

## **NERACOOS Board of Directors August 21, 2014**

*Approved by the Board December 3, 2014*

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**Board Participants:** Steve Withrow, Malcolm Spaulding, Steve Couture, Anthony Kirincich, Matt Lyman, Michael Szemerda, Fei Chai, Jon Pennock, Al Hanson, Christine Tilburg, Bob Stankelis, Curtis Bohlen, Matt Nixon, Mel Cote\*, Nicole Bartlett\* (\* indicates non voting members); **Other Participants:** Tom Shyka, Ru Morrison, Cassie Stymiest, Jackie Ball, Ivy Mlsna

Malcolm Spaulding called the business meeting to order at 9:10 a.m.

### Meeting Minutes

Steve Couture motioned to approve the May 29, 2014 board meeting minutes, seconded by Steve Withrow. There have been two edits since previously distributed. The meeting minutes were unanimously approved.

### Quorum Issue

Malcolm Spaulding reintroduced the quorum issue that was tabled at the last board meeting. In order to conduct business the NERACOOS board needs to have a quorum participate and it has been a challenge to achieve the quorum. The executive committee has recommended the quorum requirement be changed from 12 to 7. Malcolm reminded the board their ability to appoint an alternate and the fact that alternates can vote on behalf of the primary. It's the primary member's responsibility to ensure their alternate attends if they cannot. It was suggested that the board could use an electronic vote. The electronic vote is often very difficult and we need to have 2/3 of the board vote. The Gulf of Maine Research Institute (GMRI) lowered their quorum requirement for so that they could conduct business. Blaine indicated that the bylaw language allows a quorum to be met by majority of attendees present, except for a major business item or bylaw change. GMRI's nominating committee also reviews board member attendance every year and contacts individuals with lacking participation. Blaine will share GMRI's bylaws with the Board. The Board expressed concern that reducing the quorum requirement would reduce incentive for Board members to attend. The nominating committee should also revisit Board attendance on a yearly basis to ensure we have engagement among members. Malcolm suggested that the executive committee compile and put forward a bylaw revision to be voted on in December.

### Conflict of Interest Statements

We have all the conflict of interest forms for 2014 except Robert Araujo. Malcolm has tasked the office with reaching out to him one more time. Without a current conflict of interest form he's unable to participate on the board.

### Nominating Committee

Christine Tilburg presented the Nominating Committee update. Christine Tilburg motioned to approve Arthur Sawyer as an alternate for Dave Casoni, seconded by Blaine Grimes, and was unanimously approved. Peter Smith has nominated Dave Herbert as his alternate, to be voted on in December. Christine then reviewed the board members with expiring terms in December, including; Al Hanson, Matt Lyman, Jon Pennock, Christine Tilburg, and Malcolm Spaulding. Malcolm, Christine and Jon are not eligible to serve another term. Malcolm and Christine have suggested two individuals to replace their seat. Jon suggested Joe Salisbury, and he'll offer that name to the Northeast Academic Consortium (NEAC). The nominating committee is still waiting for NEAC approval for Al's second term. Ru will reach out to Jim O'Donnell regarding NEAC nominations. Mel needs to submit a letter from the Northeast Regional Ocean Council (NROC). Cassie will forward Mel an old NROC letter to use. Blaine Grimes has decided to resign in December due to other obligations and suggests Andy Pershing to replace her seat with her as the alternate. Christine then reviewed the officer slate to be voted on in December, including; Matt Lyman (Treasurer), Peter Smith (V. President), and Anthony (Secretary). We still don't have a board president nomination. Christine also suggested adding another member to the nominating committee.

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### Finance Committee

Matt Lyman presented the Finance Committee report, referencing the financial report that was previously distributed to the board. There are three active grants right now, including the main FY11 award, the Sandy Supplemental, and NROC funds through the Gulf of Maine Council to support the Sentinel Monitoring Project. On the FY11 award some of the subawardees have almost a full year of additional funds that have not been spent. We could ask that these funds be spent or they could be included in a no cost extension. We've also re-budgeted the NROC funds to support writing time for Jeff Runge at the University of Maine. The Sandy Supplemental funds are being spent on time. We had a clean audit this year, but we are still considered a high risk recipient in NOAA's grants online. It's a little unclear if this has been removed, Ru will follow up on this matter. Also, since the last board meeting Steve Couture has been added to the bank account and is responsible for providing a second signature for checks over \$10k. The new indirect rate has been approved at 23.02%. Malcolm added that the staff also received cost of living increases. Ru is in the process of writing a salary justification to Malcolm to receive an additional increase. Blaine suggested a more formal review process by the executive committee of the executive director's performance be established. Malcolm agreed and will move forward with the executive committee, who will also consider salaries of other IOOS directors. It was also suggested that the office adopt a more formal annual review process. Suggestions for this process included setting annual goals for staff and reviewing those goals. The review should indicate if a salary increase is warranted recognizing that salary increases are dependent on the NERACOOS Budget. Ru was asked if there are human resource documents in place. Ru responded that at the moment there are draft documents, including a financial policy and a personnel policy. It was suggested that these be sent to the board for review prior to the next board meeting so that they could be approved at the next meeting.

Two recent proposals, one with the National Fish and Wildlife Foundation and the other IOOS's Marine Sensor Innovation, have been accepted for funding. The following proposals weren't funded: The Marine Environment Observation Prediction and Response Network, and the Marine Biodiversity Observing Network. At the moment we are considering one RFP on fisheries and climate.

### NERACOOS Operations Update

Over the summer, Ru gave a presentation at the Maine delegation roundtable organized by NOAA. Afterwards congressional staffers accompanied the NERACOOS office for a boat ride out to a buoy. We are also continuing the strategic planning effort with Jeremy. To help manage the subawards more effectively, we've implemented 6 month PI reviews. The NERACOOS staff continues to attend regional meetings and Ru offered the opportunity for the board to represent NERACOOS at any upcoming meetings. Fei noted that he's attending a marine educator's summit at the end of September and could wear the NERACOOS hat.

Anthony gave an update on SPI Team activities as he stepped into the role of SPI chair in May. Since then the team has been working on reviewing the strategic priorities and creating project templates. The project templates are a standardized form that's been distributed to the SPI team to develop new observing opportunities for NERACOOS. These completed templates are then housed in Google Docs and are to be evaluated on a standardized metric. Once the strategic priorities are finalized the project templates will be advertised to the region. Malcolm commented that the Gulf of Maine Council is coordinating an effort with the Department of Health and coastal storm water, and council members will follow up to bring NERACOOS into the loop. Anthony added that the SPI team will also begin to work on the next IOOS grant proposal for June 2015. Mel gave an update on the Integrated Sentinel Monitoring Project (ISMP). A successful workshop was hosted in June. We're 1.5 years into this project and are on schedule to complete a Science and

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Implementation Plan by February 2015. We continue to have strong participation from across the region. The Northeast Regional Ocean Council (NROC) has also added ISMP to their new two year work plan. The Northeast Coastal Acidification Network (NECAN) continues to move forward. A state of the science workshop was held in April and the Steering Committee continues to work towards compiling the ocean acidification science in the region. NECAN is planning to host stakeholder workshops in Maine, Massachusetts, and Connecticut. The Northeast Coastal Ocean Data Partnership (NeCODP) has kicked off a webinar series. The first webinar was provided last month, the next is being scheduled for October. Anyone that's interested is welcome to join the mailing list.

Tom provided an update on communications. The quarterly newsletter is continuing with the addition of news blasts with time sensitive information. There continues to be good readership and we are working towards a way to better understand out constituency likes and dislikes. Cassie then provided an education update. The New England Ocean Science Education Collaborative (NEOSEC) biennial Summit is scheduled for November 6th and 7th. We'll be a sponsor again this year, but not to the same extent as last year. Cassie also continues to work with Jim Manning on the drifter project and has presented at several meetings this summer.

### IOOS Program Office update

Ru presented the IOOS Program Office update. The IOOS Program Office continues to work on certification. NERACOOS's goal is to apply before the next grant in June. Although it's not a requirement to be certified it's a benefit for liability. Part of this process is the implementation of Quality Assurance of Real Time Ocean Data (QUARTOD) manuals.

### IOOS Association update

Ru then provided the IOOS Association update as provided by Josie Quintrell. The FY15 budget resolution continues. Josie also continues work on the ICOOS reauthorization act that expired in 2013. Josie wanted to thank those that have contacted their delegation and stressed the importance of contacting local delegates. Next week the IOOS Association is hosting its first strategic planning retreat for Regional Association Directors. Resiliency is a major theme for the white house budget this year, and should be considered for SPI project templates.

### Annual Meeting

The NERACOOS Annual Meeting will be December 4th, with the annual board meeting on December 3rd. The Annual Meeting will be focused on the Blue Economy with Dave Vallee and Bill Mook as confirmed speakers, hopefully Holly Bamford as the keynote. We'd also like to give away another award this year, the award committee will need to convene shortly. Bob Beardsley and Changsheng Chen as the last award recipients will participate on the committee, Mel also offered to participate.

Steve Couture motioned to adjourn the business meeting, seconded by Steve Withrow, the meeting was adjourned at 11:00 a.m.