

**Thursday, May 10, 2007: 8:00 am to 5:30 pm**

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Notice of meeting date provided via email on April 22, 2007.

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**THURSDAY, MAY 10, 2007**

**1. Roll Call and Welcome**

**Leon**

1.1. Review Agenda

- President Leon called the meeting to order at 8:10 a.m., and thanked everyone for attending the special meeting.
- All Board members participated except Ramirez and Roeder. Billington, Dyke, Kutter, and Wallace participated via teleconference.
- Participation of Guests in person:
  - Clifford Roblee, NEESinc Executive Director (ED)
  - Sara Moody, NEESinc Executive Administrator
  - Jay Berger, NEESinc Director of Experimental Site Operations
  - Jacobo Bielak, Chair, ITSC Committee
- Participation of Guests via teleconference:
  - Lori Campbell, NEESinc Administrative Consultant
  - Ian Buckle, Chair, TGoGovernance Committee
  - Jon Lea, NEESinc Director of IT Operations
  - Claude Trottier, NEESinc Data Librarian
  - John Whitmer, NEESinc Director of EOT Operations

**2. Minutes for June Approval**

**Leon**

2.1. Meeting of February 2-3, 2006 Atlanta, GA

2.2. Action Items from Atlanta Meeting

- Leon announced that the February 2007 Board Meeting Minutes were included in the attachments, but would be approved at the June 2007 meeting.
- Leon reported that a number of Action Items from the February 2007 Board Meeting were completed, however, many are still in progress.

**3. Operations Status Updates from HQ**

**Roblee**

3.1. FY06 Carryover Supplements & FY07 Budget

- Roblee explained the Final FY07 Budget Request Summary dated April 30, 2007. He reviewed the status of requests for FY06 Carryover Funds. In the Approved Change-Scope Supplement Requests, items 1, 2, 3, 4, 6, 7, 8, and 10 were approved. Items 5 and 11 were denied, and item 9 was withdrawn by NEESinc. In total, \$760,572 was approved for Scope Supplement Requests.
- Roblee also reviewed FY07 Final Funding Justifications and Total FY07 Funds Released to NSF.
- Leon indicated that the general assessment is that NEES is in good shape, but it will take six to eight weeks to get through the entire process. Pauschke should send notification that the requests have been approved or denied in about one week
- Elgamal requested time in the afternoon to discuss UCSD's budget and expenditures. Leon added an item to the Agenda for discussion.

3.2. Approve Bylaws Revisions

- Roblee reviewed the changes to the Bylaws to allow Co-PI's to serve as the Representative of an Equipment Site and which adds a Corporate Member Representative.

MOTION: The Board approved the proposed Bylaw Amendment dated May 10, 2007 as presented which amends the definition of an Equipment Site Member Representative adding co-Principal Investigator to serve as the Representative of an Equipment Site, as well as adding a Corporate Member Representative. <<APPROVED – unanimous voice vote>>

### 3.3. Status of FY08 Annual Work Plans

- Roblee reported that NEESinc needs to have Board-approved Annual Work Plans to NSF by September 1, 2007. Roblee stated that NEESinc staff was preparing packages for review by SOC and NSF in preparation for the Board's review and approval at the June Board Meeting.
- Leon reported that the major issue is how to drive the process so that everyone delivers. Currently, if one or two sites don't provide adequate information, it holds up the entire process – delaying funding for everyone. Leon said there is a need to get into a mode that all sites are equal. A majority of the sites have responded well, but the few that haven't have caused negative consequences on the whole process.

### 3.4. 2007-2008 Technical Committee Memberships

- Action on Committee composition was been delayed due to the issues involved with the Board structure.

### 3.5. Membership Update

- Roblee reported that Sara Moody and the Student Assistants recently completed a comprehensive review of the NEESinc Membership database, including reconciling old records from CUREE. Individual Membership status included a total of 584 Individuals; 284 were currently paid through 2006, 106 were past due, 159 had never paid, and 35 were cancelled or unknown. Equipment Site status found: Ten Sites were current, Three Sites were past due, and Two Sites had never paid. Institutional Membership status included: 45 Institutional Members in the database, 20 current and 25 past due.
- Roblee announced that the 2007 invoices would be going out in the following weeks, and that staff has been working to get the capability of paying with a credit card operational.
- Leon reminded the Board that the large membership database for NEES is an important aspect of the Collaboratory. Stokoe responded that NEES should use this as a benefit of membership in their promotional materials.
- Roblee discussed the need to provide real benefits, announcements, and accomplishments to the NEES membership. He also discussed the concept of membership usage of NEEScentral.

## 4. Renewal Proposal

Leon

### 4.1. Writing Team

- Referencing Roblee's earlier report regarding carryover requests (Item 3.1), Leon noted that the carryover request to fund the renewal proposal was denied. Leon initiated conversation regarding developing a team, strategy, and funding options. Suggested team members included: Judy Liu, Sarah Billington, John Wallace, Greg Fenves, Bob Nigbor, and Jim Myers. Spencer recommended having an IT expert on the team. Rojahn suggested one of the team members needs to be NEESinc staff, as well as a research user (or someone who represents the user).
- Roblee suggested talking to practitioners at the 5AM regarding participating with the effort. He also discussed the need for a Project Manager. Elgamal suggested that once a Project Manager is established, that individual should be involved in selecting the team.
- Leon said that NEES needs to request a waiver for the page limit on the renewal proposal from NSF right away.

### 4.2. Strategy

- Board discussion included potential strategies for the renewal proposal, including giving the team the freedom to come up with ideas and periodically meet with the Board to be sure they are pointed in the right direction.
- Roblee stated that the proposal is due on June 1, 2008, and the site visit that year with be focused strictly on the proposal.
- Kutter stressed the importance of having NSF's support. Bobbitt suggested asking Pauschke how she would like NEES to proceed and to pick one or two people who are

champions for the process and move forward. Spencer recommended that the ED hold a weekly or bi-weekly telecom with Pauschke and regular in person meetings.

- Additional suggestions included: 1) Convening a group to obtain constructive feedback from people who are dissatisfied with NEES, 2) Look into having writers of the original proposal help with the renewal proposal.

#### 4.3. Financing

- Leon reported that there may be an opportunity to fund the renewal proposal in the FY08 budget. Roblee has a call scheduled with Pauschke to discuss the issue further.

**MOTION:** The Board authorized Roblee to work with the Executive Committee to develop a funding model plan and budget as quickly as possible. This should be sent to Pauschke for review and comment. <<APPROVED – unanimous voice vote>>

#### **ACTION ITEM:**

- NEESinc to request waiver from NSF for page limit on the renewal proposal.
- ED to try and establish regularly scheduled meetings with Pauschke.
- ED to work with ExCom to develop a funding model and budget for the renewal proposal which should be sent to Pauschke for input.

### **5. TGoSuccess**

**Roeder/Leon**

#### 5.1. Mission

- Leon reviewed the Mission Statement suggested by TGoSuccess. The Board worked together and crafted a revised new Mission Statement

**MOTION:** The Board approved the following mission statement for NEESinc: *“The mission of the Network for Earthquake Engineering Simulation (NEES) is to enable collaboration and transformative research to reduce seismic risk by providing world-class community infrastructure.”* <<APPROVED – unanimous voice vote>>

#### 5.2. TGoSuccess Report and Comments

- Leon reviewed his comments as annotated in the TGoSuccess Report. Board discussion included next steps for the TGoSuccess Report. The Board accepted the report as received and requested that edits be made by the ED to include Board input for inclusion in the Annual Report.

#### 5.3. Success Metrics Status Update

- Board discussion included the process for setting metrics. The Board would like NEESinc Staff to provide elevated attention to Sites and provide feedback to SOC on how current metrics are stacking up. The Board will decide on thresholds at the June Board meeting. If the Board does not receive feedback, it will need to make executive decisions for metrics in the Annual Report.

**MOTION:** The Board accepted the report from TGoSuccess, as well as further edits by the Executive Director which will be used in the Annual Report. <<APPROVED – unanimous voice vote>>

#### **ACTION ITEM:**

- Board to send comments regarding the TGoSuccess Report to Moody so that comments can be compiled for the ED edits.
- ED to edit TGoSuccess report to include input provided by the Board for inclusion in the Annual Report.
- NEESinc to provide elevated attention to Sites and provide feedback to SOC on how current metrics are stacking up and decide on thresholds at the next Board meeting.

## 6. TGoGovernance & Implementation

Leon/Buckle/Stokoe

### 6.1. Equipment Site Forum Input

- The Board considered the unanimous agreements of the Equipment Site Forum (ESF) from their April 13, 2007 meeting. These items are copied below and followed with Board feedback.

*1: That the ESF agrees in principle to the proposal that the number of Site Directors on the BOD be reduced from six to three, but is unable to take a position until the full extent of restructuring NEESinc Governance is known, and the Mission Statement adopted.*

Board Feedback: This is fully aligned with Board views. The extent of restructuring and mission statement are discussed above.

*2: To recommend that the BOD adopts TGoGov's recommendation regarding the separation of operations from policy development and oversight, and that the Board focus on the latter.*

Board Feedback: This is fully aligned with Board views.

*3: That provisional conditions on a reduction in the number of directors include:*

- *The ESF become a fully functioning committee of the BOD with resources.*
- *That the ESF be represented on BOD and ExCom.*
- *That a 2/3 majority vote of the BOD is required to overturn a recommendation from the Forum.*
- *That the ESF review the ED performance goals and duties and provide feedback to the BOD.*

Board Feedback:

- The Board concurs that the ESF should become a fully functioning committee of the Board and anticipates providing support for approximately two in-person meetings annually.
- The Board concurs that the ESF leadership be represented on BOD and ExCom (see approved recommendation #2 above).
- The Board appreciates the need to listen closely to views of ESF and believes that the adopted mechanism of communicating the Site's consensus views through formalized ESF leadership will help the Board understand and address these views in the best interests of the Consortium as a whole. However, the Board disagrees with any conditions that limit the authority of the Board such as the 2/3 majority vote to overturn a recommendation. Board committee's make recommendations on policy, but do not have the authority to either make or approve policy. The 2/3 concept translates into having 1/3 of the Board approve a policy.
- The Governance Committee is assigned to handle the annual review of the ED (see approved recommendation #2 above). This routinely includes a 360 review by Board and staff. ESF leadership will be involved in the Board review.

*4: That since the ESF will address both policy and operational issues, and the Board will likely focus on policy issues only, the ESF ExCom meet regularly with the ED (and Staff) on operational matters.*

Board Feedback: The ESF is a Board committee and thus formally reports to the Board through its 3-member leadership. NEESinc is responsible for operational matters and reports to the entire Board, not just the ESF leadership. It is anticipated that NEESinc will work closely with the ESF leadership and other stakeholders (i.e. SOC and NSF) to establish select working groups to build broad consensus on operational issues of concern to ESF.

### 6.2. Implementation Considerations

- The Board approved TGoGov recommendation #2 in its entirety with the exception that the User Forum Chair is to have an ex officio seat on the Board.
- The Board approved a revised version of TGoGov recommendation #3 that reduces the number of Site Directors from 6 to 3 (instead of 2). The Site Directors would be the Past-Chair, Chair, and Chair-Elect of the Equipment Site Forum. The Board recognizes that this

action is pending a positive vote of the Equipment Site Forum, and asks that such a vote be completed at the first opportunity.

- The Board considered a variety of alternative Board compositions stemming from TGoGovernance recommendations. Alternatives included ex-officio terms for prior chairs of technical committees (SOC, ITSC, EOTC), and the specification of constituencies ranging from earthquake risk stakeholders (practitioners, etc) and strategic partners (other potential sponsors, etc.). The Board acknowledged that these types of individuals were embraced as valuable additions; however, viewed explicit specification of certain seats to such individuals as being too restrictive.
- The Board reaffirmed use of the existing categories (Individual, Institutional/Corporate, Board-Elected) and directed the development of guidance for the Governance Committee (currently the Nominations Committee) to reflect the essence of the TGoGov alternatives.

#### 6.3. Officer Elections & Committee Updates

- Roblee provided an update on the Board terms and vacancies.

#### 6.4. NEESinc FCD-01 Draft Response

- The Board reviewed the ESF-recommended revision to FCD-01 identified as "Option A" along with the NEESinc draft analysis of the document and its underlying basis. The Board discussed this matter, but deferred final action to the Executive Committee pending input from the NSF Program Officer.

MOTION: The Board accepted TGoGovernance recommendation number two with the exception that the Equipment Site User Forum Chair is to have an ex officio seat on the Board. <<APPROVED – unanimous voice vote>>

MOTION: The Board accepted TGoGovernance recommendation number three as modified to reduce the number of Equipment Site Directors from six to three. The Equipment Site Directors would be the Past Chair, Chair, and Chair-Elect. The Equipment Site Forum was charged with developing a transition plan. <<APPROVED – unanimous voice vote>>

#### ACTION ITEM:

- Roblee to review FCD-01 options with Pauschke for input and revise accordingly with ExCom.

### 7. Special Equipment Site Issues

Leon

- Confidential Board discussion took place regarding recent Equipment Sites issues.

### 8. NEESit Status Update

Lea/Elgamal

#### 8.1. NEESit Update

- Elgamal provided an update on NEESit. He indicated that they recently held a Mock Site Visit in preparation for the upcoming NSF Site Visit. Elgamal reported that they received a lot of feedback from the visit.
- Lea reported that NEESit has been working very hard to complete the FY07 work plan, indicating that they are attempting to strike a balance of delivering for NSF and the users. Lea reported that the Mock Site Visit Team was impressed with the level of work that had been done, but noted that there is still much that needs to be done. Lea said in summary, that Elgamal has assembled a good team who has worked very hard. NEESinc's concern is that there are many irons in the fire, and the need is to get data curated and get the data sets out.

### 9. Other Business

#### 9.1. Accept TGoITVision Report

MOTION: The Board received the TGoITVision Report as provided at the February 2007 Board of Directors meeting. <<APPROVED – unanimous voice vote>>

#### 9.2. November Elections/President Elect

- Roblee reported that the intent was to hold elections in November. *(Follow up: This depended on outcomes of May Board Meeting; elections now to be held in July.)*

9.3. International MOU's

- Leon reported that he would like to proceed with MOU's with China and Italy.

9.4. Compensation Committee Update

- No report was provided.

9.5. UCSD Response

- Item was not discussed.

**ADJOURN** – Leon thanked the Board for their time and participation, adjourning the meeting at 6:15 p.m.