

Minutes of the second Special Meeting of the Board of Directors of the Consortium of Universities for the Advancement of Hydrologic Science, Inc. (A conference telephone call conducted on 10 August 2001) (Approved by email Sept 2001)

Participating were Representatives Roger Bales (University of Arizona), Ana Barros (Harvard University), Elizabeth Boyer (SUNY-ESF), Jeff Dozier (UC-Santa Barbara), Christopher Duffy (Pennsylvania State University), Vijay Gupta (University of Colorado), Robyn Hannigan (Arkansas State University), Witold Krajewski (University of Iowa), Venkat Lakshmi (University of South Carolina), Upmanu Lall (Columbia University), James McNamara (Boise State University), Miguel Medina, Jr. (Duke University), Tom Meixner (UC-Riverside), Fred Ogden (University of Connecticut), Marc Parlange (Johns Hopkins University), Kenneth Potter (University of Wisconsin), Jorge Ramirez (Colorado State University), James Smith (Princeton University), David Tarboton (Utah State University), Scott Tyler (University of Nevada, Reno), Claire Welty (Drexel University), John L. Wilson (New Mexico Tech), and Alternate Representatives Peter Kitanidis (Stanford University), Dennis Lettenmaier (University of Washington), Berry Lyons (Ohio State University), and Stephen Silliman (University of Notre Dame). Marshall Moss opened the meeting in his role as President of the corporation. Prof. Laura Toran (Temple University) was an observer.

The meeting was opened at approximately 11:15 am Mountain Standard Time and a role was taken, which resulted in 26 Directors and Alternate Representatives being present and thus a quorum of the 33 University Members was achieved.

The attached agenda provided by Dr. Moss was accepted and the second item was introduced by him. The proposal was that an Interim Chair of the Board of Directors, an Interim Vice Chair, and three additional Interim At-Large Members of the Board's Executive Committee be elected to serve until the first Annual Meeting of the CUAHSI Board of Directors. During telephone solicitations by Dr. Moss of nominations for the post of Interim Chair of the Board of Directors, only one candidate, Prof. Kenneth Potter of the University of Wisconsin, was nominated, who also chose to stand for election. Dr. Moss asked if there were any additional nominations to be made at this time. Hearing none Prof. Medina moved that the slate for the Interim Chair of the Board of Directors be closed, and Prof. Lakshmi seconded the motion. Dr. Moss requested that the Board elect Prof. Potter by acclamation. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Prof. Potter, as Chair of the Board, assumed the chair of the meeting and introduced the next item of business, the election of the Interim Vice Chair of the Board of Directors. A single nomination for Interim Vice Chair, Prof. John L. Wilson of New Mexico Tech, was put forward prior to the conference call. Prof. Potter asked if there were any additional nominations. Hearing none, Prof. Silliman moved that the slate for the Interim Vice Chair of the Board of Directors be closed, and Prof. Lakshmi seconded the motion. Prof. Potter requested that the Board elect Prof. Wilson by acclamation. The motion was passed unanimously by acclamation with no negative votes or

abstentions.

Prof. Potter read the slate of nine names as given in the updated agenda of those who had been nominated to fill the three at-large positions of members of the Executive Committee of the Board of Directors and asked if there were any additional nominations at this time. Hearing none, Prof. Wilson moved that the slate for the three at-large positions of members of the Executive Committee of the Board of Directors be closed, and Prof. Tyler seconded the motion. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Prof. Potter stated that Dr. Marshall Moss had agreed to continue as the President of the Corporation and asked for a motion that would so appoint Dr. Moss. Prof. Ogden so moved, and Prof. Lakshmi seconded. The motion was passed unanimously by acclamation with no negative votes or abstentions. Prof. Potter expressed his appreciation of Dr. Moss' efforts in getting the Corporation established and his pleasure that Dr. Moss had agreed to continue as President.

Prof. Potter stated that Prof. Laura Toran of Temple University had agreed to serve as the Secretary of the Corporation. Dr. Moss explained that Prof. Toran was not yet a member of the Board of Directors solely because the papers appointing her as the official Representative of Temple University had not yet been received. However, the offices of Secretary, Treasurer, and President of the Corporation did not require membership on the Board of Directors according to the Bylaws of the Corporation, and thus Prof. Toran was eligible to serve as Secretary of the Corporation. Prof. Potter asked for a motion to appoint Prof. Laura Toran as Secretary of the Corporation. Prof. Hannigan so moved, and Prof. Barros seconded. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Prof. Potter stated that Prof. Laura Toran of Temple University also had agreed to serve as the Treasurer of the Corporation. Prof. Potter asked for a motion to appoint Prof. Laura Toran as Treasurer of the Corporation. Prof. Barros so moved, and Prof. Wilson seconded. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Prof. Potter stated that Dr. Marshall Moss had agreed to serve in the post of Executive Director of the Consortium. Prof. Medina moved that Dr. Moss be so appointed, and Prof. Lakshmi seconded. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Prof. Potter stated that Profs. Jeff Dozier of the University of California, Santa Barbara and Berry Lyons of Ohio State University had agreed to serve as Tellers for the election of the at-large members of the Executive Committee of the Board of Directors and asked for a motion to so appoint them. Prof. Hannigan so moved, and Prof. Lakshmi seconded. The motion was passed unanimously by acclamation with no negative votes

or abstentions.

Prof. Potter introduced the list of Resolutions that had been submitted for consideration by Ms. Susan Leahy, Attorney, of William J. Lehrfeld, P.C. Prof. Potter pointed out that the Resolutions had been distributed to all participants prior to the conference call and asked if there were any questions. Hearing none, Prof. Meixner moved that the Resolutions be adopted as drafted, and the motion was seconded by Prof. Barros. The motion was passed unanimously by acclamation with no negative votes or abstentions. The Resolutions are as follows:

Resolutions of the CUAHSI Board of Directors

10 August, 2001

1. The Directors hereby resolve that the Treasurer, or other individuals delegated to assume such duties, shall pay or make provision for all the expenses incurred prior to the incorporation of the Corporation as were reasonable and necessary to establish and promote it.
2. The Directors hereby resolve that the Secretary is directed to maintain a minute book and take responsibility for the filing of the usual corporate papers in said book concerning the governance of the Corporation.
3. The Directors hereby resolve that any officer named herein is specifically authorized to execute whatever documents are necessary or appropriate in connection with establishing and maintaining a proper tax relationship with the Internal Revenue Service and any state or local governmental unit, having authority over said Corporation in dealing with respect to the powers, purposes or liabilities of said Corporation. The Secretary is specifically authorized to file such papers with such State governments as is necessary and appropriate to qualify the Corporation in any State or States in which the Corporation shall do business and execute such other documents as may be necessary or appropriate to register the Corporation under the laws of a State that requires registration in connection with the solicitation of charitable contributions. The Secretary is authorized to pay or incur, on behalf of the Corporation, such expenditures as will achieve the necessary qualification or registration.
4. The Directors hereby resolve that the Secretary of the Corporation is authorized to appoint one or more Assistant Secretaries of the Corporation to assist and facilitate the operations of the Corporation, but such Assistant Secretary shall have no authority to commit the Corporation to any act or contract except for those personally initiated and approved by the Secretary of the Corporation and in the absence of the Secretary, any other corporate officer of the Corporation.
5. The Directors hereby resolve that Directors shall not be paid

a fee for service as such but may receive reimbursement of personal expenditures made in support of the corporate activity provided, however, nothing in the foregoing resolution is intended to preclude the payment of compensation to any individual serving in a capacity other than Director of the Corporation, such as an officer, employee, independent contractor or consultant.

6. The Directors hereby resolve that the following individuals are authorized to establish, open and maintain bank accounts, investment accounts or other comparable accounts in the United States, to allow the Corporation to conduct its business affairs in an efficient and effective manner:

- (a) Marshall E. Moss
- (b) Laura Toran

Any such account which is open pursuant to the authority contained in this resolution shall be reported and recorded in these minutes subsequent to the opening of the account through the notation by any of the above named officers. This resolution may be confirmed separately under the signature of any two officers of the Corporation in the event that any banking institution, trust company, brokerage house or the like requires evidence of the authority of any officer of the Corporation to establish or maintain any account to deal with the financial affairs of the Corporation.

Prof. Potter called attention to the Status Report that had been prepared by Prof. Roger Bales, the Chair of the Steering Committee that had been charged with preparing the grant proposal to the National Science Foundation for the support of the science planning activities of the Consortium and asked Prof. Bales if he had further comment. Prof. Bales stated that he had no additional comments, but offered to provide individual copies of the report to anyone who had not received it. Prof. Potter offered Prof. Bales thanks for his extraordinary effort in accomplishing this task.

Prof. Potter introduced the matter of establishing the committees of the Board of Directors and stated that one approach would be for the Board to direct the Executive Committee to develop a plan for transitioning the existing committees into the existing framework. Prof. Potter expanded on his suggestion and received some positive response thereto. Prof. Wilson asked if anyone wanted to move that the Board accept the recommendation that Prof. Bales had made in his status report, which was that the Board of Directors establish a science steering committee and three technical committees. Prof. Lakshmi so moved, and Prof. McNamara seconded. Prof. Potter invited discussion on the motion. Prof. Wilson read the items from Prof. Bales' report that resulted in the motion. Prof. Bales explained that the current committees were actively involved in the science planning process that had been laid out in the proposal

and that the motivation of his proposal was that no loss in momentum in that process be caused by the transition of responsibility to the Board of Directors. Prof. Bales expanded on what had transpired in response to a question by Prof. Lakshmi. Prof. Gupta interjected that the WEB perspective contained ideas that had not been translated into actions by the current Steering Committee and that the committees that the Board should create should operate with an expanded view. He further stated that this was a problem that was too complicated to resolve in a conference call and reiterated Prof. Potter's original suggestion that the Executive Committee be directed to develop a plan for the Board's consideration, which would permit the next step to be taken with full understanding and participation. Prof. Selker stated that there were very serious logistical concerns with respect to the organization of the Science Planning Workshop that is scheduled for 1-3 October 2001 and that for the Board to not avail itself of those who had been actively organizing that workshop augmented by additional persons would be very problematic. Prof. Barros asked if there are any formal procedures for how these committees are going to be set up, how they will be made responsive to the Board and the community, what are the mechanisms by which new members can be added to the committees, and what are the formal procedures for submitting proposals, etc. Prof. Potter responded that, as a new organization, all that we have to go on are the Bylaws, which are not all that specific. Dr. Moss pointed out that the Bylaws do have some relevance in that they state that committees must have a charge and that the committees cannot exceed that charge, and at this point we do not have charges for any committees; thus if committees were to be established at this time, there also would have to be charges written, and that would be very difficult in the conference call venue. Prof. Wilson asked if the Executive Committee was charged with coming forth with a plan for the establishing committees whether or not it could be submitted to the Board for a vote before the next official meeting of the Board. Dr. Moss responded that the Bylaws did permit such a procedure. Prof. Medina offered support for Prof. Potter's original suggestion of directing the Executive Committee to develop plans for the Board's consideration. Prof. Lakshmi asked for clarification as to where the science planning process stood with respect to the creation of white papers etc. Prof. Gupta responded that from the WEB perspective, we need infrastructure to do large-scale field work as a group for our field and that that infrastructure does not exist. He further stated that there is disagreement within the community as to what are the big science questions that will serve as the basis for the elaboration of the necessary infrastructure for their solution. Prof. Gupta concluded by stating that agreement within the community on what that infrastructure should be so that we can submit a proposal to NSF and get funding for that is our first order of business. Prof. Lakshmi stated that he thinks that the science should drive the observatory, not the observatory drive the science and asked when do we pose our big science questions? Prof. Potter stated that there obviously are things that need to be talked about to come to a common understanding and then reiterated his original proposal that the Executive Committee develop a plan for how we proceed and that is something that we can do in the next few weeks and will not drag on for a while. Prof. Krajewski moved that Prof. Potter's suggestion be adopted by the Board of Directors. This was seconded by Prof. Medina.

Prof. Lall suggested that each of the current committees should post on the Consortium's web site a page or two explaining what they are doing and where they stand. Profs. Potter and Lakshmi iterated that this was an excellent idea. Prof. Bales provided a brief synthesis of the work of the current committees stressing that they were eager to get new people involved in the work thereof – particularly people who could phase into leadership positions. Prof. Gupta pointed out that there were five white papers that stimulated the National Science Foundation to agree to considering infrastructure for the hydrologic sciences and that the Board of Directors should familiarize themselves with each of these and then try to flesh out their communality with respect to science. He further stated that this work has not been done in the consortium's NSF proposal and that it needs to be done so that we can move forward as a community, but one with great diversity. Prof. Potter stated that we have to find a way to become a consortium with a common view and bring some groups together. He further stated that to do that we need to let the Executive Committee plan a strategy and then get feedback from the rest of the Directors. He then reiterated that there had been a motion to do just that. Prof. Wilson pointed out that there had been an earlier motion to accept the proposal contained in Prof. Bales' status report. Prof. Lakshmi stated that he had made the original motion, but that the discussion indicated that the decision could not be made at this time and that he withdrew his motion. Prof. Potter pointed out that Prof. Krajewski had moved that the Executive Committee be directed to develop a plan to structure the Consortium's Committee for the consideration of the Board of Directors. Prof. Ramirez seconded this motion. Prof. Potter asked if there was any additional discussion. Prof. Levent Kavvas of the University of California, Davis notified the participants that he had joined the conference call. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Prof. Potter asked for clarification of the next item, which was the setting of the date of the First Annual Meeting of the Board of Directors. Dr. Moss explained that it probably should fall immediately after the Annual Meeting of the Membership that had been set for the week of the Fall Meeting of AGU in December in San Francisco. Prof. Potter called for a motion to that effect, Prof. Wilson so moved, and it was seconded by Prof. Barros. The motion was passed unanimously by acclamation with no negative votes or abstentions.

Dr. Moss explained that the election of the at-large members will take place by email, with ballots posted shortly after the phone call and due to be returned by Friday, August 17 at 8:00 pm PDT. Ballots will be tallied by the tellers elected earlier in this conference call.

Prof. Potter called for any additional business. Prof. Lettenmaier pointed out that there were several points in the Bylaws that called for statements of policy by the Board of Directors and moved that the Executive Committee be directed to develop draft statements of such policies for the consideration of the Board. These will be voted on by email before the December meeting. Prof. Lakshmi seconded, and the motion was

passed unanimously by acclamation with no negative votes or abstentions.

Hearing no other items of business, Prof. Potter closed the meeting at approximately 11:55 am MST.

Special Meeting of the Board of Directors

1. Call to order and taking of the role
2. Procedure for the election of an Interim Executive Committee of the Board of Directors, who will hold office until the Annual Meeting of the Board of Directors in December 2001.

(A potential slate of candidates for the various offices of the corporation has been assembled in conversations with all Representatives that were available during the weeks leading up to this conference call. The slate is given below, but it can be augmented by nominations during the conference call.

Uncontested positions will be filled by acclamation during the conference call.

Any contested positions will be resolved by an electronic vote that will follow the conference call. The electronic ballots will be sent directly from the eligible voters to the Tellers Committee for tabulation and reporting of the results within one week of the transmission of the ballots.)

The proposed candidates are:

- Interim Chair of Board of Directors
Candidate: Kenneth W. Potter (Wisconsin)
- Interim Vice Chair of Board of Directors
Candidates: John L. Wilson (New Mexico Tech)
- Three At-Large Members of the Interim Executive Committee
Candidates: Roger Bales (Arizona)
Ana P. Barros (Harvard)
Christopher X. Duffy (Penn State)
M. Levent Kavvas (UC-Davis)
Witold Krajewski (Iowa)
Upmanu Lall (Columbia)
Jorge Ramirez (Colorado State)
Frank Schwatz (Ohio State)
David G. Tarboton (Utah State)

3. Appointment of President of Corporation
(Marshall Moss has agreed to continue to serve in this capacity.)
4. Appointment of Secretary of Corporation
(Laura Toran has agreed to serve in this capacity.)
5. Appointment of Treasurer of Corporation
(Laura Toran has agreed to serve in this capacity as well.)
6. Appointment of Executive Director
(Marshall Moss has agreed to serve in this capacity in addition to serving as President of the corporation.)

7. Appointment of Tellers Committee
(Berry Lyons and Jeff Dozier have agreed to serve in this capacity)
8. Resolutions of the Corporation
(See attached list of Resolutions that was provided by Susan Leahy, Attorney)
9. Report on status of NSF grant
(See status report from Roger Bales)
10. Procedure for establishing committees of the Board of Directors
(See status report from Roger Bales)
11. Proposal for next meeting of Board of Directors
(Fall Meeting of AGU, December 2001, San Francisco?)
12. Call for any other business
13. Close of meeting