

Foundation for Earth Science
Board of Directors
Telecon
October 31, 2013

Karl Benedict, Chairman
Charles Hutchinson, Treasurer
Tamara Ledley, Secretary
Bruce Caron, Director-at-large
Stefan Falke, Type III Rep
Emily Law, Type II Rep
Annette Schloss, Vice President
Brian Wee, Type I Rep
Carol Meyer, Staff
Erin Robinson, Staff

1) Call to Order

The meeting was called to order at 12:03 p.m.

2) Agenda Review

Chairman Benedict reviewed the agenda. Director Falke made a motion to adopt the agenda as presented, seconded by Secretary Ledley. The motion passed unanimously by acclamation.

3) Adoption of Minutes from July 11, 2013

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

4) Foundation Financial Report

a) Single Audit

i) Treasurer Hutchinson presented the final audit prepared by the Foundation's CPA. He noted that the audit is clean, having received a clean management letter received. He also indicated that nothing had changed since July except that the audit was now final.

b) FY14 Budget Presentation

i) New Income Streams:

- (1) \$10,000 from Moore Foundation and \$10,000 from National Consortium for Data Science for the Data Study Workshop; Total Workshop costs will be \$32,000, so the Foundation will cover some of those costs.
- (2) It was noted that additional donations are expected throughout the year but would not be allocated to the workshop.
- ii) How are we managing the contingency fund? For what purposes, restrictions?
 - (1) Executive Director Meyer said that the contingency fund is program revenue from ESIP meetings that does not otherwise get expended. These funds are meant to cover lapses in funding. They are held in our merchant account so that they are not spent within general operating budget.
 - (a) ACTION: Carol will ask CPA where to hold. Clearer if it appeared below total expenses (available, but not meant to be spent).
 - (2) This question led to the discussion of creating a comprehensive financial plan for Foundation - both growing the reserve and forecasting expenses to save for.
 - (a) ACTION: Board policy statement to reach a target reserve based on current account balances relative to budget. Brian suggested codifying ways to spend any 'rainy day fund'.
 - (b) ACTION: Accountant provide ways to present and talk about this.
- iii) Large changes between 2013 and 2014 budgets were highlighted.
 - (1) Website – committed to launching a new site for ESIP and get the Commons working the way it is supposed to work. New branding and fresher content will emerge this year.
 - (2) Misc. line item – Includes cost of new laptop for Erin Robinson.
 - (3) Committee support – last year was lean; Sum total requests received from committees and working groups fit into this budget, with some reserved for things that arise throughout the year.

Secretary Ledley made a motion to adopt the budget as presented, seconded by Director Law. The motion passed unanimously by acclamation.

5) Bylaws Review Take 2 –

- a) Article 4, Section 1 Proposed: *“The corporation shall have no less than nine (9) directors nor more than fifteen (15) directors, collectively designated the Board of Directors (referred to herein as the "board"), with the exact number to be fixed within these limits by approval of a majority of the directors then authorized to serve.”*
 - i) There was agreement among the Board to raise the minimum and maximum number of board members.
- b) Article 4, Section 4, (a) Proposed: *“So long as the Corporation provides management support services to the Federation, the Directors of the Corporation*

shall include four (4) members designated by the Federation, all of whom must meet any eligibility requirements specified in these Bylaws. The Federation may designate or replace its allotted directors at will; however, replacing a designated Director shall not extend the term of the Director being replaced. Directors shall be appointed for terms of three years. These terms shall, to the extent possible, be staggered so that approximately one-third (1/3) of the directors' terms shall expire in any given year." This article decreases the number of ESIP-designated board seats from 6 to 4.

- i) What is the reason for going down to 4 ESIP seats?
 - (1) Dilution of direct ESIP "ownership" of board by definitional majority.
 - (2) The group discussed the pros and cons of dilution. Director Caron stated that the combination of increase in board members and decrease in ESIP seats is too much. Director Law stated that if we had the minimum board of 9 seats with 6 ESIP seats that would not be effective until such a time that the board's membership reached its full capacity. It was also stated that while 4 is a minimum number, it is anticipated that that there will be at least 6 ESIP members for the foreseeable future and there is nothing stopping additional ESIP members being added to the board.
 - (3) Chairman Benedict asked for a straw vote among the group. There was not clear consensus on the issue of board composition.
 - (4) The group continued to discuss the number of ESIP seats. Director Caron expressed concern that the Foundation is the ESIP Federation's only link to financial support, so ESIP should maintain a larger presence on the Foundation Board. Executive Director Meyer explained that because of our 501(c) 3 status we need governance that enables independence for the Foundation. Reducing the number of ESIP seats from 4 to 6 is one way to move toward independence and avoid any perception of being controlled by an outside organization. As the discussion progressed, there was growing consensus that the reduction would be a satisfactory state.
 - (5) Chairman Benedict suggested that for now we move with the draft document with 4 ESIP seats and have legal review. There will be time to discuss this at the Winter Meeting when the document is voted on.
- c) Article 4, Section 4 (c) Proposed: *"Directors shall be appointed for terms of three years. These terms shall, to the extent possible, be staggered so that approximately one-third (1/3) of the directors' terms shall expire in any given year."*
 - i) It was unclear if that is related to ESIP directors or all of the directors.
 - (1) Last sentence in section says it refers to subsection
 - (2) Federation Directors modified
 - (3) ACTION: Add Clause D to address for all directors.
- d) Article 4, Section 7 Place of Meeting
 - i) Does meeting location need to be defined as co-located at Federation?
 - (1) This was struck at summer meeting and updated

- e) Article 4 Section 8
 - i) ACTION: look up cumulative voting
- f) Article 4, Section 10 – Meeting Location
 - i) Part of legal review – will remove paragraph about “adjourned meeting notification: if not required by DC;
- g) Article 4, Section 19 – Non-Liability of Directors
 - i) Part of legal review
- h) Article 5, Section 1, Proposed: *“The officers of the corporation shall be a Chairperson, a President, a Secretary, and a Treasurer. ~~The corporation may also have, as determined by the board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. No person may hold more than one office.~~”*
 - i) Question about the office of president
 - (1) At the time the Foundation was formed and the MOU between ESIP and FES was signed, the President of the Foundation was different from the President of ESIP, thus able to sign the MOU with 2 different signatures. (If it had been Chair of FES and President of ESIP, it would have been the same person). By tradition, the Past President of ESIP has been serving as President of Board. (Recommended language);
 - ii) Is the VP necessary?
- i) Article 5, Section 2: Terms of office, doesn’t include terms of all Directors.
 - i) Can you be elected as a president if you have 1 year left for a 2 year term?
 - (1) Yes- If you aren’t reappointed to the board, the board would elect a new officer; ACTION: Add language about “Within term of directors” Not to exceed term as director.
- j) Article 5, Section 5 Vacancies – Typo: shall hold that office until the next

The next step will be to seek legal review of the changes. A vote on the proposed changes will occur at Winter Board Meeting.

- 6) Foundation Business Planning

Due to time constraints, this agenda item was tabled until the Winter Board Meeting.

 - a) ACTION: All will review discussion and documents in preparation for Winter Meeting
 - b) ACTION: Emily will create summary of the Business Planning recommendations for the rest of the Board’s review.
- 7) Other Business
 - a) Raskin Scholarship – Executive Director Meyer reported that a small review team was created and had met to review the seven applications received for the first year award. Close to a recommendation, but have not finalized yet. The award will be announced at the January ESIP meeting and the student will give a talk at the Summer Meeting. This group will also review award description and correct

inconsistencies found.

b) New Business Opportunities

i) Treasurer Hutchinson presented on an opportunity with The International Symposium on Remote Sensing of Environment (ISRSE). The group created a 501(c) 3 International Center for Remote Sensing to manage meeting. ISRSE Meetings are held on odd years. Patterned after the Olympics ICRS oversees the planning and controls the brand and space agency offers to put on symposium. Treasurer Hutchinson is retiring and looking for a home for 501(c) 3. ISRSE is largely self-supporting a few hours of admin. Host – 10k and Center 10k ½ returns to center and ½ to agencies. Core members from the U.S. are NASA, NOAA and USGS and all are active. There have been discussions with NASA about if the Foundation assuming the management role would be suitable and NASA was very supportive. ISRSE has also had a close tie with GEO.

(1) ACTION: What would Foundation do for ISRSE?

(a) Administrative home and minimal coordination.

(b) Is there a budget to be managed?

ii) Executive Director Meyer reported that there have been ongoing conversations with OSTP about the potential to provide secretariat services for USGEO.

iii) Executive Director Meyer reported that the Foundation has been approached by National Geothermal Data System led by Lee Allison about exploring relationship with that project to be spun into an operational org; For various reasons this may not be a good fit for the Foundation.

8) Adjourn

Director Ledley made a motion to adjourn the meeting, seconded by Director Law. The motion passed by acclamation. The meeting adjourned at 2:11 p.m.