

**CALIFORNIA OCEAN SCIENCE TRUST
BOARD OF TRUSTEES MEETING AGENDA
Friday, May 16, 2008
1330 Broadway, 11th Floor
Oakland, CA
9:30am to 3:30pm**

Trustees Present: R. Moll, T. Haymet, S. Weisberg, B. Baird, M. Gold, F. Keeley J. Kelley
Staff Present: A. Mace, Executive Director, B. Hunt, Program Associate, K. Geldreich, Office Manager
Trustees Absent: K. Finn

A. Mace and R. Moll welcomed and provided an overview of the day's agenda.

I. Discussion of previous Ocean Protection Council meeting Baird

- A. Mace provided an overview on the OPC meeting held on May 15, 2008. Summarized:
- (1) The meeting focus was on the California Aquatic Invasive Species (AIS) Management Plan.
 - (2) Funding was approved for:
 - ROV studies
 - A study of sediment reuse and transport (80/20 rule)
 - A second year of MPA baseline monitoring of the North Central Coast
 - OST to complete an invasive species vector risk assessments project
 - Consent calendar items.
 - (3) A resolution to promote LID was reviewed and adopted with some modification of the language.
 - (4) B. Baird briefly mentioned the OPC's concern over the cost of monitoring baseline MPA data if that level of funding is necessary along the entire California coast. OPC staff at the meeting explained that the MPA ME will be able to help identify what needs to be monitored along the rest of the cost to be more efficient and reduce necessary funding.
 - (5) B. Baird explained the purpose of the Ocean and Coastal Community Call for Action that was approved for endorsement at the OPC meeting. He noted that if enough state and organizations endorse the Call to Action and the united voice it represents then congressional action for oceans and discussion on these issues can move forward.
 - (6) A. Mace informed the Board that B. Hunt and C. Uraiqat completed a literature review for the NOAA Coastal Services Center focusing on a west coast needs assessment.
 - (7) A. Mace gave an update on the outcome of her attendance of a 2 week executive non-profit leadership program at Stanford Business School.



CalOST Board Business

Chair/Mace

A. Approval of February 13, 2008 Minutes.

- R. Moll stated that the minutes had already been reviewed for approval. Motion by M. Gold to approve, B. Baird seconded. All in favor and approved.

B. Financial Report

- S. Weisberg stated concern over the current lack of cash flow and recommended that OST take 2 actions immediately: secure a line of credit for safety, and spend conservatively while creating a two month minimum financial buffer.
- A. Mace agreed that a financial buffer needed to be developed and that cash flow/revenue projections, etc are being developed. A. Mace stated that a new way of billing needs to be developed that does not rely on invoicing and then receiving reimbursement in order to grow the organization and staff up.
- M. Gold commented that unrestricted funds are very valuable and development to obtain those funds needs to be done to grow and sustain the organization.

C. Other Business

1. Final review and adoption of business plan:

- A. Mace reported that there have been a number of changes. Significant changes include:
 - Reducing the number of goals from three to two, by combining goals. OST's niche is to not just be a linking entity but to identify the needs of decision makers and resource managers and build upon OST's strong relationship with the state of California.
 - Reducing the number of programs from three to two—Science Services to the OPC and Piloting, Developing, and Incubating New Ventures. Multisectoral Coordination has been eliminated because of a lack of strong distinction.
 - Revised the core values; slight changes to the mission and vision.
- J. Kelley suggested bolding more of the first two sentences to provide more definition.
- J. Bishop was concerned that the use of the word "maintained" implies that the oceans are currently healthy—he suggesting including the word "restore". A. Mace agreed to the inclusion of "restore".
- After discussion between B. Baird, R. Moll, A. Mace, M. Gold it was decided to take out "for the benefit of current and future generations" from the mission statement.
- S. Weisberg asked for clarification of the Office Manager's supervisor within the staffing structure in Figure 3. Clarification was needed due to the current structure chart implying potential that the MPA ME is its own organization within OST. It was recommended that the Office Manager be shown to report to the Executive Director exclusively.
- J. Kelley noted that Figure 1 outlining science based decision making would face barriers to working well due to a lack of and uneven incentives between the necessary groups. A. Mace noted OST staff is aware that there is a lack of incentives for applied research.

- F. Keeley discussed the importance of the role of the Board of Trustees listed on pg. 21 with specific reference to the Board's responsibility to "Raise(s) funds, or makes provision to have adequate resources available". A. Mace proposed that the Board's help in fundraising be discussed at the next OST meeting, where there will be a focus on financial soundness. B. Baird suggest that the Board of Trustees give a presentation to potential high level donors
 - M. Gold moved to approve, T. Haymet seconds. All in favor and approved.
- Discussion and adoption of protocol and criteria for selecting projects
- A. Mace discussed that OST is receiving numerous requests to head projects at a growing rate. Development of protocol and criteria for clarifying which type of projects should be discussed by the Board of Trustees and which projects are at the discretion of the Executive Director would be helpful. Additionally as OST continues to grow, selection criteria will be needed to ensure the projects undertaken are in line with the mission and core values.
 - S. Weisberg suggested that when selecting projects it be kept in mind that OST does not want to be viewed as a direct competitor and emphasis should be on considering coordination and partnering where appropriate. When evaluating potential projects M. Gold suggesting asking "who is best suited to do this project?" and that potential facilitation side is part of OSTs vision.
 - R. Moll commented that the decision tree questions become subjective as you walk through them and that the question of liability is especially hard to quantify. Although the decision tree is helpful it would be valuable to have members of the Board think through it as well.
 - T. Haymet suggested focusing on projects with the funding to sustain and grow OST and not just cover project costs.
 - A. Mace discussed that she would like to present projects to the Board that she would like guidance on but if she feels strongly about a project's unsuitability she will not bring it before the Board.
 - M. Gold and B. Baird suggested that when there is a project of significance that needs a quick approval decision that A. Mace email the Board of Trustees and ask for input/objections within a 24 hour timeframe. If there are no objections move forward with approval, but if there are objections organize a conference call with the Board for discussion.
 - Resolution of the California Ocean Science Trust Board of Trustees Approving the Grant of Funds from the State Coastal Conservancy for Aquatic Invasive Species Vector Risk Assessments (Resolution No. 3). Motion by B. Baird to approve Resolution #3, J. Kelley seconds. All board members were present except for K. Finn; all present board members were in favor.
- Committee membership and creation of new committees
- A. Mace asked to have this issue deferred to next meeting. Instead a general discussion on the membership of the Board of Trustees was requested.

- R. Moll discussed that four members of board (F. Keeley, J. Kelley, R. Moll, M. Gold) are scheduled to be termed-out as of January 2009 (3 term maximum). Additionally some Board of Trustees members may wish to leave the Board before their term has expired. The Board cannot function if there are five vacancies. Therefore there is interest in pursuing phased turnover.
- Discussion and adoption of metrics for ED annual performance review
- Mace discussed that development of metrics were based upon were based upon the recommendations of the previous Board of Trustees meeting. These metrics will allow ED performance to be based upon more than a review of OST accomplishments over the last year. Metrics were developed with suggestions from S. Weisberg and the OST Business Plan.
 - Motion by B. Baird to approve. J. Kelley seconds motion, Adoption of metrics for ED annual performance review approved.
2. Draft employee handbook
- A. Mace informed the Board that the handbook is still a draft, with additional changes planned. However such changes would be to policies that do not affect compensation benefits. A. Mace would like to maintain the right to revise the handbook as need when compensation benefits will not be affected.
 - S. Weisberg recommends that she strengthen travel authorization process guidelines.
 - J. Bishop suggested clarifying the computer usage guidelines.
 - Motion by S. Weisberg to approve. J. Kelley seconds motion. The draft employee handbook is approved.
3. Annual report to the legislature
- A. Mace noted that the annual report is currently being produced. Consideration is being given to changing the date it is submitted to coincide with OST's fiscal year. If the annual report is done and scheduled to be submitted before the next board meeting, a copy of the report will be mailed to the Board for review.
4. Discussion of state control of board
- A. Mace provided an overview of what constitutes state control of the OST Board of Trustees (more than 50% membership is appointed by the state). Currently 100% of the Board is appointed by a state entity. The potential benefits of not being under state control:
 - It could help prevent the Board from being perceived as having a state bias.
 - Currently the Resources Secretary could remove and replace all of the Board members.
 - Currently the Board is composed of who the Secretary chooses to appoint and such composition may not produce the most strategic Board of Trustees for an NGO.

- Funds could potentially be received up-front. Under state control this is not an option.

There a three was to change the composition of the Board so is no longer state controlled:

- Increase the membership of the Board to 21 seats by modifying the bylaws
 - Legally separate or clarify that OST is not legally bound by CORSA
 - Amending the legislation
- F. Keeley noted concern that if a bill concerning OST is brought before the legislature there could be a lack of control over the outcome.
 - S. Weisberg assessed the risk of severing government ties as very high and the reward of getting contracts upfront as being very rare.
 - A. Mace assessed the sense of the Board is that the potential risks outweigh the potential rewards and efforts should be focused on identifying other sources of funds to secure financial stability.

5. Program Development and Fundraising Efforts previously discussed.

III. MPA Monitoring Enterprise Update

Mace

- A. Mace commented on MPA ME updates since the last Board meeting:
 - Partnerships with the DFG continue to strengthen and improve. The DFG is seeking out OST when there are questions about MPA related proposals.
 - Final interviews for OST's natural scientist position will be the week of May 19th.
 - The OPC members were concerned at their May 15th meeting about the overall cost of MPA monitoring and enforcement along the California coast. A. Mace committed OST to delivering a revised and improved set of monitoring plans by the end of the current year for next year's RFP process for the North Central Coast. OST will produce a politically and scientifically defensible monitoring plan that is more cost effective than current monitoring.
- T. Haymet expressed concern about the cost of the monitoring project MPA ME might recommend and potential political fallout from overspending. He recommended thinking about the scale of project that is feasible on a statewide scale. It was recommended that a defined budget for monitoring be obtained from state to guide development of the MPA ME.
- B. Baird recommended that the MPA ME determine which questions are fundamental and must be answered (monitored); what is the absolute baseline of monitoring needed and which questions can be asked as funding allows—a hierarchy of options for monitoring.
- F. Keeley recommends that that the MPA ME ensure that the least expensive monitoring plan option put forth maintain scientific integrity while fulfilling statutory obligations.

IV. Science Services Mace

A. The OPC SAT established at the February meeting of the OPC has been responding to requests for information and recommending reviewers. The team is in the processing of developing a team of reviewers for a wave energy report. The first in person meeting of the OPC SAT is also being planned.

B. Workshops and meetings update

A. Mace informed the Board that OST will be helping to sponsor a West Coast wide workshop on ocean acidification workshop that will be in August. The workshop is organized by the University of British Columbia, UC Santa Barbara, etc.

V. Thought Leadership

Mace

A. Role of OST in implementing the recommendations in the water quality

- A. Mace informed the Board that a final draft of the water quality report is now available. A draft dissemination plan is being developed. Recommendations for short term projects that would enable short term successes was requested.
- B. Baird recommended more definition of the sections within the Executive Summary.
- J. Bishop recommended that the OST identify water quality impacts on Areas of Special Biological Significance, since:
 - ASBS will likely coincide with MPAs in some areas
 - Funding is available
 - There is a regulatory driver
- S. Weisberg recommended that the when the water quality report is submitted to the OPC that OST also present a list of actions they can do to improve water quality, i.e. put on workshops to: increase communication, to report on where the current science is, etc.
- M. Gold and S. Weisberg recommended the report, as part of the dissemination plan, be presented to the Executive Officers of the Regional Water Quality Boards at their upcoming meeting in Sacramento instead of presenting to regional board. It was recommended that attendance at a few strategic meetings would greatly increase dissemination.
- T. Haymet recommended that there be an evaluation of the consultant who produced the water quality report so that the Board can discuss how the report and process went.

B. Upcoming OPC meeting themes

- A. Mace noted two upcoming OPC meeting themes:
 - Salmon
 - Sea level rise
- J. Bishop suggested that the OST give panel suggestions to the OPC for the meeting which will focus sea level rise as part of OST's mission to promote independent unbiased science. T. Haymet recommended that OST recommend a sea ice expert to the panel to account for a large factor in sea level rise uncertainty.
- S. Weisberg recommended three topics the OST could suggest:

- Emerging contaminants (if and when the OST begins related activities)
- HABs workshop with a focus on the assessment side
- Beach monitoring—determining better ways of monitoring and items that could be measuring.

VI. Next steps

Chair/Mace

A. Mace noted that the next OST meeting will be in Costa Mesa CA. The agenda will include:

- Financial sustainability
- MPA ME monitoring status update.
- Plan for trustee rotation/membership.
- Will follow up on water quality info with some of it.

VII. Meeting Closure

-Meeting Adjourned.