

Foundation for Earth Science
Board of Directors
January 9, 2014
5:30 – 7:15 EST

Karl Benedict, Chairman
Jim Frew, President
Charles Hutchinson, Treasurer
Tamara Ledley, Secretary
Bruce Caron, Director-at-large
Stefan Falke, Type III Rep
Emily Law, Type II Rep
Annette Schloss, Director-at-large
Brian Wee, Type I Rep
Patricia Reiff, Director-at-large (via Webex)
Carol Meyer, Staff
Erin Robinson, Staff

1) Call to Order

The meeting was called to order at 5:33 pm.

2) Agenda Review

Chairman Benedict reviewed the agenda. The agenda was adopted as presented.
The motion passed unanimously by acclamation.

3) Adoption of Minutes from October 31, 2013

Treasurer Hutchinson made a motion to adopt the minutes as presented, seconded by President Frew. The motion passed unanimously by acclamation.

4) Foundation Financial Report

a) Single Audit

i) Treasurer Hutchinson as reported in the Oct. 31 minutes we received a clean audit letter from the Foundation's CPA.

b) FY14 Budget, Year-to-Date Review

i) Treasurer Hutchinson briefly reviewed the quarterly report and reminded the group that this is just a snapshot of spending for the first quarter of the fiscal year.

ii) Why do the income statement and budget not perfectly align?

- (1) Executive Director Meyer responded that the income statement is the snapshot of accounting system, however, our adopted budget categories do not perfectly align with those presented on the income statement.
- iii) Why was there a lack of expenditures on things like testbed?
 - (1) Executive Director Meyer reported that the ESIP Products & Services chair had left his chair in mid-2013. A new chair was elected this week and will pick up the testbed activity again in 2014.
- iv) Are all of the new income streams in place?
 - (1) Executive Director Meyer reported that we do have all income streams coming in, including NASA, NOAA, 2 NSF sub-awards and 2 private awards for the Data Study Workshop.

5) Foundation Business Planning

Director Law reviewed the work the Business Planning subcommittee had done. Director Law sent out a report ahead of the meeting and requested that the Board review the documents. The subcommittee recommended two goals for the Foundation:

The first goal is to pursue national and international opportunities including:

- Playing a leadership and facilitation role in guiding, for instance, the Data Decadal Survey and the Group on Earth Observation
- Strengthening the alliance with other programs such as DataOne
- Participating in new projects, e.g., EarthCube
- Leveraging ESIP's existing and new capabilities to realize potential areas and opportunities that are currently underdeveloped within ESIP

The second goal is to manage growth. It is important to identify and increase both staffing needs and skills, and to develop a target organizational structure that can effectively support new opportunities and activities.

Chairman Benedict noted that the formation of a development group was one item to come out of the Oct. 2012 retreat. This group would identify opportunities and strategies to pursue those opportunities. The activity was put on hold while the business planning group provided direction. There are now two specific activities:

- Reconstitute development activities
- Strategy for managing group; How do we align resources and mitigate risk?
- Charter for development group types of things Foundation accepts (guidance and boundaries)

ACTION: The business development group will draft a development charter and then Board will review.

Note: Business development will have new people with the appointment of new board members. The group will be reconstituted with new members in early 2014.

6) Foundation Bylaws Review and Proposal

The group went through the final round of review on the proposed revisions to the Foundation Bylaws with attorney, Nicholas Hantzes. Some clarifying changes were made to the proposed bylaws. No new substantives issues were raised. Secretary Ledley moved to adopt the Bylaws as amended and President Frew seconded. The motion passed with 9 in favor and one abstention.

7) Board Elections

Chairman Benedict described the process that the Federation went through to appoint four specified ESIP Board seats. Since the Federation needed to prepare for the possibility that Foundation would adopt changes to its bylaws, a set of ESIP-chosen directors was considered. As a gesture of continuing good faith between the Foundation and the ESIP Federation, the Foundation requested that the ESIP Federation elect 4 director seats now codified in the revised Foundation Bylaws as well as 2 additional ESIP Federation seats to keep ESIP representation at the historic level of 6 seats. The new Board will sort out which people serve 1, 2 or 3-year terms.

- a) 4- ESIP appointed members (Stefan Falke, Ted Habermann, Tamara Ledley, Brian Wee) were accepted.
- b) Bob Downs was nominated by President Frew , motion passed
- c) Mike Daniels was nominated by Secretary Ledley, motion passed
- d) Jim Frew was nominated by Director Caron, motion passed
- e) Bill Michener was nominated by President Frew, motion passed
- f) Karl Benedict was nominated by Director Wee, motion passed
- g) Jim Buizer was nominated by Treasurer Hutchinson, passed
- h) Dave Jones was nominated by Secretary Ledley, motion passed
- i) Patricia Reiff was nominated by Secretary Ledley, motion passed

ACTION: Executive Director Meyer will organize and schedule a special board meeting to elect Foundation leadership, decide board member terms and reconstitute working groups.

8) Selecting Dates for 2014 Board Meeting

Chairman Benedict suggested tabling this item until the new Board meets.

9) Adjourn

Director Hutchinson made a motion to adjourn the meeting. The motion passed by acclamation. The meeting adjourned at 8:05 p.m.