

**CALIFORNIA OCEAN SCIENCE TRUST
BOARD OF TRUSTEES MEETING MINUTES
FEBRUARY 9, 2007
Carousel Building, 200 Santa Monica Pier
Santa Monica, CA 90401**

Trustees Present: G. Knatz, F. Keeley, M. Gold, F. Klass, B. Baird

Staff Present: A. Mace, Executive Director; L. Engeman, Sea Grant Fellow

Trustees Absent: R. Moll, B. Jines, J. Kelley

Guests: D. Gregario, R. Murillo

Introductions: Members introduced themselves and G. Knatz assumed active Chair position in the absence of R. Moll. Director Mace gave an overview of the day's agenda.

The progress of the California Ocean Science Trust (CalOST) in becoming more active with respect to its new role was noted as positive.

I. CalOST Board Business

- a. Minutes from the December 8, 2006 meeting were approved with an amendment to reflect that B. Baird is on the Science Advising Committee.
- b. Financial Report
 - Director Mace provided a recap of the current financial status of CalOST
 - CIAP funds (\$10,000) will be matched with \$20,000 from Resources Legacy Fund to pay for a director search to fill the MPA Enterprise Director position.
 - The Ocean Protection Council, at its February 8, 2007 meeting, approved a grant of \$200,000 to the Trust to provide science services. These funds may cover CalOST staff and activities for up to a year and a half.
 - At the last meeting, the Board approved a motion to make the Trust its own fiscal agent. Director Mace explained that after investigating the process needed to sever the contract with National Fish and Wildlife Federation (NFWF), she recommended keeping the CIAP funds with NFWF until the contract ended and appointing the Trust as its own fiscal agent for all new incoming funds. She also noted that funds for 3 months of salary were placed in a payroll account to ensure on-time payment. It was determined that these actions were consistent with the motion made in the November 2006 meeting.
 - F. Keeley recommended adding legal counsel services to the agenda.
- c. Taxes and non-profit status
 - The Trust has not filed a 990 form in the last two years. Director Mace is working with an accountant to bring the Trust up to date on its tax paperwork. It was determined that the Trustees have directors insurance and will



therefore, not be held personally liable for any fines associated with the delayed filings.

- The Trust has Federal nonprofit status, but needs to file for CA state status.

II. Other Business

a. Staffing

- Director Mace announced that she will be hiring staff to assist her with bookkeeping and administrative support.
- F. Keeley and G. Knatz recommended hiring legal counsel or a consultant to ensure that the Trust is taking the appropriate steps in meeting its IRS and legal obligations. Director Mace also noted that she could use legal assistance to review grant contracts. F. Keeley made a motion to have Director Mace work with the 2 members of the business committee to define and find needed legal services. B. Baird seconded.

b. Appointment to CalOST Board Vacancies

- The Trustees discussed several recommendations for potential candidates to fill the two vacant slots on the Board. There was also a discussion regarding trustee representation and background and the need for more technical or scientific expertise. . G. Knatz made a motion that the Trust make a recommendation for consideration by the Secretary for the member of the public appointment with consideration of the new direction - providing science services to the council and development of the MPA Monitoring Enterprise. Motion unanimously approved.
- The Trustees discussed a requirement for attending a minimum of 50% of the meetings each year.

c. 2006 Draft Report to the Legislature

- An Ad hoc committee discussed the best option for meeting the reporting requirements. F. Keeley made a motion to submit a report to the Legislature that would encompass all activities since the 2005 report up to the current status by the end of February. B. Baird seconded. Motion unanimously approved.

d. Web site update

- A members only page was created for agenda and board documents to be posted.

B. Baird asked for the documents to be sent out in word so that it is possible to make notes on the page. G. Knatz requested that the appointees' representation be placed next to their names.

e. Draft contract language

- F. Keeley will contact Silk and Adler and coordinate with Director Mace and F. Klass of the Business Committee to identify the appropriate legal and technical support for the organization.

f. Revisit strategic plan and work plan

- Director Mace recommended that the old workplan be updated to reflect the new mission and strategy. B. Baird recommended that it reflect the Trust's role in advising the OPC and in fulfilling the IRO strategy and noted that these actions are consistent with the original mission of the Trust. G. Knatz requested that the old workplan be removed from the website until it is updated.

g. Upcoming Meeting Schedules:

- The next Board of Trustees meeting will be April 18th in Sacramento, following the OPC meeting on the 17th.
- The other meetings are scheduled for June 15th in Monterey and October 26th in Eureka, both following the OPC meetings in the same location.
- Director Mace requested that meeting scheduling be revisited in the future to determine if staff workloads were being overburdened due to having the meetings back to back.
- M. Gold noted that it might be appropriate for a Trustee to attend the OPC meeting to provide advice if requested.
- Director Mace noted that the docs of the OPC will need to be reviewed by the Trust's SAT ahead of time, but the meetings don't need to be before the OPC meetings.
- The Trustees discussed highlighting the Trust's presence and role in future OPC meetings, as well as arranging informal events, field trips, or meetings with research facilities in future meeting locations to improve communication with the OPC as well as the science community.

III. Consideration of expenditure of CIAP funds by December 2007

- It was noted that the internal project proposal forms inaccurately assigned Trustees as project leads. This will be corrected. It was clarified that Trustees would not directly benefit from these or any other CalOST funds.

- Director Mace noted that not all remaining funds needed to be allocated at this meeting. Proposals could still be discussed in future meetings and the Trust should consider its goals when reviewing them.
- Director Mace stated that for the large projects that go forward, a statement of work will be drafted and bids will be requested.
- B. Baird suggested that the Trust set aside funds to support the West Coast Governor's Agreement on Ocean Health. Director Mace requested that a project proposal form be filled out.
- Director Mace will be working with trustees to fill out these forms in the future.
- G. Knatz recommended that the information management systems are a high priority.
- Director Mace requested clarification on how much oversight the Trust would like to have in the MPA Monitoring Enterprise.

Break for Catered Lunch

a. Save Our Shores Proposal

- SOS submitted a proposal to perform outreach for the central coast MPAs.
- A wide ranging discussion followed regarding the contract's emphasis placed on connecting outreach to the California coastal population closest to the MPAs, and the role of SOS as understood by the other MPA partners.
- Director Mace clarified that the Trust received \$2M for the Enterprise, so the outreach funds would come from this. However, Director Mace discussed using the CIAP funds to start the Enterprise now. F. Keeley abstained from discussion due to his role as Board member of SOS. Director Mace will develop a statement of work for assessing communication needs relative to the MPA ME and will send out a request for proposals

b. Strategy for Integrating Water Quality Science Policy

- Trustees discussed how a database of experts could improve communication between the State Water Board and academia. D. Gregorio provided background on the California Ocean Plan and SCCWRP.
- Action: D. Gregorio will work with M. Gold to provide a detailed scope of work to be reviewed and considered at the April meeting.

c. Habitat Mapping at Point Loma

- The Trustees determined that this proposal did not fit the Trust's priorities and motioned to reject it.

d. Sea Grant State Fellow for CalOST

- Trustees considered this project to be a high priority. F. Klass motioned to approve. B. Baird seconded. Project unanimously approved, pending availability of a Sea Grant Fellow during the next round of applicants.

e. UC Marine Council (1-2 fellowships)

- The Trustees rejected the proposal after determining that the fellowship program did not fit the Trust's priorities because the Trust would have no oversight over the research projects selected. They agreed that a better option would be to provide some outreach to academia of the types of projects the Trust was willing to fund, and consider developing a fellowship program that would fund students to work directly on state management needs.

f. MPA Management to Support Monitoring – Requirements Analysis

- Director Mace requested that the Trust consider authorizing the workplan for the MPA Monitoring Enterprise so that funds can be disbursed on an ongoing basis. Director Mace will develop the workplan and submit it to the board for approval.
- F. Keeley made a motion to approve the requirements analysis for up to \$100,000 out of CIAP funds and should the Director not be able to secure a partner for the other \$150K, the request may come back for additional funding from a source to be determined. This request can be discussed by phone. B. Baird seconded. Motion passed unanimously.

g. Coastal States Org: Ocean Observing Workshop

- Trustees discussed the potential benefits of the workshop. G. Knatz and M. Gold requested that maritime users be included in the workshop. F. Klass motioned to approve the project. F. Keeley seconded. B. Baird abstained.

h. West Coast Initiative

- B. Baird will put together a proposal for a project that supports the West Coast Governor's Agreement on Ocean Health by April.
- F. Keeley requested that it be a joint project with OPC.
- F. Keeley made a motion to authorize \$25,000 of CIAP funds contingent upon the receipt and approval of a funding proposal from B. Baird. F. Klass seconded. Motion unanimously approved.

i. CalOST Workplan

- Trustees requested that this be a working document developed jointly by the Executive Director and the Trustees. The Trustees agreed to be more actively engaged and respond in a timely manner with comments to assist the Director in completing the document.

Total authorization of expenditures was \$157K.

IV. MPA Monitoring Enterprise

a. Update on search for a Director

- Dan Sherman from Explore company was hired to conduct a director search and a search committee has been established. The Director should have a list of potential candidates in four to six weeks.
- b. Comments from MPA Monitoring Committee
 - There was a call with the Committee. The Chair, Trustee J. Kelley, was not present, due to time constraints; the update was moved to the next meeting.

V. Science Services for Ocean Protection Council (OPC)

- a. Development of Science Advisory Team
 - The Science Services committee was unable to convene prior to this meeting.
 - Trustees discussed the draft framework for the Science Advisory Team including minimum qualifications for members, conflict of interest issues, and overlap with the Sea Grant program.
- b. Science Advisor Responsibilities
 - Half of the Executive Director's salary can come from \$200,000 granted to the Trust from the OPC. These funds will continue to be supported from the OPC as well as funding for at least one staff member.
- c. Funding and Staff
 - Director Mace requested authorization of funds for staffing a Program Associate position.
 - F. Keeley moved to authorize a salary of \$60-80K plus benefits with the title of the position changed to Senior Program Associate. B. Baird seconded. The motion was approved with M. Gold abstaining.

VI. Meeting Closure