The following Trustees were present for all or portions of the meeting:
Dennis Hartmann, University of Washington, Chair
Steve Ackerman, University of Wisconsin – Madison
Vicki Arroyo, Georgetown Climate Center
Roberta Balstad, Columbia University
Eric Betterton, University of Arizona
Tom Bogdan, UCAR President
Rafael Bras, Georgia Institute of Technology
Fred Carr, University of Oklahoma
Richard Clark, Millersville University
Amy Clement, University of Miami – via phone
Kerry Cook, University of Texas at Austin
Kelly Fox, University of Colorado
Everette Joseph, Howard University
Molly Macauley, Resources for the Future – via phone
Jerry Melillo, Marine Biological Laboratory
Alan Robock, Rutgers University
Eugene Takle, Iowa State University

UCAR Corporate Officers & Counsel:
Susan Friberg, UCAR Assistant Secretary
Maura Hagan, NCAR Deputy Director, (by phone)
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

NSF and other Attendees:
Stephan Nelson, Head, NCAR/Facilities Section, AGS/NSF

Wednesday, 27 February 2013

Board convened in Regular Session at 1:30 pm.

1. Welcome, introductions, and agenda review
Board of Trustees’ Chair, Dennis Hartmann, called the meeting to order. He welcomed new Trustees, Eric Betterton, Kelly Fox, and Rafael Bras, and congratulated the re-elected trustees Gene Takle, Ken Bowman, and Jerry Melillo. He also read the following resolutions of appreciation to outgoing Trustees Eric Saltzman and Anne Thompson.
Resolution of Appreciation for Eric Saltzman

Whereas, Eric Saltzman has served most faithfully on the UCAR Board of Trustees since 2010; Whereas, his time on the Board has been characterized by his careful attention to the direction of the corporation, and to the scientific direction of the community as a whole. Whereas, his service on the Audit and Finance Committee has been especially valuable to the corporation. Now therefore, let it be resolved that upon completion of his term, he takes with him the best wishes of the Board and UCAR management for continued success in all of his endeavors, and the sincere hope that our paths will cross again in the very near future. We will miss you, Eric.

Resolution of Appreciation for Anne Thompson

Whereas, Anne Thompson has been a member of the UCAR Board of Trustees for six years; Whereas, she has served ably on the Personnel Committee, especially as its chair; Whereas, her enthusiasm and support of UCAR and NCAR has been generous and strong, and her work on behalf of the entire atmospheric science enterprise is greatly appreciated; Now therefore, let it be resolved that upon completion of her tenure on the Board, the UCAR Trustees are pleased to wish Anne continued success and to express their appreciation for her contributions and hope that we can work with her again in the future. Thank you, Anne!

Chair Hartmann reviewed the meeting agenda and asked for approval. It was moved, seconded and passed to approve the agenda. UCAR General Council, Meg McClellan reviewed the Conflict of Interest and Export documents and reminded the Trustees that former NCAR Director, Roger Wakimoto has begun his new position as GEO/NSF Assistant Director, thus begins a one year ban from discussing UCAR or NCAR related matters with him. For UCAR/NCAR business, Marge Cavanaugh. in the GEO office, will be the point of contact.

2. Secretary’s report. Secretary, Roberta Balstad, reviewed the minutes from the October Board meeting and asked for approval, it was moved, seconded, and passed to approve the minutes.

3. Treasurer’s report Treasurer Scott Sternberg reviewed the consolidated financial reports for FY12, and for the first three months of FY13, noting especially that Investment returns have been strong over the last twelve months, thanks to Dan Wilson’s expert financial guidance.

4. Audit and Finance Committee Chair of the Audit and Finance Committee, Scott Sternberg, reported on the topics covered by the Audit and Finance committee meeting held the previous day and during a conference call January. He reported that UCAR received a clean report from the external auditors in January. UCAR’s internal auditor, Mary Campagnolo, reported to the committee at their recent meeting and also gave a clean report. The committee also heard about the new indirect cost methodology UCAR is implementing at NSF’s behest.
The committee also heard from Mason Harris, a CU intern who developed an interesting risk assessment template for UCAR. Harris interviewed senior managers about what they see as strategic but subtle risks for the corporation.

The committee recommended that the Board approve two items:

A. Post Issuance Debt Compliance policy. Chair Hartmann explained that this is a routine, best practice recommended by bond counsel. **It was moved, seconded and passed to approve the debt compliance policy.**

B. Term Loan on the Child Care Center. The committee recommends that the Board approve a new loan for the Child Care Center. The term for the current variable rate loan ($715K) is up in May. UCAR will pay down $100K, and take out a new fixed-rate loan at 3.8%. **It was moved, seconded and passed to approve the child care facility refinancing.**

Sternberg also reported that Scott Rayder has been appointed as Vice President of the UCAR Foundation.

5. NSF report
Steve Nelson, Director, NCAR Facilities Section/AGS updated the Board on a few personnel changes in GEO especially the appointment of Roger Wakimoto as the new Assistant Director for Geosciences. Steve also reported on the status of the renewal of the NCAR proposal which was submitted in the Fall 2012. He reported that the review was complete and the divisional recommendation will be considered at the May 2013 National Science Board Meeting. If there is an award made, issues to address will include: working with NSF to consider broadening the stakeholder community to include the operational and private sectors; better strategic coordination of educational activities; and development of metrics to assess progress. He also reported that, in his response to sequestration, the NSF Director said that all efforts would be made to protect NSF staff and existing grants, the bulk of the reduction would be from new grants.

6. UCAR President’s report
President Bogdan bid farewell to Eric Saltzman and welcomed new Trustees. He reported on a few of his recent visits to Member and Affiliate Universities, and highlighted new university relations projects, including UVISIT and UFORUM. He announced the opening of the new UCAR office in Washington D.C. office in the same space as Ocean Leadership, and that UCAR is now working with Joel Widder and the Oldaker Group in Washington. He reported that much work has gone into the development of a Weather Commission, also, in organizing science information days at UCAR to help identify projects that may be of interest to the private sector. Bogdan reported that one of the biggest challenges he faces is reducing the indirect cost rates. Over the next few months most of his efforts will be focused on the search for new UCP director, the search for a new NCAR director, and managing the budget fallout from the impending sequestration and decreasing budgets.

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**The Board convened in Executive Session at 3:05 pm. Minutes are kept in the corporate offices**
Thursday February 28, 2013

The Board re-convened at 8:30am

7. Personnel Committee report.
Committee Chair, Gene Takle gave the Personnel Committee report outlining the topics they discussed at their recent meeting. The committee heard the report on UCAR TIAA-CREF funds which are going to be switched from Retirement Class to Institutional Class and will result in a credit to each participants account. Trustee Takle also reported on the Salary Survey of UCAR’s membership universities conducted by UCAR’s Human Resources Department. He presented the Personnel Committee’s recommendations for approving the appointments to Senior Scientists Emeritus for Richard Katz, Charles Knight, and Bruce Lites. The recommendation was seconded, and approved by the full Board.

Takle also presented the Personnel Committee’s recommendation for appointing Kevin Repasky from Montana State University as an Affiliate Scientist. The recommendation was seconded, and approved by the full Board.

The committee also had a discussion on efforts to increase diversity and met Stephanie Barr who is the new CISL Diversity Coordinator.

8. Board Nominating Committee report
Board Nominating Committee member, Rich Clark, reported on the work of the Nominating Committee to determine the 2013 officer and Board committees slate. Upon recommendation for approval from the Nominating Committee, the following slate was seconded and passed by the full Board:

OFFICERS
Chair Roberta Balstad
Vice Chair Steve Ackerman
Secretary Everette Joseph
Treasurer Scott Sternberg
Assistant Secretaries Susan Friberg, Meg McClellan
Assistant Treasurers Kathryn Schmoll, Dan Wilson
UCAR President Thomas Bogdan
NCAR Director Maura Hagan, Acting Director
NCAR Deputy Director TBD
VP for Finance and Administration Katy Schmoll
Chief Legal Officer Meg McClellan

EXECUTIVE COMMITTEE
Chair Roberta Balstad
Members Steve Ackerman
Thomas Bogdan
Amy Clement
Dennis Hartmann
EXECUTIVE COMMITTEE  Con’t.
   Everette Joseph
   Jerry Melillo
   Scott Sternberg

AUDIT AND FINANCE COMMITTEE
Chair        Scott Sternberg
Members      Steve Ackerman
             Ken Bowman
             Raphael Bras
             Kelly Fox
             Dennis Hartmann
             Jerry Melillo

PERSONNEL COMMITTEE
Chair        Amy Clement
Members      Fred Carr
             Everette Joseph
             Molly Maccauley
             Gene Takle

NOMINATING COMMITTEE
Chair        Ken Bowman
Members      Vicki Arroyo
             Kerry Cook
             Rich Clark

NCAR BUDGET AND PROGRAMS COMMITTEE
Chair        Jerry Melillo
Members      Steve Ackerman
             Vicki Arroyo
             Eric Betterton
             Rich Clark
             Kerry Cook
             Alan Robock
             Scott Sternberg

TRUSTEE LIAISON
PACUR         Alan Robock

9.  New UCAR/university relations programs
    Cindy Schmidt, Advisor on University Relations, and Chris Davis, Advanced Study Program,
    outlined their plans for new UCAR programs to enhance our relationship with the university
    Members:  UVISIT, a new visitor program that will support NCAR scientists visits to the
    universities for two weeks to a semester or longer; UFORUM, a series of webinars focused on
    increasing communication between UCAR/NCAR and the university community and will feature
    a wide range of topics, especially geared to Early Career Scientists; UMENTOR, to facilitate
    virtual mentors and help guide undergraduate students interested in atmospheric sciences.
These programs are being developed in response to what the UCAR President has been hearing from the university members and affiliates during his visits to their campuses this past year.

The Board convened in Executive Session at 9:15am. Minutes are kept in the corporate offices.

The meeting adjourned at 11:45 am.

~ End of Minutes ~