

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

Chase Ocean Engineering Building, University of New Hampshire

Present

Janet Campbell, University of New Hampshire
Bruce Carlisle, Massachusetts Coastal Zone Management
John Conway, Sikorsky Aircraft Corporation
Pete Jumars, University of Maine
Larry Madin, Woods Hole Oceanographic Institute
Linda Mercer, Maine Department of Marine Resources
Frank Muller-Karger, University of Massachusetts Dartmouth
Chris Nash, New Hampshire Department of Environmental Resources
Kevin O'Brien, Connecticut Department of Environmental Protection
Jim O'Donnell, University of Connecticut
Jack Ringelberg, JMS Naval Architects
Peter Smith, Bedford Institute of Oceanography
Christine Tilburg, Gulf of Maine Council on the Marine Environment
Malcolm Spaulding, University of Rhode Island
Cheryl Zimmerman, Marine and Oceanographic Technology Network

Staff and Guests

Jen Levin, NERACOOS Staff (based at GoMOOS)
Ru Morrison, University of New Hampshire
Betsy Nicholson, NOAA Coastal Services Center
Josie Quintrell, National Federation of Regional Associations
Evan Richert, University of Southern Maine
John Trowbridge, Woods Hole Oceanographic Institute

Special thanks to Janet Campbell for hosting this meeting.

Announcement of NERACOOS Incorporation

NERACOOS is a legal existing entity. Evan Richert offers a toast celebrating this momentous milestone.

Election of Directors

As of the organizing meeting, this group became the organizing directors by virtue of being named by the three appointing bodies. This interim board is to elect the full board.

Evan reads aloud the list of Board Nominees.

- Janet Campbell, University of New Hampshire - *Appointed By: Northeast Academic Consortium*

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

- Bruce Carlisle, Mass Coastal Zone Management - *Appointed By: Northeast Regional Ocean Council*
- John Conway, Sikorsky Aircraft Corporation - *Appointed By: Sea Grant*
- David Farmer, University of Rhode Island - *Appointed By: Northeast Academic Consortium*
- Peter A. Jumars, University of Maine - *Appointed By: Northeast Academic Consortium*
- Larry Madin, Woods Hole Oceanographic Institution - *Appointed By: Northeast Academic Consortium*
- Linda Mercer, Maine Department of Marine Resources - *Appointed By: Northeast Regional Ocean Council*
- Frank Muller-Karger, UMass-Dartmouth - *Appointed By: Northeast Academic Consortium*
- Chris Nash, New Hampshire Department of Environmental Services - *Appointed By: Northeast Regional Ocean Council*
- Kevin O'Brien, Connecticut Department of Environmental Protection - *Appointed By: Northeast Regional Ocean Council*
- James O'Donnell, University of Connecticut - *Appointed By: Northeast Academic Consortium*
- Jack Ringelberg, JMS Naval Architects - *Appointed By: Sea Grant*
- Peter Smith, Bedford Institute of Oceanography - *Appointed By: Northeast Academic Consortium*
- Malcolm Spalding, University of Rhode Island - *Appointed By: Northeast Regional Ocean Council*
- Bonnie Spinazzola, Atlantic Offshore Lobstermen's Association - *Appointed By: Sea Grant*
- Michael Szemerda, Cooke Aquaculture Inc. - *Appointed By: Sea Grant*
- Christine Tilburg, Gulf of Maine Council on the Marine Environment - *Appointed By: Sea Grant*
- Cheryl Zimmerman, Marine and Oceanographic Technology Network - *Appointed By: Sea Grant*



Motion by Malcolm Spaulding to approve the slate of board members as read; Second by Janet Campbell. Vote: Unanimous.

Bylaws

The Incorporating Committee made some changes based on input from the board discussion at the August meeting, which are summarized here:

- The specificity around the teams was removed to enable flexibility and the language was changed to indicate that they would be drawn “primarily” from the region.
- The corporate year has changed to end on September 30 to align with that of the government.
- The Conflict of Interest Committee was removed as a requirement from the bylaws.
- The kickoff organizational meeting is in November, so annual meeting has been changed to November.



Motion by Peter Smith to change the annual meeting to November and the end of the FY to Sept 30; Second by Linda Mercer. Vote: Unanimous.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

Motion by Janet Campbell to amend article VI with title “Teams” and to add the word “primarily;” Second by Malcolm Spaulding. Vote: Unanimous.

Discussion

Regarding future board appointments, the intent is that the appointing bodies (NROC, Sea Grant, and Academic Consortium) would be consulted on future nominations, while the board will vote into place new board members. When NERACOOS asks appointing bodies for nominations, the board is asking for their opinion, but the board will have the ultimate say. The Nominations Committee will ultimately identify the best persons to fill the needs of the corporation. The nominations committee should be very proactive. The board will maintain representation of different constituencies to maintain a balance. The guidance for the initial board should be carried over as guidance for the continuing board.

Motion by Linda Mercer to add to Article IV “consistent with the guidance in the preceding paragraph” and delete “The appointees shall not include employees or officers of institutions or their programs represented by the Academic Consortium or employees of State or Provincial governments;” Second by Jack Conway. Vote: Unanimous.

Motion by Cheryl Zimmerman to approve the Purpose Statement as amended (and copied below); Second by Malcolm Spaulding. Vote: Unanimous.

- a. “To lead the development, implementation, operation, and evaluation of a sustained, regional coastal ocean observing system for the northeast United States and Canadian Maritime provinces, as part of the United States Integrated Ocean Observing System (IOOS).
- b. To promote the development, assessment, and dissemination of data and data products that meet the needs of end users.
- c. To advocate through education and outreach for the regional, national, and global ocean observing system and the application of scientific assessments using environmental data to meet societal needs.”

Motion by Jack Conway to adopt the Bylaws in their entirety as amended; Second by Malcolm Spaulding. Vote: Unanimous.

Staggering Terms

Motion by Jack Ringelberg for all board members to serve an initial year on the board and to wait to stagger terms until a year from now and determine staggered terms in November 2009. Second by Janet Campbell. Vote: Unanimous.

ACTION: Each group to caucus amongst themselves and get back to the Nominating Committee with their recommendation so that it is decided by the November 09 meeting.

TO DO: Jen to send each caucus an e-mail asking them to discuss term limits amongst themselves.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

Committee Formation Group Report

Bruce Carlisle and Jack Ringelberg present the Committee Formation Group's report. They are recommending that the officers have an initial term of two years, rather than their initial recommendation for them to serve an initial term of one year.

Janet Campbell removes her name from the nominations list.

There were no nominations from the floor.



Ballots were cast and Josie Quintrell and Betsy Nicholson tallied the results, which were:

President: Malcolm Spaulding

Vice President: Peter Smith

Secretary: Cheryl Zimmerman

Treasurer: Linda Mercer

Regarding NFRA representation, the Committee Formation group recommends that the Executive Committee name the representatives to NFRA. The group also suggests that a board member and an officer be named, and perhaps the lead staff person be heavily involved in NFRA goings on.

Previously, there was also consideration that there be representation from SNE and GoM. Now, however, the board doesn't feel the need to be so fractional based on any geographical divide.

The NFRA reps should be from the NERACOOS board so that they understand what the board is considering and what's important to the organization.

There are two NFRA board members for each region, who share a single vote. It is important that someone is involved in NFRA from each region. It often happens that the Executive Director is on the board because of their day-to-day ongoing work with the RA. This means that staff and board members should both come to meetings. You can also change your representative at any point.

Philip Bogden from GoMOOS and Al Hanson from URI are the current NFRA reps. Perhaps it would make sense for the VP of NERACOOS to be the NFRA rep. However, given that Peter is from Canada, it might not be appropriate for him to be the NFRA rep. In other regions, it varies. Some NFRA reps are RA board members and some are the Executive Directors.

Travel costs are covered by the RA grant, not by NFRA. There are quarterly board meetings, two in person per year, and monthly calls.



Motion by Jim O'Donnell that the NFRA representatives are two NERACOOS board members; Second by Christine Tilburg. Vote: Thirteen in favor; Two opposed.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

Larry Madin nominates and Kevin O'Brien seconds Jim O'Donnell's nomination to the NFRA board.

Peter Smith nominates and Linda Mercer seconds Malcolm Spaulding as the other NFRA representative.

Regarding IOOS DIF Representation, NOAA asked for volunteers from each region to work on this coordination. The idea is that there would be monthly calls with these reps to talk about the data work going on. They need one person who can speak for the region and who is knowledgeable about data integration and someone who can help advance it.

The Gulf of Maine Ocean Data Partnership is working hard on this. It would be nice if we could find someone who is part of that to help represent this organization.

Charly Alexander asked John Trowbridge to make a recommendation. John contacted Philip Bogden and Eoin Howlett among others. John felt that it would be best that it not be someone who would likely like to compete for money from NERACOOS. So, he recommended Jim Manning from NOAA until this board was able to meet and make an alternate recommendation. Charley had planned to have a conference call by now, but it hasn't happened yet.

The RCOOS grant for the region names Philip at GoMOOS as the data management contact. It doesn't sound like the DIF people are necessarily going to get money, but will be doing a great deal of work. GoMOOS is doing a great deal of work with the GoMODP and has taken a strong lead on this work.

This representative needs to be a worker bee. They are looking for people being paid through the grant to do the work and do the programming. This is not necessarily a "rep" of the RA, rather someone to do the work.

O'Donnell notes that the GoMOOS organization has taken a lead at the national level, which has competed with what NERACOOS is trying to achieve.

This is about a testbed to implement standards and protocols. Now they want to see how this system works with regional data. They are trying to merge the IOOS program office DIF with some of the other efforts going on. GoMOOS is actively involved in these things.

Eric Bridger at GoMOOS has done a great deal of the data work for the region and for the nation and would certainly be willing to serve in this role.

ACTION: This board to establish its own committee to bring together various ideas and help the region determine what it should do. GoMOOS, ASA, NOAA and others comprise a great deal of talent that needs to be brought together.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

The recommendation from the Committee Formation Group was to have the Executive Committee to appoint the DIF rep. Malcolm requests that board members make suggestions to the Exec Comm regarding who this person might be.

 Motion by Jim O'Donnell for the NERACOOS Executive Committee to form a small data committee to discuss and explore data and data integration matters and have that committee select a represent for NERACOOS on DIF matters for IOOS; Cheryl Zimmerman seconds.

Discussion: In the meantime, we still need someone to represent the region on the DIF conference calls. For the time-being leave Jim Manning as the regional representative. Want to be sure that the committee recommends the rep to the Exec Comm for ratification.

Vote: Unanimous.

NERACOOS Committee Formation

The Executive Committee is comprised of the Officers of the Board.

The Nominations Committee is to be the former Committee Formation Group comprised of Larry Madin, Peter Smith, Jack Ringelberg, and Bruce Carlisle.

The Executive Committee will consider the Finance Committee at a later date. Linda Mercer and Kevin O'Brien, along with a third person with business expertise identified by the Executive Committee, will serve on that committee.

The ad hoc committee to develop a Conflict of Interest Policy will be composed of Jack Conway, Pete Jumars, and Christine Tilburg.

Regarding Stakeholder Team Formation, Janet volunteers to be on that committee.

Malcolm suggests that there is a single group of about ten people that handles the integration of the science, products, and data requirements. Then, once this group identifies the specific areas of interest, it identifies sub committees to handle those specific things. Those sub committees would be fluid and come and go based on needs. This core group of ten will focus on the day-to-day aspects of the ocean observing system the region needs to develop.

The expected product or output of this Team would be the annual work plan for submission to the board. Ultimately, the work plan would become the basis of responses to RFPs put out by NOAA IOOS.

What responsibility does the board have to implement the activities as outlined in the RA Planning Grant? This board hasn't ever said that this is our proposal. As long as the board is focused on getting the strategic plan up and running, don't feel constrained by the proposal that was developed before this board was even developed. What the board is discussing is not contradictory to the proposal. However, it is important for the board to be aware of the obligations that we have to fulfill the terms of this proposal.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

The structure Malcolm's suggesting is that the Team of ten draft a strategic plan for board approval. The team would also identify who would comprise the working groups. Ultimately, the Team would draft the annual work plan.

There are two deadlines this board needs to deal with. The first is the RA grant, and the second is the RCOOS grant. IOOS is suggesting that the RA start planning now for level funding and possibly less for the RCOOS aspect. This board needs to start planning for FY10 and be prepared to respond to that RFP from IOOS.

The Team will

- Prepare Strategic Plan for Board approval
- Synthesize work groups' output into proposed work plan for board approval.

There will also be some sort of Stakeholder Advisory group that will have a direct relationship to the board. This group's role also needs to be defined.

ACTION: The Executive Committee will draft the Terms of Reference and distribute to the board for review. The EC will also ask for names from board members for who should be on this team. The list would then be reviewed by the board before it is approved as final.

Malcolm requests the board to send him information on who should be on that Team. Board members are welcome to nominate themselves.

The EC will get back to the board by December 15.

Corporate Bank Account and Authorize Spending the RA Funds

Motion by Jim O'Donnell to authorize the Executive Committee to open a bank account; Seconded by Malcolm Spaulding. Vote: Unanimous.

Transfer of RA Grant from WHOI to NERACOOS

This is a huge issue and would require NERACOOS to have the appropriate financial and accounting systems. NERACOOS would need to have a fiscal agent.

Motion by Jim O'Donnell to authorize the Executive Committee to work with WHOI on potential transfer of funds once appropriate accounting procedures are established; Second by Janet Campbell. Vote: Unanimous.

Staffing and Budget Needs

The board voted to hire GoMOOS for six months at the rates that have been set, with two months notification of termination. After six months, we will go on a month-to-month basis. NERACOOS asks for a formal contract between NERACOOS and GoMOOS. Staff will answer to Malcolm Spaulding, President.

The Conflict of Interest Committee will determine the rules by which staff will conduct itself.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

Review of Timeline

The organizational timeline remains relevant. The appointees will also need to caucus amongst themselves regarding term limits.

Need to ensure that we're accomplishing the things outlined in the RA Proposal. The general timeline should be delayed by six months, given the delay in the board's development.

ACTION: Persons who want to have alternates should notify the Nominating Committee.

NFRA Update

Josie presents on the funding outlook. NERACOOS has the RA and RCOOS grants. Congress passed a continuing resolution that is good only until March. This means that we won't see any money until there is a budget.

The planning grants are about \$400k per year. That money has been NFRA's #1 priority. The RCOOS grant is a little more tenuous. They are assuming that they will be level funded. However, NOAA's costs are going up, and those costs will take from everything else. There should likely be a contingency budget for the RCOOS in this case, which NOAA would like to have by February. "Year 2" funds are safe, whereas "Year 3" funds might need the contingency plan.

NOAA will likely be releasing an announcement sometime next summer with a deadline for proposals in October. NERACOOS will have to compete for that. This is the RCOOS response. It's unclear how long this grant will be for. They might restructure the whole funding process for FY11 so that it isn't the typical competitive process that we've had. So, the FY10 proposals might just be for a single year.

As joint RAs, we need to be much more strategic in how we get funding for these activities. We need to start thinking about going to DOD and other places for funding, rather than focusing entirely on NOAA IOOS.

There is a gap between what Congress wants to fund and what the regions need. So, there needs to be a lot of communication about the real needs in the regions and across the country.

NFRA has set up a strategic committee to discuss how to do a better job of advocating on behalf of ocean observing. It was a great discussion and they've learned that they need to simplify their message. There is a feeling amongst all of those involved is that we need to message around climate change and the importance of monitoring to understand and address climate change. NFRA would very much like non-federal contributions to enable lobbying and to talk with representatives on the importance of ocean observing. One of the key things will be getting the link to ocean observing in a Climate Bill, which will most likely come out of the new administration.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

Josie would very much like everyone to pay attention to these details. Representatives respond to their constituents.

The PI team on the RCOOS proposal will want the NERACOOS board to help set their priorities. It's important to have a prioritized implementation plan so that when budgets are set we can make decisions based on regional priorities. The NERACOOS board should be the one driving this bus. We're entering the third year of this RCOOS proposal.

There should be some sort of presentation on progress. A forum with a presentation would be very helpful. To help inform NERACOOS' planning activity and ensure swift transition from the existing PI Team to the NERACOOS board, this would be very helpful.

The IOOS meeting in Baltimore will be attended by John Trowbridge, Malcolm Spaulding, and Jim O'Donnell.

Ocean Energy Opportunity

Malcolm provides an update on offshore energy. There is a huge drive for offshore wind. There have been three agreements that have been signed by a state or utility to agree to develop an offshore wind farm. The state of Rhode Island suggested that it would be a good idea to zone areas. The state waters in RI are zoned already. If the states are entering into agreements with companies, then the first thing they do is put a met tower up, which is the lead item for their financing. They are ready to put the met towers out. The costs are \$2.5 to \$3 million with all of the data they want to collect. The University should offer to maintain the met tower.

Malcolm suggests that NERACOOS and MACOORA coordinate to develop a set of standards and collectively take them up under the IOOS umbrella, collecting information at these met stations. There is a wonderful opportunity to develop a substantial number of stations along the coast and standardize the operation and share the data through the system. Malcolm has discussed this with a number of people and has received favorable responses.

If anyone is interested in pursuing this, please follow up with Malcolm. Malcolm just wanted to be sure that the NERACOOS board is aware that he is pursuing these discussions along these lines.

EPA MOU

EPA has instruments that they would like to provide to people affiliated with NERACOOS. One of them is an Environmental Sample Processor, which is an automated device that can detect red tides and other microorganisms. This would be operated by WHOI. The other would be nitrogen samplers, which would be in Long Island Sound.

EPA would like the MOU to be between NERACOOS and EPA. EPA has intent to participate in IOOS. Money became available because of a proposal they wanted to fund, but couldn't. So, they bought the equipment internally.

DRAFT NERACOOS Board of Directors Meeting Minutes

November 13, 2008

 Motion by Larry Madin to explore this MOU with EPA; Second by Jim O'Donnell. Vote: Unanimous.

Note: NERACOOS will need to be sure we understand the liability issues around this.

 Motion to adjourn by Peter Smith; Second by Linda Mercer. Vote: Unanimous.