

**Minutes of the Annual Meeting of Board of Directors Meeting
December 4th, 2003.**

1. Call to order—J Wilson Approximately 3:30pm ET
2. Role call—D Alsdorf

Present:

ROBIN HANNIGAN ARKANSAS STATE UNIVERSITY; JIM MCNAMARA; BOISE STATE UNIVERSITY; JORGE RAMIREZ, COLORADO STATE UNIVERSITY; JERRY ANDERSON Memphis; LARRY BAND; North Carolina System; Xiahong Feng, Dartmouth; YORAN RUBIN UC Berkeley; MIGUEL MADINA DUKE UNIVERSITY; DAVID LOPER, FLORIDA STATE UNIVERSITY; BRIAN HORNBUCKLE, IOWA STATE UNIVERSITY; MARC PARLANGE, JOHNS HOPKINS UNIVERSITY; MARIOS SOPHOCLEOUS, U Kansas; DENNIS MCLOUGHLIN, MASSACHUSETTS INSTITUTE OF TECHNOLOGY; DAVID HIENDMAN MICHIGAN STATE UNIVERSITY; JOHN WILSON, NEW MEXICO TECH; AARON PACKMAN, NORTHWESTERN UNIVERSITY; FRANK SCHWARTZ, OHIO STATE UNIVERSITY; JOHN SELKER, OREGON STATE UNIVERSITY; CHRIS DUFFY, PENN STATE UNIVERSITY; JIM SMITH, PRINCETON UNIVERSITY; YING FAN REINFELDER, RUTGERS UNIVERSITY; STEVEN GORELICK, STANFORD UNIVERSITY; ELIZABETH BOYER, STATE UNIVERSITY OF NY AT SYRACUSE; LAURA TORAN, TEMPLE UNIVERSITY; ALLEN JONES, TEXAS A&M UNIVERSITY; RICHARD VOGEL, TUFTS UNIVERSITY; DOUG ALSDORF, UCLA; CHIAOMING ZHENG, UNIVERSITY OF ALABAMA; TOM MEIXNER, UNIVERSITY OF CALIFORNIA RIVERSIDE; STEVEN JENNINGS, UNIVERSITY OF COLORADO; FRED OGDEN, UNIVERSITY OF CONNECTICUT; PAUL IMHOFF, UNIVERSITY OF DELAWARE; WENDY GRAHAM, UNIVERSITY OF FLORIDA; PRAVEEN KUMAR, UNIVERSITY OF ILLINOIS; WITOLD KRAJEWSKI, UNIVERSITY OF IOWA; ALAN FRYAR, UNIVERSITY OF KENTUCKY; KAYE BRUBAKER, UNIVERSITY OF MARYLAND; CLAIRE WEALTY, UNIVERSITY OF MARYLAND BALTIMORE COUNTY; DAVID AHLFELD, UNIVERSITY OF MASSACHUSETTS; FERNANDO MIRALLES, UNIVERSITY OF MIAMI FERNANDO PORTE-AGEL, UNIVERSITY OF MINNESOTA GREGG DAVIDSON, UNIVERSITY OF MISSISSIPPI; ED HARVEY, UNIVERSITY OF NEBRASKA; TOM PIECHOTA, UNIVERSITY OF NEVADA; SCOTT TYLER, UNIVERSITY OF NEVADA RENO; JULIE COONROD, UNIVERSITY OF NEW MEXICO; JEFF DOZIER, UNIVERSITY OF SANTA BARBARA; VENKAT LAKSHMI, UNIVERSITY OF SOUTH CAROLINA; RANDY GENTRY, UNIVERSITY OF TENNESSEE; DAVID MAIDMENT, UNIVERSITY OF TEXAS

WILLIAM JOHNSON, UNIVERSITY OF UTAH; STEPHEN BURGESS, UNIVERSITY OF WASHINGTON; MICHAEL BARBER, UNIVERSITY OF WASHINGTON STATE KENNETH POTTER, UNIVERSITY OF WISCONSIN; DAVID TARBOTON, UTAH STATE UNIVERSITY; THOMAS BURBEY, VIRGINIA TECH; MATTHEW CHARETTE, WOODS HOLE OCEANOGRAPHIC

By phone but not Webex:

MARIOS SOPHOCLEUS KANSAS STATE

ALLAN JONES TEXAS A&M

3. Announcement:
 - a. Close voting for President/ExCom—J Wilson
 - b. Member service.—R Hooper stated that CUAHSI is here to be the representative for member universities in DC. If university representatives would like something done for the hydrologic science community, CUAHSI could be the mechanism to do this.

4. Approval of meeting minutes—D Alsdorf
 - a. December 9, 2002
Motion to approve the minutes: Dave Tarboton
Dave Hyndman Seconded
Motion passed unanimously.

5. [Audit Committee charter](#)—J Wilson
Motion to adopt the charter Steve Burges
Miguel Medina seconded.
Discussion: Marios asked about the wording “with or without cause to remove”
It was clarified that this is standard language in a charter. There were no further discussions.
Vote: 50 yes- 3 abstentions
Motion carries.

6. [Procedure for moving to 15-member Board of Directors](#)
Motion made by Praveen Kumar
Second by Steve Burges
The motion passed unanimously

7. [Policy on internal CUAHSI competitions](#)
Motion to approve the policy on internal competition
Jeff Dozier moved.
Paul Imhoff seconded.
Praveen Kumar moved to add “any member of the Board of Directors or Executive Committee will report a potential conflict of interest and/or recuse themselves from any participation in CUAHSI led decisions on funding if they have a conflict of interest.
William Johnson moved to approve amendment.
Steve Burges seconded.
Vote on the amendment” 48 yes 1 no.
The amendment is added

The Vote on the amended policy
49yes -0 no.
The motion passed unanimously.

8. Other business

a. [CUAHSI Advisory Council](#)

Motion to adopt the CUAHSI Advisory Council Charter
Tom Piechiota moved.
Steve Gorelick seconded.
The motion passed 47 Yes, 2 No.

b. [Compensation Committee Charter](#)

Motion to adopt the charter
Ken Potter moved.
Scott Tyler seconded.
There was no discussion.
The motion passed 47 yes, 1 abstention, 0 no.

c. [Suspension of Standing Committees and Dissolution of Committee Membership](#)

Motion to disband the standing committees
Ed Harvey moved.
Steve Burges seconded.

Discussion: Fred Odgen questioned why this approach was taken. John Wilson was going to talk about it in his State of the Consortium remarks, but as those were skipped so that quorum could be maintained those thoughts were stated. Committee chairs had the opportunity to respond on what they were doing next and only one responded by saying that the committee was too burnt out to do anything. Therefore, the Executive Committee feels it would be best to reconstitute the committees with specific charges for a set duration.

The motion passed 39 Yes, 3 No, 2 Abstentions.

9. Announcements and Reports

- a. The State of the Consortium—J Wilson
- b. Report of the Nominating Committee—Claire Welty

10. Election of President and member of Executive Committee—D Alsdorf

Rick Hooper won as President and Efi Foufoula won the Executive Committee position.

11. Financial report—C Welty

12. Date of next meeting: on or about Fall AGU meeting.

13. Adjournment

Alan Fryar moved.
Miguel Medina seconded.
Motion carried unanimously.

Charter of the Audit Committee of CUAHSI

Purpose:

The Audit Committee is charged with providing assistance to the Board of Directors in fulfilling its fiduciary responsibility relating to accounting and reporting practices and in maintaining, by regularly scheduled meetings, a direct line of communication for the exchange of views and information between the Board of Directors and its independent accountants. The committee is also charged with providing advice to the Board of Directors on matters relating to litigation.

The duties include:

1. working with the independent auditors and the CUAHSI staff to assure that the auditor's reports are responsive to the needs of the Consortium;
2. evaluating the work of the independent auditor, and recommending to the Board of Directors the appointment of the auditor each year;
3. evaluating CUAHSI's internal financial and accounting control mechanisms; and
4. reviewing the Consortium's insurance and risk management program.

The Board of Directors, or the Executive Committee in its place, establishes the overall operational plan of the Consortium and establishes a budget to implement this plan. The Audit Committee will review deviations from this plan and will assess the appropriateness of CUAHSI's business practices and policies for achieving this plan. The Audit Committee will make regular reports to the Board of Directors that detail its findings and recommendations. These reports will be available to the entire Membership of the Consortium.

The Audit Committee has the right to examine any and all documents relating to the operations of CUAHSI, including, but not limited to, all financial records, minutes, and other documents of the Board, the Executive Committee, and all Standing and Special Committees.

Funds will be provided by CUAHSI for up to two meetings of the Audit Committee each year and support will be provided for further conference calls or other cybermeetings. Additional meeting support may be requested from the Executive Committee or Board of Directors.

The Audit Committee is also charged with maintaining an overview of the Consortium's legal affairs through an annual review of current and potential legal issues facing the Consortium. It will regularly evaluate the performance of CUAHSI's legal counsel and recommend adding or changing counsel if appropriate.

The Board of Directors, or the Executive Committee between Board of Directors meetings, decides when to initiate or cease any major litigation. They establish the overall

objectives and any general conditions that are to govern the litigation process. Before CUAHSI undertakes significant litigation as a plaintiff or as a defendant, the Executive Committee charges the Audit Committee with oversight of the specific legal activity.

The Audit Committee may obligate CUAHSI to pay consultant fees with the approval of either the Executive Committee or Board of Directors.

Composition:

The Board of Directors appoints the members of the Audit Committee and designates one member to be the Chair of the Committee. The Chair of the Audit Committee shall be a Representative of a Member University. Upon appointment, if not already a member of the Board of Directors, the Chair shall also serve as an *ex officio* non-voting member of the Board. The Chair shall also be notified of all Executive Committee meetings. The Chair and other members of the Audit Committee have the right to attend and observe all ExCom meetings, but will have no voting rights. The Chair of the Audit Committee has the right to appeal any decision of the Executive Committee or Board of Directors to the entire membership at its annual meeting.

At the discretion of the CUAHSI President, in consultation with the Audit Committee and the Chair of the Board of Directors, may appoint individuals to the Audit Committee who have applicable technical expertise or experience to augment the Audit Committee in its role with respect to management of specific litigation. These additional members of the Audit Committee will not assume any of the other responsibilities with which the Audit Committee is charged.

Term:

Members of the Audit Committee will serve for a term not to exceed three years.

Resignation:

Any member may resign at any time by giving written notice to the Chair, the Vice Chair, the President or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Vacancies:

Any vacancy in the Audit Committee may be filled on an interim basis until the next Annual Meeting of the Membership by a majority vote of the Executive Committee of the Board of Directors.

Removal: Any member of the Audit Committee may be removed at any time either with or without cause by vote of the Membership.

Note to the Board of Directors:
Oversight = watchful and responsible care

Procedure for moving to a 15-member Board of Directors

As specified in the By-Laws, governance of CUAHSI will be vested in a 15-member Board of Directors to be elected by the membership after an initial period during which each university representative is a Director. The procedure for transitioning to this board must be decided at the December, 2003 meeting.

For the 15-member Board, each Director will serve a three-year term, with terms staggered so that one-third of the Board is elected annually. To transition to this state, the following procedure is proposed:

Executive Committee member Wendy Graham, elected in December 2002, will serve on the Board of Directors for duration of her term with the Executive Committee through 2005.

December 2003

The Executive Committee Member replacing Frank Schwartz will be elected to the Board for the duration of his/her term with the Executive Committee, through December 2006.

December 2004

Four directors will be elected to 1-year terms; four will be elected to 2-year terms; and five will be elected to 3-year terms. These 13 people, plus the two continuing Executive Committee members, form the 15-member Board that will take over on January 2005.

December 2005 and thereafter.

Five directors will be elected to 3-year terms.

Competition Policy

Recommended Motion: "I move that the following be adopted as the internal competition policy of CUAHSI":

The Board of Directors, or the Executive Committee of the Board acting in its place, makes the final award decision for CUAHSI-led competitions. Peer review panel findings, mail reviews or opinions of the Executive Director or other CUAHSI staff or officers are only advisory and not binding on the Board of Directors. Any member of the Board of Directors or Executive Committee will report a potential conflict of interest and/or recuse themselves from any participation in CUAHSI led decisions on funding if they have a conflict of interest.

Note to Board of Directors: This policy mimics the NSF policy, in which mail reviewers and panel reviewers are only advisory. All award decisions are made at the level of the program officer or above.

CUAHSI Advisory Council Charter

Purpose

The CUAHSI Advisory Council will review CUAHSI programs and activities and advise the Board of Directors on the progress and direction of those programs or activities including those involving infrastructure.

As requested by the Board of Directors, the Advisory Council will provide substantive and actionable advice on:

- The research and education agenda and the process by which the agenda is derived
- The existing and proposed research, education, outreach, and research application programs
- The organizational structure and management strategy of the Consortium.

Duties

Upon request the Advisory Council will develop a brief memorandum report to the Board of Directors. This report will include the necessary background information stating the context in which they gave their advice. The report will include the strengths and weaknesses of the program or activity and provide a recommendation on how to proceed.

Composition

The Advisory Council will consist of no less than three eminent scientists and engineers typically of emeritus status in the field of hydrologic science. No person on the Advisory Council should have a personal interest in CUAHSI programs as determined by the Board of Directors. The Board of Directors, through its Executive Committee, appoints the members of the Advisory Council and designates one member to be its Chair.

Term

The term of membership will not exceed three years. Members may be reappointed for additional terms.

Resignation

Any member may resign at any time by giving written notice to the Chair, the Vice Chair, the President or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Vacancies

Any vacancy in the Advisory Council may be filled for the duration of the remaining term by the Board of Directors or the Executive Council acting on its behalf.

Removal:

Any member of the Advisory Council may be removed at any time either with or without cause by vote of the Board of Directors.

Policies and Procedures for the Annual Performance Evaluation of the President [and Executive Director,]CUAHSI

Consortium of Universities for the Advancement of Hydrologic Science, Inc.

Under Article X, Section 1 of the By-Laws of the Corporation, the Board of Directors must determine the level of compensation for officers. This policy sets out the manner for determining the compensation of the President of the Corporation, the only compensated officer at the time of its adoption.

Timing: The Board of Directors (the “Board”) will annually evaluate the performance of the President and Executive Director (the “Executive”) in November and/or December of each year.

Basis of the Evaluation: The Board will base its evaluation of performance on the duties and responsibilities outlined in the job descriptions (attached) for the two positions of President and Executive Director, and on previous annual performance evaluation reports and discussions between the Board and the Executive.

Purpose: The annual performance evaluation benefits both the Executive and the Board. The Executive benefits in three ways. The evaluation process underpins the job description(s), clarifying the boundaries of Executive responsibilities. Special expectations for the next year are clarified, helping the Executive to focus on the most important issues. Finally, the evaluation provides the Executive the opportunity to raise major concerns, budding disagreements, and/or future issues of which the Board should be aware. The Board also has three benefits. First, the evaluation provides a formal means for the Board to communicate with its primary, if not only, agent. Not only should the evaluation identify strengths and weaknesses in the Executive performance, but important issues concerning the future of the organization should be discussed. Second, if the board is satisfied with the Executive’s performance, the evaluation provides the opportunity for the Board to express its satisfaction by providing compensation through a bonus, salary increase, and/or other incentive compensation. This compensation policy is designed to attract, motivate, reward and retain superior talent in the Executive position(s). Third, if the board is concerned with the Executive’s performance, that concern will be discussed with the Executive and a plan of action developed to address it. If prior year discussions, reports and action plans aimed at improving this performance concern have failed, it may ultimately lead to the resignation of the Executive.

Board Responsibility: The Board will conduct the performance assessment through the Board’s Executive Committee. The Board will delegate responsibility for both

gathering facts for the evaluation and for initial recommendations to an appointed Compensation Committee, usually consisting of three members. That committee will report in writing to the Board's Executive Committee, which will act on that recommendation on behalf of the Board. To expedite the evaluation, the Board, through its Compensation Committee, will provide the Executive with a written evaluation that will be discussed prior to the completion of the review process. The Executive will be given the opportunity to include his or her views in the written evaluation to the Executive Committee.

Compensation Committee Charter

The Committee is formed by the Board of Directors as allowed by Article VII, Section 7 of the by-laws of the Corporation.

Purpose:

The principal purpose of the Compensation Committee (Committee) is to assist the Board to provide a competitive, performance-based compensation program that enables the Corporation to attract and retain an outstanding Executive, and to motivate the Executive to achieve the Corporation's short- and long-term goals.

Duties:

The Compensation Committee will produce an annual report to the Board on the Executive's performance and compensation in accordance with all applicable rules and regulations for not-for-profit corporations within the District of Columbia.

Composition:

The Committee shall be comprised of three members, at least two of whom shall also be members of the Board, who are appointed by the Board (or the Executive Committee acting on its behalf). One of the directors shall be appointed Committee Chair for a term to be determined by the Board. In the event the Committee Chair is unable to serve as Chair for a specific meeting, he/she shall designate one of the other Committee members to preside. The Committee shall meet in person with the Executive not less than once per year. A majority of the Committee will comprise a quorum. The Committee shall report all significant findings to the Board through the Board's Executive Committee.

Term:

The term of appointment is three years. Members will be appointed on a staggered basis so that a new member will be on the committee each year. For the two committee members who are also members of the Board of Directors, their tenure must coincide with their term on the Board of Directors to meet the composition requirements of this committee.

Resignation:

Any member may resign at any time by giving written notice to the Chair, the Vice Chair,

or the Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Vacancies:

Any vacancy in the Advisory Council may be filled on an interim basis until the next Annual Meeting of the Board of Directors by a majority vote of the Executive Committee of the Board of Directors. If a quorum of the Executive Committee cannot be obtained to fill such vacancies, the vacancies can only be filled by a special election of the Board of Directors.

Removal:

Any member of the Advisory Council may be removed at any time either with or without cause by vote of the Board of Directors.

Position Description

President of the Corporation

Consortium of Universities for the Advancement of Hydrologic Science, Inc.

Position: The President serves as the Chief Executive Officer and is an officer of the Corporation under the bylaws. The President is the chief business officer of the Consortium and its Corporation and is responsible for the direction of the Executive Director. The President reports to the Board of Directors and its Executive Committee.

Responsibilities: The President is responsible for (1) implementation of all programs and activities of the Corporation as defined by the Board of Directors and its Executive Committee through his or her direction of the Executive Director; (2) guidance of the consortium's process of long-term planning through consultation with the Board of Directors and its Executive Committee; (3) development of a complementary long-term financial plan; (4) liaison with the National Science Foundation and other Federal entities in conjunction with the Executive Director; and (5) recruitment of both regular and affiliate membership.

Qualifications: The President must:

- (1) hold a Ph.D. or equivalent degree in hydrologic science or in a closely related science or engineering field;
- (2) have a proven record of research and of supervision of research projects (preferably of an interdisciplinary nature) in hydrologic science or in a closely related field;
- (3) have a proven record of leadership in the geosciences community; and
- (4) have inter-personal skills that would reflect well on the consortium as its representative to outside agencies and other organizations.

Position Description

Executive Director

Consortium of Universities for the Advancement of Hydrologic Science, Inc.

Position: The Executive Director serves as the Chief Operating Officer of the Corporation, although he or she is not an elected officer under the bylaws. The Executive Director is in charge of the Corporation's headquarters and its staff. The Executive Director reports to the President of the Corporation and is the second ranking professional employee in the Corporation's hierarchy.

Responsibilities: The Executive Director is responsible for (1) implementation of all programs and activities of the Corporation as defined by the Board of Directors and its Executive Committee, which may consist of the issuance of requests for proposals, support of selection panels, writing of award documents, monitoring of the performance of awardees, and preparation of grant proposals to the National Science Foundation and other funding sources; (2) support of the Board of Directors, its Executive Committee, and the committees of the consortium; (3) liaison with the National Science Foundation and other Federal entities in conjunction with the President; (4) monitoring and management of the Corporation's finances; (5) direction and management of the Corporation's headquarters and its staff; (6) maintenance of official records and documents; (7) compliance with federal, state, and local regulations; and (8) other related tasks assigned by the President or the Board of Directors.

Qualifications: The Executive Director must:

- (5) hold a Ph.D. or equivalent degree in hydrologic science or in a closely related science or engineering field;
- (6) have a proven record of research and of supervision of research projects (preferably of an interdisciplinary nature) in hydrologic science or in a closely related field;
- (7) have in-depth understanding of the solicitation, review, award, and monitoring of competitive grants;
- (8) have a proven record of managing an office that consists of both professional and support staff; and
- (9) have inter-personal skills that would reflect well on the Corporation as its representative to outside agencies and other organizations.

Background for Dissolution of Standing Committees

With the completion of the White Papers for the Snowbird retreat last year, the Standing Committees have completed the job that was assigned to them. During the last year, we have found that writing proposals for funding of prototyping activities is better accomplished by smaller groups of participants than by the entire committee. Therefore, the Executive Committee would like to thank all the members of the Standing Committees for their service and proposes that all Standing Committees be disbanded temporarily until operational facilities come on-line that will require their oversight. At that time, a charter for each committee will be written and members appointed with specific terms.

Consistent with CUAHSI policy passed by the Board of Directors, the prototyping activities started to date (the paper prototype of the hydrologic observatory and hydrologic information systems prototype) have begun on a non-competitive basis for periods of 8 months (HO) and 2 years (HIS). Each of these activities will conclude with competitions for operational facilities. For the remaining activities-- the hydrologic measurement technologies facility, the education and outreach program, and research applications--proposal for programs must still be developed. A group of 5 people, led by John Selker, will be meeting in December in Washington to develop a one-year proposal for developing a design and implementation plan for the HMTF. For the other activities, we are looking for volunteers to develop these proposals. Generally, a small amount of support (1 to several months of summer salary) can be requested as part of these proposals. If you are interested in helping out with developing these programs, please contact Rick Hooper.