

# SECOORA BOARD MEETING

TUESDAY DECEMBER 9, 2014 | 8:30AM-5:00PM

LOCATION: NOAA COASTAL SERVICES CENTER CHARLESTON, SC

## Board Members Present:

Lisa Adams  
Rick DeVoe  
Steve Woll  
George Voulgaris  
Ruoying He (via webinar)  
Conrad Lautenbacher  
Peter Hamilton  
Tim Short  
Jim Nelson  
Dick Dodge (via webinar)  
Lynn Leonard (via webinar)  
Kathleen O'Keife (via webinar)

## Also Present:

Megan Lee  
Debra Hernandez  
Vembu Subramanian

## Board Members Absent:

Mitch Roffer  
Nick Shay  
Roger Pugliese  
Bill Hogarth

## **Roll Call**

Megan Lee conducted the roll call. A quorum was met at 8:45 AM.

Miki Schmidt (Division Chief, Science and Geospatial Services) welcomed the group and talked about the NOAA Office of Coastal Management. He highlighted the Digital Coast initiative.

## **Minutes Approval (7/21/14)**

Rick DeVoe motioned to approve the 7/21/14 minutes, Steve Woll seconded. The minutes were unanimously approved. George Voulgaris noted that Dick Dodge's name was misspelled in one place.

ACTION: Megan to update the minutes with the correct spelling.

## **Program Updates**

Debra walked the group through the PPT ([Click here for the PPT](#)).

## *Highlights*

**UNCW Congressional Event** had low attendance, but SECOORA has been encouraged to continue these types of events (e.g., comments from IOOS Association meeting). The event was held during the Congressional Recess in August 2014. Rick suggested trying to have the events when Congress is in session so local staff have more time. The cost to SECOORA for this event was approximately \$1,800, but Lynn noted that there were additional costs for UNCW to host.

**SECOORA is now a member of SECART** (NOAA Southeast and Caribbean Regional Team). SECART is involved in Ecological Forecasting and Rip Currents. We hope it will give SECOORA an additional resource and an “edge” in these topic areas. Conrad Lautenbacher emphasized being a part of SECART is a great idea and coordinating meetings will help give SECOORA exposure to other sectors of NOAA.

**SOCAN (Southeast Ocean and Coastal Acidification Network)** is an initiative that will raise the level of understanding of ocean acidification in the Southeast (defining regional questions and information gaps). The SOCAN domain is estuarine/coastal waters with salinity >12 PSU and offshore to the boundary of the EEZ. The network will resemble the initiative conducted in the Northeast. SECOORA has committed to help organize webinars and host information on the SECOORA website. Debra recently sent out a call for Steering Committee Members. In response to a question from Steve Woll, Debra clarified that SOCAN is presently an initiative as opposed to an organization.

**SECOORA has been conducting a lot of outreach.** Please let SECOORA know about initiatives and activities you as Board members are working on to include in these correspondences. Board emails continue to be sent every 2 weeks. Debra asked the group if the Board emails are helpful. Some said they were helpful.

**SECOORA is now on Amazon Smile.** We are doing a soft launch over the holiday season to announce to Members that Amazon will give a small portion of purchases (0.5%) to SECOORA if you choose SECOORA as your charitable organization. Funds will go to support student activities.

**SECOORA Business Updates** – Megan Lee and Chiaki Kight continue to manage the Year 3 and Year 4 subawards (Year 1 and 2 are closed). SECOORA collected \$36,500 in member dues this year. SECOORA had its 3<sup>rd</sup> Annual A-133 Audit and there were no negative findings. SECOORA is on budget with spending. It was reported that SECOORA’s indirect cost rate will likely increase. The Department of Commerce reviews the rate annually and it is a number that compensates for previous year percentage increase and decreases. A final decision about if the number will increase will be made in the coming months by the Department of Commerce.

**RCOOS Updates** - Year 4 funds were allocated based on the Board-approved percentages. Harvey Seim received state funds to expand his observing footprint in NC. SECOORA continued to support the Gray’s Reef OA buoy off the GA coast and three Integration Projects were started in Year 3 (Climatology Product v.1, Model Skill Assessment, and HFR Waves Project).

#### **Treasurer Report**

Peter Hamilton and Megan Lee walked the group through the PPT ([Click here for the PPT](#)).

*FY15 Budget as of October 31, 2014*

Peter Hamilton reviewed the FY15 Budget as of October 31, 2014, explaining SECOORA is on track with spending. The SECOORA Subcontract Report was reviewed. The Board had no questions on the financial documents.

Additional handouts were given in the packets: Detail Report as of October 31, 2014 and the SECOORA Membership Dues Profit & Loss Report.

Review/Approve Updated FY15 Operating Budget

Peter Hamilton explained that the budget amendment request was discussed on the Executive Committee and Finance and Audit Committee calls and was approved by Finance and Audit Committee the week of November 17<sup>th</sup>. The amendment is a budget neutral shift of \$20K from the Contractor line to Personnel Expenses because of the part-time hiring of Abbey Wakely. There was no discussion.

MOTION: George Voulgaris motioned to approve the budget amendment, Steve Woll seconded. The budget was unanimously approved.

Discussion: No cost extension (NCE) in Year 5

This topic was discussed on the last Finance and Audit Committee call and it was decided to report to the Board about the issue. Megan would like to let subawardees know before issuing the Year 5 awards if they are going to be limited in the duration of no-cost extension months. Until now the SECOORA process has been to issue up to 1 year no-cost extensions if the subawardee provides an acceptable justification and a spend plan. Megan emails subawardees 30-60 days prior to the contract end dates asking if they will need a no-cost extension. The reason for the change in no-cost extension policy is SECOORA would like to ensure any remaining Year 5 funds from subawardees will be spent before the end of the 5 Year Agreement with NOAA. A shorter no-cost extension period to subawardees would give SECOORA time to re-allocate funding effectively.

Discussion Highlights

George Voulgaris says that subawardees may not spend the money wisely if they have only 6 months and not a 1 year no-cost extension.

Lynn asks if Year 5 subawardees will know if they are funded in the "new Year 1" or Year 6. Debra said that she anticipates that PIs would know the status of new funding before the end of the Year 5 period.

MOTION: Conrad moved that the no-cost extension procedure for Year 5 subawards be clearly defined such that PIs (subaward recipients) can be informed of this policy at the start of the Year 5 funding period.

No second. There was agreement that the procedures need to be reviewed.

MOTION: Rick motions to have it be four months prior to the end of the NOAA award.

No second. There was confusion about the NOAA deadline that SECOORA has and the internal deadline subawardees have to SECOORA. There was discussion to table the decision.

MOTION: Conrad motioned that the Board will review and promulgate the Year 5 procedure and that the procedures may change from previous years. Rick DeVoe seconds. The motion unanimously carried. There was no further discussion about details and how this would happen.

**Board Orientation - Nancy Bloodgood ([handout link](#))**

This is the first Board Orientation SECOORA has done. It is a short orientation course for new Board members and a refresher course for previous Board members.

Nancy reminds the group that SECOORA is a non-partisan, nonprofit 501(c)3 organization and the first role of a Board Member is to follow the by-laws. She also reminds the group that the Board makes overarching policy decisions; they are the public face of SECOORA and they are responsible for ensuring financial responsibility. A good Board member is an “active” Board Member.

***Other Highlights***

Nancy states SECOORA’s ability to participate in political functions is very limited. We can hold educational events for Congressional members and staff, but show no favor on the website and give no political contributions.

**Conflict of Interest** – Nancy reminds the group they sign an annual Conflict of Interest (COI) Form. She acknowledges the nature of SECOORA COI is inherently complicated because of the way SECOORA is organized (e.g., Board members representing institutions). She emphasizes that with conflict of interest, if you act in good faith and in the best interest of SECOORA and not for personal interest you are not creating a conflict.

**Liability Insurance** – SECOORA has a \$1M insurance policy that protects Director and Officers. In general, because SECOORA is a non-profit it has a good deal of immunity when it comes to liability.

**Nancy reiterated that SECOORA is allowed to make a profit** as long as the profit goes back into SECOORA. Jim Nelson asked her to explain this and if SECOORA might be seen as potentially competing with private industry. She said no as long as the product was not copy righted.

Since it receives federal funds, **SECOORA is subject to Freedom of Information Act (FOIA)**. For example, this requires SECOORA to provide at least 24-hour advance public notice of all meetings. Megan stated the two annual Board meetings and Stakeholder/Member Business Meetings are always posted on the Public Calendar on the SECOORA website well ahead of 24 hours. If a FOIA request comes in, we are allowed to charge the entity for staff time and supplies.

Rick DeVoe asked if Board members should keep all emails from SECOORA. Nancy said usually a FOIA request will ask for employee emails. Conrad Lautenbacher asked how much SECOORA is liable with FOIA requests that would span into our subawards. Nancy said that due to the court structure it is unlikely things would go that far and that this only applies to information the organization can control.

Nancy advised SECOORA should have a policy in place where emails are permanently deleted every 6 months.

With regard to federal relations, Conrad Lautenbacher asked if SECOORA could hire a Lobbyist as an employee or a contractor? The answer was a qualified yes. SECOORA would have to adhere to the Federal lobbying and state guidelines for non-profit organizations but specifics would need to be known.

### **IOOS Association Fall Meeting Update**

Debra and Conrad attended this meeting. The IOOS Association is undergoing strategic planning and may be increasing their dues structure to accommodate the outcomes from that process, notably, a possible increase in staff support. The dues increase would be from \$5K to \$10K. Lynn Leonard states she wonders what would be the difference in outcomes if the IOOS Association is given additional money. The IOOS Association does not have the authority to make these things happen. They can influence, but not make the change.

Megan asks can all the other RAs afford the increase? She also asked if one RA does not pay will everyone else pay? All RAs asked to see more detail with the increase in dues request. Debra said that the IOOS Association is making the RAs aware of this now so they can plan for the future. Final decisions on these issues have not been made.

George Voulgaris reiterates that the strategy for the use of the money is key.

Rick stated that really any money going to lobbying is just maintaining the current funding levels. SECOORA needs to come up with innovative ways to increase our overall funding.

Jim Nelson asked how IOOS views the IOOS Association. Debra responded that IOOS funds a portion of the IOOS Association each year and that they like having one point of contact that connects to all the RAs. IOOS Association meetings are also paid for by IOOS.

**ACTION:** Debra to forward to the Board the notes from the November meeting. Debra will also keep the Board in the loop about the IOOS Association strategic planning and the issue of increasing dues.

Josie Quintrell is planning a 2015 IOOS Spring Congressional Briefing Series. January would be IOOS and Maritime Safety, February – Inundation, March/April – Gulf of Mexico.

Debra asked the federal lobbyist present at the IOOS Association meeting, what do we need to do to receive a significant budget jump? He replied that IOOS needs to be critical to a federal agency and get support for inclusion in the budget process as a line item.

George Voulgaris says he feels we need a clear argument for Congress on why they should support IOOS. He suggest writing to the Division Chiefs a “what can we do for you?” letter instead of telling them what we can do for them.

### **SECOORA Operations ([PPT is here](#))**

Debra walked the group through the staff portion of the PowerPoint. She would like feedback at the end. She thanks Conrad, Nick, Lynn and Ruoying for being very involved in SECOORA over this past year. She encourages everyone to be a SECOORA Ambassador by contacting Congressional members, recruiting potential Members and collaborating on grants. George Voulgaris again mentioned what can SECOORA bring to the table with respect to grants. He

recalled that a one- pager describing this is needed. Debra mentions SECOORA offers its regional scope.

George Voulagaris asked what would Debra do if the operations budget doubled? She would hire a full time Communications person and DMAC person.

Vembu walked the group through the SECOORA website highlighting products like the Marine Weather Portal. He also mentioned the Communications tab that has been created to have a one – stop shop for Board members to get SECOORA information. It was created to make sure Board members feel comfortable being SECOORA Ambassadors. Vembu asked what people use on the website. George said he gets his data off of the NDBC website.

Kathleen and Steve both suggested using Google Analytics to determine what information on the website is being used (or not). Lisa Adams suggested there should be an “Applications & Tools” Tab at the top so that information is in the forefront and not buried with in a tab. It was also suggested to have a student class find things on the SECOORA website and see how long it takes them to get there.

### **Working Lunch**

**May Meeting Draft Agenda** ([Link here](#)) - Debra reminded the group there is a May Meeting Steering Committee that has met once. Members include staff, Dave Easter (IOOS), Geno Olmi (NOAA and SECART), Quint White (Jacksonville University) and Gale Peek (NOAA Office of Coastal Management). Debra stated that there will not be a PI meeting and the Board meeting will have the same format as in the past. Agenda items will include the next 5-Year IOOS Proposal and RICE certification. Two draft agenda options were presented to the Board, option 1 structured around thematic topic panel discussion, option 2 emphasizing SECOORA accomplishments and progress in the first 5-year award period and looking ahead to the next 5-year proposal. It was agreed that option 2 was the best for this next meeting. To focus on SECOORA seems appropriate given the new IOOS Proposal. Steve Woll suggested having a MC conduct the presentations in the PI report portions of the agenda and allow questions to be directed to the PIs. An Ignite Talk or Pecha Kucha styled options were also discussed, which would limit the amount of time and information a PI would give. George stated it would be nice to receive an update the mini-proposals. Option 1 would be best suited for a couple of years from now.

Tim Short and Jim Nelson agreed to help with the May meeting planning.

**SECOORA and Strategic Planning** - Debra thinks SECOORA should hire a consultant to lead a strategic planning effort with the Board and Staff. Conrad emphasized it should be a 2-3 page vision document that does not show a lot of details on how it would be executed. The Board agreed this was a good idea.

**ACTION:** Debra to solicit proposals from Consultants.

**Committees Discussion-** Committees have not been updated in at least two years. There is significant overlap in membership between the Executive Committee and the Finance and Audit Committee. The other Committee that is active is the Board Development Committee

(responsible for the annual Board elections). The Governance Committee needs to be active. The Board agreed that Staff could solicit nominations via email to populate the Committees (Finance and Audit, Governance, Board Development).

**ACTION:** Staff to ask for nominations and contact current members to see if they would like to stay on the committees.

The second part of the Committee Discussion was to address two items pertaining to a review of the by-laws: 1) "If the former chair of Executive Committee is no longer a Board member they do not serve on the ExCom"; and 2) Do we need to amend the by-laws to reflect how the Committees currently operate?

**MOTION:** George Voulgaris motioned to charge the Governance Committee to review both of the items above. Conrad seconded.

**DISCUSSION:** George asked whether the Governance Committee could recommend that certain committees just be moved from Standing to Ad hoc? Rick mentioned that this does make sense because the vision for SECOORA is smaller than originally anticipated when the committees were formed in the by-laws. Staff would aim to have between 3-5 members per committee.

**MOTION:** The motion was amended to include the Governance Committee will review each committee to also designate their status. Conrad seconded.

The motion with the amendment carried.

#### **IOOS Next 5 Year Proposal** ([Click here for the PPT](#))

Conrad led the discussion about the next IOOS 5-Year Proposal and described the Ad hoc Committee process and the documents that were produced. He further explained the Executive Committee reviewed the documents and made additional changes. The slides in the link above reflect both the Ad hoc and Executive Committee comments. The sections of this presentation included a list of the Ad hoc Committee members, the formal Ad hoc Committee charge, the Recommendations, Terms of Reference for the Review Panel, Evaluation Criteria, Process & Schedule, Letter of Intent Template and the Member Survey conducted for the Ad hoc Committee.

The Board next discussed at length the following documents: Terms of Reference for the Review Panel, Evaluation Criteria, Process and Schedule, and Letter of Intent Template. It was agreed by the Board that detailed minutes did not need to be generated for this section of the meeting since the discussion would be reflected in the final versions of the document.

**MOTION:** Rick motioned to have the staff synthesize the documents based on today's discussion and send out to the Board for final approval. Jim Nelson seconded. The vote carried.

ACTION: Staff to revise the documents based on the discussions from today and then disseminate to the Board for final approval.

**OTHER DISCUSSION:**

**Staff Involvement in the Review Panel** – The Board expressed concern over the Staff role in final decisions on LOIs, in particular with regard to avoiding possible resentment of Staff by those submitting LOIs. After discussion it was agreed that Staff did need to be a part of the Panel, but would not be a part of the Technical Review. They would help with creating the framework.

**Pre-solicitation information** – Steve Woll suggested having Debra ask for voluntary expressions of interest prior to release of the request for LOIs to gauge interest and see how many LOIs would be coming in. However, there were concerns with how this could be conducted in an impartial manner and it was agreed not to go forward with the suggestion.

**Evaluation criteria** – Both George Voulgaris and Peter Hamilton suggested listing the criteria in order of importance instead of listing percentage amounts. This was not a majority opinion and so will not be included in the final documents.

George Voulgaris asked to hold a **closed Executive Session to discuss DMAC and SECOORA**. Staff left the room.

After the Staff were invited back in, the Board Chair summarized the Executive Session discussion. As an IOOS mandate and central to SECOORA, the Board felt it was appropriate to place DMAC under control of the SECOORA staff, with DMAC needs addressed through a bid/contract process as opposed to the LOI process. The Staff was asked to develop a plan for conducting DMAC as part of the core functions of the SECOORA Staff.

**SECOORA RICE Certification**

Vembu walked the Board through the sections of the RICE (Regional Information Coordination Entities) certification application. RICE certification is a requirement of the IOOS Act and is central to recognition of an RA by IOOS and in providing civil liability coverage for data use. He stated that SECOORA has a rough draft of the application. The schedule is to submit the RICE application before the next IOOS Proposal so that it can be mentioned in the proposal.

The meeting adjourned at 5:00PM EST.