director, UCP
- Kathryn Schmoll - Vice President, Finance and Administration
- Meg McClellan - Chief Legal Officer
Audit & Finance Committee:
Chair: Kelly Fox
Members: Tony Busalacchi
         Romy Olaisen
         Eric Barron
         Raphael Bras
         Charlotte Geffen
         Ken Washington

Personnel Committee:
Chair: Raphael Bras
Members: Scott Sternberg
         Gudrun Magnusdottir
         Jerry Melillo
         Romy Olaisen
         Gene Takle

Board Nominating Committee:
Chair: Eric Barron
Members: Romy Olaisen
         Don DeHayes
         Ken Bowman

NCAR Budget & Program Committee
Chair: Tony Busalacchi
Members: Chris Bretherton
         Eric Betterton
         Ken Bowman
         Donald DeHayes
         Kelly Fox
         Petra Klein

Governance Task Group (GTG):
Ken Bowman
Alan Robock

Trustee Liaisons:
PACUR: Gudrun Magnusdottir
Members Nominating: Everette Joseph

A motion was made to approve the slates: the motion was seconded and approved.

6. Treasure, Kelly Fox provided a review of the financials for the year-end of FY14 and the first three months of FY15, and as expected, NSF base funds are flat although it appears there is an uptick from FY14 and into FY15 however this apparent increase are funds being saved for the Super Computer upgrade. Fox also reported that investment return was up over the last twelve months.

7. Audit & Finance Committee Chair, Kelly Fox reported on the activities of the committee in their meeting the day before. Fox announced the committee had reviewed the new charter for UCAR’s Internal Auditor and the committee voted to approve the charter. The committee also heard reports on the debt ratios, an updated on Enterprise Risk Management, and they met with KPMG regarding UCAR’s external audit. She was happy to report that UCAR had another clean audit. The committee also heard from Treasury Operations Director Dan Wilson regarding the 2015 Banking Resolution. Wilson told the committee the resolution only had one change from 2014, and that was to add the position of Treasury Analyst to the list of those individuals authorized to act in the name of the corporation. Fox reported the committee
was recommending the approval of the resolution: it was seconded and approved. See resolution attached

8. Personnel Committee Member, Fred Carr, in place of committee chair Jerry Melillo reported on the Personnel Committee meeting from the previous day. Carr reminded the Board that in Executive Session they had approved the Senior Scientist Emeritus appointment of Dr. John Gille, which the committee had recommended. Carr also reported that the committee had reviewed its updated charter, which aligns the committee's responsibilities with responsibilities outlined in UCAR's bylaws. The following is the proposed, updated charter:

The committee is responsible for:
- Reviewing UCAR Personnel policies and recommending action to the UCAR Board of Trustees.
- Monitoring the development of effective affirmative action and safety programs
- Reviewing the procedures followed during the annual salary review and examining the results of the salary adjustments.
- Reviewing the appointment of all Level III and Senior Level Scientist and Research Engineering, Emeritus, Distinguished Scholar and Affiliate Scientist appointments, consistent the UCAR Policy, and recommending action by the full Board.

A motion was made to approve the updated charter; the motion was seconded and was approved.

9. Finance and Administration Vice President, Katy Schmoll reminded the Board of their responsibility each year to appoint the Ombudsman. Schmoll requested the current Ombudsman, Wendy Abshire, Dick Valenti and Loretta Quinn be reappointed. A motion was made to re-appoint the current Ombudsman, the motion was seconded an approved.

10. UCAR President Tom Bogdan gave an update on UCAR activities over the last few months. Bogdan began with welcoming the new Trustees to the Board and thanking the outgoing Trustees for their years of service. He also congratulated Sarah Ruth on her formal appointment to Section Head of NCAR and Facilities, and introduced Stephanie Gillan who has moved from NCAR to be the new Chief of Staff in the President's Office. Bogdan reported that over the last year management had been very busy working with the goal teams on the new UCAR Strategic plan, which would be presented to the Board later in the day for approval. He talked about the Annual Performance Plan, which is the next step in the strategic plan process that will align metrics with budget and resources, and is essential to the overall success of the new strategic plan. Work is progressing on the Operational Excellence Program (OPEX), and $1.5 million dollars from the General fund has been allocated for OPEX this year, and as Bogdan explained management is exploring other funding options. Bogdan also gave a few highlights form some of the recent UCAR activities on Capitol Hill including participation in Climate Science Day on the Hill, the El Nino Congressional briefing that was held in January and the upcoming UCAR Weather Day on the Hill which the Board and PACUR will participate in this coming May.

11. NCAR Deputy Director, Jim Hurrell gave the update from NCAR. He reminded the Board that they had approved the update NCAR strategic plan a year ago, and pointed out the first two imperatives in NCAR's plan, Understanding of and Resilience to Hazards and Extreme Events and Water Cycle Research, are directly aligned with the GEO imperative Roger Wakimoto spoke of earlier in the day. Hurrell thanked the Board for their help in January with dissolving of NESL and ACD, MMM, and CGD becoming their own labs, he reported the new structure is effective March 1. He also announced a new initiative from the 2015 NCAR Program Operating Plan including the advanced development of Data Assimilation for committee use which provides the potential for greater NCAR leadership and support of community data assimilation science through better coordination of NCAR activities. Hurrell also announced a few awards given to NCAR scientists including Clara Deser and Jerry Meehl as the 2014 AGU Fellows, Mathias Steiner was named an AMS Fellow, Rick Anthus received the rare designation of Honorary Member of AMS, and CO-Labs awarded their 2014 Governor's Awards for High Impact Research to RAL for their work on the NCAR Wind and Solar Power Forecasting System.
12. UCP Director, Emily CoBabe-Ammann gave an update from UCP. She introduced the staff in the UCP Directorate and reported that they will be offering red/pink team support for large proposals, looking for ways to provide more integration of business and support services and strengthening ties between UCP, the UCAR President’s Office and NCAR. CoBabe-Ammann introduced the members of the UCP University Advisory Group and reported their goal was to develop strategies that increase UCP’s ability to partner with and support the UCAR institutions. The group’s initial target is supporting universities in undergrad education research and undergrad opportunities. CoBabe-Ammann also talked about Climate Services in UCP, which is working to provide climate science information to the public, decision makers or other specific users. Climate Services at UCAR helps scientists better understand what the end user needs from their science how to deliver it to the user.

13. UCAR President, Tom Bogdan led a discussion on UCAR Strategic Plan, which was provided to the Trustees prior to the meeting. He reminded the Board that this new plan laid out the strategic focus of the organization for the next five years. He also reminded the Board the new plan had been developed over the past year with 8 goal teams working under the guidance of the Board of Trustees, PACUR, the Member Institutions, the National Science Foundation and UCAR/NCAR/UCP staff. Bogdan pointed out that the new plan works in concert with UCAR’s updated strategic plan, and focuses on supporting NCAR’s science and service mission as well as the research and education mission of UCAR’s Member Institutions. The next step in the strategic planning process is the development of the Annual Performance Plan (APP), which Bogdan explained, will align performance metrics with the annual budget and resources and will be complete in time for FY18. Bogdan led the discussion with the Trustees and among the comments from the Trustees was a concern that this plan is very much an inward facing document. This was fine, but an outward facing document was also needed especially going into the re-compete. Also, the Trustees felt the document needed a name like the GEO strategic plan they had seen earlier in the day; The Power of UCAR was a suggestion. It was also pointed out that there needed to be a communications plan that goes along with the new strategic plan. A motion was made to approve the UCAR Strategic Plan; the motion was seconded, and approved with three abstentions from the vote.

14. Trustee, Roberta Balstad thanked the outgoing Trustees, Vicki Arroyo, Fred Carr, Rich Clark, Janet Kozyra and Alan Robock for their years of service on the Board, and read the following resolutions of appreciation:

Resolution of Appreciation for Vicki Arroyo
Whereas, Vicki Arroyo has served as a UCAR Trustee since 2012
Whereas, Vicki has served ably and effectively on the NCAR Budget and Program Committee and the Board’s Nominating Committee.
Whereas, Vicki has brought thoughtful insights, valuable experience, and a strong and passionate commitment to UCAR into Board discussions, where she will be especially remembered for providing the theme of the annual meeting, “We Are UCAR”.
Now therefore, let it be resolved that the UCAR Board of Trustees extends its deep gratitude and appreciation for her service and valuable contributions to UCAR and the Board, and wishes her well in all her future ventures.

Resolution of Appreciation for Fred Carr
Whereas, Fred Carr has served as a UCAR Trustee since 2009
Whereas, Fred has faithfully served as both a committee member and Chair of the Personnel Committee, and has served as PACUR liaison, he has also brought dedication and commitment to the important work of the Governance Task Group, where he served as both Board representative and Co-Chair.
Whereas, Fred’s commitment to UCAR has been characterized by his enthusiasm, his sense of humor, and his deep appreciation for UCAR and its university community.
Now therefore, let it be resolved that the UCAR Board of Trustees extends its deep appreciation and thanks to Fred and wishes him all the best in his future endeavors, both on and off the slopes.
Resolution of Appreciation for Richard Clark
Whereas, Richard Clark has served as a UCAR Trustee since 2009
Whereas Rich has served on the Board Nominating Committee, the Audit and Finance Committee, as PACUR liaison, and with skill and integrity has also served on the NCAR Budget and Programs Committee both as a member and as Chair.
Whereas Rich’s tenure as a Board member has been marked by his strong dedication to UCAR and its role in the university research community, and especially to the Academic Affiliate Program and transitioning the Affiliates into participation as full members of UCAR; and throughout his tenure, his kindness, dedication, and sense of fairness have made UCAR a better organization.
Now Therefore, let it be resolved that the UCAR Board of Trustees expresses its sincere gratitude and appreciation for his service to UCAR and wishes him continued success.

Resolution of Appreciation for Alan Robock
Whereas, Alan Robock has served as a UCAR Trustee since 2012
Whereas, Alan has served on the NCAR Budget and Programs Committee, the Chair of the Board Nominating Committee and as the PACUR Liaison.
Whereas, Alan has been a passionate proponent of transparency, his unwavering support of UCAR has been characterized by his enthusiasm and fairness.
Now Therefore, let it be resolved that the UCAR Board of Trustees extends its deepest gratitude for his years of service and wishes him well in the future.

Resolution of Appreciation for Janet Kozyra
Whereas Janet Kozyra has served as a UCAR Trustee since 2014 most thoughtfully on the Personnel Committee
Whereas, Janet has generously given her time and unique guidance to the organization.
At the end of her short tenure on the Board, the Trustees are pleased to wish her continued success with the hope our paths will cross again.

Board Chair Eric Betterton read the following resolution for Roberta Balstad:

Resolution of Appreciation for Roberta Balstad
Whereas, Roberta Balstad has served as a UCAR Trustee since 2009
Whereas, Roberta has faithfully, skillfully and with keen insight served as the Chair of the Board for the past two years.
Whereas, Roberta’s commitment to UCAR has been marked by integrity and fairness with an ever-vigilant eye on the direction of the organization and its relationships with the member universities.
Roberta’s clear thinking; decorum and professionalism have guided the organization through groundbreaking Members Meetings and governance changes.
Now therefore, let it be resolved that the UCAR Board of Trustees and the UCAR staff who have worked closely with Roberta over these past years are pleased to make a public record of their sincere gratitude to her for her efforts on behalf of UCAR and the UCAR community. We send her our fondest wishes for her continued success and are glad to have her company for one more year with the Board.
A motion was made to approve all the resolutions of appreciation: the motion was seconded and unanimously approved.

15. Trustee Roberta Balstad lead a brief discussion about the 2014 Members Meeting held in October. The comments about the meeting from the Trustees included the theme “We are UCAR” was really good and the GTG did a great job of communicating the bylaw changes before the meeting. For the 2015 meeting suggestions included: need a longer voting window, need to communication how the bylaw changes with be implemented with regards to which member rep gets to cast the vote, and a focus of the meeting could be the societal and economical value of UCAR and the Weather Enterprise.
16. The Trustees convened in Executive session, there were no actions taken during this session and no minutes were kept.

The meeting adjourned at 5:30pm

~End of Minutes~

[Signature]
Minutes prepared by Aneka Finley

[Signature]
Minutes approved by Gene Takle
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, Treasury Analyst 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.