

**Joint Meeting of the Boards
Aquatic Science Center and San Francisco Estuary Institute**

**To Be Held
March 1, 2012
Time: 9:30 a.m. – 2:00 p.m.**

**San Francisco Estuary Institute
4911 Central Avenue Richmond, CA 94804
First Floor Conference Room**

FINAL AGENDA

Joint Business

1.	Call to Order and Approval of Agendas	9:30 Dave Williams Jim Fiedler
2.	Public Comments	9:35
3.	Action: December 7, 2011 Meeting Minutes and follow-up Actions - Approval Desired Outcome: Approval of December 7, 2011 Meeting Minutes and follow-up Actions (Attachment 1)	9:45 Dave Williams Jim Fiedler
4.	Information and Discussion: ED Report and Quarterly News Highlights (Attachments 2a, b)	9:50 Rainer Hoenicke
5.	Information and Discussion: Implementation Plan Update and SMART Actions	10:30 Rainer Hoenicke, Josh Collins
6.	Action: Joint Governance Committee Report Desired Outcome: Endorsement of Draft Charter in Concept, Timeline and Milestones for Re-structuring both Boards (Attachments 3a, b)	10:50 Dave Williams Jim Fiedler
7.	Action: Program Plan and Budget Amendments Desired Outcome: Approve Q2 Program Plan and Budget Amendments (Attachment 4)	11:20 Rainer Hoenicke

**LUNCH BREAK
12:00-12:45**

Joint Business, continued

8.	Proposed Agenda Items for June 14 Meeting	12:45 Group
9.	Adjourn Joint Meeting and call ASC Meeting to Order	12:50 Jim Fiedler, Bruce Wolfe

Aquatic Science Center Business Meeting

ASC 1.	Discussion: Filling Vacant Treasurer Position Desired Outcome: Recommend approach to designating Treasurer	12:50 Bruce Wolfe
ASC 2.	Adjourn and call SFEI Meeting to Order	1:05 Bruce Wolfe Jim Fiedler

San Francisco Estuary Institute Business Meeting

SFEI 1.	Action: Board Terms Terms expired for John Callaway and Adam Olivieri in June 2011. Desired Outcome: Renew terms	1:05 Jim Fiedler
SFEI 2.	Information: Admin-Fiscal Update Back to Black – Proposed steps toward recovery from a \$230,000 deficit (Attachment 6)	1:25 Dave Tucker Rainer Hoenicke
SFEI 3.	Information: ED 360 Review Update	1:45 Jim Fiedler
SFEI 4.	Adjourn	2:00 Jim Fiedler



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DRAFT

Members Present:

Jim Fiedler
Dave Williams
Trish Mulvey
Adam Olivieri
Barbara Salzman
Karen Schwinn
Laura Pagano
Bruce Wolfe
Dyan Whyte
Amy Chastain
Phil Stevens
Vicky Whitney
Kirsten Struve

Others Present:

Rainer Hoenicke
Meredith Williams
Josh Collins
Stephanie Seto

Joint Meeting

1. Call to Order and Approval of Agendas

The meeting was called to order by Mr. Fiedler, SFEI Board Chair and Mr. Williams, ASC Board Chair, at 9:35 a.m. All were in favor of the approval of agenda for the joint meeting portion of the day.

2. Public Comments

None.

3. Action: December 7, 2011 Meeting Minutes and follow-up Actions – Approval

Ms. Schwinn requested that her name be added to the list of members present as she attended the meeting, but her name was left off the list. Mr. Wolfe made a motion to approve the December 7, 2011 meeting minutes. The motion was seconded by Ms. Salzman and passed unanimously.

4. Information and Discussion: ED Report and Quarterly News Highlights

There was discussion regarding Ms. Griffin's departure and that Ms. Williams had accepted the role of Interim Deputy Director. Dr. Hoenicke noted that there were more projects funded under Aquatic Science Center than SFEI. He also let the Board know of his short-term, intermediate, and long-term solutions to fix the causes related to not meeting Program Plan projections.

Short-Term:

- Look at staff who are relatively unbillable, increase the percent time on cost reimbursable projects, and increase staff's time who are "not-so-billable";
- Reduce discretionary expenses and get 2012 back in the positive;
- Accelerate in filling vacancies with positions that are highly billable; and
- Suspend filling a few budgeted positions as well as others that are not very billable.

Intermediate:

- Figure out what should be used to generate a sufficient surplus;
- Re-negotiate Aquatic Science Center multiplier;
- Evaluate how much space in the building that can be sublet; and

- Change project mix and budgeting approaches

Long-Term:

- Develop a new business plan

5. Information and Discussion: Implementation Plan Update and SMART Actions

With the completion of the Strategic Plan, Dr. Hoenicke presented an outline of implementing the strategy- 2010 Looking Inward: Professional Aspirations (shared values, internal team recognition, career planning, succession planning); 2011 Looking Outward: Joint Strategic Plan (defining the future, strategic priorities to shorten the distance); 2012 Implementation Plan: Taking Action (taking responsibility, getting organized, strategic initiatives, GAP analyses, SMART outputs for 2012-2014); and Implementation for Products and Services (expand role as convener of Regional Forums, expand capacity, diversity sources of funding). The Board also requested that Dr. Hoenicke define the Interim Deputy Director role as well as length of the position.

6. Action: Joint Governance Committee Report

Dr. Hoenicke briefly reviewed the meeting summary from the February 9, 2011 meeting. He made a suggestion that the June Board Meeting be dedicated to set the stage for filling slots- attracting new members and maintaining current members. Dr. Hoenicke also asked the Board to endorse the draft Charter in concept and delegate to the *ad hoc* Governance Committee any final wording changes to be distributed to the Board. Ms. Mulvey made a motion to endorse the draft Charter in concept. The motion was seconded by Mr. Wolfe and passed unanimously.

7. Action: Program Plan and Budget Amendments

Dr. Hoenicke reviewed the Q2 Program Plan and Budget amendments. The Program Plan Update contained five new projects that came online through SFEI, and one new project through the Aquatic Science Center, since the 2012 Program Plan was approved by the Board in December 2011. Dr. Hoenicke and the Finance Team revised the budget for Board approval. Board Members agreed that there was no need to revise or adopt a new budget and that they would rather see Approved Budget vs. Actuals vs. Projected Budget. It was suggested that any deviations be documented in footnotes. This suggestion would be placed on the upcoming Fiscal & Admin Committee Agenda and brought back to the full Boards for further discussion at the June meeting. Mr. Wolfe

made a motion to approve the Aquatic Science Center Program Plan and Budget amendments. The motion was seconded by Ms. Struve and passed unanimously. Mr. Stevens made a motion to approve the SFEI Program Plan and Budget amendments. The motion was seconded by Ms. Salzman and passed unanimously.

8. Proposed Agenda Items for June 14 Meeting

- Focus primarily on the Governance issue and set the stage for filling slots-attracting new members and maintaining current members
- Dr. Hoenicke’s evaluation
- Fundraising
- Aquatic Science Center participation on Fiscal & Admin Committee

9. Adjourn Joint Meeting and call Aquatic Science Center Meeting to Order

Aquatic Science Center Business Meeting

1. Discussion: Filling Vacant Treasurer Position

Ms. Whitney nominated Mr. Polhemus for the position of Treasurer. She will speak with him and Dr. Hoenicke will follow-up with a phone call during the week of March 5th. The Fiscal & Admin Committee will recommend an approach to the full Boards at the June 14th meeting.

2. Adjourn and call SFEI Meeting to Order

San Francisco Estuary Institute Business Meeting

1. Action: Board Terms

Terms expired for Dr. Callaway and Mr. Olivieri in June 2011. The Board agreed to renew terms for both members, each for a 3-year term. Ms. Salzman made a motion to renew terms. The motion was seconded by Ms. Mulvey and passed unanimously.

2. Information: Fiscal & Admin Update

Dr. Hoenicke summarized the financial diagnostics, meeting outcomes, and actions items from the February 16th conference call. There was discussion regarding the proposed steps toward recovery from a \$230,000 deficit.

3. Information: ED 360 Review Update

Dr. Hoenicke mentioned that the 360 review was a tool used for development and to identify strengths and weaknesses. This would allow him to create a professional development plan for the coming year. Dr. Hoenicke also noted that Mr. Nonomura would analyze the results once all surveys had been submitted (mid-March deadline). Dr. Hoenicke recognized the urgency to fill out a self-assessment prior to the distribution of survey results.

4. Adjourn

The meeting was adjourned at 12:30 p.m.